

Draft resolutions of the General Meeting of Shareholders of OEX Spółka Akcyjna (*Polish joint stock company*) convoked for 18 May 2022.

Resolution No. 1

of the Ordinary General Meeting of Shareholders

of OEX Spółka Akcyjna with registered office in Warsaw

dated 18 May 2022

concerning: the election of the Chairperson of the General Meeting of Shareholders of the Company

Acting pursuant to Art. 409§ 1 of the Code of Commercial Companies and § 8 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of Shareholders resolves to elect _____ to be the Chairperson of the General Meeting.

§2.

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 2
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022
concerning the adoption of the agenda

The Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders hereby resolves to adopt the following agenda:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Election of the Chairperson of the Ordinary General Meeting of Shareholders.
3. Acknowledgement by the Chairperson that the Ordinary General Meeting of Shareholders has been correctly convoked and is able to adopt valid resolutions.
4. Adoption of the agenda of the Ordinary General Meeting of Shareholders.
5. Review and approval of the report of the Management Board on the activities of the Company in 2021.
6. Review and approval of the report of the Supervisory Board on its activities in 2021.
7. Review and approval of the financial statements for 2021.
8. Review and approval of the report of the Management Board on the activities of the Group in 2010.
9. Review and approval of the consolidated financial statements for 2021.
10. Approval of the activities of members of the governing bodies of the Company performed in the fulfilment of their duties in 2021.
11. Adoption of a resolution on the transfer of funds from the reserve capital to the supplementary capital.
12. Adoption of a resolution on the distribution of the 2021 profit and on the amount of the dividend
13. Adoption of a resolution on the opinion on the report of the Supervisory Board of OEX S.A. on remuneration of members of the Management Board and the Supervisory Board of OEX S.A. in 2021.
14. Any other business and motions.
15. Closing of the Meeting.

§2

The Resolution shall enter into full force and effect upon its adoption.

Resolution No. 3
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning the review and approval of the report of the Management Board on the activities of the
Company in the year 2021**

Pursuant to Art. 395 § 2 (1) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

Having reviewed the Report of the Management Board on the activities of the Company in 2021, the Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the same.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 4
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

concerning the review and approval of the report of the Supervisory Board on its activities in 2021.

§1

Pursuant to art. 395 § 5 in relation with art. 395 §2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1.

Having reviewed the report of the Supervisory Board on its activities in 2021, the Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the same.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 5
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

concerning the review and approval of the financial statements for 2021

Pursuant to Art. 395 § 2 (1) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company has reviewed and hereby resolves to approve the Financial Statements of the Company for 2021 comprising the following:

- a) statement of financial position, showing the total of assets and the total of equity & liabilities at PLN 153,586,242.40 (say: one hundred and fifty-three million five hundred and eighty-six thousand two hundred and forty-two Polish zlotys and 40/100);
- b) statement of profit or loss showing a net profit of PLN 3,440,940.54 (say: three million four hundred and forty-thousand nine hundred and forty Polish złotych and 54/100);
- c) statement of changes in equity showing an increase in equity by PLN 941,339.96 (say: none hundred and forty-one thousand three hundred and thirty-nine Polish zlotys and 96/100);
- d) cash flow statement showing an increase in cash position by kPLN 8,454,824.28 (say: eight million four hundred and fifty-four thousand eight hundred and twenty-four Polish zlotys and 28/100);
- e) the supplementary notes to the financial statements.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 6
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

concerning the review and approval of the report of the Management Board on the activities of the Group in 2021.

Pursuant to art. 395 § 5 of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

Having reviewed the Report of the Management Board on the activities of the Group in 2021, the Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the same.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 7
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

concerning the review and approval of the consolidated financial statements for 2021.

Pursuant to art. 395 § 5 of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company has reviewed and hereby resolves to approve the consolidated financial statements for 2021 comprising the following:

- a) consolidated statement of financial position, showing the total of assets and the total of equity & liabilities at PLN 447,664,968.24 (say four hundred and forty-seven million six hundred and sixty-four thousand nine hundred and sixty-eight Polish zlotys and 24/100);
- b) consolidated statement of profit or loss, showing a net profit attributable to the shareholders of the parent company in the amount of PLN 20,513,320.89 (say: twenty million five hundred and thirteen thousand three hundred and twenty Polish zlotys and 89/100);
- c) consolidated statement of changes in equity, showing an increase of the equity by PLN 20,970,278.49 (say: twenty million nine hundred and seventy thousand two hundred and seventy-eight Polish zlotys 49/100);
- d) consolidated cash flow statement, showing an increase in cash position by PLN 7,410,588.75 (say: seven million four hundred and ten thousand five hundred and eighty-eight Polish zlotys and 75/100);
- e) supplementary notes to the consolidated financial statements.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 8
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Supervisory Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders hereby resolves to approve the activities of Mr Piotr Beaupré, Chairman of the Supervisory Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 9
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Supervisory Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the activities of Mr Marcin Malka, Member of the Supervisory Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 10
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

concerning: the approval of the activities of a member of the Supervisory Board of the Company
performed in the fulfilment of his duties

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders hereby resolves to approve the activities of Mr Piotr Cholewa, Member of the Supervisory Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 11
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Supervisory Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the activities of Mr Tomasz Mazurczak, Member of the Supervisory Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 12
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Supervisory Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the activities of Mr Michał Szramowski, Member of the Supervisory Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 21 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 13
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Supervisory Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the activities of Mr Tomasz Witczak, Member of the Supervisory Board, performed in the fulfilment of his duties in the period from 21 December 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 14
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Management Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the activities of Mr Jerzy Motz, President of the Management Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 15
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Management Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the activities of Mr Robert Krasowski, Member of the Management Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 16
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Management Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the activities of Mr Rafal Stempniewicz, Member of the Management Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 17
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Management Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the activities of Mr Tomasz Kwiecień, Member of the Management Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 18
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

**concerning: the approval of the activities of a member of the Management Board of the Company
performed in the fulfilment of his duties in 2021**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and § 3 (1) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

The Ordinary General Meeting of Shareholders of the Company hereby resolves to approve the activities of Mr Tomasz Słowiński, Member of the Management Board, performed in the fulfilment of his duties in the period from 01 January 2021 to 31 December 2021.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 19
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

concerning a transfer of funds from the reserve capital to the supplementary capital

Pursuant to art. 396 § 5 of the Code of Commercial Companies Network, it is hereby resolved as follows:

§1

Whereas:

- 1) pursuant to § 2 of Resolution No. 3 of the Extraordinary General Meeting of Shareholders of OEX S.A. (the '**Company**') dated 8 July 2021 on the approval of the process of acquisition of the Company's treasury shares for redemption and on setting up a reserve capital to cover the related costs ('**Resolution of the General Meeting of Shareholders**'), a reserve capital in the amount of PLN 32,808,269 (say: thirty-two million eight hundred and eight thousand two hundred and sixty-nine Polish zlotys) was set up with a view to financing the payment by the Company of the price for the acquisition of 1,525,966 of its own dematerialised ordinary bearer shares listed at the regulated market of the Warsaw Stock Exchange, having the par value of PLN 0.20 each ('**Treasury Shares**') ('**Reserve Capital**');
- 2) as part of the process of acquisition of the Treasury Shares (the '**Acquisition Process**'), launched on the basis of Resolution No. 2/06/2021 of the Company's Management Board dated 11 June 2021 on the launch of the process of acquisition by the Company of its Treasury Shares for redemption and on the determination of the terms and conditions of the acquisition ('**Resolution of the Management Board**'), the Company - according to the procedure laid down in the call for the subscription for the sale of shares in the Company published on 11 June 2021 (which was settled on 23 August 2021) – acquired 727,125 Treasury Shares ('**Treasury Shares Acquired**') for the remuneration amounting to a total of PLN 15,633,187.50 (say: fifteen million six hundred and thirty-three thousand one hundred and eighty-seven Polish zlotys and 50/100);
- 3) The Acquisition Process was carried out in accordance with the Resolution of the General Meeting of Shareholders and the Resolution of the Management Board was definitely completed and currently no further Treasury Shares can be acquired under that process as per Resolution No. 1/02/2022 of the Company's Management Board dated 17 February 2022 on the completion of the Acquisition Process, adopted in accordance with the authorisation resulting from the Resolution of the General Meeting of Shareholders;

4) the amount of PLN 17,175,081.50 (say: seventeen million one hundred and seventy-five thousand eighty-one Polish zlotys and 50/100) remaining at the Reserve Capital may no longer be used for the purpose defined in the Resolution of the General Meeting of Shareholders, The Ordinary General Meeting of Shareholders hereby resolves to transfer to the Company's supplementary capital the funds from the Reserve Capital in the amount of PLN 17,175,081.50 (say: seventeen million one hundred and seventy-five thousand eighty-one Polish zlotys and 50/100), which were not utilised for the purposes of the Acquisition Process.

§2

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 20
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

concerning the distribution of the profit for 2021, the level of dividend to be paid and the determination of the dividend date and the dividend payment date

Pursuant to Art. 395 § 2 (2) and Art. 348 §1 of the Code of Commercial Companies and § 3 (2) and §3 (6) of the By-Laws of the General Meeting of Shareholders, the Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§1

Having read the recommendation of the Management Board and the opinion of the Supervisory Board, the General Meeting of Shareholders of the Company hereby decides to allocate the entire profit for 2021 in the amount of PLN 3,440,940.54 (say: three million four hundred and forty thousand nine hundred and forty Polish zlotys and 54/100) to the dividend.

§2

The Ordinary General Meeting of Shareholders hereby decides to pay to the shareholders the dividend in the total amount of PLN 40,024,570.95 (say: forty million twenty-four thousand five hundred and seventy Polish zlotys and 95/100), i.e. PLN 5.85 per one share in the Company (excluding the treasury shares). The payment of the dividend referred to in the preceding sentence shall be made from the Company's net profit earned in 2021 as increased by the amount of PLN 36,583,630.41 (say: thirty-six million five hundred and eighty-three thousand six hundred and thirty Polish zlotys and 41/100), originating from the supplementary capital as increased, pursuant to Resolution No. 19 of this General Meeting of Shareholders, by the amount transferred from the reserve capital.

§3

Pursuant to Art. 348 § 4 and 5 of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders hereby resolves what follows:

- the dividend day shall be 27 May 2022
- the dividend payment day shall be 7 June 2022

§4

The Resolution shall enter into full force and effect upon adoption.

Resolution No. 21
of the Ordinary General Meeting of Shareholders
of OEX Spółka Akcyjna with registered office in Warsaw
dated 18 May 2022

concerning an opinion on the report of the Supervisory Board of OEX S.A. on remuneration of members of the Management Board and the Supervisory Board of OEX S.A. in 2021.

The Ordinary General Meeting of Shareholders of the Company hereby resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of the Company, acting pursuant to Art. 395 § 2¹ of the Code of Commercial Companies read in conjunction with Art. 90g (6) of the Act of 29 July 2005 on public trading and on conditions of introduction of financial instruments into organised trading systems and on public companies, having read the opinion of the statutory auditor, hereby gives its positive opinion on the Report of the Supervisory Board on the remuneration of members of the Management Board and of the Supervisory Board of the Company in 2021 drawn up by the Supervisory Board.

§2

The Resolution shall enter into full force and effect upon adoption.