

***Draft resolutions of the Annual General Meeting of Wirtualna Polska Holding SA convened for June 2, 2026***

Ad. 2

**"Resolution No. 1  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026  
regarding the election of the Chairman of the Assembly**

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company decides to elect Mr/Ms \_\_\_\_\_ as Chairman of the Annual General Meeting.

**§ 2**

The resolution comes into force upon its adoption."

Ad. 4

**"Resolution No. 2  
Annual General Meeting  
Wirtualna Polska Holding Spółka Akcyjna  
based in Warsaw  
from June 2, 2026  
regarding the adoption of the agenda**

The Annual General Meeting of the company under the name of "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The following agenda of the Annual General Meeting of the Company is adopted:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Confirmation that the Annual General Meeting has been duly convened and has the capacity to adopt resolutions.

4. Adoption of the agenda of the Annual General Meeting.
5. Presentation by the Management Board:
  - a) the Company's separate financial statements for the year ended 31 December 2025;
  - b) consolidated financial statements of the Wirtualna Polska Holding SA Capital Group for the year ended December 31, 2025, together with the Management Board's report on the activities of the Company and the Wirtualna Polska Holding SA Capital Group for the 3 and 12 months ended December 31, 2025;
  - c) the Management Board's proposal regarding the allocation of the Company's profits from previous years and coverage of the Company's loss for the financial year 2025.
6. Consideration:
  - a) Reports of the Supervisory Board of the Company on the assessment results:
    - (1) the Company's separate financial statements for the year ended 31 December 2025;
    - (2) consolidated financial statements of the Wirtualna Polska Holding SA Capital Group for the year ended on December 31, 2025 together with the Management Board's report on the activities of the Company and the Wirtualna Polska Holding SA Capital Group for the 3 and 12 months ended on December 31, 2025;
    - (3) the Management Board's proposal regarding the allocation of the Company's profits from previous years and coverage of the Company's loss for the financial year 2025;
  - b) Reports on the activities of the Supervisory Board and the Audit Committee of the Supervisory Board of the Company in the financial year 2025, together with an assessment of the Company's situation prepared in accordance with Article 382§3<sup>1</sup> items 2-5 of the Commercial Companies Code and in accordance with the Best Practices of Companies Listed on the Warsaw Stock Exchange.
7. Consideration and approval of the Company's separate financial statements for the year ended 31 December 2025.
8. Consideration and approval of the consolidated financial statements of the Wirtualna Polska Holding SA Capital Group for the year ended December 31, 2025 and the Management Board's report on the activities of the Company and the Wirtualna Polska Holding SA Capital Group for the 3 and 12 months ended December 31, 2025.
9. Adoption of resolutions on granting discharge to the members of the Company's Management Board for the performance of their duties in the financial year 2025.
10. Adoption of resolutions on granting discharge to members of the Supervisory Board of the Company for the performance of their duties in the financial year 2025.

11. Adoption of a resolution on the allocation of the Company's profits from previous years, coverage of the Company's loss for 2025 and payment of a dividend.
12. Adoption of a resolution amending resolution No. 6 of the Annual General Meeting of the Company of 23 June 2025 on authorizing the Company's Management Board to acquire its own shares and create reserve capital and adopting its consolidated text.
13. Adoption of resolutions on amendments to the Company's Articles of Association and adoption of the consolidated text of the Company's Articles of Association.
14. Adoption of a resolution giving an opinion on the Report on the remuneration of members of the Management Board and Supervisory Board of the Company for the financial year 2025.
15. Free conclusions.
16. Closing of the Annual General Meeting.

**§ 2**

The resolution comes into force upon its adoption."

Ad. 7

**"Resolution No. 3  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026  
regarding the consideration and approval of the individual  
financial statements of the Company  
for the year ended December 31, 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company, after considering the separate financial statements of the Company for the financial year ended on December 31, 2025, decides to approve the financial statements of the Company for the financial year ended on December 31, 2025, which include:

- a. separate statement of financial result and other comprehensive income showing a net loss of PLN 36,147 thousand for the year ended 31 December 2025;
- b. separate statement of financial position showing total assets and liabilities as at 31 December 2025 in the amount of PLN 867,784 thousand;
- c. separate statement of changes in equity showing an increase in share capital in the amount of PLN 8 thousand and the value of equity as at 31 December 2025 in the amount of PLN 864,970 thousand;
- d. a separate statement of cash flows showing an increase in cash as at 31 December 2025 in the amount of PLN 2,933 thousand and the value of cash at the end of the period, i.e. as at 31 December 2025, in the amount of PLN 49,191 thousand;
- e. additional information to the separate financial statements.

**§ 2**

The resolution comes into force on the date of its adoption."

Ad. 8

**"Resolution No. 4  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026  
regarding the consideration and approval of the consolidated  
financial statements of the Wirtualna Polska Capital Group  
Holding SA for the year ended December 31, 2025**

Pursuant to Article 63 section 4 of the Accounting Act of 29 September 1994, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company, after considering the consolidated financial statements of the Wirtualna Polska Holding SA Capital Group for the year ended December 31, 2025, decides to approve the consolidated financial statements of the Wirtualna Polska Holding SA Capital Group for the year ended December 31, 2025, which include:

- a) consolidated statement of financial result and other comprehensive income showing a net loss of PLN 22,073 thousand for the year ended 31 December 2025;
- b) consolidated statement of financial position showing total assets and liabilities as at 31 December 2025 in the amount of PLN 3,841,873 thousand zlotys ;
- c) consolidated statement of changes in equity showing an increase in share capital of 8 PLN thousand and the value of equity as at 31 December 2025 in the amount of PLN 927,535 thousand ;
- d) consolidated statement of cash flows showing an increase in cash as at 31 December 2025 in the amount of PLN 142,365 thousand. with PLN and value cash at the end of the period, i.e. as at 31

December 2025, in the amount of PLN 400,543 thousand ;

- e) additional information to the consolidated financial statements.

§2

The resolution comes into force on the date of its adoption."

**"Resolution No. 5  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026  
regarding the consideration and approval of the Management Board's report  
on the activities of the Company and the Wirtualna Polska Holding SA Capital Group  
for the 3 and 12-month periods ended December 31, 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

§ 1

The Annual General Meeting of the Company after considering the Management Board's report on the activities of the Company and the Wirtualna Polska Holding SA Capital Group for the period of 3 and 12 months ended on December 31, 2025 resolves to approve the Management Board's report on the activities of the Company and the Wirtualna Polska Holding SA Capital Group for the 3 and 12 months ended on December 31, 2025.

§ 2

The resolution comes into force on the date of its adoption."

Ad. 9

**"Resolution No. 6  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026  
regarding granting Jacek Świdorski - President of the Management Board of the Company  
discharge for the performance of his duties  
in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Mr. Jacek Świdorski, President of the Management Board of the Company, a vote of approval for the performance of his duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 7  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026  
regarding granting Michał Wiktor Brański – Member of the Management Board of the Company  
discharge for the performance of his duties  
in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Mr. Michał Wiktor Brański, Member of the Management Board of the Company, a vote of approval for the performance of his duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 8  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026**

**regarding granting Elżbieta Bujniewicz-Belka – Member of the Management Board of the Company  
discharge for the performance of her duties  
in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Ms. Elżbieta Bujniewicz-Belka, Member of the Management Board of the Company, a vote of approval for the performance of her duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 9  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026  
regarding granting Krzysztof Daniel Sierota – Member of the Management Board of the Company  
discharge for the performance of his duties  
in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Mr. Krzysztof Daniel Sierota, Member of the Management Board of the Company, a vote of approval for the performance of his duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

Ad. 10

**"Resolution No. 10  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw**

**from June 2, 2026**  
**regarding granting discharge to Piotr Walter, Chairman of the Supervisory Board of the Company, for the**  
**performance of his duties**  
**in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Mr. Piotr Walter, Chairman of the Supervisory Board of the Company, a vote of approval for the performance of his duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 11**  
**Annual General Meeting**  
**Wirtualna Polska Holding company Joint-stock company**  
**based in Warsaw**  
**from June 2, 2026**  
**regarding granting discharge to Henryka Bochniarz, Chairwoman of the Supervisory Board of the Company, for**  
**the performance of her duties**  
**in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Ms. Henryka Bochniarz, Chairwoman of the Supervisory Board of the Company, a vote of approval for the performance of her duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 12**  
**Annual General Meeting**  
**Wirtualna Polska Holding company Joint-stock company**

**based in Warsaw  
from June 2, 2026  
regarding granting discharge to Aleksander Wilewski, Vice-Chairman of the Supervisory Board of the Company,  
for the performance of his duties  
in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Mr. Aleksander Wilewski, Vice-Chairman of the Supervisory Board of the Company, a vote of approval for the performance of his duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 13  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026  
regarding granting  
discharge to Beata Barwińska-Piotrowska, Vice-Chairman of the Supervisory Board of the Company, for the  
performance of her duties  
in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Ms. Beata Barwińska-Piotrowska, Vice-Chairman of the Supervisory Board of the Company, a discharge for the performance of her duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 14  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company**

**based in Warsaw  
from June 2, 2026  
regarding granting discharge to Ms. Katarzyna Beuch – Member of the Supervisory Board of the Company – for  
the performance of her duties  
in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Ms. Katarzyna Beuch, Member of the Supervisory Board of the Company, a vote of approval for the performance of her duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 15  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026  
regarding granting discharge to Mariusz Jarzębowski, Member of the Supervisory Board of the Company, for the  
performance of his duties  
in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Mr. Mariusz Jarzębowski, Member of the Supervisory Board of the Company, a vote of approval for the performance of his duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 16  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw**

**from June 2, 2026**  
**regarding granting discharge to Mr. Grzegorz Konieczny, Member of the Supervisory Board of the Company, for**  
**the performance of his duties**  
**in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Mr. Grzegorz Konieczny, Member of the Supervisory Board of the Company, a vote of approval for the performance of his duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 17**  
**Annual General Meeting**  
**Wirtualna Polska Holding company Joint-stock company**  
**based in Warsaw**  
**from June 2, 2026**  
**regarding granting discharge to Ms. Joanna Różycka-Iwan – Member of the Supervisory Board of the Company –**  
**for the performance of her duties**  
**in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Ms. Joanna Różycka-Iwan, Member of the Supervisory Board of the Company, a vote of approval for the performance of her duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 18**  
**Annual General Meeting**  
**Wirtualna Polska Holding company Joint-stock company**  
**based in Warsaw**  
**from June 2, 2026**

**regarding granting discharge to Mr. Witold Woźniak, Member of the Supervisory Board of the Company, for the performance of his duties in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Mr. Witold Woźniak, Member of the Supervisory Board of the Company, a vote of approval for the performance of his duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

**"Resolution No. 19  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026**

**regarding granting discharge to Mr. Paweł Wujec, Member of the Supervisory Board of the Company, for the performance of his duties in the financial year 2025**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company grants Mr. Paweł Wujec, Member of the Supervisory Board of the Company, a vote of approval for the performance of his duties in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

Ad. 11

**"Resolution No. 20  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026**

**regarding the allocation of the Company's profits from previous years, coverage of the loss for 2025 and payment of dividends**

Pursuant to Article 348 and Article 395 § 2 item 2) of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company resolves that the amount of PLN 560,203,786.89 (in words: five hundred sixty million two hundred three thousand seven hundred eighty-six zlotys and eighty-nine groszy) from undistributed profits from previous years, resulting from changes in the Company's accounting policy, shall be allocated as follows:

- a. the amount of PLN 36,146,747.34 (in words: thirty-six million one hundred forty-six thousand seven hundred forty-seven zlotys and thirty-four groszy) is allocated to cover the Company's net loss shown in the Company's separate financial statements for the financial year 2025 in the amount of PLN 36,146,747.34 (in words: thirty-six million one hundred forty-six thousand seven hundred forty-seven zlotys and thirty-four groszy);
- b. a total amount of PLN 38,707,886.10 (thirty-eight million, seven hundred and seven thousand, eight hundred and eighty-six zlotys and 10 groszy) is allocated for the payment of a dividend to the Company's shareholders in the amount of PLN 1.30 (one zloty and thirty groszy) per share, with the dividend amount per share being rounded down to the nearest whole grosz, while the difference between the above-mentioned amount and the dividend amount payable to shareholders, taking into account such rounding, will be allocated to the Company's reserve capital;
- c. the amount of PLN 329,503,540.40 (in words: three hundred twenty-nine million five hundred three thousand five hundred forty zlotys and forty groszy) is allocated to increase the reserve capital created for the purpose of purchasing own shares by the Company pursuant to resolution No. 6 of the Annual General Meeting of the Company of 23 June 2025 on authorising the Management Board of the Company to purchase own shares and creating reserve capital;
- d. the remaining amount of undistributed profits from previous years referred to above, in the amount of PLN 155,845,613.05 (in words: one hundred fifty-five million eight hundred forty-five thousand six hundred thirteen zlotys and five groszy) shall be allocated to the creation of reserve capital with the possibility of allocating it to the payment of dividends in subsequent financial years.

**§ 2**

The Annual General Meeting of the Company decides to set the dividend date as 13 July 2026.

**§ 3**

The Annual General Meeting of the Company decides to set the dividend payment date as 20 July 2026.

**§ 4**

The resolution comes into force on the date of its adoption."

*The proposed distribution of profit is in line with the proposal of the Company's Management Board, which, when recommending the above, took into account relevant factors, including in particular: the current financial situation of the Company's Capital Group, the investment plans of the Company's Capital Group, potential acquisition targets of companies within the Company's Capital Group, the expected level of free cash flow in the Company in the financial year in which the dividend is due and the voluntary tender offer to subscribe for the sale of the Company's shares within the meaning of the Act of July 29, 2005 on public offering and conditions for introducing financial instruments to organized trading and on public companies, announced on April 28, 2026 by the Company together with the other tenderers (the "Voluntary Tender Offer"), provided that the Voluntary Tender Offer is voluntary in nature, and therefore the Company's shareholders are not obligated to sell the Company's shares on the terms specified therein. The full content of the Voluntary Tender Offer, including all its terms and conditions, has been published and is available at: <https://holding.wp.pl/inwestor/ogloszenia/wezwanie-do-zaczyta-sie-na-sprzedaz-akcji-wirtualna-polska-holding-s-a-7279782442813888>*

Ad. 12

**Resolution No. 21**  
**Annual General Meeting**  
**Wirtualna Polska Holding Spółka Akcyjna**  
**based in Warsaw**  
**from June 2, 2026**

**regarding the amendment of resolution No. 6 of the Annual General Meeting of Wirtualna Polska Holding Spółka Akcyjna with its registered office in Warsaw of 23 June 2025 regarding the authorization of the Company's Management Board to acquire own shares and create reserve capital and the adoption of its consolidated text**

Based on Article 362 § 1 item 8 of the Commercial Companies Code, Article 396 § 4 of the Commercial Companies Code and § 6 of the Company's Articles of Association in connection with Article 362 § 2 item 3 of the Commercial Companies Code and Article 348 § 1 of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the " **Company** ") resolves as follows:

**§ 1**

The Annual General Meeting of the Company decides to introduce the following amendments to resolution No. 6 of the Annual General Meeting of the Company of 23 June 2025 (the " **Authorization Resolution** "):

1) § 1 section 2 shall be replaced by the following new wording:

*2. The subject of the acquisition will be no more than 5,955,059 (in words: five million nine hundred fifty-five thousand fifty-nine) fully paid-up bearer shares of the Company with a nominal value of PLN 0.05 (in words: five groszy) each, with a total nominal value of PLN 297,752.95 (in words: two hundred ninety-seven thousand seven hundred fifty-two zlotys and ninety-five groszy), which are admitted to trading on the regulated market operated by the Warsaw Stock Exchange ("Shares").*

2) § 1 section 3 point 1) shall be replaced by the following:

1) *the total nominal value of the acquired Shares will amount to no more than PLN 297,752.95 (in words: two hundred ninety-seven thousand seven hundred fifty-two zlotys and ninety-five groszy), which constitutes no more than 20% (in words: twenty percent) of the share capital of the Company;*

3) § 1 section 3 point 3) shall be replaced by the following new wording:

3) *the total purchase price of the Shares, increased by the costs of their purchase, will not be higher than the reserve capital in the amount of PLN 351,348,481.00 (in words: three hundred fifty-one million three hundred forty-eight thousand four hundred eighty-one zlotys), created for this purpose in accordance with § 3 of this resolution, provided that in the event of exhaustion of the funds from the reserve capital referred to in § 3 of this resolution, the acquisition of the Shares on the basis of the authorization contained in this resolution may take place within the period indicated in section 4 below, provided that the General Meeting of the Company prior adopts a resolution on the creation of reserve capital in the appropriate amount in accordance with Article 362 § 2 item 3 of the Commercial Companies Code ;*

4) § 1 section 3 point 6 letter b) shall be replaced by the following:

b) *during a trading session as part of a transaction on a regulated market operated by the Warsaw Stock Exchange; or*

5) § 1 section 3 point 6 letter c) shall be replaced by the following:

c) *by acquiring Shares in another manner permitted by generally applicable law, including in a transaction or transactions outside an organized trading system, carried out as part of a tender offer for the sale of shares within the meaning of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to an organized trading system and on public companies (the "Act on Public Offering"), in accordance with the provisions of the Act on Public Offering.*

6) § 2 section 1 shall be replaced by the following new wording:

1. *The acquisition of Shares under this resolution may occur in one or more tranches. Prior to the acquisition of Shares in a given tranche, the Company's Management Board will determine, by way of a resolution (the "Acquisition Resolution"), the number of Shares to be acquired by the Company in a given tranche, their price or the method of determining it (taking into account market conditions prevailing at the time of commencement of the acquisition of Shares in a given tranche), the purpose of acquiring Shares in a given tranche, the method of acquiring Shares in a given tranche, as well as other matters necessary to implement the process of acquiring Shares in a given tranche. In each case, such terms specified by the Management Board in the Acquisition Resolution must be consistent with the provisions of this resolution (including, in particular, the terms of acquisition of Shares specified in § 1 of this resolution). The Acquisition Resolution will be made public in a current report before the commencement of the acquisition of Shares in a given tranche. If the acquisition of Shares takes place under a tender offer to subscribe for the sale of shares within the meaning of the Act on Public Offering, the Acquisition Resolution specifying the final number of Shares to be acquired will be adopted and made public after the end of the subscription period under a given tender offer and before the conclusion of the Share acquisition transaction, taking into account the number of Shares actually covered by subscriptions submitted by shareholders under that tender offer, in accordance with the schedule of that tender offer.*

7) § 2 section 2 letter b) shall be replaced by the following:

b) *in the case of acquisition of Shares in a manner other than a call to subscribe for the sale of shares within the meaning of the provisions of the Act on Public Offering – specifying in the Acquisition Resolution, before the commencement of the process of acquiring Shares, the rules, conditions and deadlines for conducting a public*

*invitation or invitations to submit offers for the sale of Shares by the Company's shareholders, including in particular the specification of:*

8) § 2 paragraph 2 letter e) indent iii) shall read as follows:

*iii) refrain from implementing this resolution to the extent permitted by generally applicable law;*

9) the reserve capital referred to in § 3 of the Authorising Resolution is decided to increase by the amount of PLN 329,503,540.40 (in words: three hundred twenty-nine million five hundred three thousand five hundred forty zlotys and forty groszy), coming from undistributed profits from previous years, as a result of which § 3 shall receive the following new wording:

*In order to acquire the Shares, the Annual General Meeting of the Company resolves to create reserve capital to be used to acquire Shares in a number no greater than indicated in § 1 section 2 of this resolution, including to pay the price for the acquired Shares and cover other costs of their acquisition ("Reserve Capital for the Acquisition of Shares"). The Annual General Meeting of the Company resolves to transfer to the Reserve Capital for the Acquisition of Shares the amount of PLN 351,348,481.00 (in words: three hundred fifty-one million three hundred forty-eight thousand four hundred eighty-one zloty), consisting of undistributed profits from previous years, which, pursuant to Article 348 § 1 of the Commercial Companies Code, may be allocated for distribution among the Company's shareholders.*

## § 2

The remaining provisions of the Authorising Resolution remain unchanged.

## § 3

The Annual General Meeting of the Company adopts the consolidated text of the Authorisation Resolution, taking into account the changes resulting from Resolution No. 21 of the Annual General Meeting of 2 June 2026:

**"Resolution No. 6  
Annual General Meeting  
Wirtualna Polska Holding Spółka Akcyjna  
based in Warsaw  
from June 23, 2025  
regarding the authorization of the Company's Management Board to acquire its own shares  
and the creation of reserve capital**

Based on Article 362 § 1 item 8 of the Commercial Companies Code, Article 396 § 4 of the Commercial Companies Code and § 6 of the Company's Articles of Association in connection with Article 362 § 2 item 3 of the Commercial Companies Code and Article 348 § 1 of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

## § 1.

1. The Annual General Meeting of the Company decides to authorize the Management Board of the Company to acquire the Company's own shares in accordance with Article 362 § 1 item 8 of the Commercial Companies Code and to perform all legal and factual actions aimed at acquiring these shares on the terms specified in this resolution.
2. The subject of the acquisition will be no more than 5,955,059 (in words: five million nine hundred fifty-five thousand fifty-nine) fully paid-up bearer shares of the Company with a nominal value of PLN 0.05 (in words: five

groszy) each, with a total nominal value of PLN 297,752.95 (in words: two hundred ninety-seven thousand seven hundred fifty-two zlotys and ninety-five groszy), which are admitted to trading on the regulated market operated by the Warsaw Stock Exchange ("Shares").

3. The acquisition of Shares will take place on the following terms:
  - 1) the total nominal value of the acquired Shares will amount to no more than PLN 297,752.95 (in words: two hundred ninety-seven thousand seven hundred fifty-two zlotys and ninety-five groszy), which constitutes no more than 20% (in words: twenty percent) of the share capital of the Company;
  - 2) the total nominal value of the acquired Shares will not exceed 20% (in words: twenty percent) of the Company's share capital at any time, including the nominal value of the remaining treasury shares held by the Company that have not been sold by the Company;
  - 3) the total purchase price of the Shares, increased by the costs of their purchase, will not be higher than the reserve capital in the amount of PLN 351,348,481.00 (in words: three hundred fifty-one million three hundred forty-eight thousand four hundred eighty-one zlotys), created for this purpose in accordance with § 3 of this resolution, provided that in the event of exhaustion of the funds from the reserve capital referred to in § 3 of this resolution, the acquisition of the Shares on the basis of the authorization contained in this resolution will be possible within the period indicated in section 4 below, provided that the General Meeting of the Company has previously adopted a resolution on the creation of reserve capital in the appropriate amount in accordance with Article 362 § 2 item 3 of the Commercial Companies Code;
  - 4) the unit purchase price of the Shares may not be lower than PLN 35.00 (in words: thirty-five zlotys) and may not be higher than PLN 135.00 (in words: one hundred thirty-five zlotys);
  - 5) The Shares acquired by the Company may be allocated to:
    - a) for the performance of obligations arising from the incentive program, which may be established by the Company by way of a separate resolution of the General Meeting of the Company;
    - b) in order to offer them to potential investors;
    - c) if the Shares are not allocated to the incentive program referred to in section 3 item 5 letter a) above or are not offered to investors in accordance with section 3 item 5 letter b) above, after the completion of the Share repurchase or after the expiry of the period of validity of the authorization to purchase Shares in accordance with this resolution – for the purpose of their redemption;
  - 6) Shares may be acquired in accordance with generally applicable legal provisions, ensuring equal access of the Company's shareholders to exercise the right to sell Shares, in one of the following ways:
    - a) in a transaction or transactions outside an organised trading system, carried out by way of a public invitation or invitations to submit offers for the sale of Shares by all shareholders of the Company, subject to the following conditions:
      - i) the purchase price of Shares under one invitation to submit offers for the sale of Shares will be the same for all shareholders,
      - ii) if the number of Shares offered by shareholders to be purchased by the Company in response to the Company's invitation is higher than the total number of Shares specified by the Company in the announced invitation, the Company's Management Board will proportionally reduce the shareholders' offers by rounding the fractional number of Shares down to the nearest integer, so that the total number of Shares is equal to the maximum number indicated by the Company in the announced invitation, while maintaining the principle of equal treatment of all shareholders, and
      - iii) The Shares remaining after applying the rounding referred to in section 3 item 6 letter a) indent ii) above (i.e. the Shares in the number constituting the difference between the number of Shares specified by the Company in the announced invitation and the total number of Shares covered by the reduced and rounded sale offers) will be allocated to the

sale offers submitted by shareholders, one Share each, successively, starting from the largest share sale offers to the smallest, until the total number of Shares equal to the number indicated in the announced invitation is allocated;

- b) during a trading session as part of a transaction on a regulated market operated by the Warsaw Stock Exchange; or
  - c) by acquiring Shares in another manner permitted by generally applicable law, including in a transaction or transactions outside an organized trading system, carried out as part of a call to subscribe for the sale of shares within the meaning of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to an organized trading system and on public companies (the "Act on Public Offering"), in accordance with the provisions of the Act on Public Offering.
- 7) Shares can be purchased through an investment company.
4. The authorization to acquire Shares is granted from the date of adoption of this resolution until 23 June 2030, but no longer than until the funds allocated for the acquisition of Shares, which have been transferred for this purpose to the reserve capital created in accordance with § 3 of this resolution, are exhausted, provided that in the event of exhaustion of the funds from the reserve capital referred to in § 3 of this resolution, the acquisition of Shares on the basis of the authorization contained in this resolution may take place within the period indicated in this section 4, provided that the General Meeting of the Company prior adopts a resolution on the creation of reserve capital in the appropriate amount in accordance with Article 362 § 2 item 3 of the Commercial Companies Code.

## § 2.

1. The acquisition of Shares under this resolution may occur in one or more tranches. Prior to the acquisition of Shares in a given tranche, the Company's Management Board will determine, by way of a resolution (the "Acquisition Resolution"), the number of Shares to be acquired by the Company in a given tranche, their price or the method of determining it (taking into account market conditions prevailing at the time of commencement of the acquisition of Shares in a given tranche), the purpose of acquiring Shares in a given tranche, the method of acquiring Shares in a given tranche, as well as other matters necessary to implement the process of acquiring Shares in a given tranche. In each case, such terms specified by the Management Board in the Acquisition Resolution must be consistent with the provisions of this resolution (including, in particular, the terms of acquisition of Shares specified in § 1 of this resolution). The Acquisition Resolution will be made public in a current report before the commencement of the acquisition of Shares in a given tranche. If the acquisition of Shares takes place under a tender offer to subscribe for the sale of shares within the meaning of the Act on Public Offering, the Acquisition Resolution specifying the final number of Shares to be acquired will be adopted and made public after the end of the subscription period under a given tender offer and before the conclusion of the Share acquisition transaction, taking into account the number of Shares actually covered by subscriptions submitted by shareholders under that tender offer, in accordance with the schedule of that tender offer.
2. The Annual General Meeting of the Company authorizes the Management Board of the Company to take all legal and factual actions necessary to acquire the Shares pursuant to Article 362 § 1 item 8 of the Commercial Companies Code within the scope specified in this resolution, including in particular:
  - a) specifying in the Resolution on Acquisition detailed rules for the acquisition of Shares, in particular the elements referred to in section 1 above and to the extent not regulated by this resolution;
  - b) in the case of acquisition of Shares in a manner other than a call to subscribe for the sale of Shares within the meaning of the provisions of the Act on Public Offering – specifying in the Acquisition Resolution, before the commencement of the process of acquiring Shares, the rules, conditions and deadlines for conducting a public invitation or invitations to submit offers for the sale of Shares by the Company's shareholders, including in particular the specification of:

- i) conditions and deadlines for submitting offers for the sale of Shares by shareholders,
  - ii) the content of the Share sale offers and the announcement of the templates of these offers, and
  - iii) rules and conditions for accepting offers to sell Shares and settling Share purchase transactions;
- c) in the case of the acquisition of Shares through an investment company – selecting an investment company and concluding an agreement with the investment company on intermediation in the acquisition of Shares, as well as granting the selected investment company the necessary powers of attorney and authorisations;
- d) submitting all settlement instructions and performing other legal or factual actions necessary to settle the Share acquisition transaction;
- e) make the following decisions, at the discretion of the Management Board of the Company, guided by the interests of the Company:
- i) completion of the Share acquisition procedure at any time,
  - ii) resignation from purchasing the Shares in whole or in part, and
  - iii) refrain from implementing this resolution to the extent permitted by generally applicable law;
- f) taking, during the period of the authorization to acquire Shares referred to in § 1 section 4 above, a decision to resume the acquisition of Shares on the terms provided for in this resolution (in the event of prior exercise by the Management Board of the powers referred to in section 2 letter e) above).
3. The Management Board will notify the General Meeting of the Company about the implementation of this resolution, pursuant to Article 363 § 1 of the Commercial Companies Code.

### § 3.

In order to acquire the Shares, the Annual General Meeting of the Company resolves to create reserve capital to be used to acquire Shares in a number no greater than indicated in § 1 section 2 of this resolution, including to pay the price for the acquired Shares and cover other costs of their acquisition ("Reserve Capital for the Acquisition of Shares"). The Annual General Meeting of the Company resolves to transfer to the Reserve Capital for the Acquisition of Shares the amount of PLN 351,348,481.00 (in words: three hundred fifty-one million three hundred forty-eight thousand four hundred eighty-one zloty), consisting of undistributed profits from previous years, which, pursuant to Article 348 § 1 of the Commercial Companies Code, may be allocated for distribution among the Company's shareholders.

### § 4.

The resolution comes into force upon its adoption."

### § 4

The resolution comes into force on the date of its adoption."

***This Resolution aims to amend Resolution No. 6 of the Company's Annual General Meeting dated June 23, 2025, authorizing the Company's Management Board to acquire its own shares and establish a reserve capital (the "Authorizing Resolution") in connection with the planned buyback of the Company's own shares implemented under the Voluntary Tender Offer. Amending the Authorizing Resolution, in particular by increasing the number of shares available for purchase by the Company and increasing the reserve capital created for the purchase of its own shares, is necessary for the Company to implement the share buyback on the scale assumed in the Voluntary Tender Offer. The Voluntary Tender Offer is voluntary, and therefore, shareholders are not obligated to sell their shares on the terms specified therein. Furthermore, the adoption of this resolution is a condition set forth in the Voluntary Tender Offer. The full content of the Voluntary Tender Offer, including all its terms and conditions, has been published and***

is available at: <https://holding.wp.pl/inwestor/ogloszenia/wezwanie-do-zaczyta-sie-na-sprzedaz-akcji-wirtualna-polska-holding-s-a-7279782442813888>

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**Resolution No. 22**  
**Annual General Meeting**  
**Wirtualna Polska Holding Spółka Akcyjna**  
**based in Warsaw**  
**of June 2, 2026 on amendments to the Company's Articles of Association**

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the " **Company** ") resolves as follows:

**§ 1**

The Annual General Meeting of the Company adopts the following amendments to the Company's Articles of Association:

- 1) § 16 section 1 shall be replaced by the following new wording :
  1. *The Supervisory Board shall consist of five to nine members. Members of the Supervisory Board are appointed and dismissed by the General Meeting, provided that as long as any of the shareholders: Orfe SA (KRS: 0000539906), 10X SA (KRS: 0000536364) and Albemuth Inwestycje SA (KRS: 0000536234) holds shares in the Company representing more than 15% of the total number of votes at the General Meeting of the Company, each such shareholder shall have the personal right to appoint and dismiss one member of the Supervisory Board.*
- 2) § 12 section 2 shall be replaced by the following:
  2. *The President of the Management Board is appointed and dismissed by the General Meeting from among the candidates indicated in the following manner:*
    - 1) *jointly by the shareholders holding the personal right referred to in § 16 section 1, provided that if these shareholders do not exercise their right to jointly nominate candidates for the President of the Management Board, each of the shareholders holding the personal right referred to in § 16 section 1 shall be entitled to individually nominate a candidate for the President of the Management Board; and*
    - 2) *in the event that none of the following shareholders: Orfe SA (KRS: 0000539906), 10X SA (KRS: 0000536364) and Albemuth Inwestycje SA (KRS: 0000536234) is entitled to the personal right referred to in § 16 section 1, each shareholder holding the Company's shares representing more than 15% of the total number of votes at the General Meeting of the Company is entitled to designate a candidate for the President of the Management Board.*
- 3) § 12 section 3 shall be replaced by the following:
  3. *Members of the Management Board other than the President of the Management Board are appointed and dismissed by the Supervisory Board, provided that all shareholders with the personal right referred to in § 16 section 1 are additionally entitled to the personal right to jointly appoint and dismiss three members of the Management Board of the Company other than the President of the Management Board.*

**§ 2**

The resolution comes into force on the date of its adoption.

***This resolution aims to amend the Company's Articles of Association regarding the rules for appointing and dismissing members of the Supervisory Board and Management Board. Adoption of this resolution is a condition for the Voluntary Tender Offer to be effective. Pursuant to the terms of the Voluntary Tender Offer, its effective date—and thus the Company's ability to participate in the share buyback under the Voluntary Tender Offer—is contingent upon, among other things, the adoption by the Annual General Meeting of the Company of a resolution amending the Company's Articles of Association, including the rules for appointing and dismissing members of the Supervisory Board and Management Board. The Voluntary Tender Offer is voluntary, and therefore, shareholders are not obligated to sell the Company's shares under the terms specified therein. The full content of the Voluntary Tender Offer, including all its terms and conditions, has been published and is available at: <https://holding.wp.pl/inwestor/ogloszenia/wezwanie-do-zaczyta-sie-na-sprzedaz-akcji-wirtualna-polska-holding-s-a-7279782442813888>***

**Resolution No. 23  
Annual General Meeting  
Wirtualna Polska Holding Spółka Akcyjna  
based in Warsaw  
from June 2, 2026**

**regarding the adoption of the consolidated text of the Company's Articles of Association**

The Annual General Meeting of the company under the name of "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company adopts the consolidated text of the Company's Articles of Association, taking into account the changes resulting from Resolution No. 22 of the Annual General Meeting of the Company of June 2, 2026:

**"STATUTE OF  
THE WIRTUALNA POLSKA HOLDING JOINT STOCK COMPANY  
(consolidated text of June 2, 2026)**

**I. GENERAL PROVISIONS**

**§ 1**

1. The company operates under the name: Wirtualna Polska Holding spółka akcyjna and may use the abbreviation: Wirtualna Polska Holding SA
2. The company was established through the transformation of a company operating under the name Grupa o2 spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw into a joint-stock company.
3. The company is established for an indefinite period for the purpose of conducting business activities.
4. The company may use a distinctive graphic symbol.
5. The Company's registered office is in Warsaw.

**§ 2**

1. The company operates in the territory of the Republic of Poland and abroad.

2. Within the scope of its activities, the Company may establish branches, subsidiaries, representative offices, plants, enterprises and other establishments, as well as join other companies.

### § 3

The Company may issue bonds, including convertible bonds and bonds with priority rights, as well as subscription warrants.

## II. SUBJECT OF ACTIVITY

### § 4

1. The Company's business activities include:
  - 1) wireless telecommunications activities, excluding satellite telecommunications,
  - 2) data processing; website management (hosting) and similar activities; operation of internet portals,
  - 3) other information service activities,
  - 4) other financial service activities, excluding insurance and pension funds,
  - 5) activities supporting financial services, excluding insurance and pension funds,
  - 6) rental and management of own or leased real estate,
  - 7) rental and leasing of other machines, equipment and material goods,
  - 8) activities related to job search and employee recruitment,
  - 9) activities of libraries, archives, museums and other cultural activities,
  - 10) activities related to software and IT consultancy and related activities,
  - 11) other telecommunications activities,
  - 12) other postal and courier activities,
  - 13) software publishing activities,
  - 14) activities related to films, videos and television programmes,
  - 15) activities in the field of sound and music recordings,
  - 16) broadcasting radio programs,
  - 17) broadcasting of public and subscription television programmes,
  - 18) technical research and analysis,
  - 19) scientific research and development work in the field of natural and technical sciences,
  - 20) advertisement,
  - 21) other professional, scientific and technical activities not elsewhere classified,
  - 22) leasing of intellectual property and similar products, excluding copyrighted works,
  - 23) other reservation service activities, not elsewhere classified,
  - 24) commercial activities, not elsewhere classified,
  - 25) artistic and literary creative activity,
  - 26) other entertainment and recreational activities,
  - 27) repair and maintenance of computers and communication equipment,
  - 28) legal activities,
  - 29) accounting and bookkeeping activities; tax consultancy,
  - 30) wholesale on commission,
  - 31) wholesale of information and communication technology tools,
  - 32) wholesale of machinery, equipment and additional equipment,
  - 33) other specialized wholesale,
  - 34) non-specialized wholesale,
  - 35) publishing of books and periodicals and other publishing activities, excluding software,
  - 36) activities of financial holding companies,
  - 37) activities of head offices and holding companies, excluding financial holding companies,

- 38) any activity related to the activities listed above.
2. If the Company's undertaking or performance of any of the business activities specified above requires, under the law, any consent, permit, concession, notification or similar actions, then such undertaking or performance of such activities may only take place after obtaining (the required) consent, permit, concession, notification or similar actions, as appropriate.

### III. SHARE CAPITAL

#### § 5

##### Share capital

1. The share capital of the Company amounts to PLN 1,488,764.85 (in words: one million four hundred eighty-eight thousand seven hundred sixty-four zlotys 85/100) and is divided into:
  - 1) 12,389,709 (in words: twelve million three hundred eighty-nine thousand seven hundred and nine) series A shares with a nominal value of PLN 0.05 (in words: five groszy) each;
  - 2) 12,221,811 (in words: twelve million two hundred twenty-one thousand eight hundred eleven) series B shares with a nominal value of PLN 0.05 (in words: five groszy) each;
  - 3) 301,518 (in words: three hundred and one thousand five hundred and eighteen) series C shares with a nominal value of PLN 0.05 (in words: five groszy) each;
  - 4) 929,058 (in words: nine hundred twenty-nine thousand fifty-eight) series D shares with a nominal value of PLN 0.05 (in words: five groszy) each;
  - 5) 3,339,744 (in words: three million three hundred thirty-nine thousand seven hundred forty-four) series E shares with a nominal value of PLN 0.05 (in words: five groszy) each;
  - 6) 593,457 (in words: five hundred ninety-three thousand four hundred fifty-seven) series F shares with a nominal value of PLN 0.05 (in words: five groszy) each.
2. The share capital was fully paid up before the registration of the Company.
3. 11,289,709 series A shares are registered shares, and the remaining series A shares and shares of other series are bearer shares.
4. 11,289,709 series A shares are preferred shares, conferring two votes per series A share. The remaining series A shares and shares of other series are ordinary shares.
5. The conversion of bearer shares into registered shares is not permitted.
6. Registered shares may be converted into bearer shares at the request of a shareholder. Upon receipt of the request, the Management Board will promptly convert the shares in accordance with the request.
7. If the Company's shares are admitted to trading on a regulated market or an alternative trading system, any shareholder whose shares are not admitted to trading on such market has the right to request that such shares be admitted to trading on such market. Admission of such shares to trading on the regulated market or alternative trading system will take place immediately, but no later than six months from the date of receipt of the request from the eligible shareholder.

#### §5a

*[Deleted]*

#### §5b

*[Deleted]*

#### § 6

##### Reserve capital

The Company may create reserve capital pursuant to resolutions of the General Meeting.

## § 7

### Redemption of shares

1. The Company's shares may be redeemed pursuant to a resolution of the General Meeting with the consent of the shareholder whose shares are to be redeemed (voluntary redemption).
2. A shareholder whose shares have been redeemed is entitled to compensation. The compensation cannot be lower than the net asset value attributable to the shares as reported in the financial statements for the previous financial year, reduced by the amount designated for distribution to shareholders. With the shareholder's consent, the redemption may be effected without compensation.
3. Redemption of shares requires a reduction of the share capital.

## IV. COMPANY AUTHORITIES

### § 8

The Company's authorities are:

1. General Assembly;
2. Management Board; and
3. Supervisory Board.

## V. GENERAL MEETING

### § 9

1. General Meetings may be held at the Company's registered office in Warsaw.
2. The General Meeting is valid regardless of the number of shares represented at it.
3. Participation in the General Meeting using electronic means of communication is permitted, subject to the provisions below. If the announcement convening the General Meeting includes information about the possibility of shareholders participating in the General Meeting using electronic means of communication, the Company is obligated to provide shareholders with the opportunity to participate in the General Meeting using electronic means of communication and to provide real-time broadcasts of the General Meeting.
4. Detailed rules for conducting the General Meeting using electronic means of communication are set forth in the "Regulations for Participation in the General Meeting of Wirtualna Polska Holding Spółka Akcyjna with its registered office in Warsaw using electronic means of communication," adopted by the Company's Supervisory Board, taking into account the provisions of the General Meeting Regulations. The Management Board publishes these rules on the Company's website together with the announcement of the general meeting. These rules should enable:
  - 1) real-time broadcast of the General Meeting,
  - 2) two-way real-time communication, where shareholders will be able to speak during the General Meeting from a location other than the meeting venue,
  - 3) exercising the right to vote in person by a shareholder or by a proxy during the General Meeting, outside the venue of the General Meeting.
5. Members of the Supervisory Board and the Management Board should participate in the General Meeting in a composition that allows them to provide substantive answers to questions asked during the General Meeting.

### § 10

1. 11,289,709 series A shares carry two votes. The remaining series A shares and shares of other series carry one vote.
2. Resolutions of the General Meeting are required for matters reserved by the provisions of the Commercial Companies Code or the provisions of these statutes.
3. The acquisition and disposal of real estate, perpetual usufruct or a share in real estate do not require a resolution of the General Meeting.

### § 11

1. Resolutions of the General Meeting are adopted by a simple majority of votes, unless the law or the provisions of these statutes provide for stricter requirements for the adoption of a given resolution.
2. The competences of the General Meeting, apart from other matters reserved by the provisions of the Commercial Companies Code, include:
  - 1) appointment and dismissal of the President of the Management Board,
  - 2) appointment and dismissal of members of the Supervisory Board,
  - 3) determining the number of members of the Supervisory Board,
  - 4) approval of the regulations of the Supervisory Board,
  - 5) adopting the remuneration of members of the Supervisory Board,
  - 6) expressing consent to the conclusion by the Company of a credit, loan and guarantee agreement or other similar agreement with a member of the Management Board, Supervisory Board, proxy, liquidator or on behalf of a member of the Management Board, Supervisory Board, proxy, liquidator.

## VI. MANAGEMENT

### § 12

1. The Management Board may consist of one to five members, including the President of the Management Board and, in the case of a Management Board to which more than one person is appointed, the remaining members of the Management Board, elected for a joint term of office.
2. The President of the Management Board is appointed and dismissed by the General Meeting from among candidates indicated in the following manner:
  - 1) jointly by the shareholders holding the personal right referred to in § 16 section 1, provided that if these shareholders do not exercise their right to jointly nominate candidates for the President of the Management Board, each of the shareholders holding the personal right referred to in § 16 section 1 shall be entitled to individually nominate a candidate for the President of the Management Board; and
  - 2) in the event that none of the following shareholders: Orfe SA (KRS: 0000539906), 10X SA (KRS: 0000536364) and Albemuth Inwestycje SA (KRS: 0000536234) is entitled to the personal right referred to in § 16 section 1, each shareholder holding the Company's shares representing more than 15% of the total number of votes at the General Meeting of the Company is entitled to designate a candidate for the President of the Management Board.
3. Members of the Management Board other than the President of the Management Board are appointed and dismissed by the Supervisory Board, provided that all shareholders with the personal right referred to in § 16 section 1 are additionally entitled to the personal right to jointly appoint and dismiss three members of the Management Board of the Company other than the President of the Management Board.
4. The term of office of Management Board members is three years. The mandates of Management Board members expire no later than the date of the general meeting approving the financial statements for the last full financial year in office, i.e., the last financial year that began during the Management Board members' term of office.

### § 13

If the Management Board consists of one person, the Company is represented by one Management Board member. If the Management Board consists of multiple members, the Company is represented by the President of the Management Board acting alone, two Management Board members acting jointly, or one Management Board member acting jointly with a proxy.

### § 14

1. The Management Board manages the Company's affairs and represents the Company externally.
2. The Management Board is authorized to manage all matters of the Company not reserved for the competences

of the General Meeting or the Supervisory Board

3. Resolutions of the Management Board are adopted by a simple majority vote. In the event of an equal number of votes for and against, the President of the Management Board has the casting vote.
4. Members of the Management Board may participate in adopting Management Board resolutions by casting their votes in writing through another Management Board member. Voting in writing may not apply to matters added to the agenda at a Management Board meeting.
5. Resolutions of the Management Board may be adopted in writing or by means of direct remote communication.
6. The Management Board operates on the basis of regulations, which may be adopted by the Supervisory Board in accordance with the proposal of the Management Board.
7. The President of the Management Board directs the work of the Management Board and determines the internal division of tasks and responsibilities among the Management Board members. In particular, the President of the Management Board may delegate the management of specific departments to individual Management Board members. Furthermore, the President of the Management Board convenes and chairs Management Board meetings. The President of the Management Board may authorize other Management Board members to convene and chair Management Board meetings. In the event of the President's absence or a vacancy in the position of President of the Management Board, Management Board meetings shall be convened by the oldest member of the Management Board. Additional, specific powers of the President of the Management Board in managing the work of the Management Board may be specified in the regulations referred to in section 6 above.
8. Each member of the Management Board may request that a resolution be adopted by the Management Board prior to carrying out any action.

#### § 15

The Management Board, with the consent of the Supervisory Board, may pay an advance on the dividend expected at the end of the financial year.

### VII. SUPERVISORY BOARD

#### § 16

1. The Supervisory Board consists of five to nine members. Members of the Supervisory Board are appointed and dismissed by the General Meeting, provided that as long as any of the shareholders: Orfe SA (KRS: 0000539906), 10X SA (KRS: 0000536364) and Albemuth Inwestycje SA (KRS: 0000536234) holds shares in the Company representing more than 15% of the total number of votes at the General Meeting of the Company, each such shareholder has the personal right to appoint and dismiss one member of the Supervisory Board.
2. The Supervisory Board elects from among its members the Chairman of the Supervisory Board and the Vice-Chairman of the Supervisory Board.
3. Supervisory Board members are appointed for a joint three-year term. Their terms expire no later than the date of the general meeting approving the financial statements for the last full financial year in office, i.e., the last financial year that began during the Supervisory Board members' term of office.
4. The number of Supervisory Board members is determined by the General Meeting. If the Supervisory Board is elected by group voting pursuant to Article 385 of the Commercial Companies Code, the number of Supervisory Board members is nine.

#### § 17

1. The Supervisory Board, which, as a result of the expiry of the mandates of some members of the Supervisory Board (for reasons other than dismissal), consists of fewer members than provided for in § 16 section 1 above, but at least five, is capable of adopting valid resolutions.
2. If, as a result of the expiry of the mandates of some members of the Supervisory Board (for reasons other than dismissal), the number of members of the Supervisory Board for a given term of office falls below the statutory

minimum, the remaining members of the Supervisory Board may appoint a new member of the Supervisory Board by co-optation, who will perform his duties until his successor is elected by the next General Meeting, unless the General Meeting approves the member of the Supervisory Board appointed by co-optation.

3. The Supervisory Board supplemented by a member appointed by co-optation shall immediately convene the General Meeting to approve the member appointed by co-optation or elect his successor.
4. Members of the Supervisory Board may co-opt members if the number of members of the Supervisory Board is at least two.
5. Members of the Supervisory Board shall co-opt by delivering to the Company a written declaration from all members of the Supervisory Board on the appointment of a member of the Supervisory Board.

#### § 18

1. For resolutions of the Supervisory Board to be valid, all members must be invited to the meeting and at least half of them must be present.
2. Unless otherwise provided in the statute, resolutions of the Supervisory Board are adopted by a simple majority of votes. In the event of an equal number of votes for and against, the Chairperson of the Supervisory Board has the casting vote.

#### § 19

1. Members of the Supervisory Board may participate in adopting Supervisory Board resolutions by casting their votes in writing through another Supervisory Board member. Voting in writing may not concern matters added to the agenda at a Supervisory Board meeting.
2. Resolutions of the Supervisory Board may be adopted in writing or by means of direct remote communication.

#### § 20

1. The Supervisory Board exercises constant supervision over the Company's activities in all areas of its activity.
2. The Supervisory Board operates on the basis of regulations adopted by the Supervisory Board and approved by the General Meeting.
3. Subject to section 4 below, in addition to the matters reserved by the provisions of the Commercial Companies Code, the competences of the Supervisory Board include:
  - 1) selection or change of the entity authorized to audit or certify the Company's financial and non-financial statements and to conduct financial audit activities of the Company,
  - 2) appointing and dismissing members of the Management Board in accordance with the proposal of the President of the Management Board,
  - 3) determining the number of Management Board members in accordance with the proposal of the President of the Management Board,
  - 4) establishing the regulations of the Supervisory Board and the regulations of the Management Board,
  - 5) consent to the Company concluding a material transaction with an Affiliate, excluding typical transactions concluded on market terms as part of the Company's operating activities with a Subsidiary in which the Company holds a majority shareholding,
  - 6) considering and giving opinions on matters that are to be the subject of resolutions of the General Meeting,
  - 7) providing opinions on the Company's multi-year development programs and annual financial plans;
  - 8) granting consent to the conclusion by the Company or any of its Subsidiaries of an agreement resulting in the creation of consolidated financial debt exceeding 3.5 times EBITDA, provided that the value of such agreement exceeds PLN 50,000,000 (fifty million),
  - 9) determining the remuneration of persons holding the position of President of the Management Board and other Members of the Management Board of the Company,
4. For the purposes of this paragraph, a parent entity and a subsidiary shall be understood as a person:

- 1) meeting the conditions specified in Article 4 § 1 item 4) of the Commercial Companies Code, or
- 2) having the status of a dominant entrepreneur, a dependent entrepreneur or both a dominant and dependent entrepreneur within the meaning of the provisions of the Act on Competition and Consumer Protection, or
- 3) having the status of a parent entity, a higher-level parent entity, a subsidiary, a lower-level subsidiary, a co-subsidiary or having the status of both a parent entity (including a higher-level parent entity) and a subsidiary (including a lower-level subsidiary and a co-subsidiary) within the meaning of the Accounting Act, or
- 4) whose votes resulting from the Company's shares held directly or indirectly are cumulated with the votes of another person or other persons under the terms specified in the provisions of the Act on Public Offering in connection with the possession, disposal or acquisition of significant blocks of the Company's shares.

#### § 21

1. At least two members of the Supervisory Board should meet the criteria of independence from the Company and entities with significant connections to the Company. These independence criteria should be consistent with applicable law .
2. If the Management Board receives a written declaration from a member of the Supervisory Board who previously met the criteria set out in section 1, stating that he or she no longer meets these criteria, or obtains such information from another source, the Management Board, within 2 weeks of receiving such declaration or receiving such information, shall convene the General Meeting to appoint a member of the Supervisory Board who meets the criteria set out in section 1.
3. For the avoidance of doubt, it is assumed that the loss of independence by a member of the Supervisory Board, or the failure to appoint an independent member of the Supervisory Board, does not invalidate resolutions adopted by the Supervisory Board. The loss of independence by an independent member of the Supervisory Board during their term of office does not affect the validity or expiration of their mandate.

#### § 22

##### **Audit committee and other committees.**

1. The Supervisory Board appoints an audit committee composed of at least three of its members, and its composition and functioning are specified in applicable legal provisions and in the Regulations of the Supervisory Board and the Regulations of the audit committee.
2. The Supervisory Board may also appoint other committees, in particular a nomination and remuneration committee. Detailed tasks and principles for the appointment and operation of these committees are specified in the Supervisory Board regulations.

#### **VIII. [Deleted]**

#### § 23

##### **Definitions**

For the purposes of this Statute:

1. **"Admission Date"** means the date on which (even some of) the Company's shares are admitted to trading on the regulated market operated by the Warsaw Stock Exchange.
2. **"EBITDA"** means, in respect of any relevant period, the consolidated operating profit (or loss) of the Company's capital group for the last 12 months, before tax, and:
  - (a) excluding the impact of interest, commissions, fees, discounts, advance payments, bonuses or other income and costs of a financial nature, regardless of whether they have been or will be paid;
  - (b) excluding the impact of any realised or unrealised foreign exchange gains or losses related to financial activities;
  - (c) excluding the impact of depreciation costs, including depreciation costs and/or write-offs related to the impairment of goodwill, costs related to the reduction in the value of fixed assets, costs of repairing damage

- and renovation of assets and, in particular, income related to the amortization of negative goodwill;
- (d) excluding the impact of gains or losses resulting from the revaluation of assets;
  - (e) excluding the impact of one-off, non-recurring, exceptional transactions and those that are not related to and do not concern the company's core business or its normal course of business, including, but not limited to: (i) restructuring costs and income related to the release of provisions for restructuring costs (in particular relating to redundancy costs and the costs of terminating contracts with external suppliers in connection with the restructuring, including those incurred during the notice period of such contracts), (ii) costs and income related to all types of disputes, court cases, pre-litigation cases (including those related to the creation and release of provisions and write-offs), (iii) costs and income related to the sale, loss, damage or revaluation of fixed assets and financial assets, (iv) costs and income related to discontinued operations, (v) income arising from the cancellation of liabilities, (vi) transactions settled by offsetting mutual receivables concerning services of the same nature, in particular barter transactions; (vii) recognition in the current reporting period of errors and costs from prior years if such recognition does not affect the accuracy and reliability of the financial statements for the years in which the errors occurred (or costs were not recognised);
  - (f) after deducting the amount of profit (or increasing the amount of loss) due to minority shareholders;
  - (g) excluding the impact of EBITDA of fully consolidated entities sold in a given financial year, but after increasing by the value of EBITDA of fully consolidated entities acquired in a given financial year from the date of acquisition;

how much these amounts affected the value of the consolidated EBITDA of the Company's capital group;

- 3. **"Commercial Companies Code"** means the Act of 15 September 2000 – the Commercial Companies Code (Journal of Laws No. 94, item 1037, as amended).
- 4. **"Related Entity"** means a related entity within the meaning of the regulation of the Minister of Finance issued under Article 60 section 2 of the Act on Public Offering.
- 5. **"Subsidiary"** means a subsidiary within the meaning of Article 3, Section 1, Item 39) of the Accounting Act.
- 6. **"Act on Public Offering"** means the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to organised trading and on public companies (Journal of Laws of 2009, No. 185, item 1439, as amended).
- 7. **"Act on Trading"** means the Act of 29 July 2005 on Trading in Financial Instruments (consolidated text: Journal of Laws of 2010, No. 211, item 1384, as amended).
- 8. **"Competition and Consumer Protection Act"** means the Act of 16 February 2007 on Competition and Consumer Protection (Journal of Laws No. 50, item 331, as amended).
- 9. **"Accounting Act"** means the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2009, No. 152, item 1223, as amended).

## IX. FINAL PROVISIONS

### § 24

The Company's financial year begins on January 1 and ends on December 31.

### § 25

Granting voting rights to a pledgee or user of shares requires the consent of the General Meeting. Consent is not required if the voting rights are granted to pledgees that are financial institutions or banks, who, as pledgees, may exercise voting rights in accordance with the terms of their pledge agreements.

### § 26

In matters not regulated by this Statute, the provisions of the Commercial Companies Code and other legal acts shall apply."

### § 2

The resolution comes into force on the date of its adoption.

Ad. 14

**"Resolution No. 24  
Annual General Meeting  
Wirtualna Polska Holding company Joint-stock company  
based in Warsaw  
from June 2, 2026**

**giving its opinion on the Report on the remuneration of members of the Management Board and Supervisory Board of the Company for the financial year 2025**

Pursuant to Article 90g section 6 of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and on Public Companies, the Annual General Meeting of the company under the name "Wirtualna Polska Holding" Spółka Akcyjna with its registered office in Warsaw (the "Company") resolves as follows:

**§ 1**

The Annual General Meeting of the Company issues a positive opinion on the report on the remuneration of members of the Management Board and Supervisory Board of the Company for the financial year 2025 prepared by the Supervisory Board of the Company in the wording attached to this resolution and assesses that the above-mentioned report correctly and completely presents the principles of remuneration of members of the Management Board and Supervisory Board of the Company in force in the financial year 2025.

**§ 2**

The resolution comes into force on the date of its adoption."

***This resolution aims to implement the obligation arising from Article 90g, paragraph 6 of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to organized trading, and on public companies.***