



Shoper S.A.

(a joint stock company with its registered office in Kraków, address: ul. Pawia 9, 31-154 Kraków, registered in the Register of Entrepreneurs of the National Court Register under KRS number 0000395171)

ATTACHMENT TO CURRENT REPORT no 11/2023

**Resolution 1
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to consent to voting by electronic means**

1. Acting pursuant to Section 11.13 of the Rules of Procedure for the General Meeting of Shoper S.A., the Annual General Meeting of Shoper S.A. hereby grants its consent to voting on the resolutions of the Annual General Meeting convened for May 16th 2023 by electronic means.

2. This Resolution shall become effective upon adoption.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

**Resolution 2
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to adopt the agenda**

1. The Annual General Meeting of Shoper S.A. hereby resolves to adopt the following agenda for the Meeting:

- 1) Opening of the Annual General Meeting
- 2) Introducing the Chair of the Annual General Meeting and explaining of the procedure for the Chair's appointment
- 3) Taking attendance
- 4) Confirmation by the Chair that the Annual General Meeting has been duly convened, is quorate, and has the capacity to pass resolutions
- 5) Consideration of and voting on a resolution to consent to voting by electronic means (**Resolution 1**)
- 6) Adoption of the agenda (**Resolution 2**)

- 7) Presentation by the Supervisory Board of a report on the assessment of: (1) Shoper S.A.'s financial statements, (2) Director's Report on Shoper S.A.'s Operations, and (3) the Management Board's proposal on profit distribution
- 8) Presentation by the Supervisory Board of the Annual Written Report of the Supervisory Board as well as consideration and, if thought fit, passage of a resolution to receive it (**Resolution 3**)
- 9) Consideration of the Directors' Report on Shoper S.A.'s Operations in 2022 and voting on a resolution to receive it (**Resolution 4**)
- 10) Consideration of the financial statements of Shoper S.A. for 2022 and voting on a resolution to receive them (**Resolution 5**)
- 11) Consideration of the consolidated financial statements of the Group for 2022 and voting on a resolution to receive them (**Resolution 6**)
- 12) Consideration of the Directors' Report on the Group's Operations in 2022 and voting on a resolution to receive it (**Resolution 7**)
- 13) Consideration of and voting on a resolution on the distribution of net profit for 2022 (**Resolution 8**)
- 14) Consideration of and voting on a resolution to discharge Marcin Kuśmierz of liability for his activities as President of the Management Board of Shoper S.A. during his term in 2022 (**Resolution 9**)
- 15) Consideration of and voting on a resolution to discharge Krzysztof Krawczyk of liability for his activities as Vice President of the Management Board of Shoper S.A. during his term in 2022 (**Resolution 10**)
- 16) Consideration of and voting on a resolution to discharge Paweł Rybak of liability for his activities as Member of the Management Board of Shoper S.A. during his term in 2022 (**Resolution 11**)
- 17) Consideration of and voting on a resolution to discharge Piotr Biczysko of liability for his activities as Member of the Management Board of Shoper S.A. during his term in 2022 (**Resolution 12**)
- 18) Consideration of and voting on a resolution to discharge Jaromir Łaciński of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022 (**Resolution 13**)
- 19) Consideration of and voting on a resolution to discharge Piotr Misztal of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022 (**Resolution 14**)
- 20) Consideration of and voting on a resolution to discharge Rafał Ałasa of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022 (**Resolution 15**)
- 21) Consideration of and voting on a resolution to discharge Grzegorz Szatkowski of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022 (**Resolution 16**)
- 22) Consideration of and voting on a resolution to discharge Krzysztof Zając of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022 (**Resolution 17**)
- 23) Consideration of and voting on a resolution to discharge Rafał Krawczyk of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022 (**Resolution 18**)
- 24) Consideration of and voting on a resolution to discharge Paweł Moskwa of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022 (**Resolution 19**)
- 25) Consideration of and voting on a resolution to discharge Mirosław Pyrzyzna of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022 (**Resolution 20**)
- 26) Review of the Supervisory Board's annual remuneration report
- 27) Consideration of and voting on a resolution to issue an opinion on the Supervisory Board's annual remuneration report (**Resolution 21**)
- 28) Consideration of and voting on a resolution to merge Shoper S.A. with Shoplo sp. z o.o. (**Resolution 22**)
- 29) Consideration of and voting on a resolution to amend the Articles of Association of Shoper S.A. (**Resolution 23**)
- 30) Motions from the floor
- 31) Closing of the Annual General Meeting of Shoper S.A.

2. This Resolution shall take effect upon adoption.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

**Resolution 3
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to receive the Annual Report of the Supervisory Board**

1. Acting pursuant to Section 2.11 of Best Practice for WSE-Listed Companies 2021, the Annual General Meeting of Shoper S.A. receives the Annual Report of the Supervisory Board.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

**Resolution 4
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to receive the Directors' Report for 2022**

1. Acting pursuant to Art. 395.2.1 of the Commercial Companies Code in conjunction with Art. 11.10.a) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. receives the Directors' Report on Shoper S.A.'s operations in the financial year beginning on January 1st 2022 and ending on December 31st 2022 (the previous financial year).

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 5
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to receive the financial statements for 2022

1. Acting pursuant to Art. 395.2.1 of the Commercial Companies Code in conjunction with Art. 11.10.a) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. receives the financial statements of Shoper S.A. for the financial year beginning on January 1st 2022 and ending on December 31st 2022 (the previous financial year).

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 6
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to receive the consolidated financial statements for 2022

1. Acting pursuant to Art. 395.5 of the Commercial Companies Code in conjunction with Art. 63c.4 of the Accounting Act in conjunction with Art. 11.10.a) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. receives the consolidated financial statements of the group (within the meaning of Art. 3.1.44 of the Accounting Act) in which Shoper S.A. is the parent, for the financial year beginning on January 1st 2022 and ending on December 31st 2022 (the previous financial year).

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 7
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to receive the Directors' Report on the operations of the Group

1. The Annual General Meeting of Shoper S.A. receives the Directors' Report on the operations of the group (referred to in Art. 55.2a of the Accounting Act) in which Shoper S.A. is the parent, for the financial year beginning on January 1st 2022 and ending on December 31st 2022 (the previous financial year).

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 8
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
on distribution of profit for 2022

1. Acting pursuant to Art. 395.2.2 of the Commercial Companies Code in conjunction with Art. 11.10.c) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves that Shoper S.A.'s profit for the financial year beginning on January 1st 2022 and ending on December 31st 2022 (the previous financial year), in the amount of PLN 12,929,150.00 (twelve million, nine hundred and twenty-nine thousand, one hundred and fifty zloty, 00/100), shall be distributed as follows:

1) PLN 281,150.00 (two hundred and eighty-one thousand, one hundred and fifty zloty, 00/100) shall be paid to shareholders holding Series A shares, Series B shares, Series C shares, i.e., PLN 0.01 (zero zloty, 01/100) per Series A share, Series B share and Series C share,

2) PLN 12,648,000.00 (twelve million, six hundred and forty-eight thousand zloty, 00/100) shall be distributed to shareholders holding Series D shares, which are non-voting shares carrying preference with respect to dividend, entitling their holders to receive dividends 5,000 times higher than dividends payable to holders of non-preference shares, i.e., PLN 31.62 (thirty-one zloty, 62/100) per Series D share.

2. The dividend record date shall be August 10th 2023.

3. The dividend payment date shall be October 19th 2023.

4. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 9
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Marcin Kuśmierz of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Marcin Kuśmierz of liability for his activities as Member (President) of the Management Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 10
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Krzysztof Krawczyk of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Krzysztof Krawczyk of liability for his activities as Member (Vice President) of the Management Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 11
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023

to discharge Paweł Rybak of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Paweł Rybak of liability for his activities as Member of the Management Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022.
2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

**Resolution 12
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Piotr Biczysko of liability for 2022**

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Piotr Biczysko of liability for his activities as Member of the Management Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022.
2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

**Resolution 13
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Jaromir Łaciński of liability for 2022**

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Jaromir Łaciński of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022, including as Chair of the Supervisory Board

of Shoper S.A. in the period from January 1st 2022 to May 31st 2022 and Member of the Supervisory Board of Shoper S.A. in the period from June 1st 2022 to December 31st 2022

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.338

The number of votes against: 221

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 14
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Piotr Misztal of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Piotr Misztal of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.338

The number of votes against: 221

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 15
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Rafał Ałasa of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Rafał Ałasa of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022, including as Member of the Supervisory Board of Shoper S.A. in the period from January 1st 2022 to May 31st 2022 and Chair of the Supervisory Board of Shoper S.A. in the period from June 1st 2022 to December 31st 2022

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.338

The number of votes against: 221

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 16
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Grzegorz Szatkowski of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Grzegorz Szatkowski of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 17
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Krzysztof Zajac of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Krzysztof Zajac of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to May 31st 2022.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 18
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Rafał Krawczyk of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Rafał Krawczyk of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.338

The number of votes against: 221

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 19
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Paweł Moskwa of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Paweł Moskwa of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022, that is in the period from January 1st 2022 to December 31st 2022.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.338

The number of votes against: 221

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 20
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to discharge Mirosław Pyrzyna of liability for 2022

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 11.10.b) of the Shoper S.A. Articles of Association, the Annual General Meeting of Shoper S.A. resolves to discharge Mirosław Pyrzyna of liability for his activities as Member of the Supervisory Board of Shoper S.A. during his term in 2022, that is in the period from June 1st 2022 to December 31st 2022.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 21
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to issue an opinion on the remuneration report for 2022

1. Acting pursuant to Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, the Annual General Meeting of Shoper S.A. issues a positive opinion on Shoper S.A. Supervisory Board's annual report on remuneration for the period from January 1st 2022 to December 31st 2022, without submitting any additional comments or reservations regarding the report.

2. This Resolution shall take effect as of its date.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.214.169

The number of votes against: 280.390

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

Resolution 22
of the Annual General Meeting of Shoper S.A.
dated May 16th 2023
to merge Shoper S.A. with Shoplo sp. z o.o.

The Annual General Meeting of Shoper S.A. of Kraków, acting in accordance with Art. 506.2 of the Commercial Companies Code and Art. 11.9.f) of the Company's Articles of Association, having reviewed the Shoper S.A. and Shoplo sp. z o.o. Merger Plan agreed upon on March 30th 2023 and the appendices thereto, hereby resolves as follows:

1. The Annual General Meeting of Shoper S.A. resolves to carry out the merger of:

1) Shoper Spółka Akcyjna with its registered office in Kraków, ul. Pawia 9, 31-154 Kraków, entered in the Business Register of the National Court Register maintained by the District Court for Kraków–Śródmieście in Kraków, 11th Commercial Division of the National Court Register, under KRS number 0000395171, holding Tax Identification Number (NIP) 9452156998, with a share capital of PLN 2,851,500 (two million eight hundred and fifty-one thousand, five hundred złoty), paid in full, as the Acquirer, with

2) Shoplo spółka z ograniczoną odpowiedzialnością with its registered office in Kraków, ul. Pawia 9, 31-154 Kraków, entered in the Business Register of the National Court Register maintained by the District Court for Kraków–Śródmieście in Kraków, 11th Commercial Division of the National Court Register, under KRS number 0000417586, holding Tax Identification Number (NIP) 5213630420, with a share capital of PLN 88,300 (eighty-eight thousand, three hundred złoty), paid in full, as the Acquiree.

2. The Merger will be executed in accordance with Article 492.1.1 of the Commercial Companies Code, that is by transferring all assets of Shoplo sp. z o.o. to Shoper S.A.

3. The Annual General Meeting of Shoper S.A. resolves to approve the Merger Plan, published on March 30th 2023 on the websites of Shoper S.A. (www.shoper.pl) and Shoplo sp. z o.o. (www.shoplo.pl). The Merger Plan is attached as Appendix 1 to this Resolution.

4. The Annual General Meeting of Shoper S.A. agrees to carry out the Merger without increasing the share capital of Shoper S.A.

5. The Annual General Meeting of Shoper S.A. agrees to carry out the Merger without amending the Articles of Association of Shoper S.A.

The current wording of Shoper S.A.'s Articles of Association is attached as Appendix 2 to this Resolution.

6. The Annual General Meeting of Shoper S.A. authorises and instructs the Management Board of Shoper S.A. to undertake all necessary factual and legal actions to implement this Resolution, which includes preparing, executing, and registering the merger with the Registry Court.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.

**Resolution No. 23
of the Annual General Meeting
of Shoper S.A. convened for May 16th 2023
to amend the Articles of Association of Shoper S.A.**

Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of Shoper S.A. of Kraków (the "Company") hereby resolves as follows:

Section 1 [Amendment to Art. 2 of the Articles of Association]

Art. 2.1 of the Articles of Association shall be amended by adding item "aa)" after Art. 2.1.z), reading as follows: "aa) Accounting and bookkeeping activities; tax consultancy (69.20.Z)."

Section 2 [Amendments to Art. 9 of the Articles of Association]

1. Art. 9.1 of the Articles of Association shall be amended to read as follows:

"1. Supervisory Board meetings shall be convened by the Chair of the Supervisory Board on their own initiative or at the request of a Supervisory Board member or the Company's Management Board, at least 5 (five) days in advance and shall be held when and as needed, at least four (4) times in each calendar year and at least once (1) every quarter. The Chair of the Supervisory Board may authorise another member of the Supervisory Board to convene a meeting."

2. Art. 9.7 of the Articles of Association shall be amended to read as follows:

"7. To the extent permitted by law, the Supervisory Board may pass resolutions by written ballot or using means of remote communication. Resolutions passed in accordance with the procedure referred to in the preceding sentence shall be valid if all Supervisory Board members are notified of the contents of the draft resolution in writing or in electronic form and at least half of the Supervisory Board members cast their votes. The provisions applicable to the passing of resolutions at a meeting, i.e., Art. 9.1, Art. 9.2 and Art. 9.3, shall apply to the passing of resolutions using means of remote communication (with the proviso that at least half of the Supervisory Board members must cast their vote on the resolution and that resolutions which have not been included in the proposed agenda may not be voted on) and Art. 9.4, Art. 9.6 and Art. 9.8 shall apply, with the proviso that in the circumstances described in the Art. 9.8 a vote may be held if all Supervisory Board members are notified prior to the vote in writing or in electronic (including documentary) form of the contents of the draft resolution(s) to be voted on."

3. Art. 9.8 of the Articles of Association shall be amended to read as follows:

"8. Supervisory Board meetings may also be held without being formally convened if all Supervisory Board members agree to the meeting and do not object to placing particular matters on the agenda."

Section 3 [Amendments to Art. 11 of the Articles of Association]

1. Art. 11 of the Articles of Association shall be amended by adding Art. 11.9¹ after Art. 11.9, reading as follows:

"9¹. Subject to the provisions contained further in this Art. 11.9¹, the merger and demerger of the Company shall require a resolution of the General Meeting passed with a two-thirds majority of votes. The merger of the Company with a company that is wholly owned by the Company shall not require a resolution of the General Meeting. The demerger of the Company through acquisition shall not require a resolution of the General Meeting if the acquirers hold all Company shares."

2. Art. 11.10 of the Articles of Association shall be amended by adding h) – i) after g), reading as follows:

"h) review and approval of the Supervisory Board's annual report for the previous financial year;"

i) setting a cap on total fees that the Company may pay to all advisers to the Supervisory Board during a financial year;”

Section 4 [Amendment to Art. 13 of the Articles of Association]

Art. 13 of the Articles of Association shall be amended to read as follows:

“The Company’s notices shall be published in ‘Monitor Sądowy i Gospodarczy’. The Company may publish its notices by other means, including on its website, if the law so permits.”

Section 5 [Final provisions]

1. This Resolution shall take effect as of its date, with the proviso that the amendments to the Articles of Association made hereunder shall come into force as of the date of their entry in the Business Register of the National Court Register.

2. Pursuant to Art. 430.5 of the Commercial Companies Code, the General Meeting hereby authorises the Supervisory Board to draw up the consolidated text of the amended Articles of Association incorporating the amendments made under this Resolution.

REASONS FOR AMENDING THE ARTICLES OF ASSOCIATION

1. The amendments to Art. 2.1 of the Articles of Association, made by this Resolution, will allow the Company to conduct accounting, bookkeeping and tax consultancy activities, which is connected with the plan to expand the Company’s services to include accounting and payroll, also for the Company’s affiliates.

2. The amendments to Art. 9 of the Articles of Association are made in response to the amendments to the Commercial Companies Code with respect to convening and organising Supervisory Board meetings and are intended to streamline the operation of the Supervisory Board.

3. The amendments to Art. 11 of the Articles of Association are designed to align the list of matters requiring a resolution of the General Meeting as well as the rules for the majority required to pass a resolution with the Commercial Companies Code and, consequently, to reduce the number of matters for which a General Meeting resolution or a qualified majority of votes is required.

The amendment to Art. 11.10, consisting in the addition of the new item h), requiring the General Meeting to review and approve the Supervisory Board’s annual report referred to in Art. 382.3 of the Commercial Companies Code, follows from the obligation to prepare and submit to the General Meeting an annual report of the Supervisory Board, introduced on October 13th 2022.

4. The amendment to Art. 13 of the Articles of Association is of a technical and clarifying nature.

5. Pursuant to Art. 430.5 of the Commercial Companies Code, the General Meeting may authorise the Supervisory Board to draw up the consolidated text of the amended Articles of Association or to make other editorial changes to the Articles of Association as specified in the General Meeting’s resolution. Therefore, the General Meeting was required to grant the Supervisory Board its consent to draw up the consolidated text of the amended Articles of Association.

RUN OF VOTE ON THE RESOLUTION:

The number of votes in favour: 9.494.559

The number of votes against: 0

The number of votes abstentions: 0

No votes declared as invalid.

The number of present shares: 9.494.559

The total number of valid votes: 9.494.559, which represents 33.30% in the total number of issued shares as of the date of the Annual General Meeting.