



Shoper S.A.

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

Attachment to current report no. 13/2025

Resolution No. 1 of the Extraordinary General Meeting of Shoper Spółka Akcyjna of Kraków dated 27 February 2025 to consent to voting by electronic means

Section 1

Acting pursuant to Section 11.13 of the Rules of Procedure for the General Meeting of Shoper Spółka Akcyjna (the “**Company**”), the Extraordinary General Meeting of the Company hereby grants its consent to voting on the resolutions of the Extraordinary General Meeting held on 27 February 2025 by electronic means. -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 17,510,368

Against: 0

Abstentions: 0

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

**Resolution No. 2
of the Extraordinary General Meeting
of Shoper Spółka Akcyjna
of Kraków
dated 27 February 2025
to adopt the agenda of the Extraordinary General Meeting**

Section 1

The Extraordinary General Meeting of Shoper Spółka Akcyjna of Kraków (the “**Company**”) hereby resolves to adopt the following agenda: -----

1. Opening of the Extraordinary General Meeting-----
2. Introduction of the Chair of the Extraordinary General Meeting and explanation of the procedure for the Chair’s appointment -----
3. Taking of attendance and confirmation that the Extraordinary General Meeting has been properly convened and has the capacity to pass resolutions-----
4. Voting on a resolution to consent to voting by electronic means-----
5. Voting on a resolution to adopt the agenda for the General Meeting-----
6. Voting on a resolution to amend the Company’s Articles of Association -----
7. Voting on a resolution to change the composition of the Supervisory Board-----
8. Voting on a resolution to determine the amounts of remuneration for members of the Supervisory Board -----
9. Conclusion of the Extraordinary General Meeting -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 17,510,368

Against: 0

Abstentions: 0

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

**Resolution No. 3
of the Extraordinary General Meeting
of Shoper Spółka Akcyjna
of Kraków
dated 27 February 2025
to amend the Company's Articles of Association**

Section 1

Acting pursuant to Art. 430.1 of the Commercial Companies Code and Art. 11.9(a) of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to amend the Company's Articles of Association by superseding all of its existing provisions with the following ones, which comprise the new restated Articles of Association of the Company: -----

**“ARTICLES OF ASSOCIATION
OF SHOPER SPÓŁKA AKCYJNA**

GENERAL PROVISIONS

ART. 1

1. *The company shall operate under the name of Shoper Spółka Akcyjna (the “Company”). The Company may use the abbreviated name Shoper S.A. and a distinctive logo. -----*

ART. 2

1. *The Company was formed as a result of transformation of the general partnership Dreamcommerce, K. Krawczyk, R. Krawczyk Spółka jawna of Kraków (entered in the National Court Register under No. 0000381815). Upon transformation, the Company's share capital was paid for with an in-kind contribution in the form of the entire business of Dreamcommerce, K. Krawczyk, R. Krawczyk Spółka jawna. -----*
2. *The founders of the Company within the meaning of Art. 304.1.7 of the Commercial Companies Code are Krzysztof Krawczyk and Rafał Krawczyk. -----*

3. *The Company shall have an unlimited duration. -----*

ART. 3

1. *The Company's registered office shall be in Kraków. -----*
2. *The Company shall operate in the territory of Poland and abroad. -----*
3. *Within the geographies where it operates, the Company may establish branches, representative offices, affiliates and establishments, and may participate in other companies, cooperatives, as well as business, social and local government organisations. The Company may also acquire and dispose of shares and*

other equity interests in other companies. -----

ART. 4

1. The objects of the Company's business, as per the Polish Classification of Activities (PKD), shall be as follows:-----

- (1) Computer game programming activities (PKD 62.10.A),-----
- (2) Cybersecurity activities (62.20.A),-----
- (3) Other computer consultancy and computer facilities management activities (PKD 62.20.B),-----
- (4) Other information technology and computer service activities (PKD 62.90.Z),-----
- (5) Colocation centre and cloud computing activities (PKD 63.10.A),-----
- (6) DNS service activities (PKD 63.10.B),-----
- (7) Content delivery network activities (PKD 63.10. C),-----
- (8) Other computing infrastructure, data processing, hosting and related activities (PKD 63.10.D),-----
- (9) Other content distribution activities (60.39.Z),-----
- (10) Web browser activities (PKD 63.91.Z),-----
- (11) Other software publishing (PKD 58.29.Z),-----
- (12) Sound recording and music publishing activities (PKD 59.20.Z),-----
- (13) Wholesale of information and communication equipment (PKD 46.50.Z),-----
- (14) Retail sale of information and communication tools (PKD 47.40.Z),-----
- (15) Intermediation in specialised retail sale (PKD 47.92.Z),-----
- (16) Internet exchange activities (PKD 61.10.A),-----
- (17) Other wired, wireless and satellite telecommunications activities (PKD 61.10.B),-----
- (18) Other telecommunications activities n.e.c. (PKD 61.90.B),-----
- (19) Renting and leasing of office machinery and equipment, including computers (PKD 77.33.Z),-----
- (20) Other computer consultancy and computer facilities management activities (PKD 62.20.B),-----
- (21) Other publishing activities, except software publishing (PKD 58.19.Z),-----
- (22) Other public relations and communication activities (PKD 73.30.B),-----

- (23) *Business and other management consultancy services (PKD 70.20.Z),-----*
 - (24) *Advertising agencies (PKD 73.11.Z),-----*
 - (25) *Advertising through mass media (PKD 73.12.Z),-----*
 - (26) *Call centres (PKD 82.20.Z),-----*
 - (27) *Motion picture, video and television programme production activities (PKD 59.11.Z), -----*
 - (28) *Motion picture, video and television programme post-production activities (PKD 59.12.Z), -----*
 - (29) *Motion picture, video and television programme distribution activities (PKD 59.13.Z), -----*
 - (30) *Motion picture projection activities (PKD 59.14.Z),-----*
 - (31) *Other financial service activities n.e.c., except insurance and pension funding (64.99.Z), -----*
 - (32) *Other credit granting n.e.c. (PKD 64.92.B),-----*
 - (33) *Accounting and bookkeeping activities (PKD 69.20.A),-----*
 - (34) *Tax consultancy (PKD 69.20.B).-----*
2. *Where the Company's engagement in a specific activity requires a concession, licence, permit or compliance with other statutory requirements under separate regulations, the Company shall obtain such concession, licence, or permit, or shall fulfil the relevant statutory requirements, before undertaking such activity. -----*
3. *A resolution to materially change the objects of the Company's business shall not require the repurchase of shares under Art. 417 of the Commercial Companies Code, provided that the resolution is passed by a majority of two-thirds of total voting rights in the presence of shareholders representing at least half of the Company's share capital.-----*

SHARE CAPITAL

ART. 5

1. *The Company's share capital shall amount to PLN 2,813,456.00 (two million, eight hundred and thirteen thousand, four hundred and fifty-six zloty, 00/100) and shall comprise 28,134,560 (twenty-eight million, one hundred and thirty-four thousand, five hundred and sixty) shares with a par value of PLN 0.10 (ten grosz) per share, including:-----*
- (1) *9,277,950 (nine million, two hundred and seventy-seven thousand, nine hundred and fifty) Series A bearer shares, numbered from A0000001 to A 9277950; -----*
 - (2) *9,277,950 (nine million, two hundred and seventy-seven thousand, nine hundred and fifty) Series B bearer shares, numbered from B0000001 to B9277950; -----*

- (3) 9,559,100 (nine million, five hundred and fifty-nine thousand, one hundred) Series C bearer shares, numbered from C0000001 to C9559100; and -----
- (4) 19,560 (nineteen thousand, five hundred and sixty) Series F bearer Shares numbered from F00001 to F19560. -----
2. The Company's share capital has been conditionally increased pursuant to Resolution No. 5 of the Extraordinary General Meeting held on 15 April 2021 ("**Resolution No. 5**") by PLN 205,497.50 (two hundred and five thousand, four hundred and ninety-seven zloty, 50/100) through the issue of no more than: -----
- (1) 2,016,523 (two million, sixteen thousand, five hundred and twenty-three) Series E ordinary bearer shares with a par value of PLN 0.10 (ten grosz) per share; -----
- (2) 38,452 (thirty-eight thousand, four hundred and fifty-two) Series F ordinary bearer shares with a par value of PLN 0.10 (ten grosz) per share. -----
3. The purpose of the conditional share capital increase referred to in item 1 above is to enable the holders of Series A and Series B subscription warrants issued by the Company pursuant to Resolution No. 5 to subscribe for Series E and Series F shares. -----
4. The holders of Series A subscription warrants may exercise their right to subscribe for Series E shares by 31 December 2027, subject to Resolution No. 5. -----
5. The holders of Series B subscription warrants may exercise their right to subscribe for Series F shares by 31 December 2024, subject to Resolution No. 5. -----
6. The Series A, Series B and Series C shares were subscribed for in exchange for an in-kind contribution being the whole business of the general partnership specified above. -----
7. The Series F shares were fully subscribed and paid for prior to the registration of the Company or registration of the share capital increase, as appropriate. -----
8. Each share confers the right to one vote at the Company's General Meeting. -----
9. The Company's share capital may be increased by increasing the par value of outstanding shares or by issuing new shares. -----
10. The General Meeting may, by way of an appropriate resolution, increase the Company's share capital using for that purpose its statutory reserve funds or capital reserves created from profit (a share capital increase effected using the Company's own funds). In the event of such an increase, the newly issued shares shall be allocated to existing shareholders pro rata to their existing shareholdings in the Company. -----
11. Shareholders shall have pre-emptive rights to subscribe for the new shares on a pro rata basis. -----
12. If the share capital is increased within the authorised share capital limit, the Management Board may disapply the shareholders' pre-emptive rights, in whole or in part, subject to the Supervisory Board's approval. -----

13. *The Company may issue registered shares as well as bearer shares.-----*
14. *The conversion of registered shares into bearer shares and vice versa may be carried out upon a shareholder's written request, based on a resolution of the Management Board. The Management Board shall pass such resolution within fourteen days from the date on which a written request for the conversion of shares was submitted to the Management Board. The request should specify the number of registered shares to be so converted and their assigned numbers. If the conversion of shares is carried out, the Management Board shall place an item concerning a relevant amendment to the Articles of Association on the agenda of the upcoming General Meeting. -----*
15. *Bearer shares may not be converted into registered shares as long as the former are traded on a regulated market. -----*
16. *Registered shares shall be converted into bearer shares upon their admission to trading on a regulated market or in an alternative trading system. -----*
17. *Where registered shares are joint marital property, only one of the spouses may be recognised as a shareholder. -----*
18. *The Company may issue bonds, including bonds convertible into Company shares, bonds with pre-emptive rights to subscribe for Company shares and profit-sharing bonds (entitling their holders to participate in the Company's profits), as well as subscription warrants. The issue of convertible bonds, bonds with pre-emptive rights, profit-sharing bonds, and subscription warrants referred to in Art. 453.2 of the Commercial Companies Code shall require a resolution of the General Meeting. -----*

REDUCTION OF THE SHARE CAPITAL, CANCELLATION OF SHARES

ART. 6

1. *The Company's share capital may be reduced by decreasing the par value of outstanding shares, carrying out a reverse share split, or cancelling a part of outstanding shares. -----*
2. *Company shares may be cancelled by way of a resolution of the General Meeting, subject to the consent of the shareholder whose shares are to be cancelled, through their acquisition by the Company, either for consideration or without consideration, under the terms specified in the resolution of the General Meeting (voluntary cancellation).-----*
3. *Voluntary cancellation of shares shall be carried out according to the following procedure:-----*
 - (1) *The General Meeting shall pass a resolution authorising the Management Board to acquire Company shares for cancellation, specifying, among other things, the type and number of shares to be acquired for cancellation or how the number of shares to be acquired would be determined (including an authorisation for the Management Board to determine the number of shares), the amount (including the minimum or maximum amount) of consideration payable to the shareholder in respect of the cancelled shares (including an authorisation for the Management Board to determine the price of the shares) or reasons for the cancellation of shares without consideration, as well as other conditions and timeframes for the acquisition of shares by the Company (or an*

authorisation for the Management Board to determine such conditions and timeframes), and an indication of the capital to be used for financing the acquisition and cancellation of shares; -----

- (2) The Company shall acquire the shares intended for voluntary cancellation from the shareholder; --
- (3) The General Meeting shall pass a resolution to cancel the shares, specifying, in particular, the legal basis for the cancellation, the amount of consideration payable to the shareholder in respect of the cancelled shares, or the reasons for cancellation without consideration, as well as the manner of the share capital reduction; -----
- (4) the Company's share capital shall be reduced in accordance with the provisions of the Commercial Companies Code; -----
- (5) the shares shall be cancelled upon registration of the share capital reduction in the Business Register of the National Court Register. -----

GOVERNING BODIES

ART. 7

The Company's governing bodies shall be: -----

- (1) the General Meeting, -----
- (2) the Management Board, -----
- (3) the Supervisory Board. -----

GENERAL MEETING

ART. 8

1. The General Meeting may be convened as an Annual or Extraordinary General Meeting. -----
2. General Meetings shall be held at the Company's registered office, in Poznań or in Warsaw. A General Meeting may also be held elsewhere in the territory Poland, at a venue specified in the notice of the General Meeting. -----

ART. 9

1. The General Meeting shall be convened by the Management Board. The Management Board shall schedule the Annual General Meeting so it can be held within the timeframe specified by the provisions of the Commercial Companies Code. The Management Board shall convene an Extraordinary General Meeting either on its own initiative or upon a request from the Supervisory Board or a shareholder (shareholders) representing at least one-twentieth of the Company's share capital. -----
2. The Annual General Meeting may be convened by the Supervisory Board if the Management Board fails to do so within the timeframe specified in sentence two of Art. 9.1 above. The Supervisory Board may also

convene an Extraordinary General Meeting whenever it deems it advisable.-----

3. An Extraordinary General Meeting may be convened by a shareholder (shareholders) representing 5% or more of the Company's share capital or 5% or more of total voting rights in the Company. Shareholders shall designate the Chair of the Extraordinary General Meeting so convened. -----
4. A General Meeting may be held and may pass resolutions without having been formally convened if the entire share capital is represented at the General Meeting and none of those present objects to its holding or to placing particular matters on its agenda.-----
5. A General Meeting may be cancelled, in particular, if its holding is obstructed by extraordinary circumstances (force majeure) or it is clearly devoid of purpose. The date of a General Meeting may also be rescheduled. A General Meeting may only be cancelled or rescheduled by the party that convened the General Meeting, in the manner prescribed for its convening. A General Meeting convened upon the request of entitled parties or whose agenda includes matters placed there upon the request of entitled parties may only be cancelled with the consent of the requesting parties.-----
6. A General Meeting shall be opened by the President of the Management Board or, in the absence of the President, by another member of the Management Board designated by the Management Board or, in their absence, by the Chair of the Supervisory Board or, in the absence of the Chair, by the Deputy Chair of the Supervisory Board, or in their absence, by a member of the Supervisory Board designated by the Supervisory Board in a resolution, or alternatively – in the absence of both the Chair and Deputy Chair of the Supervisory Board and the Supervisory Board's failure to designate its member to open the General Meeting, by a person designated by the Management Board. -----

ART. 10

1. A General Meeting shall be validly held and shall have the capacity to pass resolutions regardless of the number of shares represented at the General Meeting, unless the Commercial Companies Code provides otherwise. -----
2. Shareholders may participate in the General Meeting and exercise voting rights in person or by proxy.-----
3. Resolutions of the General Meeting shall be passed with an absolute majority of votes, unless the Commercial Companies Code or these Articles of Association provide otherwise. Shareholders may vote each of their shares in a different manner. -----

ART. 11

1. In addition to other matters specified in applicable laws and these Articles of Association, resolutions of the General Meeting shall be required for:-----
 - (1) reviewing and approving the Directors' Report on the Company's operations and the Company's financial statements for the previous financial year;-----
 - (2) distribution of profit or coverage of loss;-----

- (3) *determination of the dividend record date and dividend payment date;-----*
- (4) *granting discharge from liability to members of the Company's governing bodies in respect of their duties;-----*
- (5) *amendments to the Company's Articles of Association;-----*
- (6) *increasing or reducing the Company's share capital and cancellation of shares, subject to powers vested in other bodies; -----*
- (7) *issue of convertible bonds, bonds with pre-emptive rights, profit-sharing bonds, and subscription warrants referred to in Art. 453.2 of the Commercial Companies Code; -----*
- (8) *determination of the number of Supervisory Board members in a given term of office;-----*
- (9) *appointing and removing members of the Supervisory Board, and determination of their remuneration, taking into account the provisions of the remuneration policy adopted by the General Meeting; -----*
- (10) *adoption of the remuneration policy for members of the Management Board and Supervisory Board;-----*
- (11) *providing an opinion on the report of the Supervisory Board referred to in Art. 16.2.3 of these Articles of Association;-----*
- (12) *execution of a loan, credit facility, surety or any other similar agreement with or for the benefit of a member of the Management Board, member of the Supervisory Board, commercial proxy, or liquidator of the Company;-----*
- (13) *financing the acquisition or subscription for the Company's own shares in a situation referred to in Art. 345 of the Commercial Companies Code; -----*
- (14) *creation and dissolution of statutory reserve funds, capital reserves and special accounts (designated funds), and determination of their purpose (application);-----*
- (15) *sale or lease of, or creation of limited property rights in, the Company's business or its organised part; -----*
- (16) *merger, demerger or transformation of the Company;-----*
- (17) *decisions with respect to claims for redress of damage inflicted during the Company's formation, its management or supervision;-----*
- (18) *entry into an agreement referred to in Art. 7 of the Commercial Companies Code; -----*
- (19) *winding-up or liquidation of the Company, appointment and removal of its liquidators and transfer of its registered office abroad;-----*

- (20) *reviewing and resolving other matters which, in accordance with the provisions of the Commercial Companies Code or these Articles of Association, fall within the scope of the General Meeting's powers, or matters and proposals submitted by the Management Board, the Supervisory Board or shareholders.*-----
2. *The General Meeting's powers shall not include granting consent to the purchase or sale of real estate, perpetual usufruct, or interest in real estate or in perpetual usufruct.*-----
 3. *Detailed rules according to which the General Meeting must operate shall be set out in the Rules of Procedure for the General Meeting, adopted by the General Meeting.*-----
 4. *Merger of the Company with a company that it wholly owns shall not require a resolution of the General Meeting. Demerger of the Company through acquisition shall not require a resolution of the General Meeting if the acquirers hold all Company shares.*-----

SUPERVISORY BOARD

ART. 12

1. *The Supervisory Board shall consist of no fewer than five and no more than seven members, including the Chair. The number of Supervisory Board members in a given term of office shall be determined by way of a resolution of the General Meeting. If the General Meeting fails to determine, by way of a resolution, the number of Supervisory Board members in a given term of office, the Supervisory Board shall consist of five members. The General Meeting may vary the number of Supervisory Board members during a term of office, provided that it simultaneously makes relevant changes to the composition of the Supervisory Board. If a request is made to appoint the Supervisory Board in accordance with Art. 385.3-9 of the Commercial Companies Code, the Supervisory Board shall consist of five members.*-----
2. *The Supervisory Board which, following expiry of the mandates of some of its members (other than as a result of removal from office), consists of fewer members than the number determined by the General Meeting in accordance with Art. 12.1 above but no fewer than 5 (five), shall have the capacity to pass valid resolutions.*-----
3. *Members of the Supervisory Board shall be appointed and removed from office by the General Meeting, subject to the provisions of Art. 12.5 below.*-----
4. *Each shareholder may propose candidates for Supervisory Board members by way of a written nomination submitted to the Management Board no later than seven (7) days prior to the date of the General Meeting where the appointment of Supervisory Board members is included on the proposed agenda. Such proposal shall include the candidate's personal details, reasons for the nomination, and a statement of the candidate's professional experience and qualifications. The proposal referred to in sentence one of this paragraph shall be accompanied by a written statement of the candidate's consent to being appointed to the Supervisory Board.*-----
5. *In the event of the death or resignation of a member of the Supervisory Board, resulting in the number of its members falling below the prescribed number (in any case, below five members), the remaining members of the Supervisory Board may, by way of a written statement signed by all its members, appoint*

a new member to restore the Supervisory Board to the required composition (of at least five members). The appointed member shall hold the office until their appointment is approved by the next General Meeting or until the General Meeting elects a new Supervisory Board member to replace such co-opted member. From the date the Company becomes subject to the provisions of the Act of 11 May 2017 on Statutory Auditors, Their Self-Government, Entities Authorised to Audit Financial Statements, and Public Supervision (the “**Statutory Auditors Act**”) with regard to the functioning of its audit committee, in the event of expiry of the mandate of a Supervisory Board member serving on the audit committee, the co-opted Supervisory Board member shall be required to meet the equivalent criteria laid down in the Statutory Auditors Act. Members of the Supervisory Board may co-opt a new member if the Supervisory Board consists of no fewer than two members. -----

6. The Supervisory Board’s term of office shall be 5 (five) years. Members of the Supervisory Board shall be appointed for a joint term of office. Members of the Supervisory Board shall be eligible for reappointment for subsequent terms without any limitation. The mandates of Supervisory Board members shall expire by the date of the General Meeting approving the financial statements for the last full financial year in which the members held the office. -----
7. The Chair of the Supervisory Board shall be appointed by the Supervisory Board from among its members. The Supervisory Board may elect the Deputy Chair and Secretary of the Supervisory Board from among its members. The Deputy Chair of the Supervisory Board shall chair the meetings of the Supervisory Board and oversee its work in the absence (or lack) of the Chair of the Supervisory Board. -----

ART. 13

1. No later than from the date of admission of Company shares to trading on a regulated market, at least two members of the Supervisory Board shall meet the criteria of being independent from the Company and entities having significant ties with the Company, as set out in the corporate governance standards applicable to the regulated market in Poland where Company shares are or are to be listed. Furthermore, from the date the Company becomes subject to the provisions of the Statutory Auditors Act with regard to the functioning of its audit committee, the majority of the audit committee members shall meet the criteria of independence laid down in the Statutory Auditors Act (“**Independent Members of the Supervisory Board**”). -----
2. If a shareholder proposes a candidate for an Independent Member of the Supervisory Board in accordance with Art. 12.4 above by way of a nomination submitted to the Management Board, such proposal shall be accompanied by a written representation from the nominee confirming that they meet the criteria of independence, as well as a commitment to submit a written notification to the Management Board during their term of office in the event that they cease to meet these criteria, without delay and in any case no later than within three (3) days from the occurrence or from becoming aware of circumstances that caused them to cease meeting the criteria. -----
3. If a member of the Supervisory Board does not meet the criteria of independence referred to in Art. 13.1 above or Art. 13.4 below, or if a member of the Supervisory Board loses the status of an Independent Member of the Supervisory Board during their term of office, this shall not result in expiry of their mandate nor affect the Supervisory Board’s ability to exercise its powers as provided for in the Commercial Companies Code and these Articles of Association. -----

4. *From the date the Company becomes subject to the provisions of the Statutory Auditors Act with regard to the functioning of its audit committee, the Supervisory Board shall appoint an audit committee consisting of at least 3 (three) members of the Supervisory Board, the majority of whom shall meet the criteria of independence laid down in those regulations, at least one member shall have the knowledge of and skills in accounting or auditing of financial statements, and at least one member shall have the knowledge and skills relevant for the industry in which the Company operates or individual members shall have the knowledge of and skills in specific areas of this industry. -----*

5. *If the number of Independent Members of the Supervisory Board falls below two or if none of the Supervisory Board members meets the additional criteria set out in Art. 13.4 above (the criterion of having the knowledge of and skills in accounting or auditing of financial statements and the criterion of having the knowledge and skills relevant for the industry in which the Company operates), the Management Board shall promptly convene the General Meeting and place on its agenda an item concerning changes in the composition of the Supervisory Board, unless the other members of the Supervisory Board make new appointments within 14 days (from the date on which the number of Independent Members of the Supervisory Board fell below two or from the date on which the Supervisory Board ceased to include at least one member meeting the additional criteria set out in Art. 13.4 above) in such a manner that the Supervisory Board includes at least two Independent Members and at least one member meeting the additional criteria set out in Art. 13.4 above. -----*

ART. 14

1. *The Supervisory Board shall meet on an as needed basis, but no less frequently than three times in a financial year. The first meeting of the Supervisory Board of a new term of office shall be held within 14 days of its appointment. -----*

2. *The Chair or Deputy Chair of the Supervisory Board shall convene a meeting of the Supervisory Board on their own initiative or upon a written request from the Management Board or a member of the Supervisory Board. If neither the Chair nor Deputy Chair of the Supervisory Board is able to convene a meeting of the Supervisory Board, each member of the Supervisory Board shall be entitled to convene it. The notice of a meeting of the Supervisory Board shall be sent within two weeks of the request referred to above. If the Chair or Deputy Chair of the Supervisory Board fails to convene a meeting of the Supervisory Board within two weeks of receiving the request, the requesting party may convene such meeting on its own, specifying the date, venue and proposed agenda. -----*

3. *Meetings of the Supervisory Board shall be convened through direct delivery of the notice or by sending the notice by registered mail, courier service or via electronic mail to the address or email address provided by the Supervisory Board member (which shall not be mandatory in the case of direct delivery of the notice). The notice of a meeting of the Supervisory Board shall be delivered directly or sent at least seven days prior to the scheduled date of the meeting. The notice of a meeting of the Supervisory Board shall specify at least the date, time, venue and detailed agenda of the meeting. -----*

4. *The Supervisory Board may meet without having been formally convened provided that all members of the Supervisory Board consent thereto on or before the day on which such meeting is held and all members of the Supervisory Board are present at the meeting. A resolution of the Supervisory Board concerning a matter which is not included on the agenda may only be passed if all members of the Supervisory Board*

are present at the meeting and have consented to the passing of such resolution. -----

5. Meetings of the Supervisory Board shall be chaired by the Chair or Deputy Chair of the Supervisory Board or, in their absence, by a member of the Supervisory Board appointed through voting. -----
6. Meetings of the Supervisory Board may be attended by members of the Supervisory Board, persons invited by the Chair or Deputy Chair of the Supervisory Board, as well as members of the Management Board and their advisers. -----
7. Detailed rules according to which the Supervisory Board must operate shall be set out in the Rules of Procedure for the Supervisory Board. -----

ART. 15

1. Subject to Art. 14.4 above, the Supervisory Board may pass resolutions if at least half of its members are present at the meeting and all its members have been duly notified of the meeting, as provided for in Art. 14.3 above. -----
2. Resolutions of the Supervisory Board shall be passed with an absolute majority of votes. In the event of a tied vote, the Chair of the Supervisory Board shall have the casting vote. -----
3. Members of the Supervisory Board may also attend its meetings via means of remote communication. Detailed rules for attending meetings of the Supervisory Board via means of remote communication shall be set out in separate rules of procedure adopted by the Supervisory Board. -----
4. A member of the Supervisory Board may participate in voting on resolutions by casting their votes in writing through another member of the Supervisory Board . Matters placed on the agenda during a meeting of the Supervisory Board may not be voted on by casting written ballots. -----
5. The Supervisory Board may pass resolutions by written ballot or via means of remote communication (by telephone or otherwise, in a manner enabling communication between all members of the Supervisory Board). A resolution so passed shall only be valid if all members of the Supervisory Board have been notified of the contents of the draft resolution and at least half of them participated in voting on the resolution. Voting as described in this paragraph shall be ordered by the Chair of the Supervisory Board, who shall also specify the manner and time limit for casting ballots. The passing of a resolution voted on by written ballot or via means of remote communication shall be approved by the Chair of the Supervisory Board, who shall collect votes from the other members of the Supervisory Board. Such approval shall be evidenced by recording in the resolution the voting procedure and the votes cast by individual members of the Supervisory Board. -----

ART. 16

1. The Supervisory Board shall exercise ongoing supervision over the Company's business in each area of its activity. -----
2. In addition to other matters specified in applicable laws and these Articles of Association, the Supervisory Board's powers shall cover in particular: -----

- (1) *assessing the Company's financial statements and the Directors' Report on the Company's operations for the previous financial year in terms of their consistency with the underlying accounting records, supporting documents and relevant facts, and assessing the Management Board's proposals regarding distribution of profit or coverage of loss; -----*
- (2) *submitting an annual written report on the results of the assessments referred to in item 1) above to the General Meeting; -----*
- (3) *submitting an annual remuneration report to the General Meeting to present a comprehensive overview of remuneration, including all benefits, in any form, received by or due to each member of the Management Board and Supervisory Board in the previous financial year, in accordance with the remuneration policy adopted by the General Meeting; -----*
- (4) *determining the number of members of the Management Board in a given term of office; -----*
- (5) *appointing and removing members of the Management Board; -----*
- (6) *suspending members of the Management Board for a good reason and delegating members of the Supervisory Board to temporarily serve as members of Management Board unable to perform their duties; -----*
- (7) *granting consent for members of the Management Board to engage in business activities that compete against the Company; -----*
- (8) *granting consent for members of the Management Board to serve on the management boards or supervisory boards of companies other than the Company's subsidiaries; -----*
- (9) *adopting, repealing and amending the Rules of Procedure for the Supervisory Board; -----*
- (10) *approving the payment of interim dividends by the Company; -----*
- (11) *selecting and rotating the auditor of (separate and consolidated) financial statements and sustainability (ESG) reports of the Company and its Group; -----*
- (12) *approving the Company's annual budget proposals or strategic plans as well as any amendments thereto, if such budget proposals or strategic plans are submitted to the Supervisory Board by the Management Board; -----*
- (13) *granting consent for the Company or its subsidiary to make gratuitous disposals or gratuitous commitments that have not been provided for in the budget and fall outside the scope of the Company's or the subsidiary's business, with a total value exceeding PLN 500,000 (five hundred thousand zloty) in a single financial year; -----*
- (14) *granting consent for the Company to subscribe for, acquire, dispose of and encumber shares or interests in other companies, join or withdraw from other companies, entities or joint ventures, and acquire businesses or organised parts of businesses of other entities, with a total value exceeding PLN 10,000,000 (ten million zloty) in a single financial year, whether through one or multiple related*

transactions that have not been provided for in the budget approved by the Supervisory Board in accordance with the provisions of these Articles of Association; -----

(15) granting consent to the acquisition or disposal of assets of the Company or its subsidiary with a total value exceeding PLN 10,000,000 (ten million zloty) in a single financial year, whether through one or multiple related transactions that have not been provided for in the budget approved by the Supervisory Board in accordance with the provisions of these Articles of Association; -----

(16) other matters expressly reserved for the Supervisory Board by applicable laws or these Articles of Association, or submitted by the Management Board or delegated by a resolution of the General Meeting, including opinions on matters to be addressed by resolutions of the General Meeting. -----

3. The Supervisory Board may provide opinions on any matter relating to the Company, and may submit motions and proposals to the Management Board. The Management Board shall notify the Supervisory Board of its position on a motion, opinion or proposal within fourteen days of its receipt from the Supervisory Board. -----

4. In exercising its supervisory powers and tasks, the Supervisory Board shall have the right to request and receive any Company documents, including copies and extracts thereof. The requested documents or information shall be made available to the Supervisory Board without undue delay, and in any case no later than within fourteen days from the date on which the request was submitted by the Supervisory Board. The Management Board shall be obliged to cooperate, and ensure the cooperation of the Company's employees and independent contractors, with members of the Supervisory Board performing their supervisory tasks. In particular, the Management Board shall: -----

(1) ensure the continuous availability of all Company documents at the Company's registered office and enable the exercise of supervisory powers specified in these Articles of Association; -----

(2) ensure, at the Company's expense, the provision of secretarial services, the making of photocopies, and the preparation of extracts of documents for the Supervisory Board and its members; -----

(3) cooperate and ensure, for the purposes of supervisory tasks performed by the Supervisory Board acting through its members, access to all facilities, premises, establishments and offices of the Company and to all the Company's employees and independent contractors; -----

(4) ensure, to the extent permitted by law and in accordance with relevant agreements concluded with subsidiaries, access to and retrieval of all documents pertaining to the subsidiaries under the same conditions as those applicable to Company documents and information, allowing for the time necessary to provide any such documents. -----

ART. 17

1. The Supervisory Board may establish committees from among its members, defining their tasks and remits. -----

2. Detailed tasks and rules according to which such committees, including the audit committee, must operate shall be set out in the Rules of Procedure for the Supervisory Board. -----

MANAGEMENT BOARD

ART. 18

1. *The Management Board shall consist of one or more members, appointed and removed from office by the Supervisory Board. In the case of a multi-member Management Board, it shall consist of the President and Members of the Management Board. The Supervisory Board may appoint selected members of the Management Board to serve as Vice Presidents of the Management Board. -----*
2. *The Management Board's term of office shall be 5 (five) years. Members of the Management Board shall be appointed for a joint term of office. Members of the Management Board shall be eligible for reappointment for subsequent terms without any limitation. The mandate of a member of the Management Board shall expire by the date of the General Meeting approving the financial statements for the last full financial year in which the member held the office. Members of the Management Board whose mandates have expired may be reappointed for subsequent terms. -----*
3. *Members of the Management Board may be removed from office or suspended at any time by a resolution of the Supervisory Board or the General Meeting. -----*

ART. 19

1. *If the Management Board consists of one member only, such member acting individually shall be authorised to represent the Company. In the case of a multi-member Management Board, the Company shall be represented by the President or Vice President of the Management Board acting individually, or by two other members of the Management Board acting jointly, or by one member of the Management Board acting jointly with a commercial proxy. -----*
2. *Resolutions of the Management Board shall be passed by an absolute majority of votes. In the event of a tied vote, the President of the Management Board shall have the casting vote. -----*
3. *If, in accordance with these Articles of Association, the performance of a specific action requires approval (or the grant of such approval falls within the powers) of the General Meeting or the Supervisory Board, the Management Board shall obtain the relevant approval from the General Meeting or the Supervisory Board, as appropriate. -----*

ART. 20

1. *Resolutions of the Management Board may be passed if all its members have been duly notified of the meeting of the Management Board. -----*
2. *Members of the Management Board may also attend its meetings via means of remote communication. Detailed rules for attending meetings of the Management Board via means of remote communication shall be set out in separate rules of procedure adopted by the Management Board. -----*

3. *A member of the Management Board may participate in voting on resolutions by casting their votes in writing through another member of the Management Board. Matters placed on the agenda during a meeting of the Management Board may not be voted on by casting written ballots.*-----
4. *The Management Board may pass resolutions by written ballot or via means of remote communication (by telephone or otherwise, in a manner enabling communication between all members of the Management Board). A resolution so passed shall only be valid if all members of the Management Board have been notified of the contents of the draft resolution.*-----
5. *Detailed rules according to which the Management Board must operate shall be set out in the Rules of Procedure for the Management Board, adopted by the Management Board.*-----

ART. 21

1. *The amount and rules of remuneration of individual members of the Management Board, including the President of the Management Board, shall be determined by the Supervisory Board, taking into account the provisions of the remuneration policy adopted by the General Meeting.*-----
2. *The Supervisory Board shall represent the Company in any agreements, contracts and disputes between the Company and members of the Management Board.*-----
3. *Upon authorisation by the Supervisory Board, agreements referred to in Art. 21.2 above may be signed by the Chair or another member of the Supervisory Board designated in the resolution approving the conclusion of the relevant agreement.*-----
4. *Without the Supervisory Board's consent, no member of the Management Board may engage in any business activity that competes against the Company or be a partner or shareholder in, serve on a governing body of, any competing partnership or company. This restriction does not apply to employment or holding a position by a member of the Management Board in a subsidiary of the Company.*-----

DISTRIBUTION OF PROFIT

ART. 22

1. *The allocation of profit disclosed in the full-year financial statements shall be determined by the General Meeting. The profit may be allocated in particular to:*-----
 - (1) *statutory reserve funds;*-----
 - (2) *capital reserves or special accounts;*-----
 - (3) *distribution to the Company's shareholders (dividend payment);*-----
 - (4) *other purposes, as specified in a resolution of the General Meeting.*-----
2. *The profit allocated for distribution by a resolution of the General Meeting shall be divided among shareholders pro rata to the number of shares they hold.*-----

3. *The dividend payment date and dividend record date shall be determined by the General Meeting.-----*
4. *The Management Board shall be authorised to distribute interim dividends to shareholders, as provided for in Art. 349 of the Commercial Companies Code. Distribution of interim dividends shall require approval of the Supervisory Board. -----*

FINANCIAL YEAR, ACCOUNTING

ART. 23

1. *The Company's financial year shall be the same as the calendar year. The Company's first financial year ended on 31 December 2016. -----*
2. *The Company shall maintain its accounting records in accordance with the applicable legal regulations and accounting standards.-----*

DISSOLUTION OF THE COMPANY AND PLACING THE COMPANY UNDER LIQUIDATION

ART. 24

1. *If a cause for the Company's dissolution arises, the Company shall be dissolved following the completion of its liquidation, in accordance with applicable legal regulations. -----*
2. *Assets remaining after all creditor claims have been satisfied or secured shall be distributed among shareholders pro rata to the number of shares they hold. -----*

MISCELLANEOUS

ART. 25

1. *For the purposes of these Articles of Association, a "subsidiary" shall mean a company of which the Company or its subsidiary is the parent undertaking within the meaning of Art. 4.1 of the Commercial Companies Code. -----*
2. *Matters not provided for in these Articles of Association shall be governed by the provisions of the Commercial Companies Code." -----*

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 15,809,464

Against: 1,226,944

Abstentions: 473,960

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

**Resolution No. 4
of the Extraordinary General Meeting
of Shoper Spółka Akcyjna
of Kraków
dated 27 February 2025
to remove members of the Supervisory Board**

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 8.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to remove from office the following members of the Supervisory Board: -----

- 1) Mr **Jaromir Łaciński** holding Personal Identification Number (PESEL) 70100400516, -----
- 2) Mr **Piotr Misztal** holding Personal Identification Number (PESEL) 68080501516, -----
- 3) Mr **Rafał Ałasa** holding Personal Identification Number (PESEL) 84061406511, -----
- 4) Mr **Grzegorz Szatkowski** holding Personal Identification Number (PESEL) 70073103878, -----
- 5) Mr **Rafał Krawczyk** holding Personal Identification Number (PESEL) 82082712655, -----
- 6) Mr **Paweł Moskwa** holding Personal Identification Number (PESEL) 81063012496, -----
- 7) Mr **Mirosław Pyrzyna** holding Personal Identification Number (PESEL) 64011111010, -----
- 8) Mr **Krzysztof Krawczyk** holding Personal Identification Number (PESEL) 81040113457, -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 15,646,580

Against: 676,563

Abstentions: 1,187,225

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

**Resolution No. 5
of the Extraordinary General Meeting
of Shoper Spółka Akcyjna
of Kraków
dated 27 February 2025
to appoint a member of the Supervisory Board**

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 8.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to appoint Mr **Aleksander Szyszka** holding Personal Identification Number (PESEL) 85052114035 to the Supervisory Board for a new 5-year term of office, commencing on the appointment date, until the date of registration of the amendment to the Company's Articles of Association in the Register of Entrepreneurs of the National Court Register, as adopted pursuant to Resolution No. 3 of the Extraordinary General Meeting of the Company dated 27 February 2025. -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 16,120,540

Against: 676,563

Abstentions: 713,265

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

**Resolution No. 6
of the Extraordinary General Meeting
of Shoper Spółka Akcyjna
of Kraków
dated 27 February 2025
to appoint a member of the Supervisory Board**

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 8.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to appoint Mr **Jakub Juskowiak** holding Personal Identification Number (PESEL) 77041006315 to the Supervisory Board for a new 5-year term of office, commencing on the appointment date. -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 16,120,540

Against: 676,563

Abstentions: 713,265

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

Resolution No. 7 of the Extraordinary General Meeting of Shoper Spółka Akcyjna of Kraków dated 27 February 2025 to appoint a member of the Supervisory Board

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 8.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to appoint Ms **Joanna Drabent** holding Personal Identification Number (PESEL) 85102906625 to the Supervisory Board for a new 5-year term of office, commencing on the appointment date. -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 16,120,540

Against: 676,563

Abstentions: 713,265

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

Resolution No. 8 of the Extraordinary General Meeting of Shoper Spółka Akcyjna

of Kraków
dated 27 February 2025
to appoint a member of the Supervisory Board

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 8.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to appoint Ms **Katarzyna Dorota Juszkiewicz** holding Personal Identification Number (PESEL) 79100414622 to the Supervisory Board for a new 5-year term of office, commencing on the appointment date. -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 16,120,540

Against: 676,563

Abstentions: 713,265

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

Resolution No. 9
of the Extraordinary General Meeting
of Shoper Spółka Akcyjna
of Kraków
dated 27 February 2025
to appoint a member of the Supervisory Board

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 8.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to appoint Ms **Magdalena Dwernicka** holding Personal Identification Number (PESEL) 78040706961 to the Supervisory Board for a new 5-year term of office, commencing on the appointment date, until the date of registration of the amendment to the Company's Articles of Association in the Register of Entrepreneurs of the National Court Register, as adopted pursuant to Resolution No. 3 of the Extraordinary General Meeting of the Company dated 27 February 2025. -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 16,120,540

Against: 676,563

Abstentions: 713,265

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

**Resolution No. 10
of the Extraordinary General Meeting
of Shoper Spółka Akcyjna
of Kraków
dated 27 February 2025
to appoint a member of the Supervisory Board**

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 8.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to appoint Mr **Przemysław Siwek** holding Personal Identification Number (PESEL) 75121301714 to the Supervisory Board for a new 5-year term of office, commencing on the appointment date. -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 16,120,540

Against: 676,563

Abstentions: 713,265

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

Resolution No. 11
of the Extraordinary General Meeting
of Shoper Spółka Akcyjna
of Kraków
dated 27 February 2025
to appoint a member of the Supervisory Board

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 8.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to appoint Mr **Tomasz Pacyński** holding Personal Identification Number (PESEL) 80020202178 to the Supervisory Board for a new 5-year term of office, commencing on the appointment date. -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 16,120,540

Against: 676,563

Abstentions: 713,265

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.

Resolution No. 12
of the Extraordinary General Meeting
of Shoper Spółka Akcyjna
of Kraków
dated 27 February 2025
to award remuneration to members of the Supervisory Board

Section 1

Acting pursuant to Art. 392.1 of the Commercial Companies Code, the Extraordinary General Meeting hereby resolves to award each member of the Supervisory Board gross monthly remuneration of PLN 4,000, which shall be payable by the 10th day of the calendar month following the month for which it is due. -----

Section 2

This Resolution shall take effect upon adoption. -----

RESULTS OF THE VOTE:

In favour: 16,604,15

Against: 601,263

Abstentions: 305,000

No votes were cast that were considered invalid.

Number of current shares: 17,510,368

Total number of shares from which votes were cast: 17,510,368, which constitutes 62.24% of the total number of issued shares as at the date of the Extraordinary General Meeting.