

**Draft resolutions**  
**of the Ordinary General Meeting of Shareholders**  
**of Ten Square Games S.A. with its registered office in Wrocław**  
**convened on May 26th, 2022**  
**with justification**



ten square\_games

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**Ten Square Games S.A.**, ul. Traugutta 45, 50-416 Wrocław, Poland  
KRS No.: 0000704863 REGON: 021744780 NIP: 8982196752  
District Court for Wrocław-Fabryczna in Wrocław, NCR 6th Commercial Division  
Share capital: 730,178.30 PLN

Resolution No. 1  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022  
*on electing the Chair of the General Meeting*

(draft)

**§1**

The Ordinary General Meeting of Ten Square Games S.A. elects ..... the Chair of the Meeting

**§2**

The Resolution shall come into force upon its adoption.

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Justification of the Company's Management Board to draft resolution no. 1:

The resolution is technical in nature. Electing the Chair of the General Meeting immediately after the opening of the General Meeting is obligatory under the provisions of Article 409(1) of the Commercial Companies Code and Article 10(2) of the Rules of the General Meeting of Shareholders.



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Resolution No. 2  
of the Ordinary General Meeting  
of Ten Square Games S.A. with registered office i Wrocław  
of May 26th, 2022  
*on the adoption of the agenda*

(draft)

**§1**

- 1) Opening of the Ordinary General Meeting.
- 2) Election of the Chair of the Ordinary General Meeting.
- 3) Deciding that the Ordinary General Meeting has been duly convened and is capable of adopting resolutions.
- 4) Approval of the agenda of the Ordinary General Meeting.
- 5) Presentation of the Management Board's report on the activities of Ten Square Games S.A. and the Ten Square Games S.A. Capital Group for the fiscal year 2021 and the separate and consolidated financial statements for 2021, as well as the Management Board's proposal regarding the distribution of profit for 2021 and the payment of dividends.
- 6) Presentation of the report on the activities of the Supervisory Board of Ten Square Games S.A. with its registered office Wrocław for the fiscal year 2021 and the results of the Supervisory Board's assessments of the separate and consolidated financial statements for the year 2021, the Management Board's report on the activities of the Ten Square Games S.A. Capital Group and Ten Square Games S.A. for the fiscal year 2021 and the Supervisory Board's recommendation concerning the distribution of profit for the year 2021 and the payment of the dividend.
- 7) Adoption of a resolution on the consideration and approval of the Management Board's report on the activities of the Ten Square Games S.A. Capital Group and Ten Square Games S.A. for the fiscal year 2021.
- 8) Adoption of a resolution on the consideration and approval of the Separate Financial Statement of Ten Square Games S.A. drafted as of December 31, 2021.
- 9) Adoption of a resolution on the consideration and approval of the Consolidated Financial Statement of the Ten Square Games S.A. Capital Group drafted as of December 31, 2021.
- 10) Adoption of a resolution on the distribution of profit for 2021.
- 11) Adopting a resolution concerning the acceptance of the Then Square Games S.A. Supervisory Board's activities for the fiscal year 2021.
- 12) Adoption of a resolution on the Report on Remuneration of the Members of the Management Board and Supervisory Board of Ten Square Games S.A. for the 2021.
- 13) Granting discharge to the members of the Company's Management Board for the performance of their duties in 2021.
- 14) Granting discharge to the members of the Company's Supervisory Board for the performance of their duties in 2021.
- 15) Adoption of a resolution on the appointment of a member of the Supervisory Board.
- 16) Adoption of a resolution on changing the Remuneration Policy for Management and Supervisory Board Members in force at Ten Square Games S.A.
- 17) Closing of the Ordinary General Meeting of Shareholders.

**§2**

The Resolution shall come into force upon its adoption.

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Justification of the Company's Management Board to draft resolution no. 2:

Pursuant to Article 402(2) of the Commercial Companies Code, the Management Board is required to announce the agenda. Approving the agenda of the Ordinary General Meeting of Shareholders is necessary to ensure the proper conduct of the Meeting.



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Share capital: 730,178.30 PLN

Resolution no. 3  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on the consideration and approval of the Management Board's report on the activities of the Ten Square Games S.A. Capital Group  
and Ten Square Games S.A. for the fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Ten Square Games S.A., acting pursuant to Article 393(1) and Article 395(2)(1) of the Commercial Companies Code and Article 12(5)(1) of the Company's Articles of Association, having considered the Management Board's report on the activities of Ten Square Games S.A. and the Ten Square Games S.A. Capital Group for the fiscal year 2021, and taking into account the report of the Supervisory Board on the results of the evaluation, decides to approve the Management Board's report on the activities of Ten Square Games S.A. and the Ten Square Games S.A. Capital Group for the fiscal year 2021.

**§2**

The Resolution shall come into force upon its adoption.

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Justification of the Company's Management Board to draft resolution no. 3:

Adopting the resolution is obligatory under Article 395(2)(1) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 4  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on the consideration and approval of the Separate Financial Statement for the year ended on December 31, 2021 of Ten Square Games S.A.*

(draft)

**§1**

The Ordinary General Meeting of Shareholders Ten Square Games S.A., acting pursuant to Article 393(1) and Article 395(2)(1) of the Commercial Companies Code and Article 12(5)(1) of the Company's Articles of Association, having considered the Management Board's report on the activities of Ten Square Games S.A. and the Ten Square Games S.A. Capital Group drafted as of December 31, 2021, and taking into account the report of the Supervisory Board on the results of the evaluation, decides to approve the Management Board's report on the activities of Ten Square Games S.A. and the Ten Square Games S.A. Capital Group drafted as of December 31, 2010, consisting of:

- 1) Separate financial statement of total income for the period from 01.01.2021 – 31.12.2021 reporting a net profit of PLN 138 261 309;
- 2) Separate statement of the financial condition of the Company drafted as of December 31, 2021, reporting total assets and liabilities of PLN 504 705 070;
- 3) Separate statement of changes in equity reporting, as of December 31, 2021, equity amounting to PLN 341 008 743;
- 4) Separate statement of cash flows for the period from January 1, 2021 to December 31, 2021, reporting a net decrease in cash of PLN 110 529 077;
- 5) Additional notes and explanations.

**§2**

The Resolution shall come into force upon its adoption.

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Justification of the Company's Management Board to draft resolution no. 4:

Adopting the resolution is obligatory under Article 395(2)(1) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 5  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on the consideration and approval of the Consolidated Financial Statement of the Ten Square Games S.A. Capital Group drafted as  
of December 31, 2021.*

(draft)

**§1**

The Ordinary General Meeting of Shareholders of Ten Square Games S.A., acting pursuant to Article 395(5) of the Commercial Companies Code, having considered the Consolidated Financial Statement of the Ten Square Games S.A. Capital Group drafted as at December 31, 2021, and having considered the report of the independent auditor as well as having taken into consideration the report of the Supervisory Board on the results on the evaluation, decides to approve the Consolidated Financial Statement of the Ten Square Games S.A. Capital Group drafted as of December 31, 2021, consisting of:

- 1) Consolidated financial statement of total income for the period from January 1, 2021 to December 31, 2021, reporting a net profit of PLN 141 264 582;
- 2) Consolidated statement of the financial condition of the Company drafted as at December 31, 2021, reporting total assets and liabilities of PLN 520 280 123;
- 3) Consolidated statement of changes in equity reporting, as at December 31, 2021, equity amounting to PLN 351 051 347;
- 4) Consolidated statement of cash flows for the period from January 1, 2021 to December 31, 2021, reporting a net decrease in cash of PLN 97 054 952;
- 5) Additional notes and explanations

**§2**

The Resolution shall come into force upon its adoption.

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Justification of the Company's Management Board to draft resolution no. 5:

Adopting the resolution is possible under Article 395(5) of the Commercial Companies Code.



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Resolution no. 6  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022  
on the distribution of profit for 2021

(draft)

**§1**

The Ordinary General Meeting of Shareholders of Ten Square Games S.A., acting pursuant to Article 395(2)(2) of the Commercial Companies Code and Article 12(5)(2) of the Articles of Association of the Company, taking into account the report of the Supervisory Board of the Company on the evaluation of the proposal of the Management Board concerning the method of distribution of the net profit for the fiscal year 2021, decides that the net profit reported in the financial statement of the Company for the fiscal year 2021 in the amount of 138.261.309,00 PLN (in words: a hundred and thirty-eight million two hundred sixty-one thousand three hundred and nine Polish zlotych) be divided in the following manner:

- 1) 72,317,830.00 PLN (in words: seventy-two million three hundred seventeen thousand eight hundred and thirty polish zlotych 0/100) to be divided among the shareholders via a dividend payment of 10.00 PLN (in words: ten Polish zlotych 0/100) per share (excluding the company's shares);
- 2) 65,943,479 PLN (in words: sixty-five million nine hundred forty-three thousand four hundred seventy-nine polish zlotych 0/100) to be dedicated to reserve capital.

**§2**

The Ordinary General Meeting of Shareholders of Ten Square Games S.A., pursuant to Article 348(3) and 348(4) of the Commercial Companies Code and Article 12(5)(2) of the Company's Articles of Association, decides the following:

- 1) the dividend day is scheduled for June 2nd, 2022.,
- 2) the dividend payment day is scheduled for July 16th, 2022.

**§3**

The Resolution shall come into force upon its adoption.

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Justification of the Company's Management Board to draft resolution no. 6:

Adopting the resolution is obligatory under Article 395(2)(2) of the Commercial Companies Code.

The profit distribution takes into account the dividend policy adopted by the Company, according to which the Company pays out up to 75% of consolidated net profit in the form of dividends, while the dividend amount for 2021 is approximately 52% of consolidated net profit and is in line with the adopted policy.

The dates of the dividend day and the dividend payment date are in compliance with laws generally applicable in this regard.



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Resolution no. 7  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*Concerning the acceptance of the Supervisory Board's activity report for fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Ten Square Games S.A, working on the basis of Article 395(5) of the Commercial Companies Code and Rule 2.11 of the Best Practices for WSE-Listed Companies, hereby accepts the Ten Square Games S.A. seated in Wrocław Supervisory Board's activity report for the Fiscal Year 2021 which is an appendix to this resolution.

**§2**

The Resolution shall come into force upon its adoption.

*The appendix to the resolution of the Ordinary General Meeting is in a separate file*

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Justification of the Company's Management Board to draft resolution no. 7:

The justification for this resolution is Rule 2.11 of the Best Practices for WSE-Listed Companies in 2021, which the company applies.



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Share capital: 730,178.30 PLN



Resolution no. 8  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*concerning the Report on Remuneration of the Members of the Management Board and Supervisory Board of Ten Square Games S.A. for the year 2021*

**§1**

The Ordinary General Meeting of Shareholders of Ten Square Games S.A., acting pursuant to Article 90g(6) of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies and Article 395(5) of the Commercial Companies Code approves, without reservations, the Report of the Supervisory Board on the remuneration of the Members of the Management Board and the Supervisory Board of Ten Square Games S.A. for the year 2021 in the wording attached to this resolution.

**§2**

The Resolution comes into force upon its adoption.

*The attachment to the draft resolution of the Annual General Meeting is in a separate file.*

Justification of the Company's Management Board to draft resolution no. 8:

Adopting the resolution is necessary under Article 90g(6) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies.



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Share capital: 730,178.30 PLN

Resolution no. 9  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgment to Maciej Zuzałek President of the Management Board, of fulfillment of his duties in the fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the President of the Management Board – Maciej Zuzałek– acknowledgment of fulfillment of duties for the period from January 1 to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 9:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 10  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgment to Anna Idzikowska - Member of the Management Board, of fulfillment of her duties in the fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Management Board – Anna Idzikowska– acknowledgment of fulfillment of duties for the period from January 21st to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 10:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Resolution no. 11  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgment to Wojciech Gattner - Member of the Management Board, of fulfillment of his duties in the fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Management Board – Wojciech Gattner – acknowledgment of fulfillment of duties for the period from January 21st to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 11:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 12  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgment to Janusz Dziemidowicz- Member of the Management Board, of fulfillment of his duties in the  
fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Management Board – Janusz Dziemidowicz – acknowledgment of fulfillment of duties for the period from January 21st to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 12:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 13  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgment to Andrzej Ilczuk- Member of the Management Board, of fulfillment of his duties in the fiscal year  
2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Management Board – Andrzej Ilczuk – acknowledgment of fulfillment of duties for the period from January 21st to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 13:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 14  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgment to Marcin Chruszczyński- Member of the Management Board, of fulfillment of his duties in the  
fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Management Board – Marcin Chruszczyński – acknowledgment of fulfillment of duties for the period from January 1 to October 20th, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 14:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 15  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgment to Magdalena Jurewicz- Member of the Management Board, of fulfillment of her duties in the  
fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Management Board – Magdalena Jurewicz – acknowledgment of fulfillment of duties for the period from October 21st to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 15:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Resolution no. 16  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgment to Rafał Olesiński-Chairman of the Supervisory Board, of fulfillment of his duties in the fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Chairman of the Supervisory Board – Rafał Olesiński – acknowledgment of fulfillment of duties for the period from January 1 to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 16:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 17  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgement to Wiktor Schmidt- Member of the Supervisory Board, of fulfilment of his duties in the fiscal year  
2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Supervisory Board – Wiktor Schmidt – acknowledgment of fulfillment of duties for the period from January 1 to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 17:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 18  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgement to Tomasz Drożdżyński - Member of the Supervisory Board, of fulfilment of his duties in the fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Supervisory Board – Tomasz Drożdżyński – acknowledgment of fulfillment of duties for the period from January 1 to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 18:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 19  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgement to Maciej Marszałek - Member of the Supervisory Board, of fulfilment of his duties in the fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Supervisory Board – Maciej Marszałek – acknowledgment of fulfillment of duties for the period from January 1 to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 19:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 20  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgement to Kinga Stanisławska - Member of the Supervisory Board, of fulfilment of her duties in the fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Supervisory Board – Kinga Stanisławska – acknowledgment of fulfillment of duties for the period from January 1 to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 20:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 21  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgement to Marcin Biłos - Member of the Supervisory Board, of fulfilment of his duties in the fiscal year  
2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Supervisory Board –Marcin Biłos– acknowledgment of fulfillment of duties for the period from January 1 to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 21:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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**Ten Square Games S.A.**, ul. Traugutta 45, 50-416 Wrocław, Poland  
KRS No.: 0000704863 REGON: 021744780 NIP: 8982196752  
District Court for Wrocław-Fabryczna in Wrocław, NCR 6th Commercial Division  
Share capital: 730,178.30 PLN

Resolution no. 22  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022

*on granting acknowledgement to Arkadiusz Pernal - Member of the Supervisory Board, of fulfilment of his duties in the fiscal year 2021*

(draft)

**§1**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Companies Code, decides to grant the Member of the Supervisory Board – Arkadiusz Pernal– acknowledgment of fulfillment of duties for the period from January 1 to December 31st, 2021.

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 22:

Adopting the resolution is obligatory under Article 395(2)(3) of the Commercial Companies Code.



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Share capital: 730,178.30 PLN

Resolution no. 23  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022  
*on appointing a new member to the Supervisory Board*

(draft)

**§1**

Based on Article 385(1) of the Commercial Companies Code and Article 14(10) of the Company Statute, the Ordinary General Meeting of Ten Square Games S.A. hereby appoints .... to the Supervisory Board

**§2**

The Resolution comes into force upon its adoption.

\*\*\*

Justification of the Company's Management Board to draft resolution no. 23:

Based on the Company Statute, the Supervisory Board can count from 6 (six) to 7 (seven) members Article 14(2) of the Company Statute. The Supervisory board currently consists of 6 members, thus it is possible to appoint one more person to the Supervisory Board.



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Share capital: 730,178.30 PLN



Resolution no. 24  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 26th, 2022  
concerning the change in Remuneration Policy for Management and Supervisory Board Members enacted at Ten  
Square Games S.A. (draft)

**§1**

The Ordinary General Meeting of Ten Square Games S.A., on the basis of Article 90d of the Law of July 29th, 2005 on the public offer and conditions of entering financial instruments into the organized trading system and public companies, hereby:

- 1) repeals in full the Remuneration Policy for Management and Supervisory Board Members enacted in the Company on July 1st, 2020
- 2) Enacts a new Remuneration Policy for Management and Supervisory Board Members, with the full text being an appendix to this Resolution.

**§2**

The Resolution comes into force upon its adoption.

*The Appendix to this resolution is in a separate file.*

Justification of the Company's Management Board to draft resolution no. 24:

The competence of the General Meeting of Shareholders to pass resolutions concerning the Remuneration Policy for Management and Supervisory Board Members stems from Article 90d Law of July 29th, 2005 on the public offer and conditions of entering financial instruments into the organized trading system and public companies (Journal of Laws 2019 position 623). In accordance to the indicated regulations, the information in the policy is the responsibility of the management board.

The Remuneration Policy in force at the Company since July 1st, 2020, enacted through Resolution no 22 of the General Shareholders Meeting of May 20th, 2020. In accordance with Chapter IX.2 of this act, the Policy shall be reviewed by the Management Board at least once a year.

As a result of a review of the current Policy conducted in the first quarter of the year, the Management Board determined a need to change some of its regulations to enable the realization of the goals this Policy is supposed to serve.

In relation to the current Policy, the changes apply to: 1) the catalog of additional cash and non-cash benefits; 2) periods for which Management Objectives may be set; 3) the catalog of Management Objectives; 4) the proportion between fixed and variable remuneration; 5) incentive schemes - by, among other things, taking into account the Supervisory Board's authority to establish incentive schemes (subject to binding provisions of law); 6) the possibility of awarding remuneration to a member of the Supervisory Board for delegating to perform a function in the Company's Management Board; and additionally a series of amendments clarifying the existing provisions of the remuneration policy for members of the Management Board and Supervisory Board and making it clearer and more transparent.



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Share capital: 730,178.30 PLN