

Draft resolutions
of the Extraordinary General Meeting of Shareholders
of Ten Square Games S.A.
with its registered office in Wrocław
convened on December 19, 2023 with justification

Resolution No. 1

of the Extraordinary General Meeting of Ten Square Games S.A.
with its registered office in Wrocław
of December 19, 2023
on electing the Chair of the Extraordinary General Meeting (draft)

1. The Extraordinary General Meeting of Ten Square Games S.A. elects
..... the Chair of the Meeting.
2. The Resolution shall come into force upon its adoption.

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

The resolution is technical in nature. Electing the Chair of the Extraordinary 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.

Resolution No. 2

of the Extraordinary General Meeting
of Ten Square Games S.A. with its registered office in Wrocław
of December 19, 2023
on the adoption of the agenda (draft)

§1

The Extraordinary General Meeting of Ten Square Games S.A. adopts the following agenda:

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of the Chair of the Extraordinary General Meeting.
- 3) Deciding that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
- 4) Approval of the agenda of the Extraordinary General Meeting.

5) Adoption of a resolution to authorize the Management Board to acquire Own Shares in the name and on behalf of the Company, and to determine the rules for the acquisition of Own Shares by the Company and the creation of a reserve capital.

6) Closing of the Extraordinary General Meeting of Shareholders.

§2

The Resolution shall come into force upon its adoption.

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 Extraordinary General Meeting of Shareholders is necessary to ensure the proper conduct of the Meeting.

Resolution No. 3

of the Extraordinary General Meeting

of Ten Square Games S.A. with its registered office in Wrocław

convened on December 19, 2023

on authorizing the Management Board to acquire own shares on behalf and to the benefit of Company and determining the principles of acquisition of own shares by the Company and creating a reserve capital

§1

The Extraordinary General Meeting of Shareholders of Ten Square Games S.A. with its registered office in Wrocław ("the Company"), acting pursuant to Article 359(1) and 359(2), in connection with Article 362(1)(5) of the Commercial Companies Code, in connection with Article 9. of the Company's Articles of Association and pursuant to Article 362(1)(8) of the Commercial Companies Code, hereby authorizes the Management Board of the Company to acquire, in the name and on behalf of the Company, ordinary bearer shares issued by the Company and listed on the regulated market operated by the Warsaw Stock Exchange S.A, with the nominal value of PLN 0.10 and designated with the following International Securities Identification Number: PLTSQGM00016 ("the Own Shares"), on the following terms and conditions:

1. The Company is entitled to purchase up to 1,396,960 Own Shares; provided that the total par value of the acquired Own Shares will not exceed 20% of the Company's share capital (including the par value of the remaining Own Shares that have not been sold by the Company);
2. The total amount that may be allocated by the Company for the acquisition of the Own Shares, including acquisition costs, shall not exceed PLN 115,000,000;
3. The acquisition of the Own Shares shall be financed with funds from the reserve capital earmarked for the acquisition of the Own Shares, created pursuant to section 2 of this resolution;
4. The Company may purchase its own shares in the following way: (i) in transactions on the regulated market of the Warsaw Stock Exchange, or (ii) in a transaction or transactions outside the regulated market, including an offer to purchase the Company's own shares made to all shareholders. The Own Shares may be purchased directly by the Company or through an investment firm.

5. The purchase price per Own Share shall not be lower than PLN 0.1 and higher than PLN 300.00, provided that if the purchase of the Own Shares takes place in consideration of the relevant provisions of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC ("the MAR Regulation") and the Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 supplementing the MAR Regulation with regard to regulatory technical standards on the conditions applicable to buy-back programmes and stabilisation measures (" the Standard"), then the price shall be determined taking into account Article 5 of the MAR Regulation and the Standard.

6. The Own Shares shall be purchased from shareholders against consideration paid by the Company exclusively from the amount which, pursuant to Article 348(1) of the Commercial Companies Code, may be allocated for distribution among shareholders, i.e. from funds from the reserve capital established pursuant to section 2 of this resolution.

7. The purchased Own Shares will be fully paid for.

8. The purpose of purchase of Own Shares 1) at least 90% of the acquired Treasury Shares will be cancelled (voluntary cancellation); 2) the remainder of the Own Shares may be distributed by the Management Board in any other legally permissible manner, taking into account the needs arising from its operations

9. The Management Board is authorized to purchase the Own Shares during a period of 12 months from the date on which this resolution is adopted, however not longer than until the exhaustion of funds allocated for the purpose of purchasing the Own Shares. The purchase of shares may be carried out repeatedly during the authorization period, i.e. in stages or in tranches.

10. The Management Board, at its discretion, guided by the interest of the Company, may: (i) stop acquiring the Own Shares before the deadline specified in section 9 or before the exhaustion of all funds assigned for acquisition, (ii) abandon the acquisition of the Own Shares in whole or in part, (iii) withdraw from the implementation of this Resolution at any time.

11. Should the Management Board of the Company suspend or abandon the purchase of the Own Shares, the Management Board of the Company, acting in the Company's best interest, may at any time decide to resume the purchase of the Own Shares within the authorization period.

12. The Company's Management Board is authorized to:

a) take all factual and legal actions related to the acquisition of the Own Shares, while respecting the principle of equal treatment of shareholders and in accordance with the content of this resolution;

b) determine the procedure (type of transaction) for acquiring the Own Shares, including determination whether the purchase of the Own Shares will be carried out in the form of a buy-back program, pursuant to the MAR Regulation;

c) determine the price or conditions for determining the purchase price per Own Share and the maximum number of the Own Shares to be purchased within a given tranche or stage of the buy-back program, as well as other detailed conditions for the purchase of the Own Shares, within the limits set out in this resolution;

d) in the event of acquiring the Own Shares outside of a regulated market, to determine and announce, prior to the commencement of the acquisition of the Own Shares, all terms, conditions, deadlines and principles of carrying it out, in particular to determine conditions and deadlines for the submission of offers to sell the Own Shares by shareholders, contents of agreements for the sale of the Own Shares as well as terms and conditions of the settlement of transactions of the acquisition of the Own Shares;

e) conclude all necessary agreements necessary to purchase the Own Shares, including agreements with relevant entities concerning intermediation in the performance of specific actions carried out within

the purchase of the Own Shares, including agreements with an investment company selected by the Management Board of the Company.

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Acting pursuant to Article 362(2)(3) in connection with Article 348(1) of the Commercial Companies Code and Article 16(3) of the Company's Articles of Association, the Ordinary General Meeting of the Company adopts the following resolution:

1. The Company creates a reserve capital in the amount of 115,000,000.00 (say: one hundred fifteen million zloty) for the purpose of the Company's acquisition of Own Shares pursuant to Article 362(1)(5) and point 362(1)(8) of the Commercial Companies Code.
2. The funds for the reserve capital referred to in section 1 above constitute an amount which, pursuant to Article 348(1) of the Commercial Companies Code, may be allocated for distribution among the shareholders.
3. The Extraordinary General Meeting of Shareholders of the Company may at any time change the amount of the reserve capital referred to in section 1.
4. If there are any unspent funds in the reserve capital described in section 1 after the purchase of the Own Shares, such funds shall be automatically transferred to the supplementary capital on the date of the purchase of the Own Shares indicated in the Management Board resolution terminating the programme, however, no later than on the day following the expiry of the authorization period described in Article 1(9), and the reserve capital shall be dissolved without the need for a separate resolution of the General Meeting of Shareholders.

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The Resolution comes into force upon its adoption.

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

Granting the Management Board the authorisation to buy own shares will enable the implementation of a detailed share buy-back programme without the need to convene each time a General Meeting of Shareholders in this regard. The possibility of carrying out shares buy-back by the Company may result in the increase of their value, which will be in line with the interests of both the shareholders themselves (who invest funds in the Company's shares in the medium and long term) and the Company itself (low share price results in the decrease of the Company's capitalisation). The design of the share buy-back programme will also, last but not least, be a tool enabling effective management of free financial resources in order to maximise value for shareholders. The Management Board's authorization to buy back shares will, in practice, enable their redemption to the extent that they constitute at least 90% of the shares bought back, and to the remaining extent it will allow the Management Board to distribute them in another legally permissible manner, taking into account the needs arising from the business. The repurchase of treasury shares proposed in the resolution takes into account the Company's current financial capabilities. Implementation of the program will not have any impact on the Company's further development and on the adopted development strategy.