

**ANNOUNCEMENT OF THE MANAGEMENT BOARD DATED APRIL 25th, 2024  
ON THE CONVOCAION OF AN ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TEN SQUARE  
GAMES S.A. ("the Announcement")**

Ten Square Games Spółka Akcyjna with its registered office in Wrocław, ul. Romualda Traugutta 45, 50-516 Wrocław, entered into the register of entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, VI Commercial Division of the National Court Register, entry no. 0000704863, REGON: 021744780, NIP: 8982196752 ("the Company"), acting pursuant to Article 399(1) and Articles 402(1) and 402(2) of the Commercial Companies Code, hereby convenes the Ordinary General Meeting of Shareholders of the Company ("the Ordinary General Meeting") and provides the following information:

**1. DATE, TIME AND PLACE OF THE ORDINARY GENERAL MEETING AND DETAILED AGENDA**

The Management Board of the Company convenes the Ordinary General Meeting for **May 23rd, 2024 at 10:00** CET at the Company's registered office in Wrocław, at the address: Traugutta 45. The agenda includes the following items:

- 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 2023 and the separate and consolidated financial statements for 2023, as well as the Management Board's proposal regarding the distribution of 2023 profit.
- 6) Presentation of the report on the activities of the Supervisory Board of Ten Square Games S.A. with its registered office in Wrocław for the fiscal year 2023 and the results of the Supervisory Board's assessments of the standalone and consolidated financial statements for the year 2023, 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 2023 and the Supervisory Board's recommendation concerning the distribution of profit for the year 2023.
- 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 2023.
- 8) Adoption of a resolution on the consideration and approval of the Standalone Financial Statement of Ten Square Games S.A. drafted as of December 31, 2023.
- 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, 2023.
- 10) Adoption of a resolution on the distribution of profit for 2023.
- 11) Adopting a resolution concerning the acceptance of the Ten Square Games S.A. Supervisory Board's activities for the fiscal year 2023.
- 12) Adoption of a resolution on the Report on Remuneration of the Members of the Management Board and Members of the Supervisory Board of Ten Square Games S.A. for 2023.
- 13) Granting discharge to the members of the Company's Management Board for the performance of their duties in 2023.
- 14) Granting discharge to the members of the Company's Supervisory Board for the performance of their duties in 2023.
- 15) Adoption of a resolution on the appointment of Supervisory Board members for the next term.
- 16) Adoption of a resolution on establishing rules for remuneration of Supervisory Board members.
- 17) Adoption of a resolution on redemption of the Company's own shares.
- 18) Adoption of the resolution Adoption of a resolution on reduction of the Company's share capital in connection with redemption of the Company's own shares, and on the changes in the Company's Articles of Association.
- 19) Adoption of a resolution on unified text of the Company's Articles of Association.
- 20) Adoption of the resolution on adoption Diversity Policy in Ten Square Games S.A.
- 21) Closing of the Ordinary General Meeting of Shareholders.

## **2. THE RIGHT OF THE COMPANY'S SHAREHOLDERS TO DEMAND THAT CERTAIN ISSUES ARE INCLUDED IN THE AGENDA OF AN ORDINARY GENERAL MEETING**

Pursuant to Article 401(1) of the Commercial Companies Code a shareholder or shareholders representing at least one-twentieth of the share capital may request certain matters to be included in the agenda of the Ordinary General Meeting. Such request must be notified to the Company's Management Board no later than twenty-one days before the date of the Ordinary General Meeting, i.e. no later than on May 2nd, 2024.

The request must include a justification or a draft resolution concerning the proposed item to be included in the agenda. The request may be submitted in an electronic form to the following e-mail address: [wza@tensquaregames.com](mailto:wza@tensquaregames.com).

A shareholder requesting to include certain matters in the agenda of the Ordinary General Meeting must demonstrate that they hold an appropriate number of the Company's shares as at the date of submitting the request, attaching to the request a copy (scan) of the deposit certificate and the documents specified in section 12 of this announcement.

The Management Board will, no later than eighteen days before the scheduled date of the General Meeting of Shareholders, i.e. by May 5th, 2024, announce the changes to the agenda introduced at the request of a shareholder or shareholders by publishing them in the form of a current report and by posting them on the Company's website at: <https://tensquaregames.com/investors/shaft-of-the-meetings/>.

## **3. THE SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS ON THE ISSUES INCLUDED IN THE AGENDA OF THE GENERAL MEETING OR ON THE ISSUES TO BE INCLUDED IN THE AGENDA BEFORE THE DATE OF THE GENERAL MEETING**

Pursuant to Article 401(4) of the Commercial Companies Code a shareholder or shareholders representing at least one-twentieth of the share capital may, before the date of the General Meeting of Shareholders, submit draft resolutions concerning matters included in the agenda of the General Meeting of Shareholders or concerning matters that are to be included in the agenda. The request should include a justification or a draft resolution concerning the proposed agenda item. Submissions may be sent electronically to: [wza@tensquaregames.com](mailto:wza@tensquaregames.com).

Shareholders submitting draft resolutions must demonstrate that they hold an appropriate number of the Company's shares as at the date of submitting the request, attaching to the request a copy (scan) of the deposit certificate and the documents specified in section 12 of this announcement. The Management Board will immediately announce the draft resolutions submitted by the shareholders by publishing them in the form of a current report and by posting them on the Company's website at: <https://tensquaregames.com/pl/inwestorzy/walne-zgromadzenia/>, in the section „Investors – Corporate Governance – General Meetings”.

## **4. SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS CONCERNING ISSUES PUT ON THE AGENDA DURING THE GENERAL MEETING**

Pursuant to Article 401(5) of the Commercial Companies Code, each shareholder of the Company entitled to participate in the General Meeting of Shareholders may, during the General Meeting of Shareholders, submit draft resolutions concerning the matters included in the agenda.

## **5. INFORMATION ON THE MANNER OF EXERCISING THE VOTING RIGHT BY A PROXY, INCLUDING IN PARTICULAR INFORMATION ON THE FORMS TO BE USED DURING VOTING BY PROXY AND THE MANNER OF NOTIFYING THE COMPANY OF THE APPOINTMENT OF A PROXY USING ELECTRONIC MEANS OF COMMUNICATION**

A shareholder who is a natural person may participate in the General Meeting of Shareholders and exercise their voting rights in person or by proxy(s).

Members of the Management Board and employees of the Company may be proxies at the General Meeting of Shareholders.

A proxy shall exercise all shareholder's rights at the General Meeting of Shareholders, unless otherwise specified in the power of attorney. A proxy may grant a further power of attorney, if this results from the content of the power of attorney. A proxy may represent more than one shareholder and cast different votes from each shareholder's shares. A shareholder holding shares recorded on a collective account may appoint separate proxies to exercise the rights attached to shares recorded on that account. A shareholder, holding shares recorded on more than one securities account, may appoint separate proxies to exercise the rights attached to shares recorded on each account.

If the proxy attending the General Meeting of Shareholders is a member of the Management Board, member of the Supervisory Board or an employee of the Company or a member of the governing bodies or an employee of the Company's subsidiary, the power of attorney may authorize them to represent the shareholder only at one General Meeting. The proxy is obliged to disclose to the shareholder the circumstances indicating the actual or potential

conflict of interest. The granting of a further proxy is excluded and the proxy shall vote in accordance with the instructions given by the shareholder.

A power of attorney authorizing a person to participate in the General Meeting of Shareholders and exercise the voting right must be granted in writing or in electronic form. Granting a power of attorney in electronic form does not require a secure electronic signature verified by means of a valid qualified certificate.

At the time of drafting the attendance list of the General Meeting of Shareholders, a proxy holding a written power of attorney must submit the original power of attorney, a copy certified by a notary public or an official agency to be a true copy of the power of attorney, or a copy made in accordance with applicable regulations, together with copies of documents confirming the authority to represent the shareholder (current excerpt from the National Court Register in the case of legal persons and partnerships). In order to identify the shareholder and the proxy representing them, a document confirming the granting of the power of attorney must be presented or submitted to the person or persons appointed to register the shareholders with the documents specified in item 12 of this announcement.

Granting a power of attorney in electronic form should be notified to the Company's Management Board by means of electronic communication. A shareholder shall notify the Company of granting or revoking a power of attorney in electronic form via e-mail sent to [wza@tensquaregames.com](mailto:wza@tensquaregames.com) not later than by May 20th, 2024 until 8.00 p.m. (failure to comply with the deadline for notifying the Company of granting a proxy in electronic form does not prevent the proxy from participating in the General Meeting of Shareholders on the basis of the proxy granted in writing).

The notification of granting the power of attorney should include an accurate identification of the proxy and the principal (in the case of natural persons, it will be their name, surname, telephone number, and e-mail address, in the case of persons other than natural persons, name and registered office, National Court Register entry number, telephone number, and e-mail address). Information on granting a power of attorney should also include its scope, i.e. indicate the number of shares from which voting rights will be exercised, and the date and name of the general meeting of shareholders at which these rights will be exercised. Along with the notice, the shareholder or person entitled to participate in the General Meeting of Shareholders must send:

- a) a document confirming the granting of a power of attorney;
- b) documents specified in section 12 of this notice.

If any of the above-mentioned documents is drawn up in a language other than Polish, the proxy is obliged to attach thereto a certified translation into Polish.

If a shareholder gives instructions to a proxy to exercise voting rights (also using the proxy voting instruction form located at the above website address), the Company will not verify whether the proxy exercises voting rights in accordance with the instructions of the principal.

The Management Board shall have the right to verify the notifications sent and to take actions aiming at identifying the shareholder and the proxy as well as at verifying whether the power of attorney is legally binding. Verification may consist, in particular, of a question asked by telephone or by e-mail to the shareholder or to the proxy in order to confirm the proxy and its scope.

In case of any doubt, the Company may take further steps to verify the validity of the power of attorney granted in electronic form and to identify the shareholder and the proxy; in particular, it may request the proxy to present additional documents. The Company reserves that a failure to answer the questions asked during the verification process will be treated as an inability to verify the granting of the power of attorney and will constitute a basis for denying the proxy the right to participate in the General Meeting of Shareholders.

The notifications which do not meet the aforementioned requirements shall not be legally binding on the Company. The Company shall not be liable for errors in completing a power of attorney document or for the actions of persons using powers of attorney.

The above rules apply mutatis mutandis to the amendment or revocation of the granted power of attorney.

## **6. THE POSSIBILITY AND MANNER OF PARTICIPATING IN THE GENERAL MEETING OF SHAREHOLDERS HELD BY MEANS OF ELECTRONIC COMMUNICATION, INFORMATION ON THE MANNER OF EXPRESSING OPINIONS DURING THE GENERAL MEETING OF SHAREHOLDERS HELD BY MEANS OF ELECTRONIC COMMUNICATION AND INFORMATION ON THE MANNER OF EXERCISING VOTING RIGHTS BY CORRESPONDENCE OR BY ELECTRONIC MEANS**

The Company does not provide for the possibility of attending, speaking and exercising voting rights at the Ordinary General Meeting by means of electronic communication.

The Company does not provide for the possibility of exercising voting rights at the Ordinary General Meeting by correspondence.

## **7. SHAREHOLDER'S RIGHT TO ASK QUESTIONS CONCERNING MATTERS INCLUDED IN THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS**

During the General Meeting of Shareholders, a shareholder has the right to ask questions about the matters included in the agenda of the General Meeting of Shareholders. Pursuant to article 428(1) of the Commercial Companies Code, the Management Board is obliged to provide a shareholder, upon their request, with information concerning the Company, if it is justified from the perspective of assessing the matter included in the agenda.

## **8. DATE OF REGISTRATION FOR THE GENERAL MEETING OF SHAREHOLDERS**

Pursuant to Article 406(1) of the Commercial Companies Code, the date for registering for the General Meeting of Shareholders is sixteen days prior to the date of the General Meeting of Shareholders, i.e. **May 7th, 2024**. ("the Registration Date").

## **9. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING OF SHAREHOLDERS**

Only persons who are shareholders of the Company on the Registration Date indicated in Section 8 of this Announcement are entitled to attend the General Meeting of Shareholders.

In the case of persons entitled from dematerialized bearer shares, entitled to participate in the General Meeting of Shareholders will be persons who:

- a) sixteen days prior to the date of the General Meeting of Shareholders, i.e. May 7th, 2024, will have shares of the Company registered in their securities account;
- b) no earlier than after the announcement of convocation of the General Meeting of Shareholders, and no later than on May 8th, 2024, submit a request for issuing a registered certificate of the right to participate in the General Meeting of Shareholders to the entity keeping the securities account.

The Certificate must include:

- a) the name of the company, registered office, address, the stamp of the issuer and the number of the certificate;
- b) the number of shares;
- c) a separate designation of shares as referred to in Article 55 of the Act of July 29, 2005 on Trading in Financial Instruments;
- d) the name of the company, registered office and address of the public company which issued the shares;
- e) nominal value per share;
- f) the name and surname or business name of the holder, pledgee or user of the shares;
- g) the registered office (place of residence) and address of the shareholder, pledgee or user;
- h) the purpose for which the certificate is issued;
- i) an indication of who has the right to vote on the shares;
- j) the date and place of issue of the certificate; and
- k) the signature of the person empowered to issue the certificate.

A Company shareholder who intends to participate in the General Meeting of Shareholders and exercise their voting rights in person must, for identification purposes, present or submit to the person or persons appointed to register shareholders the documents specified in section 12 of this Announcement.

If a shareholder authorizes a proxy to participate in the meeting and exercise voting rights at the General Meeting of Shareholders, in order to identify the shareholder and the proxy representing the shareholder, the original or copies of the documents referred to in section 12 of this Announcement must be attached to the document confirming the granting of the power and attorney and presented or submitted to the person or persons appointed to register the shareholders.

## **10. LIST OF SHAREHOLDERS**

The list of shareholders entitled to participate in the General Meeting of Shareholders is created by the Company on the basis of the list drawn up by the entity maintaining the depository for securities in accordance with the regulations on trading in financial instruments (the National Depository for Securities).

The list of shareholders, signed by the Company's Management Board, will contain the surnames and first names or companies (business names) of authorised shareholders, their place of residence (registered office), the number of shares, and the number of votes to which they are entitled. A shareholder who is a natural person may provide an address for service instead of a place of residence.

Pursuant to Article 407(1) of the Commercial Companies Code, the list of shareholders entitled to participate in the General Meeting of Shareholders will be displayed on the premises of the Management Board – the Company's registered office in Wrocław, ul. Romualda Traugutta 45, 50-416 Wrocław, for three weekdays before the General Meeting of Shareholders, i.e., on May 20-22, 2024.

Shareholders may also request a copy of the list of shareholders against reimbursement of costs of its preparation or request that the list is sent free of charge by e-mail, naming the e-mail address to which the list should be sent. The request may be submitted in an electronic form to the following email address: [wza@tensquaregames.com](mailto:wza@tensquaregames.com)

The shareholder must attach a copy (scan) of the deposit certificate to the request, unless it is included in the list of shareholders entitled to participate in the General Meeting of Shareholders, and the documents specified in section 12 of this Announcement.

In the same manner, a shareholder may request a copy of draft resolutions on matters included in the agenda within one week prior to the date of the General Meeting of Shareholders.

#### **11. ACCESS TO DOCUMENTATION AND COMMUNICATION WITH THE COMPANY ON THE SUBJECT OF THE GENERAL MEETING OF SHAREHOLDERS**

Persons entitled to attend the General Meeting of Shareholders may obtain the full text of the documentation that is supposed to be presented to the General Meeting of Shareholders as well as of draft resolutions available on the Company's website at <https://tensquaregames.com/pl/inwestorzy/walne-zgromadzenia/>, under "Investors – Corporate Governance – General Meetings".

The Company's Management Board informs that a paper version of the documentation for shareholders will not be provided.

Prior to the date of the General Meeting of Shareholders, shareholders may contact the Company by means of electronic communication. All electronic messages must be sent to the Company's email address: [wza@tensquaregames.com](mailto:wza@tensquaregames.com). Documents shall be deemed received by the Company by means of electronic communication at the time they are recorded on the Company's server. In each case, the shareholder bears the risk of using electronic means of communication.

#### **12. DOCUMENTS TO BE SUBMITTED BY SHAREHOLDERS OF THE COMPANY IN CONNECTION WITH ACTIONS TAKEN PURSUANT TO THIS ANNOUNCEMENT**

In the cases set forth in this Announcement, shareholders voting in person or by proxy must submit:

a) if the shareholder is a natural person – a copy (scan) of an identity card, pages from a passport allowing for identification or any other valid official document confirming the shareholder's identity;

b) if the shareholder is not a natural person – a copy (scan) of an up-to-date copy from the relevant register or other document confirming the existence of such shareholder and the right of its representative or representatives to represent such shareholder;

c) if the proxy is a natural person – a copy (scan) of the identity card, pages from a passport allowing for identification or any other valid official document confirming the identity of the proxy;

d) in case of an attorney who is not a natural person – a copy (scan) of an up-to-date copy from a relevant register or other document confirming the existence of such an attorney and the right of its representative or representatives to represent it.

In the case of foreign entities, in whose country of residence appropriate registers are not kept, instead of a copy or, as the case may be, a scan of an extract from the register referred to above, copies or, as the case may be, scans of documents confirming the existence of the entity in question and valid documents proving the right of its representative(s) to represent it.

If there is any doubt as to the contents or authenticity of the copies of the documents referred to above, the Company or the person(s) appointed by the Company to register the shareholders may, before the commencement of the General Meeting of Shareholders, demand that the original copies of the said documents or their copies certified by

a notary public or another entity authorized to certify true copies of documents be produced and retained by the Company.

In case of: (i) failure to present (or presentation of outdated) documents referred to above, or (ii) refusal to preventing of making and retaining copies of the originals of such documents or certified copies thereof in the situation referred to in the preceding paragraph, a shareholder or its proxy may be inadmissible to participate in the General Meeting of Shareholders.

Any documents referred to in this section 12 (or elsewhere in this Announcement) drawn up in a foreign language should be accompanied by a relevant translation into Polish made by a sworn translator. The documents must be attached in the form in which a request has been made (a paper document or its copy or, in the case of documents sent electronically, a scan in PDF format).

The Management Board of the Company may take necessary actions to identify shareholders or proxies and verify the validity of the documents sent. Verification may consist, in particular, of a question asked by telephone or by e-mail to the shareholder or to the proxy.

### **13. DRAFT RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

Draft resolutions of the General Meeting of shareholders with relevant appendices are available in a separate attachment.

### **14. DRAFT OF CHANGES TO BE INTRODUCED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

Due to the intention to amend the Company's Articles of Association, the Management Board of the Company provides below the wording of the provisions of the Company's Articles of Association that are to be amended, as well as proposed amendments:

#### **§ 6 current wording:**

*Kapitał zakładowy Spółki wynosi 733 482,20 zł (słownie: siedemset trzydzieści trzy tysiące czterysta osiemdziesiąt dwa złote i dwadzieścia groszy) i dzieli się na:*

- 1. 7.225.000 (siedem milionów dwieście dwadzieścia pięć tysięcy) akcji zwykłych na okaziciela serii A o wartości nominalnej 0,10 zł (dziesięć groszy) każda;*
- 2. 76 783 (siedemdziesiąt sześć tysięcy siedemset osiemdziesiąt trzy) akcje zwykłe na okaziciela serii B, o wartości nominalnej 0,10 zł (słownie: dziesięć groszy) każda;*
- 3. 33 039 (trzydzieści trzy tysiące trzydzieści dziewięć) akcji zwykłych na okaziciela serii C, o wartości nominalnej 0,10 zł (słownie: dziesięć groszy) każda.*

#### **§ 6 proposed wording:**

*"The Company's share capital amounts to PLN 647,600 (in words: six hundred and forty-seven thousand six hundred zlotys) and is divided into 6,476,000 (in words: six million four hundred and seventy-six thousand) series A ordinary bearer shares with a nominal value of PLN 0.10 (ten groszys) each."*

### **15. OTHER INFORMATION**

The session of the General Meeting of Shareholders will be held in Polish.

The Management Board does not provide interpretation for foreign participants.

Ten Square Games Spółka Akcyjna with its registered office in Wrocław is the controller of personal data of shareholders and their proxies. Detailed information on the processing of personal data by the Company is available at: [https://tensquaregames.com/wp-content/uploads/ADO\\_extended\\_pl.pdf](https://tensquaregames.com/wp-content/uploads/ADO_extended_pl.pdf). The English-language version can be found here: [https://tensquaregames.com/wpcontent/uploads/ADO\\_extended\\_en.pdf](https://tensquaregames.com/wpcontent/uploads/ADO_extended_en.pdf).

Persons authorized to attend the General Meeting of Shareholders will be able to register and receive an electronic device for casting votes on the day and place of the General Meeting of Shareholders from 9:00 a.m.

Matters not covered by this announcement shall be governed by the provisions of the Polish Commercial Companies Code and other laws, as well as the Company's Articles of Association, the Rules of the General Meeting of Shareholders.