

**Draft resolutions of the Ordinary General Meeting of Shareholders of Ten Square Games S.A.  
with its registered office in Wrocław convened on May 14th, 2025 with justification**

Resolution No. 1  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025  
*on electing the Chair of the General Meeting*  
(draft)

**§1**

The Ordinary General Meeting of Ten Square Games S.A. elects .....  
to be 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 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 Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025  
*on the adoption of the agenda*  
(draft)

**§1**

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

- 1) Opening of the Ordinary General Meeting.
- 2) Election of the Chairperson of the Ordinary General Meeting.
- 3) Confirmation of the proper convening of the Annual General Meeting and its capacity to adopt resolutions.

- 4) Adoption of the agenda of the Ordinary General Meeting.
- 5) Presentation of the Management Board's report on the activities of the Ten Square Games S.A. Group and Ten Square Games S.A. for the financial year 2024, together with the standalone and consolidated financial statements for the year 2024 and the Management Board's proposal regarding the distribution of profit for the year 2024.
- 6) Presentation of the Company's Supervisory Board report on its activities in 2024 and the results of the Supervisory Board's assessment of the standalone and consolidated financial statements for 2024, the Management Board's report on the activities of the Ten Square Games S.A. Group and Ten Square Games S.A., and the Supervisory Board's recommendation regarding the distribution of profit for 2024.
- 7) Adoption of a resolution on the review and approval of the Management Board's report on the activities of the Ten Square Games S.A. Group and Ten Square Games S.A. for the financial year 2024.
- 8) Adoption of a resolution on the review and approval of the standalone financial statement of Ten Square Games S.A. as at December 31, 2024.
- 9) Adoption of a resolution on the review and approval of the consolidated financial statement of the Ten Square Games S.A. Group as at December 31, 2024.
- 10) Adoption of a resolution on the distribution of profit for the year 2024 and the payment of dividend.
- 11) Adoption of a resolution on the approval of the Supervisory Board's report on its activities in the financial year 2024.
- 12) Adoption of a resolution on the Remuneration Report for the Members of the Management Board and the Supervisory Board of Ten Square Games S.A. for 2024.
- 13) Granting discharge to the Members of the Management Board for the performance of their duties in 2024.
- 14) Granting discharge to the Members of the Supervisory Board for the performance of their duties in 2024.
- 15) Adoption of a resolution on the introduction of the Incentive Program for the financial years 2025–2029.
- 16) Adoption of a resolution on the issuance, in connection with the implementation of the 2025–2029 Incentive Program, of subscription warrants with exclusion of pre-emptive rights of existing shareholders, entitling the holders to acquire series B shares, and on the conditional increase of the share capital through the issuance of series B shares with exclusion of pre-emptive rights of existing shareholders, application for admission and introduction of the new series B shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the related amendment to the Company's Articles of Association.
- 17) Adoption of a resolution on the change of the Company's business activity and amendment to the Company's Articles of Association in connection with the update of the Polish Classification of Activities (PKD) codes.
- 18) Adoption of a resolution on the adoption of the consolidated text of the Company's Articles of Association.
- 19) Closing of the Annual General Meeting of Shareholders.

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

Resolution No. 3  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*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 2024*

(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 § 12(5)(1) of the Company's Articles of Association, after reviewing the Management Board's Report on the Activities of the Ten Square Games S.A. Group and Ten Square Games S.A. for the financial year 2024, and taking into account the Supervisory Board's report on the results of the assessment, hereby resolves to approve the Management Board's Report on the Activities of the Ten Square Games S.A. Group and Ten Square Games S.A. for the financial year 2024.

**§2**

The Resolution shall come into force upon its adoption.

\*\*\*

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.

Resolution No. 4  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on the consideration and approval of the Standalone Financial Statement for the year ended on December 31, 2024*

(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 § 12(5)(1) of the Company's Articles of Association, after reviewing the Standalone Financial Statements of Ten Square Games S.A. as at 31 December 2024, and after examining the report of the independent statutory auditor as well as taking into account the Supervisory Board's report on the results of its assessment, hereby resolves to approve the Standalone Financial Statements of Ten Square Games S.A. as at 31 December 2024, comprising the following:

- 1) Standalone statement of comprehensive income for the period from 1 January 2024 to 31 December 2024, showing a net profit of PLN 72,694,774;
- 2) Standalone statement of financial position as at 31 December 2024, presenting total assets and liabilities of PLN 426,675,079;
- 3) Standalone statement of changes in equity, showing total equity as at 31 December 2024 in the amount of PLN 259,688,832;
- 4) Standalone statement of cash flows for the period from 1 January 2024 to 31 December 2024, showing a decrease in net cash of PLN 23,880,397;
- 5) Additional notes and explanations.

## **§2**

The Resolution shall come into force upon its adoption.

\*\*\*

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.

Resolution No. 5  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on the consideration and approval of the Consolidated Financial Statement of the Ten Square Games S.A. Capital Group drafted as of December 31, 2024*

(draft)

## **§1**

The Ordinary General Meeting of Ten Square Games S.A., acting pursuant to Article 395 § 5 of the Commercial Companies Code, after reviewing the Consolidated Financial Statements of the Ten Square Games S.A. Group as at 31 December 2024, and after examining the report of the independent statutory auditor as well as taking into account the Supervisory Board's report on the results of its assessment, hereby resolves to approve the Consolidated Financial Statements of the Ten Square Games S.A. Group as at 31 December 2024, comprising the following:

- 1) Consolidated statement of comprehensive income for the period from 1 January 2024 to 31 December 2024, showing a net profit of PLN 67,077,028;
- 2) Consolidated statement of financial position as at 31 December 2024, presenting total assets and liabilities of PLN 416,849,705;
- 3) Consolidated statement of changes in equity, showing total equity as at 31 December 2024 in the amount of PLN 243,263,256;
- 4) Consolidated statement of cash flows for the period from 1 January 2024 to 31 December 2024, showing a decrease in net cash of PLN 19,050,867;
- 5) Additional notes and explanations.

## **§2**

The Resolution shall come into force upon its adoption.

\*\*\*

### 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.

Resolution No. 6  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025  
*on the distribution of profit for the year 2024 and payment of dividend*  
(draft)

## **§1**

The Ordinary General Meeting of Ten Square Games S.A., acting pursuant to Article 348 and Article 395 § 2(2) of the Commercial Companies Code and § 12(5)(2) of the Company's Articles of Association, taking into account the content of the Supervisory Board's report on the assessment of the Management Board's proposal concerning the allocation of net profit for 2024, hereby resolves as follows:

- 1) that the net profit disclosed in the Company's financial statements for the financial year 2024, amounting to PLN 72,694,774 (in words: seventy-two million six hundred ninety-four thousand seven hundred seventy-four zlotys), shall be allocated in full for distribution among shareholders in the form of a dividend payment;
- 2) to allocate part of the reserve capital created from retained earnings from previous years, in the amount of PLN 27,345,902.45 (in words: twenty-seven million three hundred forty-five thousand nine hundred two zlotys and forty-five groszy), for the payment of dividend to shareholders;

resulting in a total amount of PLN 100,040,676.45 (in words: one hundred million forty thousand six hundred seventy-six zlotys and forty-five groszy) to be distributed to shareholders, i.e. PLN 15.73 per share, excluding the Treasury shares held by the Company on the dividend payment date.

## **§2**

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

- 1) the dividend record date as 20 June 2025,
- 2) the dividend payment date as 27 June 2025.

**§3**

The Resolution shall come into force upon its adoption.

\*\*\*

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

The necessity to adopt the resolution arises from Article 395 § 2(2) of the Commercial Companies Code. The decision regarding the distribution of profit takes into account the recommendations of the Management Board and the positive opinion of the Supervisory Board, as presented in the current reports published by the Company on this matter.

The decision to allocate a portion of retained earnings for dividend distribution is supported by the Company's current stable financial position and the intention to provide shareholders with a greater share in the Company's profits.

Resolution No. 7  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*regarding the approval of the Report on the activities of the Supervisory Board of Ten Square Games S.A. for the financial year 2024*  
(draft)

**§1**

The Ordinary General Meeting of Ten Square Games S.A., acting pursuant to Article 382 § 3(3) and Article 395 § 5 of the Commercial Companies Code, point 2.11 of the Best Practices for WSE Listed Companies 2021, as well as § 12(5)(15) of the Company's Articles of Association, hereby resolves to approve the Report on the activities of the Supervisory Board of Ten Square Games S.A., with its registered office in Wrocław, for the financial year 2024, which includes the following:

- 1) a summary of the activities of the Supervisory Board and its committees in the financial year 2024, including information on the composition of the Board and its committees;
- 2) the results of the assessment of: the standalone financial statements of Ten Square Games S.A. for 2024, the consolidated financial statements of the Ten Square Games S.A. Group for 2024, the Management Board's report on the activities of the Ten Square Games S.A. Group and Ten Square Games S.A. in 2024, and the Management Board's proposal concerning the distribution of profit for 2024 and the payment of dividend;
- 3) an assessment of the Company's situation in 2024 on a consolidated basis, including an evaluation of the internal control, risk management, compliance, and internal audit functions;
- 4) an assessment of the Company's application of corporate governance principles and its fulfilment of disclosure obligations related to their application, as set out in the WSE Rules and regulations on current and periodic information provided by issuers of securities;
- 5) an assessment of the legitimacy of expenses incurred by Ten Square Games S.A. in connection with its charitable and sponsorship activities in 2024;
- 6) information on the level of implementation of the diversity policy with regard to the Management Board and the Supervisory Board of Ten Square Games S.A. in 2024;
- 7) an assessment of the Management Board's performance of its information obligations towards the Supervisory Board;
- 8) information on the total remuneration due from the Company in respect of all reviews commissioned by the Supervisory Board in the course of 2024.

**§2**

The Resolution shall come into force upon its adoption.

\*\*\*

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

The basis for adopting the resolution is art. 382 §3 (3) and art. 395 § 5 of the Code of Commercial Companies and Rule 2.11. of the Code of Best Practice for WSE Listed Companies 2021, which the Company applies.

Resolution No. 8  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025  
*concerning the Report on Remuneration of the Members of the Management Board and  
Supervisory Board of Ten Square Games S.A. for the year 2024  
(draft)*

**§1**

The Ordinary General Meeting of the Company, acting pursuant to Article 395 § 2<sup>1</sup> of the Commercial Companies Code in connection with Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to an Organised Trading System and on Public Companies, issues a positive opinion on the Report of the Supervisory Board of Ten Square Games S.A. on the remuneration of Members of the Management Board and the Supervisory Board for the year 2024.

**§2**

The Resolution shall come into force upon its adoption.

\*\*\*

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

Adopting the resolution is necessary under Article § 2<sup>1</sup> of the Commercial Companies Code in connection with Article 90g(6) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies.

Resolution No. 9  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025  
*on granting discharge to the President of the Management Board – Andrzej Ilczuk – for the  
performance of his duties in the financial year 2024  
(draft)*

**§1**

The Annual General Meeting, acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, hereby resolves to grant discharge to the President of the Management Board – Andrzej Ilczuk – for the performance of his duties in the period from 1 January 2024 to 31 December 2024.



**§2**

The Resolution shall come 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.

Resolution No. 10

of the Ordinary General Meeting

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

of May 14th, 2025

*on granting discharge to Janusz Dziemidowicz - Member of the Management Board, of fulfillment of his duties in the fiscal year 2024*

(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 – discharge of the performance of duties for the period from January 1 to December 31, 2024.

**§2**

The Resolution shall come 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.

Resolution No. 11  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on granting discharge to Magdalena Jurewicz - Member of the Management Board, of fulfillment  
of her duties in the fiscal year 2024*

**§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 – discharge of the performance of duties for the period from January 1 to December 31, 2024.

**§2**

The Resolution shall come 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.

Resolution No. 12  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on granting discharge to Rafał Olesiński-Chairman of the Supervisory Board, of fulfillment of his  
duties in the fiscal year 2024*

(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 – discharge of performance of duties for the period from January 1 to December 31st, 2024.

**§2**

The Resolution shall come 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.

Resolution No. 13  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on granting discharge to Wiktor Schmidt- Member of the Supervisory Board, of fulfilment of his  
duties in the fiscal year 2024*

(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 – discharge of performance of duties for the period from January 1 to December 31st, 2024.

**§2**

The Resolution shall come 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.

Resolution No. 14  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on granting discharge to Maciej Marszałek- Member of the Supervisory Board, of fulfilment of  
his duties in the fiscal year 2024*

(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 – discharge of performance of duties for the period from January 1 to December 31st, 2024.

**§2**

The Resolution shall come 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.



Resolution No. 15  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on granting discharge to Kinga Stanisławska- Member of the Supervisory Board, of fulfilment of  
her duties in the fiscal year 2024*

(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 – discharge of performance of duties for the period from January 1 to December 31st, 2024.

**§2**

The Resolution shall come 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.

Resolution No. 16  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on granting discharge to Marcin Bitos - Member of the Supervisory Board, of fulfilment of his  
duties in the fiscal year 2024*

(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 Bitos – discharge of performance of duties for the period from January 1 to December 31st, 2024.

**§2**

The Resolution shall come 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.



Resolution No. 17  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on granting discharge to Arkadiusz Pernal - Member of the Supervisory Board, of fulfilment of  
his duties in the fiscal year 2024*

(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 – discharge of performance of duties for the period from January 1 to December 31st, 2024.

**§2**

The Resolution shall come 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.

Resolution No. 18  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on the introduction of an Incentive Program for the financial years 2025–2029*

(draft)

The General Meeting of Ten Square Games S.A. (the "Company"), acting pursuant to Article 378 § 2 of the Commercial Companies Code of 15 September 2000 (the "CCC") and § 12 (5) (15) of the Company's Articles of Association, hereby resolves as follows:

**§ 1.**

**INCENTIVE PROGRAM 2025-2029**

1. It is resolved to establish in the Company an incentive program for the financial years 2025–2029 ("**Incentive Program 2025–2029**" or the "**Program**") for selected individuals among the employees and collaborators of the Company and its group companies (**the "Group"**), including members of the Management Board of the Company and of the Group companies (**each a "Participant" or "Program Participant"**).
2. The purpose of the Incentive Program is to establish mechanisms which, by enabling the acquisition of securities issued by the Company, will (i) encourage and motivate qualified individuals who are key to the implementation of the Group's strategy to act in the interest of the Company and its shareholders (in particular, to drive the Company's financial performance and value growth); and (ii) contribute to the long-term retention of such individuals within the Group.
3. The Incentive Program shall be carried out in 3 (in words: three) tranches (the "**Tranches**"), of which the first shall cover the years 2025–2027 ("**Tranche I**"), the second the years 2026–2028 ("**Tranche II**"), and the third the years 2027–2029 ("**Tranche III**").
4. The detailed rules and conditions for the implementation of the Incentive Program 2025–2029, including in particular those relating to the acquisition and exercise of rights to receive shares in the Company by the Program Participants, shall be set out in the rules and regulations (the "**Regulations**") adopted by the Management Board of the Company and approved by the Supervisory Board of the Company.

**§ 2.**

**PROGRAM PARTICIPANT AND PARTICIPATION AGREEMENT**

1. Participants in the Program may include members of the management boards of Group entities (including the Company), key managers of Group entities, as well as other individuals deemed critical to the operations of Group entities, who are parties to an employment contract or a civil law agreement concluded with a Group entity (including,

- but not limited to, a management contract or a cooperation agreement), or who are connected with a Group entity by virtue of an appointment, under which the Participant performs work or provides services to a Group entity or holds a management position within a Group entity.
2. The list of Program Participants shall be determined for each Tranche (i) by way of a resolution of the Supervisory Board of the Company – with respect to Program Participants who are members of the Management Board of the Company; and (ii) by way of a resolution of the Management Board of the Company – with respect to all other individuals (the "**Inclusion Resolution**").
  3. The Inclusion Resolution shall be adopted: (i) by 30 June 2025 – with respect to Tranche I; (ii) by 30 April 2026 – with respect to Tranche II; and (iii) by 30 April 2027 – with respect to Tranche III. The competent corporate body of the Company may adopt more than one Inclusion Resolution for each Tranche, provided that the applicable deadline for its adoption is met.
  4. The Inclusion Resolution should specify at least the following:
    - a) identifying information of the Program Participant (full name, PESEL number or other identification number);
    - b) the number of Rights (as defined in §3 of this resolution) allocated to the given Program Participant under a given Tranche or multiple Tranches;
    - c) the specification of Individual Conditions (as defined in §4(1)(c) of this resolution) applicable to the Participant, if such conditions have been established.
  5. Upon being granted the status of a Participant, the Company shall enter into a participation agreement for the Incentive Program 2025–2029 with the Participant (the "**Participation Agreement**"). A template of the Participation Agreement shall constitute an annex to the Regulations.
  6. The detailed rules related to participation in the Program, including in particular the deadlines and procedures for concluding Participation Agreements, maintaining the list of Participants, and the loss of Program Participant status, shall be defined in the Regulations.

### § 3.

#### RIGHTS

1. The Incentive Program 2025 - 2029 shall be implemented through the granting to Participants of a conditional right (the "**Right**") to either (i) acquire dematerialized, registered subscription warrants issued by the Company ("**Warrants**") entitling the holder to acquire shares in the Company ("**Shares**"), with the pre-emptive rights of existing shareholders excluded, or (ii) acquire shares held by the Company ("**Treasury Shares**").
2. Rights shall be allocated to Participants based on the Inclusion Resolutions and granted under the Participation Agreements.
3. The total number of Rights granted under the Incentive Program 2025–2029 shall not exceed 323,799 (in words: three hundred twenty-three thousand seven hundred ninety-nine).

4. An equal number of Rights, i.e. 107,933 (in words: one hundred seven thousand nine hundred thirty-three) Rights, shall be allocated to each Tranche, provided that this number may be higher for Tranche II or Tranche III if, in the preceding Tranche(s), fewer Rights are allocated (granted) than the maximum pool, or if the Rights granted to a given Participant expire (e.g. due to termination of the agreement with the Company). In such cases, the Management Board or the Supervisory Board of the Company shall be entitled to reallocate the unassigned Rights within the subsequent Tranches.
5. Each Right shall entitle its holder to acquire 1 (in words: one) Share either through the exercise of the right attached to a Warrant or through the acquisition of 1 (in words: one) Treasury Share. The acquisition of Shares resulting from the exercise of Warrant rights shall be possible within a period of 30 (in words: thirty) days from the date the respective Warrants are credited to the securities account or omnibus account of the given Participant. The detailed rules, procedure, deadlines, and templates of statements and documents to be submitted by Participants in order to acquire Shares or Treasury Shares shall be specified in the Regulations.
6. The acquisition of a Warrant entitling the Participant to acquire Shares through the exercise of rights under the Warrant, or the acquisition of Treasury Shares (the "Exercise of Rights"), shall be possible after the lapse of a vesting period of 3 (in words: three) years, determined in accordance with the Regulations (the "Vesting Period"), provided that the Conditions (as defined below) are met and subject to the terms set out in this resolution and the Regulations.

#### § 4.

#### CONDITIONS OF THE INCENTIVE PROGRAM 2025–2029

1. The Exercise of Rights is subject to (i) the lapse of the Vesting Period and (ii) the fulfillment of the following conditions during the Vesting Period (the "**Conditions**"):
  - a) with respect to 80% of the Rights granted to a given Participant under a given Tranche, upon the cumulative fulfillment of: (i) the loyalty condition, understood as the Participant remaining in a legal relationship with the Company or its affiliated entity throughout the entire Vesting Period, in accordance with the rules set out in the Regulations (the "**Loyalty Condition**"); and (ii) the performance condition, understood as the sum of the Group's consolidated Adjusted EBITDA, with this target being determined for a period of 3 (in words: three) financial years starting from the first financial year of the given Tranche (the "**Performance Condition**"). The Group's "**Adjusted EBITDA**" shall mean the profit from operating activities reported in the consolidated financial statements for a given financial year, increased by depreciation of fixed assets and intangible assets, and adjusted by:
    - (i) extraordinary and one-off events;
    - (ii) costs related to the implementation of the Incentive Program, in accordance with the financial reporting standards applicable to the Company;
    - (iii) the impact of non-cash revenue adjustments (and the related distributor

- commission costs), resulting for example from the deferral of revenue from virtual currency (consumables) and durable virtual goods (durables);
- (iv) the impact of any one-off impairment write-downs of capitalized development costs related to the creation of mobile games;
- b) with respect to 20% of the Rights granted to a given Participant under a given Tranche of the Program, upon the cumulative fulfillment of: (i) the Loyalty Condition; and (ii) the market condition, understood as the change in the Company's share price on the Warsaw Stock Exchange over a three-year period, calculated separately for each Tranche, in such a way that the percentage change in the Company's share price - determined based on the average share price in the period from 1 to 31 December of the final financial year of the Tranche, compared to the average share price in the period from 1 to 31 December of the year preceding the first year of the given Tranche - must be equal to or greater than the percentage change in the WIG index over the same period, increased by 10 (in words: ten) percentage points. The WIG index change shall be calculated on the same basis, i.e., using the average values from the periods of 1 to 31 December of the year preceding the start of the Tranche and 1 to 31 December of the final year of the Tranche (the "**Market Condition**");
- c) with respect to a portion or all of the Rights granted to a given Participant (at the sole discretion of the Management Board of the Company – or, in the case of Participants who are members of the Management Board, at the sole discretion of the Supervisory Board of the Company), the fulfillment of individual conditions that may, at its sole discretion, be additionally imposed on the given Participant or their team by the Management Board (or, in the case of members of the Management Board – by the Supervisory Board) (the "**Individual Conditions**").
2. The Performance Condition shall be determined separately for each Tranche, with Tranche I being set by the General Meeting of the Company, and Tranche II and Tranche III being set by the Supervisory Board of the Company by 30 April of the first year of the respective Tranche.
3. The Performance Condition shall cover a period of 3 (in words: three) consecutive financial years, starting from the first year of the respective Tranche. The Performance Condition should be motivating in nature, i.e., it should be ambitious yet achievable at the time of its determination, taking into account the situation of the Company, its capital group, or an affiliated entity.
4. The following thresholds (ranges) regarding the level of achievement shall apply to the Performance Condition:

Percentage of Performance Condition Achievement	Percentage of Rights under the Performance Condition
100%	100%
91%	65%

83%	35%
-----	-----

5. If the percentage of Rights under the Performance Condition results in a non-integer number, it shall be rounded down to the nearest whole number.
6. The Regulations may specify the technical conditions for the Exercise of Rights, such as, for example, the requirement for the Participant to hold an appropriate securities account and to provide its details to the Company.
7. Rights may not be granted to members of the Supervisory Board of the Company. However, if a person who has entered into a Participation Agreement while not serving as a member of the Supervisory Board of the Company is appointed to the Supervisory Board during the Vesting Period, such person may exercise the Rights previously granted in accordance with this resolution and the Regulations. The period of serving as a member of the Supervisory Board during the relevant Vesting Period shall be deemed to constitute fulfillment of the Loyalty Condition.

## **§ 5.**

### **PERFORMANCE CONDITION FOR TRANCHE I**

The Performance Condition for the Rights granted under Tranche I of the Program (i.e. for the financial years 2025–2027) is as follows: PLN 438,000,000 (in words: four hundred thirty-eight million zlotys).

## **§ 6.**

### **VERIFICATION OF CONDITIONS AND EXERCISE OF RIGHTS**

1. The verification of the fulfillment of the Conditions under a given Tranche of the Program shall be carried out by the Management Board of the Company (or, in the case of members of the Management Board, by the Supervisory Board) (the "**Verification Resolution**"). The resolution of the Management Board (or the Supervisory Board) in this regard shall be adopted within 14 days from the date of the Annual General Meeting of the Company approving the consolidated financial statements for the last year of the Vesting Period of the respective Tranche.
2. If the Participant fulfills (i) the Loyalty Condition and the Performance Condition and/or (ii) the Loyalty Condition and the Market Condition, the Management Board of the Company (or, in the case of members of the Management Board – the Supervisory Board of the Company), shall submit to the Participant an offer:
  - a) to acquire Warrants entitling the Participant to acquire Shares through the exercise of rights under the Warrants; or
  - b) to acquire Treasury Shares from the Company at the Exercise Price (as defined in §7),

(the "**Exercise Offer**").

3. The method of exercising the Rights in relation to a given Participant shall be determined by the decision of the Management Board of the Company (or, in the case of Participants who are members of the Management Board – by the Supervisory Board). The competent corporate body of the Company may decide to exercise the Rights in a specific manner with respect to some or all of the Participant's Rights.
4. If an Individual Condition has been assigned to all or part of the Rights granted to a given Participant under a specific Tranche, the offer to exercise such Rights shall additionally be conditional upon confirmation, in the Verification Resolution, of the simultaneous fulfillment of the Individual Condition. If the Individual Condition has been assigned only to a portion of the Rights, its non-fulfillment shall not affect the Exercise of Rights with respect to the remaining portion.
5. If a Participant fails to meet any of the Conditions under a given Tranche, the Rights whose exercise depends on those Conditions shall expire upon the adoption of the Verification Resolution, and the Participant shall have no right to exercise the Rights granted under the Tranche for which the Conditions have not been fulfilled.
6. As a rule, the Exercise of Rights should take place without the preparation and publication of a prospectus, pursuant to the exemptions from the obligation to prepare a prospectus set out in Article 1(4)(b) and (i) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, provided that the relevant conditions for such exemptions can be met in accordance with the legal provisions in force on the date the Company's shares are admitted to trading on the regulated market.
7. The Regulations may provide that, with respect to Participants who are tax residents of countries other than the Republic of Poland and for whom the place of taxation of events arising in connection with the implementation of the Incentive Program 2025 - 2029 is their country of tax residence, where the Company or its affiliated entity is or may in the future become liable to pay tax, social security (social insurance), or similar obligations arising from the granting of Rights to a given Participant, or from the acquisition by such Participant of Warrants, Shares, or Treasury Shares in any country other than the Republic of Poland (the "**Foreign Public Law Liabilities**"), the Management Board of the Company (or, in the case of Participants who are members of the Management Board – the Supervisory Board of the Company) may unilaterally decide to reduce the number of Rights that a given Participant may exercise (the "**Reduction for Public Law Liabilities**"). The number of Rights subject to such reduction shall be calculated so that the excess of the market value of the reduced shares which the Participant would otherwise acquire by exercising such Rights over the price of acquisition of such shares corresponds to the amount of the Foreign Public Law Liabilities at the time such liabilities are determined by the Company or at the time the competent corporate body decides on the method of exercising the Rights by the Participant. The excess referred to in the preceding sentence shall be used exclusively by the Company or its subsidiary to settle the Foreign Public Law Liabilities. In all cases, the calculation and settlement of the Foreign Public Law Liabilities

shall reflect the individual circumstances of the relevant Participant.

## **§ 7.**

### **EXERCISE PRICE**

Each Right shall entitle the holder to acquire one Share by exercising the rights under a Warrant at an issue price equal to the nominal value of the Company's shares (the "Exercise Price"), or to acquire a Treasury Share at the Exercise Price.

## **§ 8.**

### **SHARE BUYBACK**

1. The Management Board of the Company (or, in the case of members of the Management Board – the Supervisory Board of the Company) may decide to execute part or all of the granted Rights by submitting to the Participants an offer to acquire Treasury Shares.
2. If a decision is made to execute the Rights by submitting to the Participants an offer to acquire Treasury Shares, the Management Board of the Company shall request the General Meeting of the Company to grant consent for the acquisition of treasury shares pursuant to Article 362 § 1 point 2 or point 8 of the Commercial Companies Code, or another applicable legal provision, provided that no relevant authorization for share buyback is in force at that time.

## **§ 9.**

### **TERMINATION AND SUSPENSION OF THE INCENTIVE PROGRAM 2025 - 2029 AND EXPIRY OF RIGHTS**

1. The Incentive Program 2025–2029 shall automatically terminate upon the expiry of the period for the Exercise of Rights granted under the last Tranche.
2. The General Meeting of Shareholders of the Company may, at any time, adopt a resolution to terminate the Incentive Program 2025–2029.
3. The Management Board of the Company (and the Supervisory Board of the Company with respect to the Management Board) shall be authorized to decide on the suspension or early termination of the Incentive Program 2025–2029, as well as the expiry of Rights, in the event of changes in legal regulations that have a material impact on the implementation of the Incentive Program 2025–2029, or in the event of other significant changes affecting the Company or the Group that may impact the implementation of the Incentive Program 2025–2029, including, for example, organizational, structural, ownership, or economic changes.



4. The Regulations may specify the circumstances under which the Rights expire. In particular, the Regulations may provide that the Rights shall expire in the event of their exercise, expiry or termination of the Incentive Program 2025–2029, termination or expiration of the legal relationship between the Participant and the Company or a Group entity, gross misconduct in the performance of duties, actions that are contrary to or harmful to the interests of the Company or its group companies (including those damaging to the reputation and image of the Company or its group companies), as well as upon the death of the Participant.

## **§ 10.**

### **REMAINING PROVISIONS**

1. The Management Board of the Company and the Supervisory Board of the Company are hereby authorized to undertake all factual and legal actions necessary to implement this resolution and to perform all actions, whether legal or factual, required to launch and carry out the Incentive Program 2025 - 2029 (including, in particular, the adoption of the Regulations and the performance of all activities described therein).
2. In the event of any inconsistency between the Regulations and this resolution, the provisions of this resolution shall prevail.
3. This resolution shall enter into force upon its adoption.

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

The purpose of the resolution is to establish an incentive program in the Company for the years 2025 - 2029, the participants of which will include members of the Management Board of the Company or entities within the Company's capital group, key managers of the Group's entities, as well as other individuals considered essential to the operations of the Group's entities who are parties to employment or other civil law contracts with Group entities, under which they provide services to a Group entity.

The program is intended to serve as an additional compensation system based on the Company's securities, which (i) aims to encourage and motivate qualified individuals, crucial for the implementation of the Group's strategy, to act in the interests of the Company and its shareholders (in particular, to drive growth in its financial results and value); and (ii) to contribute to the long-term retention of these individuals within the Group.

In the opinion of the Management Board, the proposed structure of the program will meet these objectives. It will be implemented through the granting of Rights, which, upon meeting defined conditions, will entitle the holder to acquire shares of the Company either by exercising rights under subscription warrants issued by the Company as part of a conditional share capital increase with the exclusion of pre-emptive rights of existing shareholders, or by purchasing Treasury Shares acquired by the Company.

The Incentive Program 2025–2029 will be implemented in tranches, which means that Rights will be granted in three separate tranches during the financial years 2025–2029. In each case, the Vesting Period for Rights under the Incentive Program will be a minimum of three years.

In the opinion of the Company's Management Board, the Incentive Program supports the implementation of the Ten Square Games Group's growth strategy by offering remuneration solely for the increase in the Company's performance and value, which aligns with the interests of all shareholders. The set targets are ambitious and transparent - the Performance Condition for Tranche I, required for the full allocation of shares assigned to this target, assumes achieving a cumulative Adjusted EBITDA of PLN 438 million in the years 2025–2027, which requires a 15% year-over-year growth in each of those years. Additionally, the introduced Market Condition further strengthens the link between the targets and the creation of shareholder value, including the Company's valuation on the Warsaw Stock Exchange.

Resolution No. 19  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
of May 14th, 2025

*on the issuance, for the purpose of implementing the Incentive Program 2025–2029, of subscription warrants with the exclusion of pre-emptive rights of existing shareholders, entitling their holders to acquire series B shares, and on the conditional increase of the share capital through the issuance of series B shares, with the exclusion of pre-emptive rights of existing shareholders, the application for admission and introduction of the newly issued series B shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the related amendment to the Company's Articles of Association*

(draft)

The General Meeting of the Company, acting pursuant to Article 393(5) of the Commercial Companies Code of 15 September 2000 (the "**Commercial Companies Code**"), in connection with Articles 448–453, Article 445 § 1, Article 433 § 2, Article 430 § 1, and Article 432 of the Commercial Companies Code, as well as Article 5(1)(1) and (3) and Article 5(4) of the Act of 29 July 2005 on Trading in Financial Instruments (the "**Trading Act**"), and in connection with the adoption on 14 May 2025 of Resolution No. 18 of this Annual General Meeting of the Company (the "Resolution") regarding the introduction of the Incentive Program for the financial years 2025 - 2029 (the "**Incentive Program 2025 - 2029**"), hereby resolves as follows:

**§ 1.**

**Conditional Increase of the Company's Share Capital**

1. Pursuant to Article 448 of the Commercial Companies Code, the share capital of the Company is conditionally increased, and the nominal value of the conditional share capital increase effected under this resolution is set at no more than PLN 32,379.90 (in words: thirty-two thousand three hundred seventy-nine zlotys and ninety groszy), through the issuance of no more than 323,799 (in words: three hundred twenty-three thousand seven hundred ninety-nine) series B ordinary bearer shares, each with a nominal value of PLN 0.10 (in words: ten groszy) (the "**Shares**").
2. The purpose of the conditional share capital increase is to grant the holders of the Warrants (as defined below) the right to acquire the Shares.
3. The only entities entitled to acquire the Shares shall be the holders of the Warrants issued pursuant to this resolution.
4. The rights to acquire Shares arising from the Warrants may be exercised within 30 (in words: thirty) days from the date the respective Warrants are first credited to the securities account or omnibus account of the Warrant holder. Under no circumstances may the exercise period extend beyond 14 May 2035.
5. The Shares shall be acquired by the Participants by submitting a written subscription

declaration, exclusively on the form prepared by the Company.

6. The rights under the Warrants for which the right to acquire Shares is not exercised within the period specified in paragraph 4 above shall expire upon the lapse of that period, and the Warrants shall be cancelled.
7. The Shares shall be subscribed for exclusively in exchange for cash contributions, fully paid prior to the subscription of the Shares.
8. The Shares shall not be privileged and shall not carry any special obligations or personal rights with respect to the Company.
9. The issue price of the Shares shall be equal to their nominal value.
10. The Shares shall participate in the dividend for a given financial year under the following conditions:
  - a) if the Shares are first credited to a securities account or an omnibus account in the period from the beginning of the financial year up to and including the dividend record date referred to in Article 348 § 2 of the Commercial Companies Code, such Shares shall participate in the profit from the first day of the financial year immediately preceding the year in which they were credited to the securities account or omnibus account;
  - b) if the Shares are first credited to a securities account or an omnibus account in the period after the dividend record date referred to in Article 348 § 2 of the Commercial Companies Code and before the end of the financial year – such Shares shall participate in the profit from the first day of the financial year in which they were credited to the securities account or omnibus account.
11. The Management Board of the Company is hereby authorized, with the consent of the Supervisory Board of the Company (which may be granted within the framework of the Regulations), to determine the detailed terms and conditions of the issuance of the Shares, which shall include at minimum the content of the subscription declaration, and to undertake any other factual and legal actions necessary to implement this resolution as well as to implement the Regulations.

## § 2.

### **Issuance of subscription warrants**

1. Subject to the registration of the amendments to the Company's Articles of Association in the wording specified in § 5 below, and pursuant to Article 453 § 2 of the Commercial Companies Code, in order to implement the Incentive Program 2025 - 2029, it is resolved to issue from 1 (in words: one) up to 323,799 (in words: three hundred twenty-three thousand seven hundred ninety-nine) registered subscription warrants in one or more series designated with successive letters of the alphabet starting from the letter A, entitling their holders to acquire the Shares, with the exclusion of the pre-emptive rights of the existing shareholders of the Company (the "**Warrants**"). The foregoing purpose also constitutes the justification of the resolution, as required by Article 449 in conjunction with Article 445 § 1 of the Commercial Companies Code. The Warrants shall be issued as part of the exercise of rights granted under successive tranches of the Incentive Program 2025 - 2029 (the "**Tranches**"), in the manner and on the terms set out in detail in the

regulations (or regulation) of the Incentive Program 2025 - 2029 adopted by the Management Board of the Company and approved by the Supervisory Board of the Company pursuant to the Resolution (the "**Regulations**").

2. The Warrants are registered securities, issued in dematerialized form, and shall be recorded in securities accounts or omnibus accounts. The Warrants shall be registered by the Company with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych) in accordance with applicable legal regulations.
3. The Warrants shall be issued free of charge.
4. The Warrants are non-transferable and not subject to inheritance.
5. The right to acquire the Warrants shall be vested in the participants of the Incentive Program 2025 - 2029 ("**Participants**") in accordance with the Resolution and the Regulations, and under the terms set forth therein.
6. The Warrants shall be acquired by the Participants after a three-year vesting period and upon fulfillment of the conditions for the exercise of rights as set forth in the Resolution and the Regulations.
7. The Warrants shall be offered through a private placement, as referred to in Article 431 § 2 point 1 of the Commercial Companies Code, by way of the Company submitting an offer to subscribe for the Warrants to the eligible Participants, under the terms set forth in the Resolution and the Regulations.
8. Each Warrant shall entitle its holder to acquire 1 (in words: one) Share, with the exclusion of the pre-emptive rights of the existing shareholders of the Company.
9. The rights arising from the Warrants may be exercised by the Participants under the terms set forth in the Resolution, the Regulations, and in the resolutions of the Management Board or the Supervisory Board of the Company adopted based on and for the purpose of implementing the provisions of the Regulations.

### **§ 3.**

#### **Exclusion of pre-emptive rights of existing shareholders**

1. Having reviewed the written opinion of the Management Board regarding the exclusion of pre-emptive rights to the Warrants, the General Meeting of Shareholders resolves to exclude, in the interest of the Company, the pre-emptive rights of all existing shareholders to the entire issuance of Warrants. The written opinion of the Management Board justifying the reasons for excluding the pre-emptive rights of the existing shareholders to the entire issuance of Warrants is attached to this Resolution.
2. Having reviewed the written opinion of the Management Board regarding the pre-emptive rights and the issue price of the Shares, the General Meeting of Shareholders resolves to exclude, in the interest of the Company, the pre-emptive rights of all existing shareholders to the entire issuance of Shares. The written opinion of the Management Board justifying the reasons for excluding the pre-emptive rights of the existing shareholders to the entire issuance of Shares and the issue price of the Shares is attached to this Resolution.

### **§ 4.**

#### **Admission of Shares to trading**

1. It is resolved to apply for the admission and introduction of the Shares to trading on the regulated market – the official listing market operated by the Warsaw Stock Exchange S.A., provided that the criteria and conditions set out in the relevant laws and regulations of the Warsaw Stock Exchange S.A. enabling the admission of the Shares to trading are met. The admission and introduction of the Shares to the regulated market of the Warsaw Stock Exchange S.A. should, in principle, take place without the preparation and publication of a prospectus, in accordance with the exemptions from the obligation to prepare a prospectus specified in Article 1(4)(b) and (i) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in connection with the public offer of securities or their admission to trading on a regulated market, and repealing Directive 2003/71/EC, provided that the conditions for such exemptions are met in accordance with the legal provisions in force on the date the Company's Shares are admitted to trading on the regulated market.
2. The Management Board of the Company is hereby authorized to:
  - a) undertake all factual and legal actions related to the admission and introduction of the Shares to trading on the Warsaw Stock Exchange S.A.;
  - b) enter into the appropriate agreement with the National Depository for Securities S.A. regarding the registration of the Warrants and the Shares in the securities deposit maintained by the National Depository for Securities S.A.

## **§ 5.**

### **Amendment to the Articles of Association**

In connection with the conditional increase of the Company's share capital through the issuance of Shares as referred to in § 1 of this Resolution, the Company's Articles of Association are amended as follows: a new § 6a is added after § 6 with the following wording:

#### **„Conditional Share Capital**

##### **§ 6a**

1. Pursuant to Resolution No. 19 of the Ordinary General Meeting of Shareholders of the Company dated 14 May 2025, the share capital of the Company was conditionally increased by an amount not exceeding PLN 32,379.90 (in words: thirty-two thousand three hundred seventy-nine zlotys and ninety groszy) through the issuance of no more than 323,799 (in words: three hundred twenty-three thousand seven hundred ninety-nine) series B ordinary bearer shares, each with a nominal value of PLN 0.10 (ten groszy).
2. The conditional share capital has been established for the purpose of implementing the Incentive Program 2025 - 2029, introduced by Resolution No. 18 of the Ordinary General Meeting of Shareholders of the Company dated 14 May 2025.
3. The purpose of the conditional increase of the share capital is to grant the right to acquire series B shares to the holders of subscription warrants, issued in one or more series, designated with successive letters of the alphabet starting from letter A, pursuant to Resolution No. 18 of the Ordinary General Meeting of Shareholders dated 14 May 2025, who are participants in the Incentive Program 2025 - 2029.
4. The right to acquire series B shares may be exercised within 30 (in words: thirty) days from the date the respective subscription warrants are first credited to the securities

*account or omnibus account, provided that in any case, this period shall not extend beyond 14 May 2035."*

## **§ 6.**

This resolution shall enter into force upon adoption, provided that the legal effect in the form of the amendment to the Company's Articles of Association regarding the conditional increase of share capital shall take place upon the registration of the amendment to the Company's Articles of Association by the court of registration, in the wording set forth in § 5 of this resolution.

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

The Management Board of the Company recommends that the General Meeting adopt a resolution regarding the free-of-charge issuance of subscription warrants intended for eligible individuals, with the exclusion of pre-emptive rights of existing shareholders, and the associated conditional increase of the share capital, which is necessary for the implementation of the Incentive Program 2025 - 2029, as referred to in Resolution No. 18 of the Ordinary General Meeting of the Company dated May 14, 2025.

The conditional share capital increase is intended to grant the right to subscribe for series B shares to holders of subscription warrants. The exclusion of existing shareholders' pre-emptive rights in relation to the subscription warrants and the series B shares arises from the purpose of the issuance carried out under the Incentive Program 2025 - 2029 and is in the Company's interest. The amendment to the Articles of Association is necessary to implement the provisions of the resolution.

Resolution No. 20  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
dated 14 May 2025  
*on the amendment of the Company's Articles of Association*  
(draft)

**§ 1.**

The Ordinary General Meeting, acting pursuant to Article 430 § 1 of the Commercial Companies Code and pursuant to § 12(5)(9) of the Company's Articles of Association, resolves to amend § 5 of the Company's Articles of Association and to adopt the following wording:

**The Company's Business Activity**

**§5**

1. The Company's business activity includes:
  - a) PKD 58.21.Z Publishing activities related to computer games,
  - b) PKD 60.3 Information agency activities and other activities related to content distribution,
  - c) PKD 60.39 Other activities related to content distribution,
  - d) PKD 62.10.A Computer game programming activities,
  - e) PKD 62.10.B Other programming activities,
  - f) PKD 72.10.Z Scientific research and development work in the natural and technical sciences,
  - g) PKD 73.12.Z Advertising via mass media.
2. If the commencement or conduct of business activities in the area of the Company's business activity as specified above requires permission, a license, or a concession from the relevant state authority, such activities may be conducted only after obtaining the necessary permission, license, or concession.

**§ 2.**

The resolution shall enter into force on the date of adoption, provided that the amendments to the Articles of Association covered by the resolution shall enter into force upon registration in the register.

\*\*\*

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

The amendment to the Company's Articles of Association is related to the introduction of the new PKD 2025 classification. The scope of the Company's business activity, as specified in §5 of its Articles of Association, has been adjusted to align with the current business descriptions and codes in accordance with the new classification. The change to §5 of the Company's



Articles of Association does not constitute a material change to the Company's business activity.

Resolution No. 21  
of the Ordinary General Meeting  
of Ten Square Games S.A. with its registered office in Wrocław  
dated 14 May 2025  
*on the adoption of the consolidated text of the Company's Articles of Association*  
(draft)

**§1**

The Ordinary General Meeting resolves to adopt the consolidated text of the Company's Articles of Association as follows:

**STATUTES OF A JOINT COMPANY**

- consolidated text

**General provisions**

**§1**

1. The Company's business name is: Ten Square Games spółka akcyjna.
2. The Company may use the abbreviation: Ten Square Games S.A.
3. The Company may also use the name together with a distinctive graphic sign.
4. The company was established as a result of the transformation into a joint-stock company of a company operating under the name Ten Square Games spółka z ograniczoną odpowiedzialnością with its registered office in Wrocław

**§2**

The registered office of the Company is in Wrocław.

**§3**

1. The Company may operate within the territory of the Republic of Poland and beyond its borders.
2. The company may establish branches, subsidiaries and plants in the country and abroad, join other companies, cooperatives and economic organizations, as well as purchase and sell stocks and shares in other companies.

**§4**

The duration of the Company is unlimited.

**The subject of the Company's activity**

**§5**

3. The Company's business activity includes:
  - a) PKD 58.21.Z Publishing activities related to computer games,
  - b) PKD 60.3 Information agency activities and other activities related to content distribution,
  - c) PKD 60.39 Other activities related to content distribution,
  - d) PKD 62.10.A Computer game programming activities,
  - e) PKD 62.10.B Other programming activities,
  - f) PKD 72.10.Z Scientific research and development work in the natural and technical sciences,
  - g) PKD 73.12.Z Advertising via mass media.

2. If undertaking or conducting business activity within the scope of the Company's business activity specified above requires a permit, license or concession from the competent state authority, conducting such activity may take place after obtaining a permit, license or concession.

### **Share capital**

#### **§6**

The share capital of the Company 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 groszy) each.

### **Conditional Share Capital**

#### **§ 6a**

1. Pursuant to Resolution No. 19 of the Ordinary General Meeting of Shareholders of the Company dated 14 May 2025, the share capital of the Company was conditionally increased by an amount not exceeding PLN 32,379.90 (in words: thirty-two thousand three hundred seventy-nine zlotys and ninety groszy) through the issuance of no more than 323,799 (in words: three hundred twenty-three thousand seven hundred ninety-nine) series B ordinary bearer shares, each with a nominal value of PLN 0.10 (ten groszy).
2. The conditional share capital has been established for the purpose of implementing the Incentive Program 2025 - 2029, introduced by Resolution No. 18 of the Ordinary General Meeting of Shareholders of the Company dated 14 May 2025.
3. The purpose of the conditional increase of the share capital is to grant the right to acquire series B shares to the holders of subscription warrants, issued in one or more series, designated with successive letters of the alphabet starting from letter A, pursuant to Resolution No. 18 of the Ordinary General Meeting of Shareholders dated 14 May 2025, who are participants in the Incentive Program 2025 - 2029.
4. The right to acquire series B shares may be exercised within 30 (in words: thirty) days from the date the respective subscription warrants are first credited to the securities account or omnibus account, provided that in any case, this period shall not extend beyond 14 May 2035

#### **§7**

1. Shares in the Company may be both registered and bearer shares.
2. Conversion of bearer shares into registered shares is unacceptable as long as the Company's shares are traded on the regulated market.
3. One share gives the right to one vote at the General Meeting.
4. The share capital of the Company was paid up in full before the registration of the Company.
5. (repealed).
6. If the Company's shares are admitted to trading on a regulated market or in an alternative trading system, each shareholder whose shares are not admitted to trading on such a market has the right to request that such shares be admitted to trading on such a market. Admission of such shares to trading on the regulated market or alternative trading system will take place immediately, but not later than within 6 (six) months from the date of receipt of the request of the authorized shareholder

### **Increase and decrease of the share capital**

#### **§8**

1. The share capital may be increased or decreased pursuant to a resolution of the General Meeting.
2. The share capital may be increased by issuing new bearer shares or by increasing the nominal value of existing shares. The share capital may also be increased by transferring to it from the supplementary capital or the reserve fund the funds specified by a resolution of the General Meeting.

3. In the case of further issues of shares, each subsequent issue will be marked with the next letter of the alphabet.
4. The share capital may be reduced by reducing the nominal value of shares or by redemption of a part of shares.
5. The Company may issue bonds, including convertible bonds.
6. A resolution concerning the issue of convertible bonds and bonds with pre-emptive rights to take up shares, amending the Articles of Association, redemption of shares, reducing the share capital, selling the enterprise or its organized part and dissolving the Company is passed by a majority of 3/4 of votes.
7. From the moment the Company becomes a public company, the adoption by the General Meeting of a resolution on increasing the share capital providing for the acquisition of new shares by way of private subscription or open subscription by a designated addressee requires the presence of shareholders representing at least 1/3 of the share capital. If the meeting of the General Meeting is not held due to the lack of the quorum indicated in the preceding sentence, another General Meeting may be convened, during which a resolution may be adopted regardless of the number of shareholders present at the General Meeting.

### **Redemption of shares**

#### **§9**

1. Shares may be redeemed with the shareholder's consent by way of their purchase by the Company (voluntary redemption). Voluntary redemption may not be made more often than once in a financial year.
2. A shareholder may apply for redemption of his shares to the Management Board. In such a case, the Management Board will propose the adoption of a resolution on redemption of shares in the agenda of the next General Meeting.
3. Voluntary redemption of shares takes place under the conditions set out in a resolution of the General Meeting, which should specify in particular the legal basis for redemption, the amount of remuneration due to the shareholder of the redeemed shares or the justification for redemption of shares without remuneration and the method of reducing the share capital.
4. A resolution concerning the redemption of shares is adopted by a majority of 3/4 of votes. If at least half of the share capital is represented at the General Meeting, a simple majority of votes is sufficient to adopt a resolution on redemption of shares.
5. Redemption of shares takes place at the moment of reduction of the Company's share capital.

### **Governing bodies of the company**

#### **§10**

The Company's governing bodies are:

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

### **General Meeting**

#### **§11**

1. General Meetings may be held at the Company's registered office or in Warsaw.
2. The General Meeting may be ordinary or extraordinary.
3. The Ordinary General Meeting is convened by the Management Board not later than within 6 (six) months after the end of each financial year.

4. The Extraordinary General Meeting is convened by the Management Board to consider matters requiring immediate resolution, on its own initiative, at the request of the Supervisory Board or shareholders representing at least 1/20 of the share capital. If the Management Board fails to convene the Ordinary General Meeting within the time limit specified in sec. 3, the Supervisory Board is entitled to convene the Ordinary General Meeting.

5. The General Meeting is convened by announcement, which should be made at least 3 (three) weeks before the date of the General Meeting.

6. If the Company becomes a public company, the General Meeting is convened by an announcement posted on the Company's website, which should be made no later than 26 (twenty-six) days before the date of the General Meeting.

## **§ 12**

1. A shareholder may participate in the General Meeting in person or by proxy.

2. The General Meeting may adopt resolutions only on matters included in the agenda, unless the entire share capital is represented at the General Meeting and none of those present objected to the adoption of the resolution.

3. The Supervisory Board as well as a shareholder or shareholders representing at least 1/20 of the share capital may request that certain matters be included in the agenda of the next General Meeting. The request should be submitted to the Management Board no later than 14 (fourteen), and if the Company becomes a public company, no later than 21 (twenty one) days before the scheduled date of the meeting. The request should include a justification or a draft resolution regarding the proposed agenda item. The request may be submitted in electronic form.

4. The Management Board is obliged immediately, but not later than 4 (four) days, and if the Company is a public company, not later than 18 (eighteen) days before the scheduled date of the General Meeting, announce changes to the agenda, introduced at the request of shareholders or the Supervisory Board. The announcement is made in the manner appropriate for convening the General Meeting.

5. Apart from other matters indicated in the Code of Commercial Companies, resolutions of the General Meeting require:

1) reviewing and approving the Management Board's report on the Company's activities and the financial statements for the previous financial year,

2) distribution of profits or coverage of losses, the amount of write-offs for supplementary capital and other funds, determination of the date of determining the right to dividend, the amount of the dividend and the date of payment of the dividend,

3) acknowledging the fulfillment of duties by members of the Company's governing bodies,

4) making decisions regarding claims for compensation for damage caused when establishing the Company, exercising management or supervision,

5) disposal or lease of an enterprise or its organized part and the establishment of a limited right in rem thereon,

6) liquidation of the Company and appointment of a liquidator,

7) issue of convertible or pre-emptive bonds and subscription warrants indicated in Art. 453 § 2 of the Code of Commercial Companies, 8) purchase of the Company's own shares in the case specified in Art. 362 § 1 item 2 of the Code of Commercial Companies and the authorization to purchase them in the case specified in Art. 362 § 1 point 8 of the Code of Commercial Companies,

9) amending the Company's Articles of Association, including adopting resolutions on increasing and decreasing the share capital,

10) conclusion of a subsidiary management agreement,

- 11) adopting the remuneration policy for members of the management board and the supervisory board,
  - 12) adopting the Regulations of the General Meeting,
  - 13) adopting resolutions on the redemption of shares, 14) determining the date according to which the list of shareholders entitled to dividend for a given financial year is established (dividend day),
  - 15) taking other decisions provided for by law and these Articles of Association, and settling matters raised by shareholders, the Management Board and the Supervisory Board,
  - 16) dissolution of the Company.
6. Resolutions of the General Meeting referred to in this paragraph, section 5, items 7 and 9 are adopted by a 3/4 majority of votes, unless the provisions of the Commercial Companies Code provide for more stringent conditions.
7. A resolution concerning the financing by the Company of the purchase or acquisition of shares issued by it is passed by a majority of 2/3 of votes. However, if at least half of the share capital is represented at the General Meeting, an absolute majority of votes is sufficient to adopt a resolution.
8. In a situation where the balance sheet drawn up by the Management Board shows a loss exceeding the sum of supplementary and reserve capitals and 1/3 of the share capital, an absolute majority of votes is sufficient to adopt a resolution on the dissolution of the Company.
9. Resolution on amending the Articles of Association, increasing the benefits of shareholders or limiting the rights granted personally to individual shareholders in accordance with Art. 354 of the Code of Commercial Companies, requires the consent of all shareholders concerned.
10. Acquisition and disposal of real estate, perpetual usufruct or a share in real estate or perpetual usufruct or their encumbrance, in particular with a limited right in rem, does not require the consent of the General Meeting.
11. A majority of 2/3 votes is required to adopt resolutions on a significant change in the subject of the Company's activity and on the merger of the Company. A significant change in the subject of the Company's activity may take place without the buyout of shares, if the resolution of the General Meeting regarding this change is adopted by a majority of 2/3 of votes in the presence of persons representing at least half of the share capital.
12. Resolutions may also be adopted without being formally convened, if the entire share capital is represented and no one present objects to the holding of the General Meeting or to the inclusion of particular matters on the agenda.
13. Unless the provisions of the Commercial Companies Code or the Articles of Association provide otherwise, the General Meeting is valid and may adopt resolutions regardless of the number of shares represented at it.
14. Resolutions of the General Meeting are adopted by an absolute majority of votes, unless other provisions of the Articles of Association or the Code of Commercial Companies provide otherwise.
15. Voting at the General Meeting is open. A secret ballot is ordered for elections and for motions to recall members of the Company's governing bodies or liquidators, to hold them accountable, in personal matters and at the request of at least one shareholder present or represented at the General Meeting.
16. A resolution on recalling the Management Board or a member of the Management Board or suspending all or some members of the Management Board in their duties before the end of their term of office requires a qualified majority of 2/3 votes.

### 513

1. The General Meeting is opened by the Chairman of the Supervisory Board, and in his absence, one of the Supervisory Board members, and in their absence, the President of the Management Board or a person appointed by the Management Board. Then, the Chairman of the General Meeting is elected from among those entitled to participate in the General Meeting.

2. Detailed rules for conducting meetings and adopting resolutions by the General Meeting may be specified in the Regulations of the General Meeting.

3. The Regulations of the General Meeting may be changed by way of a resolution of the General Meeting. In the event of a change in the Regulations, the changes made come into force at the earliest, starting from the next General Meeting.

### **Supervisory Board**

#### **514**

1. The Supervisory Board exercises constant supervision over the Company's activities in all areas of its activity.

2. The Supervisory Board consists of 5 (five) to 7 (seven) members, including the Chairman and Vice-Chairman.

3. As long as MJP Fundacja Rodzinna (number RFR: 687, Tax Identification Number: 8971931395.) is a shareholder of the Company holding shares of the Company:

1. representing at least 10% but no more than 20% of the Company's share capital - a shareholder of MJP Fundacja Rodzinna (number RFR: 687, NIP 8971931395) will be entitled to a personal right to appoint and dismiss 1 (one) member of the Supervisory Board serving as Chairman of the Supervisory Board;

2. representing at least 20% but no more than 30% of the Company's share capital - a shareholder of MJP Fundacja Rodzinna (number RFR: 687, NIP 8971931395) will have a personal right to appoint and dismiss 2 (two) members of the Supervisory Board, including one acting as Chairman of the Supervisory Board;

3. representing at least 30% of the Company's share capital - a shareholder of MJP Fundacja Rodzinna (number RFR: 687, Tax Identification Number 8971931395) will have a personal right to appoint and dismiss 3 (three) members of the Supervisory Board, including one acting as Chairman of the Supervisory Board.

4. As long as AMP Fundacja rodzinna (number RFR: 820, Tax Identification No. 8971929642) is a shareholder of the Company holding shares of the Company:

1. representing at least 10% of the Company's share capital - the shareholder - AMP Fundacja rodzinna (number RFR: 820, Tax Identification No. 8971929642) will be entitled to the personal right to appoint and dismiss 1 (one) member of the Supervisory Board.

5. For the avoidance of doubt, in the event that the shareholding of a shareholder of MJP Fundacja Rodzinna decreases below 20% but above 10% or below 30% but above 20% of the Company's share capital, MJP Fundacja Rodzinna shall only be entitled to the personal entitlement referred to in paragraph 3(1) or paragraph 3(2), respectively, even if its subsequent shareholding in the Company's share capital increases to a level exceeding 20% or 30% of the Company's share capital, respectively.

6. Appointment and dismissal of members of the Supervisory Board in accordance with sec. 3 point 1, point 2 or point 3 and sec. 4 point 1 above takes place by way of a written statement delivered to the Company.

7. In the event of a loss by a given shareholder of the personal entitlement referred to, respectively, in sec. 3 point 1, point 2 or point 3 or in sec. 4 point 1 above, in particular in connection with the reduction of the share in the share capital of the Company below the level indicated, respectively, in sec. 3 point 1, point 2 or point 3 or in sec. 4 point 1 above, the personal entitlement expires, and the General Meeting is entitled to appoint and dismiss members of the Supervisory Board.

8. Subject to sec. 7 above, in the event of expiry of the mandate of a member of the Supervisory Board appointed in accordance with sec. 3 point 1, point 2 or point 3 or sec. 4 item 1 above, regardless of the reason (including the resignation of a member of the Supervisory Board from the function), the right to appoint a new member of the Supervisory Board to replace the member of the Supervisory Board whose mandate has expired is vested in the shareholder who originally appointed the member of the

Supervisory Board, whose mandate has expired, provided that the shareholder has not lost the personal right to appoint such a member of the Supervisory Board. If a given shareholder fails to appoint a new member of the Supervisory Board within 14 (fourteen) days from the date of expiry of the mandate of a member of the Supervisory Board, the personal entitlement of a given shareholder expires, and the General Meeting is entitled to appoint and dismiss a new member of the Supervisory Board.

9. Subject to paragraphs 7 and 8 above, in the event that the Chairman of the Supervisory Board ceases to serve (including in the event of the Chairman's resignation from his position), appointed pursuant to paragraph 3 item 1, item 2 or item 3 above, the right to appoint a new Chairman of the Supervisory Board shall be vested in the shareholder MJP Fundacja rodzinna pursuant to the powers provided for in paragraph 3 item 1, item 2 or item 3 above. In the event that a shareholder of MJP Fundacja rodzinna fails to appoint a new Chairman of the Supervisory Board within 14 (fourteen) days from the date on which the Chairman of the Supervisory Board ceases to hold office, the personal right of MJP Fundacja rodzinna to appoint the Chairman of the Supervisory Board shall expire, and the election of the Chairman of the Supervisory Board shall be made, at the next meeting, from among its members, by the Supervisory Board.

10. Other members of the Supervisory Board are appointed and dismissed by the General Meeting.

11. The joint term of office of the members of the Supervisory Board lasts 3 (three) years. The term of office is calculated in full financial years. Each member of the Supervisory Board may be re-elected to perform this function. The mandate of a member of the Supervisory Board expires at the latest on the date of the General Meeting approving the financial statements for the last full financial year of performing the function of a member of the Supervisory Board.

12. The Supervisory Board elects a Vice-Chairman from among its members, who presides over the meetings of the Board and directs its work in the absence (or vacancy) of the Chairman. If, for any reason, the Chairman or the Vice-Chairman is unable to participate in the activities of the Supervisory Board, the powers (of the Chairman or Vice-Chairman, as applicable) shall be exercised by a Member of the Supervisory Board authorized (by the Chairman or Vice-Chairman) to do so.

13. The meetings of the Supervisory Board are convened by the Chairman, and in the event of his absence (or vacancy), by the Vice-Chairman. The meetings of the Supervisory Board are held as needed, but no less frequently than once per quarter of the financial year.

14. The Supervisory Board makes decisions in the form of resolutions if at least half of its members are present at the meeting, and all of its members have been invited. Resolutions of the Supervisory Board are passed by an absolute majority of votes, in the presence of at least half of its members, unless the law or these Articles of Association provide stricter conditions for passing resolutions. If the voting remains unresolved (including due to an even number of Supervisory Board members), the Chairman of the Supervisory Board has the deciding vote.

15. The Chairman (or the Vice-Chairman, in the absence or vacancy of the Chairman) convenes the meeting of the Supervisory Board on their own initiative or upon the request of the Management Board or a member of the Supervisory Board. The request referred to in the preceding sentence should be made in writing or in electronic or documentary form, specifying the proposed agenda. The Chairman shall convene the meeting with the agenda as requested, and it shall be held no later than two weeks from the date the request is received. If the Chairman fails to convene a meeting of the Supervisory Board despite the request, the requesting party may convene it independently. The Chairman of the meeting is the Chairman of the Supervisory Board, and in the absence of the Chairman, the Vice-Chairman or another member of the Supervisory Board.

16. Meetings are convened by invitations specifying, among others, the date, time, and location of the meeting, the proposed agenda, and the method of using means of distance communication during the meeting. The invitation shall be sent by the Chairman or the requester to the remaining members of the Supervisory Board by email, or, if this is not possible, by post, courier, or personally in writing. The invitation should be delivered to the members of the Supervisory Board at least three days before the meeting, but late delivery does not affect the validity of the meeting if the member of the Supervisory Board who received the invitation later (or did not receive it at all) participates in the meeting at the time



specified in the invitation. Sending the invitation is not necessary if the date of the next Supervisory Board meeting was announced directly at the previous Supervisory Board meeting, where all members of the Supervisory Board were present.

17. In matters not included in the agenda, the Supervisory Board may pass resolutions if all its members are present and agree to adopt the resolution.

18. The Supervisory Board may hold a meeting and adopt resolutions without formal convening, provided that all members consent and do not raise objections to the inclusion of specific matters in the agenda. The Supervisory Board meeting may be attended using means of distance communication (by telephone or in another way ensuring simultaneous communication between all members of the Board).

19. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their vote in writing through another member of the Supervisory Board.

20. The Supervisory Board may adopt resolutions without holding a meeting in writing.

21. The Supervisory Board may adopt resolutions using means of distance communication (by telephone or in another way ensuring simultaneous communication between all members of the Board).

22. A resolution passed in the modes specified in items 20 and 21 is valid if all members of the Supervisory Board have been notified of the content of the draft resolution and at least half of the members of the Supervisory Board cast their vote within the designated time.

23. (repealed).

24. Members of the Supervisory Board may receive remuneration as determined by the resolution of the General Meeting of Shareholders.

25. The rules of procedure for the Supervisory Board may be established by the Supervisory Board's regulations. These regulations shall be adopted by the Supervisory Board.

26. In the event of a conflict of interest between the Company and a member of the Supervisory Board, their spouse, relatives, and in-laws up to the second degree, or persons with whom they have personal ties, the member of the Supervisory Board should disclose the conflict of interest and refrain from participating in the resolution of such matters and may request that this be noted in the minutes.

27. A member of the Supervisory Board confirms to the other members of the Supervisory Board that they meet the independence criteria. An independent member of the Supervisory Board should inform the Management Board of any circumstances that result in the loss of this status.

28. The Supervisory Board may appoint committees or subcommittees (including the Audit Committee or the Remuneration Committee), both permanent and ad hoc, to address specific issues, provided that the subject matter of the committee's or subcommittee's work falls within the competence of the Supervisory Board. The Supervisory Board shall determine the composition, organization, manner of operation, and powers of the appointed committees and subcommittees.

29. The duties of the Supervisory Board include matters specified in the Commercial Companies Code and other applicable legal provisions, including in particular:

1. evaluating the Company's financial statements for the previous financial year and the Management Board's report on the Company's activities, as well as the Management Board's proposals regarding the distribution of profit or coverage of loss, and preparing and submitting an annual written report to the General Meeting for the previous financial year (the Supervisory Board's report),
2. representing the Company in agreements with members of the Management Board and in disputes with the Management Board or its members,

3. preparing the annual report on remuneration referred to in the Act of 29 July 2005 on Public Offering and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies,
4. giving consent for the Company to enter into a significant transaction with an affiliated entity, as referred to in the Act of 29 July 2005 on Public Offering and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies.

29a. In addition to matters specified in the applicable legal provisions and other parts of the Articles of Association, the Supervisory Board's competences include:

- 1) selecting or changing the entity authorized to audit the Company's financial statements,
- 2) establishing the terms of employment and remuneration for members of the Management Board within the authority granted by the General Meeting,
- 3) approving the Management Board's Rules,
- 4) adopting the Supervisory Board's Rules,
- 5) appointing and dismissing members of the Management Board (including the President, Vice Presidents, and other members of the Management Board),
- 6) reviewing and providing opinions on matters to be submitted for resolutions by the General Meeting,
- 7) giving consent for the Company to incur obligations exceeding PLN 10 million net (excluding obligations related to the Company's marketing activities concerning games). The PLN 10 million net is calculated for a one-time transaction, and in the case of transactions based on the same agreement or agreements with the same entity, the value of obligations is calculated for a period of 48 months,
- 8) giving consent for the merger or division of the Company,
- 9) granting consent for the subscription or acquisition of shares or stakes in other companies, or making other investments in other companies,
- 10) granting consent for the conclusion of a credit agreement or loan agreement when the Company is the borrower or party taking the loan,
- 11) granting consent for the acquisition or disposal of real estate, perpetual usufruct, or shares in real estate by the Company;
- 12) sale or purchase of significant assets of the Company, where the (market) value of the transaction exceeds PLN 3 million net. The amount of PLN 3 million net is calculated for a one-off transaction, and in relation to transactions made on the basis of the same agreement or agreements concluded with the same entity, the value of assets for a period of 48 months is added;
- 13) concluding a contract for the sale of rights to the game or a contract for the use of rights to the game, regardless of the value of the transaction;
- 14) expressing consent to grant sureties, guarantees, incurring promissory note liabilities or liabilities secured by a promissory note, establishing pledges;
- 15) granting consent for Members of the Management Board to perform functions in management boards/supervisory boards of other companies, excluding companies for which the Company is the parent company within the meaning of the Accounting Act of 29 September 1994;
- 16) granting consent for the Company to conclude an agreement or make a transaction with a shareholder/shareholders holding in total more than 5% of the Company's shares, the value of which exceeds PLN 500,000.00 net at a time or during a given financial year;
- 17) creation of new companies, as well as sale of shares in companies for which the Company is the parent company within the meaning of the Act of 29 September 1994 on accounting;
- 18) establishment/liquidation of foundations, as well as sponsorship or charity activities, the value of which exceeds PLN 500,000.00 net at a time or during a given financial year.

29b. The Supervisory Board has the right to adopt a resolution on examining, at the Company's expense, a matter concerning the Company's operations or its assets by a selected advisor (Supervisory Board Advisor). An advisor to the Supervisory Board may also be selected to prepare specific analyses and opinions. In the agreement between the Company and the Advisor to the Supervisory Board, the

Company is represented by the Supervisory Board. By adopting the resolution referred to in Art. 382 (1) § 1 of the Code of Commercial Companies, the Supervisory Board determines the scope of the examination, analysis or opinion as well as the rules of cooperation with the Advisor to the Supervisory Board, in particular the remuneration of the Advisor to the Supervisory Board. The General Meeting is authorized to determine the maximum total cost of remuneration of all Advisors to the Supervisory Board that the Company may incur during the financial year.

30. The appointment or dismissal of members of the Management Board requires an absolute majority of votes of the Supervisory Board.

### **Management Board**

#### **515**

1. The Management Board manages the Company's operations, manages its assets and represents the Company outside.
2. The Management Board of the Company consists of 1 (one) to 6 (six) members. The Management Board consists of the President of the Management Board and/or Vice-Presidents of the Management Board and/or members of the Management Board appointed and dismissed by the Supervisory Board.
3. The joint term of office of the Management Board members is 3 (three) years. The term of office is calculated in full financial years. Each member of the Management Board may be re-elected for the next term of office.
4. The mandates of members of the Management Board expire on the date of the General Meeting approving the financial statements for the last full financial year of performing the functions of members of the Management Board.
5. Members of the Management Board may be reappointed to the Management Board for subsequent terms of office.
6. Resolutions of the Management Board are adopted by an absolute majority of votes cast. In the event of an equality of votes, the vote of the President of the Management Board is decisive.
7. The Management Board is considered capable of adopting resolutions if each member of the Management Board has been notified of the meeting to be held and at least half of the total number of members of the Management Board is present at the meeting.
8. Meetings of the Management Board are held in the place indicated by the person convening the meeting. You can also participate in the meeting using means of direct remote communication. Each member of the Management Board has the right to convene a meeting. Each member of the Management Board must receive a written (delivered in person, courier or registered mail) or sent via means of remote communication (e-mail, instant messaging) notification of the meeting to be held, at least for 3 (three) days before the date of the meeting. In urgent cases, the President of the Management Board may order a different method and a shorter deadline for notifying members of the Management Board about the date of the meeting or order the meeting to be held outside the Company's registered office.
9. The Management Board may adopt resolutions in writing or using means of direct remote communication. Members of the management board may participate in adopting resolutions of the management board by casting their votes in writing through another member of the management board. Resolutions of the Management Board may be adopted if all its members have been properly notified of the date, procedure and content of the resolution being voted on.
10. The Management Board may grant a proxy. The appointment of a commercial proxy requires the consent of all members of the Management Board. The proxy may be revoked at any time by a written statement addressed to the proxy and signed by one member of the Management Board.
11. The Management Board may appoint proxies of the Company to perform activities of a specific type, authorized to act within the limits of the power of attorney granted to them.

12. In the case of concluding contracts between the Company and members of the Management Board, the Company is represented by the Supervisory Board. The Supervisory Board may authorize one or more members to perform such legal acts by way of a resolution.

13. The Company's employees are subject to the Management Board, which concludes and terminates employment contracts with the Company's employees and determines their remuneration.

14. The following persons are entitled to represent the Company:

- 1) in the case of a one-person Management Board: one member of the Management Board alone,
- 2) in the case of a multi-person Management Board: two members of the Management Board acting jointly or one member of the Management Board acting jointly with a proxy.

15. A member of the Management Board informs the Management Board of any conflict of interest in connection with the function performed or of the possibility of its occurrence and refrains from taking part in the discussion and from voting on the resolution on the matter in which the conflict of interest has arisen.

16. Detailed rules for the organization and operation of the Management Board may be specified in the Regulations of the Management Board, adopted by the Management Board and approved by the Supervisory Board.

17. The Management Board is obliged to provide the Supervisory Board, at its request, with information about:

- 1) resolutions of the Management Board and their subject;
- 2) the situation of the Company, including its assets, as well as significant circumstances related to the conduct of the Company's affairs, in particular in the operational, investment and HR areas;
- 3) progress in the implementation of the designated directions of development of the Company's operations, and should indicate any deviations from the previously designated directions, providing at the same time the reasons for the deviations;
- 4) transactions and other events or circumstances that significantly affect or may affect the Company's financial situation, including its profitability or liquidity;
- 5) changes to the information previously provided to the Supervisory Board, if these changes significantly affect or may affect the situation of the Company.

18. Implementation of the obligations referred to in § 15 sec. 17 points 1-5, includes information held by the management board regarding subsidiaries and related companies within the meaning of the Commercial Companies Code.

19. Information indicated in:

- 1) § 15 sec. 17 items 1-3 of the Articles of Association, should be submitted by the Management Board at meetings of the Supervisory Board (in electronic form, in documents or orally, as requested by the Supervisory Board), provided that the Supervisory Board not later than 3 days before the meeting of the Supervisory Board informs the Management Board about the meeting and indicates the scope of information to be presented by the Management Board at the meeting and the form of their submission;
- 2) § 15 sec. 17 items 4-5 of the Articles of Association, should be provided by the Management Board in electronic form or in document form, provided that the Supervisory Board requests the Management Board to provide such information. The request of the Supervisory Board should specify the scope of the requested information and the deadline for replying, not shorter than 7 days.

### **Share in profits and Company funds**

1. Shareholders have the right to participate in the profit shown in the financial statement, audited by a statutory auditor, which was designated by the General Meeting for payment to shareholders.
2. The company creates the following capitals and funds:
  - 1) share capital,
  - 2) supplementary capital,
  - 3) reserve fund.
3. Pursuant to a resolution of the General Meeting, the Company may also create other funds, including funds to cover individual losses or expenses or intended for specific purposes (reserve capital).
4. The amount of write-offs for supplementary capital and other funds is determined by the General Meeting.
5. Supplementary capital is created from write-offs from net profit. The write-off for this capital may not be less than 8% of the net annual profit. Making write-offs to supplementary capital may be discontinued when this capital is not less than 1/3 of the share capital.

#### **Fiscal year**

##### **§17**

1. The Company's financial year begins on January 1 and ends on December 31 of the same calendar year.
  2. Within 3 (three) months after the end of the financial year, the Management Board is obliged to prepare and submit to the Supervisory Board a report on the Company's activities in the previous financial year.

#### **Final Provisions**

##### **§18**

1. The Company publishes its announcements in the "Monitor Sądowy i Gospodarczy".
2. In matters not covered by these Articles of Association, the provisions of the Commercial Companies Code shall apply.

- end of the consolidated text -

##### **§2**

The resolution comes into force upon its adoption.

#### Justification of the Management Board of the Company for Draft Resolution no. 21:

The resolution is of an organizational nature. The adoption of the consolidated text of the Company's Articles of Association by the General Meeting of Shareholders is justified by the changes made to the Company's Articles of Association.