

**RESOLUTION DRAFTS  
OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY ERBUD S.A.  
WITH ITS REGISTERED OFFICE IN WARSAW  
CONVENED ON 24 FEBRUARY 2023**

**RESOLUTION NO. [ ]/2023  
OF THE EXTRAORDINARY GENERAL MEETING  
OF THE COMPANY ERBUD S.A. IN WARSAW  
ON 24 FEBRUARY 2023**

**on electing the Chairman of the Extraordinary General Meeting**

**§ 1**

Acting on the basis of Article 409 § 1 of the Code Commercial Companies and Partnerships the Extraordinary General Meeting of the company ERBUD S.A. with its registered office in Warsaw elects Mr./ Ms [ ] as the Chairman of the Extraordinary General Meeting.

**§ 2**

The resolution becomes effective as of the date of its adoption.

**REASONING:**

*The draft resolution concerns procedural matters - election of the Chairman of the Extraordinary General Meeting. The Chairman of the General Meeting is elected from among the persons entitled to participate in the General Meeting. Adoption of a resolution to this effect is a necessary element of a properly conducted General Meeting.*

**RESOLUTION NO. I/2023**  
**OF THE EXTRAORDINARY GENERAL MEETING**  
**OF THE COMPANY ERBUD S.A. IN WARSAW**  
**ON 24 FEBRUARY 2023**

**on adoption of the agenda of the Extraordinary General Meeting**

**§ 1**

The Extraordinary General Meeting of the company ERBUD S.A. with its registered office in Warsaw (the “Company”) adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Adopting of a resolution on election of the Chairman of the Extraordinary General Meeting.
3. Affirmation of the correct conveyance of the Extraordinary General Meeting and the presence of quorum, execution of the attendance list.
4. Adopting of a resolution on adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on a merger of ERBUD S.A. (as the acquiring company) with ERBUD INDUSTRY sp. z o.o. (as the target company).
6. Closing of the Extraordinary General Meeting.

**§ 2**

The resolution becomes effective as of the date of its adoption.

**REASONING:**

*The draft resolution concerns procedural matters - adoption of the agenda of the Extraordinary General Meeting. The General Meeting debates according to the adopted agenda. Pursuant to Art. 404 § 1 of the Code of Commercial Companies and Partnerships, no resolution may be passed on matters not included on the agenda unless the entire share capital is represented at the General Meeting and none of the present objects to the passing of the resolution. Having ascertained that the General Meeting has been duly convened and has the capacity to adopt resolutions, the Chairman presents the agenda to the meeting. In view of the above, the adoption of the proposed resolution is also necessary for the proper conduct of the General Meeting.*

**RESOLUTION NO. I/2023**  
**OF THE EXTRAORDINARY GENERAL MEETING**  
**OF THE COMPANY ERBUD S.A. IN WARSAW**  
**ON 24 FEBRUARY 2023**

**on merger of ERBUD S.A. (as the acquiring company) with ERBUD INDUSTRY sp. z o.o. (as the target company)**

The Extraordinary General Meeting of ERBUD S.A. with its registered office in Warsaw (the “**Acquiring Company**”), acting pursuant to Article 506 § 1, 2 and 4 in connection with Article 516 § 6 of the Code of Commercial Companies and Partnerships (“**KSH**”), and pursuant to § 15 section 1 point 6) of the Statutes of the Acquiring Company, having previously listened to the information presented orally by the Management Board of the Acquiring Company, pursuant to Article 505 § 4 KSH, concerning in particular the essential elements of the content of the merger plan, hereby:

**§ 1**

1. decides to merge the Acquiring Company with ERBUD INDUSTRY sp. z o.o., with registered office in Warsaw, address: ul. Franciszka Klimczaka 1, 02-797 Warsaw, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register under KRS No.: 0000042078, tax identification No. NIP: 8792294552, statistical No. REGON: 130867110, with a share capital of 9,000,000 PLN (the “**Target Company**”), pursuant to Article 492 § 1 item 1 of the Code of Commercial Companies and Partnerships, i.e. through the transfer to the Acquiring Company - as the sole shareholder of the Target Company - of all the assets of the Target Company and the dissolution of the Target Company without liquidation.
2. agrees to the plan of merger agreed and signed on 23 January 2023 by the Acquiring Company and the Target Company, specifying the procedure and principles of the merger of the companies (the “**Merger Plan**”), which was made available on the websites of the merging companies on 23 January 2023, in accordance with Article 500 § 21 of the Code of Commercial Companies and Partnerships.

**§ 2**

Due to the fact that the Acquiring Company is the sole shareholder of the Target Company, the merger of the companies takes place without any increase in the share capital of the Acquiring Company and without any amendment to its Statutes.

**§ 3**

The Extraordinary General Meeting of the Acquiring Company hereby authorises the Management Board of the Acquiring Company to carry out all necessary legal and factual acts related to or intended to carry out the procedure of the merger of the Acquiring Company with the Target Company, under the terms and conditions set out in this resolution and in the Merger Plan.

**§ 4**

The resolution becomes effective as of the date of its adoption, taking into account the necessity for the merger to be registered by the registration court, pursuant to Article 493 § 2 of the Code of Commercial Companies and Partnerships.

REASONING:

*The draft resolution concerns the merger of ERBUD S.A. as the acquiring company with ERBUD INDUSTRY sp. z o.o. as the target company, through the transfer to the acquiring company - as the sole shareholder of the target company - of all the assets of the target company and dissolution of the target company without liquidation. Pursuant to Article 506 of the Code of Commercial Companies and Partnerships, the merger requires a resolution of the shareholders' meeting or a resolution of the general meeting of each of the merging companies. The merger will be carried out according to the procedure and principles specified in the merger plan published on the websites of the merging companies.*