

**Draft resolutions of the Ordinary General Meeting of QuarticOn S.A  
convened on September 2<sup>nd</sup> , 2024**

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**RESOLUTION No. 1  
of the Ordinary General Meeting  
of QuarticOn Spółka Akcyjna with its registered office in Warszawa  
of September 2nd, 2024  
*regarding the election of the chairman of the meeting***

**§ 1**

The Ordinary General Meeting of **QuarticOn Spółka Akcyjna** hereby elects [*name and surname*] as the chairman of the Company's meeting.

**§ 2**

The resolution comes into force upon its adoption.

**RESOLUTION No. 2  
of the Ordinary General Meeting  
of QuarticOn Spółka Akcyjna with its registered office in Warszawa  
of September 2nd, 2024  
*regarding the adoption of the agenda of the meeting***

**§ 1**

The Ordinary General Meeting of QuarticOn Spółka Akcyjna hereby adopts the following agenda:

1. open the Ordinary General Meeting of the Company;
2. elect the Chairperson of the Company's Ordinary General Meeting;
3. determine whether the Company's Ordinary General Meeting has been duly convened, and whether it is able to pass resolutions;
4. approve the agenda of the Company's Ordinary General Meeting;
5. presenting:
  - 1) the Company's financial statements for the financial year 2023;
  - 2) report of the Management Board on the Company's operations for the financial year 2023;
  - 3) report of the Supervisory Board of the Company for the financial year 2023, including the evaluation report on the results of the Management Board's report on the Company's operations, the Company's financial statements and the Management Board's request concerning coverage of the loss for the financial year 2023;
6. adopting resolutions regarding:
  - a. review and approval of the Company's financial statements for the financial year 2023;
  - b. review and approval of the Management Board's report on the Company's operations for the financial year 2023;
  - c. review and approval of the report of the Supervisory Board of the Company for the financial year 2023, including the evaluation report on the results of : the Management Board's report on the Company's operations, the Company's financial statements and the Management Board's request concerning coverage of the loss for the financial year 2023;
  - d. coverage of the Company's loss for the financial year 2023;

- e. granting a vote of approval to Members of the Management Board for performance of their duties in the financial year 2023, i.e. for the period from January 1, 2023 to December 31, 2023;
  - f. granting a vote of approval to Members of the Supervisory Board for performance of their duties in the financial year 2023, i.e. for the period from January 1, 2023 to December 31, 2023;
  - g. on the continuation of the Company's operations
  - h. appointment of members of the Supervisory Board
7. closing the meeting.

## § 2

The resolution comes into force upon its adoption.

**RESOLUTION No. 3**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**  
***regarding the review and approval of the Company's financial statements for***  
***the financial year 2023***

## § 1

Acting on the basis of art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, after reviewing the Company's financial statements for the financial year 2023 together with the opinion of the statutory auditor Mr Daniel Mach, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa has decided to approve the Company's financial statements for the financial year 2023, which include:

1. introduction to the financial statements;
2. the balance sheet prepared as at 31/12/2023, with total assets and total liabilities of **PLN 4 075 143,89**;
3. profit and loss account for the financial year 2023 showing a net loss in the amount of **PLN 2 772 917,88** ;
4. statement of movements in equity;
5. cash flow statement;
6. additional information.

## § 2

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 4**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**  
***regarding review and approval of the Management Board's report on the Company's operations***  
***for the financial year 2023***

## § 1

Acting on the basis of art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, after reviewing the Management Board's report on the Company's operations for the financial year 2023, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa has decided to approve the Management Board's report on the Company's operations for the financial year 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 5**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**

***regarding review and approval of the report of the Supervisory Board of the Company for financial year 2023 including the evaluation report on the results of: the report of the Management Board on the Company's operations, financial statements of the Company and the request of the Management Board regarding the coverage of the Company's loss for the financial year 2023***

**§ 1**

After the review of the report of the Supervisory Board of the Company prepared on the basis of art. 382 § 3 of the Commercial Companies Code for the financial year 2023, including the report of the Management Board on the Company's operations, the financial statements of the Company and the Management Board's request regarding the coverage of the Company's loss for the financial year 2023, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with registered office in Warszawa has decided to approve the report of the Supervisory Board of the Company for the financial year 2023 including the evaluation report on the results of: the report of the Management Board on the Company's operations, financial statements of the Company and the request of the Management Board regarding the coverage of the Company's loss for the financial year 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 6**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warsaw**  
**of September 2nd, 2024**  
***regarding coverage of the Company's loss for the financial year 2023***

**§ 1**

Acting on the basis of art. 395 § 2 item 2 of the Commercial Companies Code and § 11 paragraph 4 letter c) of the Statutes of the Company and at the request of the Company's Management Board, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa has decided to cover the Company's loss for the financial year 2023 in the amount of PLN **2 772 917,88** with profits generated by Company in forthcoming years

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 7**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**

***regarding granting a vote of approval to Paweł Wyborski for the performance of his duties as the President of the Management Board of the Company in 2023***

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa grants a vote of approval to **Mr. Paweł Wyborski** for the performance of his duties as the President of the Management Board in the financial year 2023, i.e. for the period from January 1, 2023 to December 31, 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 8**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**

***regarding granting a vote of approval to Mr Michał Giergielewicz for the performance of his duties as a Member of the Management Board - Financial Director in 2023***

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa grants a vote of approval to **Mr. Michał Giergielewicz** for the performance of his duties as Member of the Company's Management Board - Financial Director in the financial year 2023, for the period from January 1, 2023 to December 31, 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 9**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**

***regarding granting a vote of approval to Mr Oktawian Jaworek for the performance of his duties as a Member of the Supervisory Board - the Chairman of the Supervisory Board of the Company in 2023***

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph. 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to **Mr. Oktawian Jaworek** for performance of his duties as Member of the Supervisory Board - Chairman of the Supervisory Board in the financial year 2023, i.e. for the period from January 1, 2023 to December 31, 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 10**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of August 28, 2023**

***regarding granting a vote of approval to Mr Paweł Chojecki for performance of her duties of a Member of the Supervisory Board of the Company in 2023***

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to **Mr Paweł Chojecki** for performance of duties as a Member of the Supervisory Board of the Company in the financial year 2023, i.e. for the period from January 1, 2023 to December 31, 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 11**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**

***regarding granting a vote of approval to Mr Paweł Lebedziński for the performance of his duties as a Member of the Supervisory Board of the Company in 2023***

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of Statutes of the Company, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to **Mr Paweł Lebedziński** for the performance of his duties as Member of the Company's Supervisory Board in financial year 2023, i.e. for the period from January 1, 2023 to December 31, 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 12**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**

***regarding granting a vote of approval to Mr Bartłomiej Łagowski for the performance of his duties as a Member of the Supervisory Board of the Company in 2023***

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warsaw grants the vote of approval to **Mr Bartłomiej Łagowski** for the performance of his duties as Member of the Supervisory Board in the financial year 2023, i.e. for the period from January 1, 2023 to January 5, 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 13**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**

***regarding granting a vote of approval to Mrs Justyna Spytek for performance of her duties as a Member of the Supervisory Board of the Company in 2023***

**§ 1**

Acting on the basis of art. 395 § 2 point 3 of the Commercial Companies Code and § 11 paragraph 4 letter. a) of the Statutes of the Company, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to ***Mrs Justyna Spytek*** for the performance of her duties as Member of the Supervisory Board of the Company in the financial year 2023, i.e. for the period from January 1, 2023 to December 31, 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 14**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**

***regarding granting a vote of approval to Mr Marcin Leszczyłowski for performance of her duties as a Member of the Supervisory Board of the Company in 2023***

**§ 1**

Acting on the basis of art. 395 § 2 point 3 of the Commercial Companies Code and § 11 paragraph 4 letter. a) of the Statutes of the Company, the Ordinary General Meeting of QuarticOn Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to ***Mr Marcin Leszczyłowski*** for the performance of her duties as Member of the Supervisory Board of the Company in the financial year 2023, i.e. for the period from June 23, 2023 to December 31, 2023.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No. 15**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**

***regarding continuation of the Company's operation***

**§ 1**

The Ordinary General Meeting of QuarticOn S.A., acting pursuant to Art. 395 and Art. 397 of the Code of Commercial Companies, due to the fact that the Company's annual financial statements for 2023 show a cumulative balance sheet loss of PLN 26.56 million, exceeding the sum of supplementary and reserve capitals and one third of the share capital (PLN 23.01 million in total), decides on the continuation of the Company's operations.

**§ 2**

The Ordinary General Meeting of QuarticOn S.A., acting pursuant to § 11 sec. 4 point 1 of the Articles of Association of QuarticOn S.A., due to the fact that the annual financial statements of the Company for 2023 show a cumulative balance sheet loss of PLN 26.56 million, exceeding the sum of supplementary and reserve capitals and one half of the share capital (in total PLN 23.05 million), decides to continue operations by the Company.

**§ 3**

The resolution comes into force on the day of its adoption.

**RESOLUTION No.16**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**  
***regarding the appointment of a member of the Supervisory Board***

**§ 1**

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and § 12 section 1 letter c) of the Company's statute, the ordinary general meeting of QuarticOn S.A. with its registered office in Warsaw hereby appoints, as of September 2nd, 2024, **Ms Anna Bożena Kolendo** to the company's supervisory board.

**§ 2**

The resolution comes into force on the day of its adoption.

**RESOLUTION No.17 to 20**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of September 2nd, 2024**  
***regarding the appointment of a member of the Supervisory Board***

**§ 1**

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and § 12 section 1 letter c) of the Company's statute, the ordinary general meeting of QuarticOn S.A. with its registered office in Warsaw hereby appoints, as of September 2nd, 2024, **Mr / Ms [.....]** to the company's supervisory board.

**§ 2**

The resolution comes into force on the day of its adoption.