

Draft Resolutions
for the Ordinary General Meeting of Shareholders of “TALEX” S.A.
convened on 12 June 2025

RESOLUTION No. 1
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on the Election of the Chairman of the Ordinary General Meeting of Shareholders.

1. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan, acting on the basis of Art. 409 § 1 of the Code of Commercial Companies, hereby appoints _____ as the Chairman of the Ordinary General Meeting of Shareholders.
2. This Resolution comes into force upon adoption.

Substantiation:

The resolution is procedural in nature. The requirement to elect the Chairman of the General Meeting of Shareholders follows from Art. 409 § 1 of the Code of Commercial Companies (hereafter: CCC).

RESOLUTION No. 2
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on the Appointment of the Credentials Committee

1. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan appoints the Mandate and Returning Committee composed of:
 - 1) _____,
 - 2) _____.
2. This Resolution comes into force upon adoption.

Substantiation:

The resolution is procedural in nature. The task of the Mandate and Returning Committee at the General Meeting of Shareholders of “TALEX” S.A. is to count the votes.

RESOLUTION No. 3
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on the Adoption of the Ordinary General Meeting of Shareholders' agenda.

1. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan adopts the following agenda of the Ordinary General Meeting of Shareholders:

- 1) Opening of the Ordinary General Meeting of Shareholders.
 - 2) Adoption of a resolution on the Election of the Chairman of the Ordinary General Meeting of Shareholders.
 - 3) Confirmation of the proper convening of the Ordinary General Meeting of Shareholders.
 - 4) Adoption of a resolution on the Appointment of the Credentials Committee
 - 5) Adoption of a resolution on the Adoption of the Ordinary General Meeting of Shareholders' agenda.
 - 6) Review and adoption of a resolution on the approval of the Report of the Company's Supervisory Board for the financial year 2024.
 - 7) Review of the Independent Auditor's Report on the Financial Statement of the Company for the financial year 2024 and the Report of the Management Board of TALEX S.A. for the financial year 2024.
 - 8) Review and adoption of a resolution on the approval of the Report of the Management Board on the Company's activities in financial year 2024.
 - 9) Review and adoption of a resolution on the approval of the Company's Financial Statement for the financial year 2024.
 - 10) Adoption of a resolution on profit coverage for the financial year 2024.
 - 11) Adoption of a resolution on the payment of dividend for the financial year 2024.
 - 12) Adoption of a resolution on granting a discharge to Mr. Janusz Gocałek for the fulfilment of duties in the financial year 2024.
 - 13) Adoption of a resolution on granting a discharge to Mr. Jacek Klauziński for the fulfilment of duties in the financial year 2024.
 - 14) Adoption of a resolution on granting a discharge to Mr. Andrzej Rózga for the fulfilment of duties in the financial year 2024.
 - 15) Adoption of a resolution on granting a discharge to Mr. Rafał Szalek for the fulfilment of duties in the financial year 2024.
 - 16) Adoption of a resolution on granting a discharge to Mr. Radosław Wesółowski for the fulfilment of duties in the financial year 2024.
 - 17) Adoption of a resolution on granting a discharge to Ms. Bogna Pilarczyk for the fulfilment of duties in the financial year 2024.
 - 18) Adoption of a resolution on granting a discharge to Mr. Witold Hołubowicz for the fulfilment of duties in the financial year 2024.
 - 19) Adoption of a resolution on granting a discharge to Mr. Andrzej Kurc for the fulfilment of duties in the financial year 2024.
 - 20) Adoption of a resolution on granting a discharge to Mr. Jacek Nowak for the fulfilment of duties in the financial year 2024.
 - 21) Adoption of a resolution on granting a discharge to Ms. Małgorzata Poprawska for the fulfilment of duties in the financial year 2024.
 - 22) Adoption of a resolution on the authorization of the Annual Report of the Supervisory Board of "TALEX" S.A. on remuneration.
 - 23) Adoption of a resolution on amending the Company's Statute.
 - 24) Adoption of a resolution to adopt the consolidated text of the Company's Statute.
 - 25) Other motions.
 - 26) Closing of the Ordinary General Meeting of Shareholders.
2. This Resolution comes into force upon adoption.

Substantiation:

The resolution is housekeeping in nature. The aim of a resolution on the Adoption of the Ordinary General Meeting of Shareholders' agenda is to ensure correct proceeding of resolution by the General Meeting of Shareholders.

**RESOLUTION No. 5
of the Ordinary General Meeting of Shareholders
of "TALEX" S.A. located in Poznań
of 12 June 2025
on the approval of the Report of the Company's Supervisory Board for the financial year 2024.**

1. The Ordinary General Meeting of Shareholders of "TALEX" S.A. located in Poznań approves, after consideration, the Report of the Company's Supervisory Board for the financial year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Preparing and submitting to the general meeting a written report for the past financial year (the Report of the Supervisory Board) is the duty of the Supervisory Board under Article 382 § 3 item 3) of the Code of Commercial Companies. Moreover, under section 2.11 of the document "Best Practice for GPW Listed Companies 2021", in addition to its activities under the law, once a year the supervisory board prepares and presents an annual report to the ordinary general assembly for approval. Accordingly, the adoption of the resolution implements the Company's good practice as a company listed on the Warsaw Stock Exchange and high corporate standards.

**RESOLUTION No. 5
of the Ordinary General Meeting of Shareholders
of "TALEX" S.A. located in Poznań
of 12 June 2025
on the approval of the Report of the Supervisory Board on the Company's activities in financial year 2024.**

1. The Ordinary General Meeting of Shareholders of "TALEX" S.A. located in Poznań, acting on the basis of Art. 395 § 2 item 1) of the Code of Commercial Companies, hereby approves, after consideration, Report of the Management Board on the Company's activities in financial year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 1) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, consideration and approval of the report of the Management Board on the Company's activities for the past financial year. The Report of the Management Board on the Company's Activities in financial year 2024 has been submitted to the Ordinary General Meeting of Shareholders for approval. Accordingly, adoption of the resolution is the

implementation of the disposition contained in Art. 395 § 2 item 1) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 6
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on the approval of the Company's Financial Statement for the financial year 2024.

1. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan, acting on the basis of Art. 395 § 2 item 1) of the Code of Commercial Companies, hereby approves, after consideration, the Company's Financial Statement for the financial year 2024.
 - 1) Introduction to the Financial Statement,
 - 2) The balance sheet showing, as at 31 December 2024, a balance sheet total of PLN 68,187,105.23 (in words: sixty-eight million one hundred eighty-seven thousand one hundred and five zlotys 23/100),
 - 3) The profit and loss account showing, as at 31 December 2024, a net profit of PLN 881,420.68 (in words: eight hundred eighty-one thousand four hundred twenty zlotys 68/100),
 - 4) Statement of changes in equity,
 - 5) Cash flow statement,
 - 6) Additional information and explanations.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 1) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, consideration and approval of the Financial Statement for the past financial year. The Report of the Management Board on the Company's Activities in financial year 2024 has been submitted to the Ordinary General Meeting of Shareholders for approval. Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 395 § 2 item 1) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 7
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on profit coverage for the financial year 2024.

1. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan, acting on the basis of Article 395 § 2 point 2 of the Code of Commercial Companies, allocates the profit for the year 2024 in the amount of 881,420.68 PLN (in words: eight hundred eighty-one thousand four hundred twenty zlotys 68/100) as follows:
 - a) the amount allocated to the payment of dividend on profit for 2024 shall be the product of the number of shares participating in dividend and the amount of PLN 0.25 (i.e., the amount allocated as dividend per share), which amounts to PLN 750,023.00 (in words: seven hundred fifty thousand twenty three zlotys 00/100),
 - b) the amount allocated to the supplementary capital shall be the difference

between the net profit amount of the Company for 2024 and the amount allocated to the payment of the dividend for 2024, which amounts to PLN 131,397.68 (in words: one hundred thirty-one thousand three hundred ninety-seven zlotys 68/100).

Terms and dates of payment of dividend will be defined in a separate resolution.

2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 2) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, adopting a resolution on the coverage of profit or loss. The Company's Financial Statement for the financial year 2024 shows a profit of PLN 881,420.68 (in words: eight hundred eighty-one thousand four hundred and twenty zlotys 68/100). Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 395 § 2 item 2) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 8 of the Ordinary General Meeting of Shareholders of "TALEX" S.A. located in Poznań of 12 June 2025 on the payment of dividend for the financial year 2024.

1. The Ordinary General Meeting of Shareholders of "TALEX" S.A. located in Poznan, acting on the basis of Art. 348 § 1 and Art. 395 § 2 item 2) of the Code of Commercial Companies, and on the basis of § 28 sections 1 and 2 letter c) of the Company's Statute, assigns the amount of PLN 750,023.00 (in words: seven hundred fifty thousand twenty three zlotys 00/100) to the payment of dividend, which gives the amount of PLN 0.25 per share (in words: twenty-five groszy), including:
 - 1) PLN 0.25 per each share of series A,
 - 2) PLN 0.25 per each share of series B,
 - 3) PLN 0.25 per each share of series C,
 - 4) PLN 0.25 per each share of series D,
 - 5) PLN 0.25 per each share of series E.
2. The Ordinary General Meeting of Shareholders of "TALEX" S.A. decides that the dividend date shall be 18 June 2025.
3. The Ordinary General Meeting of Shareholders of "TALEX" S.A. decides that the date of payment of dividend shall be 3 July 2025.
4. This Resolution comes into force upon adoption.

Substantiation:

The resolution follows the allocation of part of the profit earned by the Company in the financial year 2024 to the payment of dividends to shareholders. According to the disposition of Art. 348 of the Code of Commercial Companies, the resolution specifies the dividend date – the day according to which those entitled to dividends for the financial year are determined, as well as the date of payment of dividends.

RESOLUTION No. 9
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on granting a discharge to Mr. Janusz Gocałek for the fulfilment of duties in the financial year
2024.

1. The Ordinary General Meeting of Shareholders of “TALEX“ S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Mr. Janusz Gocałek, the President of the Management Board of the Company in the year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Mr. Janusz Gocałek served as the President of the Management Board for the entire financial year 2024. Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 10
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on granting a discharge to Mr. Jacek Klauziński for the fulfilment of duties in the financial year
2024.

1. The Ordinary General Meeting of Shareholders of “TALEX“ S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Mr. Jacek Klauziński, Vice-President of the Management Board of the Company in the year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Mr. Jacek Klauziński served as the Vice-President of the Management Board for the entire financial year 2024. Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 11
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on granting a discharge to Mr. Andrzej Rózga for the fulfilment of duties in the financial year
2024.

1. The Ordinary General Meeting of Shareholders of “TALEX“ S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Mr. Andrzej Rózga, Vice-President of the Management Board of the Company in the year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Mr. Andrzej Rózga served as the Vice-President of the Management Board for the entire financial year 2024. Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 12
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on granting a discharge to Mr. Rafał Szalek for the fulfilment of duties in the financial year
2024.

1. The Ordinary General Meeting of Shareholders of “TALEX“ S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Mr. Rafał Szalek, a Member of the Management Board of the Company in the year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Mr. Rafał Szalek served as a Member of the Management Board for the entire financial year 2024. Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 13
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on granting a discharge to Mr. Radosław Wesolowski for the fulfilment of duties in the financial year 2024.

1. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Mr. Radosław Wesolowski, a Member of the Management Board of the Company in the year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Mr. Radosław Wesolowski served as a Member of the Management Board for the entire financial year 2024. Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 14
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznan
of 12 June 2025
on granting a discharge to Ms. Bogna Pilarczyk for the fulfilment of duties in the financial year 2024.

1. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Ms. Bogna Pilarczyk, who served as the President of the Supervisory Board of the Company in the financial year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Ms. Bogna Pilarczyk served as the President of the Supervisory Board for the entire financial year 2024. Accordingly, adoption of the resolution is

the implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 15
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on granting a discharge to Mr. Witold Hołubowicz for the fulfilment of duties in the financial
year 2024.

1. The Ordinary General Meeting of Shareholders of “TALEX“ S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Mr. Witold Hołubowicz, who served as a Member of the Supervisory Board of the Company in the financial year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Mr. Witold Hołubowicz served as a Member of the Supervisory Board for the entire financial year 2024. Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 16
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on granting a discharge to Mr. Andrzej Kurc for the fulfilment of duties in the financial year
2024.

1. The Ordinary General Meeting of Shareholders of “TALEX“ S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Mr. Andrzej Kurc, who served as a Member of the Supervisory Board of the Company in the financial year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Mr. Andrzej Kurc served as a Member of the Supervisory Board for the entire financial year 2024. Accordingly, adoption of the resolution is the

implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 17
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on granting a discharge to Mr. Jacek Nowak for the fulfilment of duties in the financial year 2024.

1. The Ordinary General Meeting of Shareholders of “TALEX“ S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Mr. Jacek Nowak, who served as a Member of the Supervisory Board of the Company in the financial year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Mr. Jacek Nowak served as a Member of the Supervisory Board for the entire financial year 2024. Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 18
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on granting a discharge to Ms. Małgorzata Poprawska for the fulfilment of duties in the financial year 2024.

1. The Ordinary General Meeting of Shareholders of “TALEX“ S.A. located in Poznan, acting on the basis of Article 395 § 2 item 3) of the Code of Commercial Companies, grants a discharge for the fulfilment of duties to Ms. Małgorzata Poprawska, who served as a Member of the Supervisory Board of the Company in the financial year 2024.
2. This Resolution comes into force upon adoption.

Substantiation:

Pursuant to Article 395 § 2 item 3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting of Shareholders should be, among other things, granting a discharge for the fulfilment of duties to members of the Company's bodies. Ms. Małgorzata Poprawska served as a Member of the Supervisory Board for the entire financial year 2024. Accordingly, adoption of the

resolution is the implementation of the disposition contained in Art. 395 § 2 item 3) of the Code of Commercial Companies and an obligatory item on the agenda of the Ordinary General Meeting of Shareholders.

RESOLUTION No. 19
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on the authorization of the Annual Report of the Supervisory Board of “TALEX” S.A. on remuneration.

1. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan, acting on the basis of Article 395 §2¹ of the Code of Commercial Companies in conjunction with Article 90g section 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies, adopts the report prepared by the Supervisory Board of “TALEX” S.A. on remuneration and gives it a positive opinion.
2. The Ordinary General Meeting of Shareholders of “TALEX” S.A., based on the information contained in the Annual Report on Remuneration of “TALEX” S.A., gives a positive opinion to the manner of implementation in the Company of the remuneration policy for Members of the Company’s Management and Supervisory Board. The General Meeting of Shareholders shares the Supervisory Board’s opinion showing that the current remuneration policy and the manner of its implementation are adequate to the financial situation of the Company.

Substantiation:

Acting on the basis of Art. 90g section 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies, the General Meeting adopts a resolution giving an opinion on the report on remuneration. The resolution is advisory in nature. By resolution dated 23 April 2025, the Supervisory Board adopted the final content of the document Annual Report of the Supervisory Board of “TALEX” S.A. on Remuneration. Accordingly, adoption of the resolution is the implementation of the disposition contained in Art. 90g section 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies. Following the conclusion of the Ordinary General Meeting of Shareholders, the Company will post the report on remuneration on its website and make it available for at least 10 years in accordance with Art. 90g section 9 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies.

RESOLUTION No. 20
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on the amendment of the Company's Statute

1. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan, acting on the basis of Article 430 §1 of the Code of Commercial Companies in conjunction with Article 66 section 4 of the Act of 29 September 1994 on Accounting, amends §23 section 1 of the Company's Statute in such a way that after the provision under letter m) the full stop is replaced by a comma, and the following provision is added under letter n:

“n) appointing an auditing company to attest sustainability reporting.”
2. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan, acting on the basis of Article 430 §1 of the Code of Commercial Companies , amends §25 section 2 of the Company's Statute in such a way that it receives the following wording:

“2. Each member of the Management Board shall have the right and duty to conduct the Company’s affairs not exceeding the scope of the Company’s ordinary activities. A resolution of the Board of Directors is required for all matters that exceed the scope of ordinary activities of the Company. In the event of an equality of votes, the vote of the President of the Management Board shall be decisive.”
3. The Ordinary General Meeting of Shareholders of “TALEX” S.A. located in Poznan, acting on the basis of Article 430 §1 of the Code of Commercial Companies , amends § 25 of the Company's Statute in such a way that the existing § 25 section 2 is renumbered as § 25 section 3.
4. This Resolution comes into force upon adoption, with effect from the date of registration of the amendment in the National Court Register.

Substantiation:

Pursuant to Article 430 § 1 of the Code of Commercial Companies, amending the statute requires a resolution of the General Meeting and entry in the register. Pursuant to Article 66 section 4 of the Accounting Act of 29 September 1994, as amended as of 1 January 2025, the selection of an audit firm for the attestation of sustainability reporting shall be made by the body approving the entity's financial statements, unless the entity's articles of incorporation, contract or other binding legal regulations provide otherwise. The amendment of the statute in the scope provided in item 1 of the resolution involves granting to the Supervisory Board the competence to appoint an audit firm for the attestation of sustainability reporting. Whereas the amendment of the Company's statute in the scope provided in item 2 of the resolution is driven by the need to streamline decision-making by the Management Board of the Company. The amendment of the statute in the scope provided for in item 3 of the resolution results from the amendment following from item 2 of the resolution.

RESOLUTION No. 21
of the Ordinary General Meeting of Shareholders
of “TALEX” S.A. located in Poznań
of 12 June 2025
on the adoption of the consolidated text of the Company’s Statute.

1. The Ordinary General Meeting of Shareholders of “TALEX“ S.A. located in Poznan resolves to adopt the unified text of the Company's Statute with the following content:

“I. General Provisions

§ 1

1. The Company shall operate under the business name of “TALEX” Spółka Akcyjna.
2. The Company may use the designation of “TALEX” S.A.

§ 2

1. The Company’s seat shall be the city of Poznań.
2. The duration of the Company shall be indefinite.

§ 3

1. The Company shall operate in the territory of the Republic of Poland and abroad.
2. The Company may create and close branches, branch offices and representative offices in Poland and abroad as well as participate in other companies.

§ 4

The founders of the Company are:

- 1) Janusz Gocąlek,
- 2) Jacek Klauziński,
- 3) Andrzej Różga.

II. Objects of the Company

§ 5

1. The objects of the Company shall be as follows:
 - a) Printing and printing service activities,
 - b) Reproduction of recorded media,
 - c) Manufacture of computers, electronic and optical equipment,
 - d) Manufacture of electric equipment,
 - e) Manufacture of office machinery and equipment,
 - f) Manufacture of furniture,
 - g) Repair and maintenance of metal ready products, machinery and equipment,
 - h) Installation of industrial machinery and equipment,
 - i) Dismantling of used products,
 - j) Construction work for erection of buildings,
 - k) Work related to the construction of pipelines, telecommunication and power lines,
 - l) Specialized construction work,
 - m) Wholesale on contractual basis,
 - n) Wholesale of household goods,
 - o) Wholesale of information and communication equipment,
 - p) Wholesale of office furniture,
 - q) Wholesale of machinery and equipment,
 - r) Retail sale of information and communication equipment in specialized stores,
 - s) Retail sale of household goods in specialized stores,

- t) Retail sale of second-hand goods in specialized stores,
 - u) Retail sale not in stores, stalls, or markets,
 - v) Transport of goods by road and removal services,
 - w) Warehousing and storage,
 - x) Accommodation,
 - y) Preparation of food for external customers (catering) and other food service activities,
 - z) Preparation and serving of beverages,
 - aa) Publishing activities, including software publishing,
 - bb) Activities related to the production of films, videos, television programs, sound and music recordings,
 - cc) Telecommunications activities,
 - dd) Computer software and consulting activities and related activities,
 - ee) Information service activities,
 - ff) Real estate activities,
 - gg) Accounting and bookkeeping activities; tax consultancy,
 - hh) Management consultancy activities,
 - ii) Architectural and engineering activities and related technical consultancy,
 - jj) Scientific research and development in natural sciences and engineering,
 - kk) Advertising agency activities and media representation activities,
 - ll) Translation and interpretation activities,
 - mm) Technical consultancy, consultancy for safety, activities related to drawing up cost estimates,
 - nn) Renting and leasing of machinery and equipment, including computers,
 - oo) Leasing of intellectual property and similar products, except copyrighted works,
 - pp) Activities related to job search, staffing, placement of workers and temporary employment agency activities,
 - qq) Security activities in the operation of security systems,
 - rr) Office administrative support activities and business support activities,
 - ss) Extracurricular forms of education,
 - tt) Repair and maintenance of computers and communication equipment,
 - uu) Repair and maintenance of personal and household goods.
1. The operations which require obtaining appropriate licenses or concessions shall be taken up by the Company upon obtaining such licenses or concessions by the Company.
 2. The objects of the Company may be changed without the necessity to buy out the shares if the resolution on that subject is adopted by a majority of two thirds of votes, the shareholders representing at least a half of the share capital being present.

III. Share capital

§ 6

1. The share capital of the Company shall amount to PLN 3,000,092.00 (in words: three million ninety-two zlotys 00/100) and shall be divided into 3,000,092 shares of nominal value of PLN 1.00 (in words: one zloty 00/100) each, in the following way:
 - 102,000 (one hundred and two thousand) series A registered shares bearing numbers from 000001 to 102000,
 - 849,000 (eight hundred and forty-nine thousand) series B registered shares bearing numbers from 000001 to 849000,

- 450,000 (four hundred and fifty thousand) series C bearer shares bearing numbers from 000001 to 450000,
 - 889,092 (eight hundred eighty-nine thousand and ninety-two) series D registered shares bearing numbers from 000001 to 889.092,
 - 710,000 (seven hundred and ten thousand) series E bearer shares bearing numbers from 000001 to 710000.
2. The shares in the Company may be both registered shares and bearer shares.
 3. Series A shares shall be registered preference shares being preferential as to the voting right at the General Assembly in such a manner that each share shall entitle to 5 (five) votes.
 4. Series B shares shall be non-preference registered shares.
 5. Series C shares shall be non-preference bearer shares.
 6. Series D shares shall be non-preference registered shares.
 7. Series E shares shall be non-preference bearer shares.
 8. The shares in subsequent issues may be covered with cash or in-kind contributions.

§ 7

The profits designated by the General Assembly for distribution among the shareholders shall be divided in proportion to the shares participating in the dividends.

§ 8

1. The change of series A registered shares into bearer shares may be effected upon a written application of the shareholder and a prior written consent of all the founders of the Company being, at the moment of granting the consent, the Company's shareholders.
In case of such a change the preferential status of the share as to the voting rights shall expire.
2. The option of changing bearer shares into registered shares is excluded.
3. In case series A shares are sold, the other holders of series A shares shall have a pre-emptive right to purchase said shares in accordance with the following provisions.
4. The holder of the shares shall notify the Supervisory Board of his intent to sell the shares and indicate the proposed buyer, price and number of shares to be sold.
The Chairman of the Supervisory Board shall inform the other holders of series A shares about the intent and conditions of selling the shares within two weeks and about the number of shares that may be bought by individual shareholders.
Within four weeks of receipt of such information, the other holders of series A shares shall present to the Supervisory Board statements concerning the purchase of the shares that they may buy in proportion to the number of registered shares they hold.
Failure to present, within the stipulated time-limit, the statement on exercising the preemptive right to purchase the shares shall be treated as the waiver of the right.
5. In the case that anyone of the other holders of series A shares does not wish to buy the shares assigned to him, such shares may be bought by the other holders in proportion to the number of series A shares already held.
The Supervisory Board shall inform the holders about such an option within a week of the receipt of the statement of the shareholder who waives the pre-emptive right of purchase. In such a case the remaining holders of series A shares shall, within three weeks of sending the notification, present to the Supervisory Board the statements concerning the purchase of the shares.
6. In the case of a dispute concerning the price, the series A shares shall be valued at the value corresponding to an average stock exchange price from the last 3 months, the shares being listed on the Warsaw Stock Exchange, regardless of the preferential status of the shares.

In the event that the Company's shares are not listed on the Warsaw Stock Exchange, as well as when the Company's shares have been listed on the Warsaw Stock Exchange for the period of less than 3 (three) months, the price shall be established by an independent expert appointed by the Supervisory Board.

7. The shares which have not been purchased by the other holders of series A shares may be sold to the person indicated in the notification mentioned in Item 4 of this Article.
8. In the case that series A registered shares are sold to other persons than the founders of the Company, the preferential status of the shares shall expire.
However, the preferential status of the shares may be maintained in case of a written consent of all the founders of the Company who are, at the moment of granting the consent, shareholders of the Company.

§ 9

1. The Company's shares may be redeemed. The shares shall be redeemed from net profit or by reduction of the share capital.
2. A share may be redeemed with the shareholder's consent through its acquisition by the Company (voluntary redemption), or without the shareholder's consent (compulsory redemption).
3. Voluntary redemption is conditional on the General Meeting of Shareholders passing a resolution to this effect, with the shareholder whose shares are to be redeemed having to vote in favor of the resolution. If such a resolution is adopted, the Company shall pay the shareholder whose shares are subject to redemption the amount specified in the resolution corresponding to the market value of the shares.
4. A forced redemption may be effected with regard to the shareholder who took actions which were clearly contradictory to the interests of the Company or the remaining shareholders. The redemption shall be conditional on the adoption by the General Assembly, by majority of three fourths of the votes cast, a resolution to this effect. Within a month of the date of adoption of said resolution, the shareholder whose shares were redeemed shall be paid the amount corresponding to the market value of the shares. The market value of the shares shall be established in accordance with the principles analogous to those stipulated in § 8 item 6 of the Statute.
5. In particular, a forced redemption may be effected if:
 - a) enforcement has been initiated against the shareholder's shares, unless the enforcement proceedings are discontinued within 3 months,
 - b) the shareholder has become incapacitated, or if there is another valid reason concerning the person of the shareholder.

§ 10

1. The Company's Management Board shall be authorized, pursuant to Art. 444 of the Code of Commercial Companies, for the period not longer than by March 31, 2011, to increase the share capital by the amount not exceeding 360,000 (in words: three hundred and sixty thousand) zlotys (authorized capital).
2. The Management Board may exercise the authorization mentioned in Item 1 by effecting one or several subsequent share capital increases within the limits stipulated in Item 1.
3. The Management Board of the Company may issue shares, within the authorized capital, only in exchange for cash contributions and may not issue preference shares or grant to the shareholder any personal rights referred to in Art. 354 of the Code of Commercial Companies.

4. The Management Board shall be authorized to deprive the shareholders of the pre-emptive right in part of in whole upon the consent of the Supervisory Board. The authorization shall refer to each share capital increase within the authorized capital.
5. The Management Board may exercise the authorization granted thereto upon the consent of the Supervisory Board. The consent of the Supervisory Board should be granted in the form of a resolution adopted by majority of three fourths of the votes of the Supervisory Board members present at the meeting with at least half of the number of the Supervisory Board members being present.
6. The resolution of the Management Board of the Company adopted in accordance with § 10 Items 1-5 shall replace the resolution of the General Assembly on the increase of the share capital and require the form of a notarial deed to be valid.

§ 11

The pledgee or usufructuary of the shares may not exercise the voting right attached to the registered shares on which a pledge or usufruct has been created.

IV. The Governing Bodies of the Company

§ 12

The governing bodies of the Company are:

- A. The General Meeting,
- B. The Supervisory Board,
- C. The Management Board.

A. The General Meeting

§ 13

1. The General Meeting shall be convened by the Management Board as an Ordinary or Extraordinary General Meeting.
2. The General Meeting shall be held at the Company's Headquarters or in Warsaw.
3. The Ordinary General Meeting of Shareholders shall be held no later than by the end of June each year.
4. If the Management Board fails to convene the Ordinary General Meeting within the stipulated time limit, the Supervisory Board shall be entitled to convene the General meeting.

§ 14

1. An Extraordinary General Meeting shall be convened by:
 - a) The Management Board:
 - on its own initiative,
 - at the request of the Supervisory Board,
 - at the request of shareholders representing at least one twentieth of the share capital in total,
 - b) subjects and bodies authorized on the basis of commercial law regulations.

2. The Company's Management Board, having received an appropriate application, shall be obligated to immediately convene the Extraordinary General Meeting, save as for § 13 Item 3.
3. If the Management Board fails to convene the Extraordinary General Meeting within the stipulated time limit, the following shall be entitled to convene the General meeting.
 - the shareholders filing a request to convene the General Meeting, upon obtaining the authorization of the Registry Court,
 - the Supervisory Board, if the Supervisory Board applied to the Management Board for the convention of the Extraordinary General Meeting.

§ 15

1. The General Assembly shall be convened by publishing an announcement in the way and time defined in commercial law regulations.
2. The agenda of the General Meeting shall be published in the announcement.

§ 16

1. The entity who convened the General Meeting sets its agenda taking into account submitted requests.
2. Motions for the inclusion of individual issues on the agenda of the General Meeting, shareholder(s) representing at least one-twentieth of the share capital shall submit in the manner and within the timeframe prescribed by the Commercial Law to the Management Board.

§ 17

1. All shareholders are entitled to attend the General Meeting in person or through representatives. The power of attorney must be granted in writing under pain of invalidity and attached to the minutes of the General Meeting, unless otherwise provided by the Commercial Law.
2. The shareholders holding shares admitted to public trading shall have the right to participate in the General Meeting under the terms defined in commercial law regulations.
3. The right to attend the General Meeting is also granted to the members of the Company's authorities and the persons appointed by the Management Board to handle the General Meeting.

§ 18

1. The General Meeting shall be able to pass resolutions provided it has been convened properly.
2. Each share shall carry one vote at the General Meeting with the exception of voting preference shares.
3. The resolutions of the Meeting are passed by ordinary majority of votes validly cast, unless applicable governing laws or the Articles of Association dictate otherwise.
4. Voting is open.
5. Secret voting is ordered for elections and motions concerning the dismissal of the members of the Company's boards or its liquidators, or concerning holding them liable, as well as in case of personal issues and on demand of at least one person attending the General Meeting.

§ 19

1. The agenda of the Ordinary General Meeting should include:

- 1) reviewing and approving financial statements and the reports of the Management Board on the operation of the Company for the previous financial year, as well as the report of the Supervisory Board on the audit of the Management Board's statements;
 - 2) adoption of a resolution on division of profit or coverage of loss from the previous financial year;
 - 3) adoption of a resolution on granting the members of the Company's bodies a discharge for performing their duties;
 - 4) adoption of a resolution on the election of the Company's new authorities provided they are elected by the General Meeting and the terms of office of the present members expire by the date of the General Meeting.
2. The General Meeting shall be solely authorized to adopt resolutions on the following issues:
- 1) appointment and dismissal of the members of the Supervisory Board;
 - 2) amendment of the Company's Articles of Association;
 - 3) issuance of convertible bonds and bonds with pre-emptive rights,
 - 4) establishment of the rules and amounts of remuneration for the members of the Supervisory Board,
 - 5) merger with another company,
 - 6) dissolution of the Company and the appointment of liquidators,
 - 7) sale and lease of the enterprise or its organized part and the creation of limited property rights therein,
 - 8) examining the appeals of the Management Board against decisions of the Supervisory Board refusing to grant consent to undertake certain actions,
 - 9) purchase of own shares by the Company, which are then to be offered to be purchased by employees or persons who were employed by the Company or its associate company for a period of at least three years.

B. The Supervisory Board

§ 20

1. The Supervisory Board shall number from five to eight members elected by the General Meeting. The work of the Supervisory Board shall be managed by its President or Vice-President in case the President is absent.
The principles of the President and Vice-President of the Board shall be stipulated by the Regulation of the Supervisory Board.
2. The term of office of the Supervisory Board shall be four years.
3. In the event of resignation before the expiration of the mandate or death of a Supervisory Board member, the remaining members of the Board, regardless of their number, may co-opt a new Board member in place of the resigning or deceased one.
4. The number of co-opted and not-approved, by the General Meeting, members of the Supervisory Board may not exceed one fourth of the number of members of the Supervisory Board.
5. The co-opted members should be approved at the next General Meeting and their mandates shall expire upon the lapse of the term of office of the Supervisory Board.
6. In the event that the General Meeting does not approve or the Supervisory Board's resolution on co-option is not presented to the General Meeting, the mandates of the co-opted members shall expire at the close of the General Meeting referred to in Item 5.
7. The members of the Supervisory Board shall be appointed for a joint term of office.

§ 21

1. The Supervisory Board shall adopt resolutions if at least a half of the members of the Supervisory Board are present at the meeting and all the members of the Supervisory Board have been invited to the meeting.
2. In order to be valid, the resolutions must be adopted by majority of votes of the members of the Supervisory Board, unless the Statute or other legal provisions require qualified majority
3. In the event of the equal number of votes of the members of the Supervisory Board, the President of the Supervisory Board shall have the casting vote.
4. The meetings of the Supervisory Board shall be held at least once a quarter and shall be convened by its President:
 - on his or her own initiative,
 - at the request of another member of the Supervisory Board,
5. - at the request of the Management Board. Supervisory Board members are allowed to vote on resolutions:
 - a) through other members of the Supervisory Board,
 - b) in writing,
 - c) through instantaneous communication.

§ 22

1. Members of the Supervisory Board may exercise their duties in the Supervisory Board in person only.
2. The Supervisory Board may delegate its members to individually carry out certain supervisory activities.
3. The members of the Supervisory Board delegated to individually perform acts of supervision or delegated by the minority group shall abide by the non-competition rule.
4. Members of the Management Board may attend Supervisory Board meetings in an advisory capacity.

Further, the Supervisory Board's meetings may be attended by persons invited by its members without the right to vote in the resolutions adopted.
5. The Supervisory Board shall adopt its regulations.

§ 23

1. The powers of the Supervisory Board include exercising continuous supervision over the Company's activities and exercising the powers and duties prescribed by law, in particular:
 - a) auditing the financial statements and other reports prepared by the Management Board and present the report and opinion of the audit to the General Meeting,
 - b) checking the Company's books and cash balance at any time,
 - c) appointment, removal, and suspension of individual or all members of the Management Board,
 - d) delegation of individual members of the Supervisory Board to perform activities on the Management Board of the Company,
 - e) establishing the principles of remunerating the members of the Management Board and the amount of such remuneration,
 - f) giving an opinion on Proxy nomination presented by the Management Board,
 - g) granting consent on the creation and winding down of branches, branch offices, and representative offices,
 - h) granting consent to join other companies,
 - i) appointing the registered auditor of the Company,

- j) delegating from among its members the members of the Supervisory Board to perform the functions of the Management Board, in case of suspension of its members.
 - k) adopting resolutions on the conclusion by the Company of stock option agreements , referred to in § 10,
 - l) consenting to the acquisition and disposal of real estate or an interest in real estate,
 - m) appointing an audit committee from among its members, and in a situation where the Supervisory Board consists of no more than 5 members adopting a resolution to entrust the tasks of the audit committee to the Supervisory Board,
 - n) appointing an auditing company to attest sustainability reporting.
2. The Supervisory Board shall represent the Company in agreements and disputes with the members of the Management Board, and the Chairman of the Supervisory Board shall affix his/her signature for the Supervisory Board in accordance with the power of attorney granted each time by a resolution.
 3. In the event that the Supervisory Board fails to grant its consent to effect a specified act, the Management Board may request the General Assembly to adopt a resolution granting the consent to the said act.

C. The Management Board

§ 24

1. The Management Board shall be composed of two to seven members appointed and dismissed by the Supervisory Board.
2. The Management Board shall be composed of the President of the Management Board, from one to two Vice-Presidents and Members of the Management Board elected by the Supervisory Board.
3. Two members of the Management Board acting jointly are authorized to represent the Company, with the presence of the President of the Management Board or one of the Vice Presidents required in each case.
4. The Company may also be represented by proxies appointed by the Management Board.
5. The term of office of the Management Board is four years and ends on the date of the General Meeting granting discharge to the outgoing Management Board.
6. The Management Board as well as its individual members may be dismissed by the Supervisory Board prior to the expiry of the term of office.
7. The members of the Management Board shall be appointed for a joint term of office.

§ 25

1. The Management Board shall direct the activities of the Company, adopt resolutions and make decisions on all matters not reserved for other bodies.
2. Each member of the Management Board shall have the right and duty to conduct the Company's affairs not exceeding the scope of the Company's ordinary activities. A resolution of the Board of Directors is required for all matters that exceed the scope of ordinary activities of the Company. In the event of an equality of votes, the vote of the President of the Management Board shall be decisive.
3. The detailed procedures for convening the meeting and work of the Management Board shall be stipulated by the regulations of the Management Board adopted by the Supervisory Board.

§ 26

By the end of the fourth month of the end of the financial year, the Management Board of the Company shall draw up the annual financial statements and the report on the Company's operations

which, together with the profit and loss account, balance sheet, report of registered auditors and the draft resolution on distribution of profits shall be presented to the Supervisory Board, which shall give its opinion thereon, not later than fourteen days prior to the date of holding the Ordinary General Meeting of the Company.

V. The Company's Accountancy

§ 27

1. The equity capitals of the Company shall be:
 - a) share capital,
 - b) supplementary capital,
 - c) reserve capital for payment of dividends,
 - d) other reserve capitals.
2. Reserve capitals may be created and liquidated on an as-needed basis in accordance with the resolutions of the General Meeting.
The manner of managing the reserve capitals shall be determined by the principles adopted by the Supervisory Board.
3. The reserve capitals and supplementary capital may be designated for the increase of the share capital in pursuance of the resolution of the General Meeting.

§ 28

1. The General Meeting shall decide on designation of the net profit of the Company.
2. The net profit of the Company may be designated, in particular, for:
 - a) write-offs to supplementary capital,
 - b) write-offs to reserve capitals created in the Company,
 - c) dividends for the shareholders,
 - d) other purposes specified in a resolution of the General Meeting.

§ 29

The dividend record date and dividend payment date shall be adopted by the General Meeting.

VI. Final Provisions

§ 30

The Company's financial year shall be a calendar year.

§ 31

In the event of the Company's liquidation, the General Meeting shall appoint one or several liquidators and determine the procedures for the liquidation.

As of the moment of appointment of the liquidators, the rights and obligations of members of the Management Board shall expire, whereas the remaining governing bodies of the Company shall retain their rights until the liquidation is completed.

§ 32

In matters not regulated by this statute, the provisions of the Commercial Law shall apply.”

2. This Resolution comes into force upon adoption, with effect from the date of registration of the amendment in the National Court Register.

Substantiation:

In connection with the adoption of Resolution No. 20 on amendments to the Company's Statute and in order to register the amendments with the National Court Register, it is necessary to adopt the consolidated text of the Company's Statute.