



Draft - concerns agenda item 2

Secret ballot

**RESOLUTION NO. 1/EGM/2025
OF THE EXTRAORDINARY GENERAL MEETING
OF CCC S.A. WITH ITS REGISTERED OFFICE IN POLKOWICE,
dated April 24, 2025.**

on the election of the Chairman of the Extraordinary General Meeting of Shareholders

Acting based on Article 409 § 1 of the Code of Commercial Companies and § 5 of the Rules of Procedure of the General Meeting, the Extraordinary General Meeting of Shareholders of CCC Joint Stock Company with its seat in Polkowice (the "Company") resolves as follows:

§ 1

Mr./Ms. is elected the Chairman of the Extraordinary General Meeting

§ 2

The resolution comes into force upon its adoption.

Draft - concerns agenda item 4

Open vote

**RESOLUTION NO. 2/EGM/2025
OF THE EXTRAORDINARY GENERAL MEETING
OF CCC S.A. WITH ITS REGISTERED OFFICE IN POLKOWICE,
dated April 24, 2025.**

on the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of CCC S.A. resolves as follows:

§ 1

The agenda, as established and announced by the Management Board of CCC S.A. in the notice convening the Extraordinary General Meeting posted on the Company's website and in the Company's current report No. RB 19/2025 dated March 26, 2025, is adopted.

§ 2

The resolution comes into force on the date of adoption.

Draft - refers to Item 5 of the Agenda

Open ballot

**RESOLUTION NO. 3/EGM/2025
OF THE EXTRAORDINARY GENERAL MEETING OF
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE
dated April 24, 2025**

on giving consent to execute a pledge agreement or amend the existing pledge agreement and to establish a registered pledge(s) or revise the existing registered pledge(s) on assets and rights constituting an organized set of variable composition and being elements of the Company's enterprise to secure claims under, among other things, the Facilities Agreement (as defined below)

The Extraordinary General Meeting of CCC S.A. (the "**Company**") hereby resolves as follows:

§ 1.

Consent to act

Whereas:

- A. The Company and other companies from the Company's group (the "**Group**") are parties to the Term and Revolving Facilities Agreement of 12 July 2024 by and between, among others, mBank S.A., Powszechna Kasa Oszczędności Bank Polski S.A., Santander Bank Polska S.A., Bank Polska Kasa Opieki S.A., BNP Paribas Bank Polska S.A., Bank Handlowy w Warszawie S.A. and the European Bank for Reconstruction and Development as arrangers and original lenders, mBank S.A. as the agent and Bank Polska Kasa Opieki S.A. as the collateral agent (the "**Financing Parties**" and each of them individually a "**Financing Party**") and the Company as the original borrower and original guarantor, as amended by Amendment and Consolidation Agreement No. 1 of 17 December 2024 and Amendment and Consolidation Agreement No. 2 of [●] March 2025 (the "**SFA Amendment Agreement**") (the "**Facilities Agreement**"), and other financing documents related to the Facilities Agreement, in particular, bilateral loan agreements (the "**Loan Agreements**") and relevant documents related to the establishment of collateral for debts arising out of or related to the Loan Agreements (the "**Collateral Documents**") and the Intercreditor Agreement of 19 July 2024, entered into by and between, among others, mBank S.A., Bank Polska Kasa Opieki S.A. and the Company, as amended by Amendment and Consolidation Agreement No. 1 of [●] March 2025 (the "**Intercreditor Agreement**"), and together with the Loan Agreements referred to as the "**Financing Documents**").
- B. Pursuant to the SFA Amendment Agreement, the Facilities Agreement was amended so that the Company and certain Group companies were granted:
- (i) additional or increased existing products in the form of reverse factoring and a limit on guarantees up to approximately PLN 1,300,000,000 (or the equivalent amount in other currencies) in total; and

- (ii) an investment loan for the total amount of approximately PLN 200,000,000 (or the equivalent amount in other currencies).
- C. In order to secure the repayment of debts arising from or related to the increased amounts of financing indicated above, the SFA Amendment Agreement provides for the establishment by the Company or its affiliates of additional collateral for the repayment of debts arising from or related to the Loan Agreements or the amendment of the existing Collateral Documents, in particular by increasing the maximum amount of collateral. One such collateral instrument is a registered pledge(s) on assets and rights constituting an organized set of variable composition and being elements of the Company's enterprise, established pursuant to the Registered Pledge Agreement concerning the Company's Assets dated 23 July 2024, entered into by and between the Company as the pledgee and Bank Polska Kasa Opieki Spółka Akcyjna (the "**Existing Pledge Agreement**").
- D. Pursuant to § 16 Section 2 item 5) of the Company's Articles of Association, the Company's Supervisory Board, gave a favorable opinion on the adoption of the Resolution by the Extraordinary General Meeting of the Company.

Now, therefore, acting in accordance with Article 393 § 3 of the Commercial Companies Code, the Extraordinary General Meeting of the Company hereby resolves as follows:

1. The Extraordinary General Meeting of Shareholders of the Company hereby approves the execution by the Company of a pledge agreement(s) and the performance of other legal and factual acts, for the purpose of establishing a registered pledge(s) on assets and rights constituting an organized set of variable composition and being elements of the Company's enterprise, up to the maximum amount of collateral as determined by the Management Board, or to amend the existing Collateral Documents, in particular the Existing Pledge Agreement, by increasing the maximum amount of collateral, to secure the obligations of the Company and other Group entities arising out of or related to the Facilities Agreement, as amended by the SFA Amendment Agreement, and the other Financing Documents; such maximum amount of collateral may exceed the amount of financing or refinancing provided for in the Facilities Agreement, as amended by the SFA Amendment Agreement, and other Financing Documents (including, but not limited to, (i) to provide for all possible manners of enforcement specified in the Act on Registered Pledges and the Pledge Register of 6 December 1996 (as amended) (ii) to determine the maximum term of the respective registered pledge(s) for the maximum period permitted by law, and (iii) to the extent permitted by the peremptory provisions of law, to include forum-selection clauses (prorogation clauses) on the competent Polish courts, clauses excluding the jurisdiction of Polish courts in favor of courts of other countries, or arbitration clauses on arbitration courts in Poland or abroad).
2. To the extent permitted by peremptory provisions of law, the registered pledge(s) referred to herein may be established in favor of all creditors jointly, individual creditors, certain creditors or non-creditor entities acting on behalf of or for the account of the remaining creditors as a pledge administrator,

security agent, security trustee or in any other similar function as well as to secure any debts and claims for direct repayment of the relevant financing or to secure any debts and claims arising from the so-called parallel debt (if any) provided for in the Facilities Agreement, as amended by the SFA Amendment Agreement and other Financing Documents, the establishment of which is intended to satisfy and secure debts and claims for repayment of the financing.

§ 2.

Entry into force

The Resolution enters into force on the day of its adoption.

SUBSTANTIATION TO THE RESOLUTION:

The Company's Management Board has taken steps to obtain additional financing for the Company and other selected Group companies under the Loan Agreements, in order to, among other things, finance the Group's general corporate purposes and working capital, and to finance the construction of HalfPrice sp. z o.o.'s warehouse. The granting of the aforementioned financing involves the establishment by the Company, as well as by other Group companies, of new collateral for the repayment of debts or the revision of existing collateral established under the Collateral Documents, through, among other things, an increase in the maximum amount of collateral. One such collateral instrument is a registered pledge(s) on assets and rights constituting an organized set of variable composition and being elements of the Company's enterprise, established pursuant to the Existing Pledge Agreement. In view of the foregoing, it is necessary to submit a draft of this Resolution to the Extraordinary General Meeting to give consent to execute a pledge agreement and establish a registered pledge(s) on assets and rights constituting an organized set of variable composition and being elements of the Company's enterprise or to amend the existing Collateral Documents, in particular the Existing Pledge Agreement, through, among other things, increasing the maximum amount of collateral, to secure claims under the Facilities Agreement, as amended by the SFA Amendment Agreement, and other Financing Documents.