

**RESOLUTION NO. 1/EGM/2021
OF THE EXTRAORDINARY GENERAL MEETING OF
CCC JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE AS OF
3rd August 2021.**

on electing the Chairperson of the Extraordinary General Meeting

Acting pursuant to article 409 § 1 of the Code of Commercial Companies as well as § 5 of the Regulations of the General Meeting, the Extraordinary General Meeting of CCC Spółka Akcyjna based in Polkowice ("Company") passes the following resolution

§ 1

The following are hereby elected Chairpersons of the Extraordinary General Meeting:

.....

§ 2

The resolution shall enter into force as soon as it is adopted.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to article 409 §1 of Code of Commercial Companies, from the persons entitled to participate in the Extraordinary General Meeting, the Chairman is elected.

In accordance with § 5 of the Rules of Procedure of the General Meeting, the person opening the General Meeting shall immediately order the election, by secret ballot, of the Chairman of the General Meeting. The Chairperson of the General Meeting is elected from among the participants with voting rights.

Accordingly, the adoption of the resolution is of an orderly nature and is necessary for the proper organisation and conduct of the General Meeting.

**RESOLUTION NO. 2/EGM/2021
OF THE EXTRAORDINARY GENERAL MEETING OF
CCC JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE AS OF
3rd August 2021.**

on the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of CCC Joint Stock Company with registered office in Polkowice ("the Company") resolves as follows:

§ 1

The agenda of the Extraordinary General Meeting convened for 3rd August 2021 , established and announced by the Management Board of the Company in the announcement on convening the Extraordinary General Meeting posted on the Company's website and in the Company's current report No. RB 45/2021 dated 5 July 2021.

§ 2

The resolution shall enter into force as soon as it is adopted.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 409 § 2 of Code of the Commercial Companies and § 6, section 3 of the Rules of Procedure of the General Meeting, the Chairperson of the General Meeting directs the proceedings of the General Meeting in accordance with the adopted agenda. He or She may not, without the consent of the General Meeting, remove or change the order of the items on the agenda.

Accordingly, the adoption of the resolution is of an orderly nature and is necessary for the proper organisation and conduct of the General Meeting.

RESOLUTION NO. 3/EGM/2021
of the
Extraordinary General Meeting of
CCC JOINT-STOCK COMPANY HEADQUARTERED IN POLKOWICE of August 3, 2021

on granting consent to the sale of CCC Spółka Akcyjna Oddział w Warszawie

The Extraordinary General Meeting of CCC S.A. with its registered office in Polkowice ("the Company"), acting pursuant to Article 393, paragraph 3 of the Code of Commercial Companies, hereby resolves as follows

§ 1

It is hereby acknowledged and agreed to the Company's disposal of an organised part of its enterprise in the form of CCC Spółka Akcyjna, Branch in Warsaw (CCC Joint-Stock Company, Warsaw Branch) to OFP Spółka z ograniczoną odpowiedzialnością (Ltd.) with its registered office in Polkowice, ul. Strefowa 6, entered into the Register of Entrepreneurs of the National Court Register under No. 0000150702 by the District Court Gdańsk-Północ in Gdańsk, 8th Commercial Department - National Court Register.

§ 2

The resolution shall enter into force as soon as it is adopted.

JUSTIFICATION OF THE RESOLUTION:

In the Loan Agreement dated 2 June 2021. (which the Company announced in Current Report No. 32/2021 dated 02.06.2021), the Company undertook, by 31 January 2022, to transfer to OFP Spółka z ograniczoną odpowiedzialnością selected funds and assets necessary to conduct operations within the newly established off-price segment. The Management Board, taking into account the dynamics of the off-price segment development and the operational needs, decided to transfer the Company's Branch in Warsaw, responsible for the development of the off-price segment in the CCC Group, to OFP Spółka z ograniczoną odpowiedzialnością (Ltd) as soon as possible.

RESOLUTION NO. 4/NWZA/2021
of the Extraordinary General Meeting of
CCC JOINT-STOCK COMPANY HEADQUARTERED IN POLKOWICE
of August 3, 2021

regarding (i) the issue of series 1/2021 bonds convertible into series K shares, (ii) depriving the Company's shareholders of all preemptive rights regarding series 1/2021 bonds, (iii) a conditional share capital increase issue of series K shares, (iv) depriving the Company's shareholders of all preemptive rights regarding series K shares and (v) an amendment to the Articles of Association

Acting pursuant to Article 393 point 5, Article 433 and Articles 448-454 of the Act of 15 September 2000. Code of Commercial Companies ("**CCC**"), Article 19 and 21 of the Act of 15 January 2015 on bonds ("**Bond Act**") and § 6 para. 7 of the Articles of Association of CCC Spółka Akcyjna ("**Company**"), having familiarized itself with the opinion of the Management Board of the Company on the exclusion of all Company shareholders' pre-emptive rights to convertible bonds series 1/2021 entitling to subscribe for series K shares issued under a conditional increase in share capital (forming Attachment 1 to this resolution) and on the exclusion of all Company shareholders' pre-emptive rights to subscribe for series K shares issued under a conditional increase in share capital (forming Attachment 2 to this resolution), the Extraordinary General Meeting of the Company hereby resolves as follows:

§ 1

Issue of Bonds

1. The Company shall issue 1/2021 series bearer bonds convertible into ordinary bearer shares of the Company, series K, in the number not exceeding 36,000 (thirty six thousand) units, with the total nominal value not exceeding PLN 360,000,000 (three hundred and sixty million zloty) ("**Bonds**").
2. The nominal value of one Bond will be PLN 10,000 (ten thousand zloty).
3. The issue price of each Bond shall be PLN 10,000 (ten thousand zloty) and shall be equal to its nominal value.
4. The final number of Bonds will be determined by the Board in the terms and conditions of issue of the Bonds (the "**Terms of Issue**").
5. The Bonds will not be in documentary form. The Bonds shall be registered in the depository (the "**Depository**") operated by the National Depository for Securities S.A. with its seat in Warsaw (the "**NDS**") in accordance with the provisions of the Act on Trading in Financial Instruments of 29 July 2005 (the "**Act on Trading**").
6. The Management Board will specify in the Issue Conditions whether the Bonds will be secured or unsecured. If, pursuant to the Terms of Issue, the Bonds are secured, the Terms of Issue shall additionally specify the type of security and the conditions for its establishment. The Terms of Issue may provide that the security for the Bonds shall be established before or after the issue of the Bonds.
7. The Bonds will be offered by way of a public offering exempt from the obligation to publish a prospectus within the meaning of the relevant legislation or any other offering document for the purposes of such offering. The Bonds will only be offered to qualified investors within the meaning of Article 2(e) 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 (the "**Prospectus Regulation**") or to other investors who will acquire Bonds with an aggregate nominal value of at least 100.000 Euros per investor for each separate offer, calculated at the average exchange rate of the National Bank of Poland as at the date of the adoption of this Resolution and the submission of a purchase proposal to the investor, in compliance with the obligation to prepare a purchase proposal for the Bonds.

8. The issue date of the Bonds ("**Issue Date**") shall be the date of allocation of the Bonds. The allocation date for the Bonds shall be no earlier than the date of entry of this Resolution in the National Court Register.
9. The redemption date of the Bonds (the "**Redemption Date**") will be determined by the Board of Directors of the Company in the terms and conditions of the issue of the Bonds and will be no later than 6 (six) years from the Issue Date.
10. The bonds will be subject to early redemption:
 - (a) at the request of the bondholder(s) - only in cases indicated in the Terms of Issue ("**Early Redemption at Bondholders' Request**"); or
 - (b) at the Company's request - on terms set forth in the Terms of Issue (in particular, it is permitted to set forth in the Terms of Issue a commission to bondholders for early redemption at the Company's request) ("**Early Redemption at the Issuer's Request**").
11. The Bonds will bear interest. The Terms of Issue will specify the terms of payment of interest, including its amount and the length of interest periods.
12. The holder of the Bonds will be entitled to:
 - (a) pay interest on the interest payment dates provided for in the Terms of Issue;
 - (b) payment on the Redemption Date (or on the Early Redemption Date) of the nominal value of each Bond to be redeemed (together with interest accrued to that date and not previously paid);
 - (c) to subscribe for the Company's ordinary bearer shares, series K, with the nominal value of PLN 0.10 (ten groszy) each, to be issued as part of the conditional increase in the Company's share capital under this Resolution ("**Series K Shares**"), in exchange for the Bonds held, pursuant to the terms set forth in this Resolution.
13. The conversion of the Bonds into Series K Shares will take place according to the following rules:
 - (a) For each Bond, its holder will receive the number of Series K Shares calculated as the quotient (rounded down to the nearest integer) of: (i) in the numerator - the nominal value of the Bonds, and (ii) in the denominator - the volume-weighted average price of the Company's shares listed on the regulated market operated by the Warsaw Stock Exchange for the 10 (ten) trading sessions preceding (excluding) the Issue Date, increased by 30% (thirty percent), whereby the amount so determined in the denominator shall not be less than PLN 161.29 (one hundred and sixty-one zloty twenty-nine groszy);
 - (b) The Bonds will be convertible into Series K Shares no earlier than 6 (six) months after the Issue Date and no later than 6 (six) months before the Redemption Date, but no later than 31 December 2027;
 - (c) Each holder of Bonds may convert his or her Bonds into Series K Shares if he or she submits for conversion a minimum number of Bonds whose aggregate nominal value on the conversion date is at least the equivalent of EUR 100,000, at the average exchange rate set by the National Bank of Poland on the Issue Date and on the date of conversion of the Bonds into Series K Shares. Each holder of Bonds who is a qualified investor within the meaning of Art. 2(e) of the Prospectus Regulation may convert the Bonds into Series K Shares regardless of the number of Bonds held;
 - (d) The conversion of the Bonds into Series K Shares shall be made based on written statements of the bondholders;
 - (e) other terms and conditions of conversion of the Bonds into Series K Shares will be specified by the Board in the Terms of Issue.
14. If a bondholder submits a statement on conversion of the Bonds into Series K Shares regarding the Bonds to which the statement relates, the right to demand their redemption shall expire.
15. The maximum amount of the Company's share capital increase resulting from the conversion of the Bonds into Series K Shares is set forth in § 3 of this Resolution.

16. The Management Board shall be authorised to determine detailed issues related to the issue of the Bonds for the purpose of implementing this Resolution, including in particular dates and terms of conversion of the Bonds, as well as to determine the content of and to adopt the Terms of the Issue taking into account the provisions hereof, and to perform all necessary actions related to the issue, including determination of the content and submission of the offer to purchase and allocation of the Bonds, and to take all necessary actions related to dematerialisation of the Bonds, including in particular execution of the agreement on registration of the Bonds with the Depository. The Management Board is authorised to indicate whether the Bonds shall be introduced to trading in the organised market, and to select the market where the Bonds shall be introduced.

§ 2

Waiving the pre-emptive right to the Bonds

1. In the interest of the Company, all the shareholders of the Company are hereby fully deprived of their pre-emptive rights relating to the Bonds. The written opinion of the Company's Management Board giving reasons for the waiver of the subscription rights to the Bonds is acknowledged (attached as Appendix 1 hereto).
2. The nature of the issue of the Bonds justifies depriving all shareholders of the Company of their pre-emptive rights respecting all the Bonds.
3. The Management Board may, in the Terms of Issue, specify a preference in the allocation of the Bonds to the shareholders of the Company, subject to §1.7 hereof.

§ 3

Conditional increase in share capital

1. Pursuant to Articles 448-453 of the Commercial Companies Code, the Company's share capital is conditionally increased by an amount not exceeding PLN 223,200 (two hundred and twenty-three thousand two hundred zloty).
2. The Company's share capital shall be increased through the issuance of up to 2,232,000 (two million two hundred and thirty-two thousand) ordinary series K bearer shares with a par value of PLN 0.10 (ten groszy) each ("**Series K Shares**").
3. The Company's share capital is increased to grant the holders of the Series 1/2021 Bonds ("**Bonds**") the right to acquire Series K Shares in the increased share capital. This objective also constitutes grounds for the resolution required under Art. 449 in conjunction with Art. 445.1 of the Polish Companies Act.
4. The persons entitled to acquire Series K Shares shall be solely the bondholders - holders of the Bonds (i.e. Series 1/2021 Bonds issued by the Company), provided that:
 - (a) each holder of Bonds may convert his Bonds into Series K Shares if he submits for conversion a minimum number of Bonds whose aggregate nominal value is at least the equivalent of EUR 100,000, at the average exchange rate set by the National Bank of Poland no lower than on the Issue Date and on the date of conversion of the Bonds into Series K Shares; or
 - (b) Each holder of the Bonds who is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation may convert the Bonds into Series K Shares regardless of the number of Bonds held.
5. No special rights will be attached to the Series K Shares.
6. The Series K Shares will participate in dividends on the following terms:
 - (a) If Series K Shares are subscribed for on or before the dividend record date (inclusive of such date) set forth in a resolution of the General Meeting of the Company regarding profit distribution, Series K Shares shall participate in profit distribution starting with the profit generated in the previous financial year, i.e. from the beginning of the financial year immediately preceding the year in which Series K Shares are subscribed for, on an equal basis with the remaining shares in the Company;
 - (b) If Series K Shares are subscribed for on a date after the dividend date set forth in a resolution of the General Meeting of the Company on profit distribution, Series K

Shares shall participate in profit distribution starting with the profit for the financial year in which they are subscribed for, i.e. from the beginning of the financial year, on an equal basis with the other shares of the Company.

7. The right to acquire Series K Shares vested in the holders of the Bonds may be exercised no later than 6 (six) months before the Bond Redemption Date specified in the terms and conditions of the Bonds, however, no later than 31 December 2027, subject to detailed rules set forth in the terms and conditions of the Bonds and the regulations of the NDS.
8. It is resolved that the Company shall apply for admission and introduction of Series K Shares to trading on the regulated market operated by the Warsaw Stock Exchange ("**WSE**") to apply for admission and introduction of Series K Shares to trading on a regulated market operated by the WSE, and the Management Board of the Company is hereby obliged and authorised to submit the relevant application to the WSE.
9. It is resolved to dematerialise Series K Shares within the meaning of the Act on Trading. The Management Board of the Company is hereby obliged and authorised to conclude with the National Depository for Securities S.A. ("**NDS**") to conclude an agreement for the registration of Series K Shares with the securities depository maintained by NDS and to undertake any other actions necessary to dematerialize Series K Shares.
10. The Management Board is authorised to perform all other factual and legal acts connected with and necessary for the issue of the Series K Shares.

§ 4

Exclusion of pre-emptive rights to Series K Shares

1. Pursuant to Art. 433 of the Polish Companies Act and Art. 21 of the Bond Act, in the Company's interest, all shareholders of the Company are hereby wholly deprived of their pre-emptive rights to Series K Shares to be subscribed for by holders of the Bonds (i.e. Series 1/2021 Bonds issued by the Company). The written opinion of the Company's Management Board stating reasons for the waiver of the pre-emptive rights to Series K Shares (attached as Appendix 2 hereto) is acknowledged.
2. The nature (including the purpose) of the conditional increase of the Company's share capital justifies depriving all shareholders of the Company of their pre-emptive rights relating to all Series K Shares.

§ 5

Amendment of the Company's Articles of Association

1. In connection with this resolution, which provides, inter alia, for a conditional increase in the Company's share capital, the Company's Articles of Association are amended as follows:
 - (a) Paragraph 1 of §6b of the Articles of Association shall be amended to read as follows:

"1. The conditional share capital of the Company shall amount to no more than PLN 541,092 (five hundred and forty one thousand and ninety two zloty) by issuing: (a) no more than 4,000 (four thousand) series E ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each; (b) no more than 1,174,920 (one million one hundred and seventy-four thousand nine hundred and twenty) series F ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each; (c) no more than 2.000,000 (two million) series G ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each; and (d) no more than 2,232,000 (two million two hundred and thirty-two thousand) series K ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each. "
 - (b) In §6b of the Articles of Association, the following paragraph 9 is added after paragraph 8:

*"9. The purpose of the conditional share capital increase referred to in paragraph 1(d) above is to grant rights to subscribe for series K shares to holders of Series 1/2021 convertible bonds ("**Series 1/2021 Convertible Bonds**") issued pursuant to the resolution of the Extraordinary General Meeting No. [●] of [●] 2021 concerning (i) the issue of the Series 1/2021 Bonds convertible into Series K shares, (ii) fully waiving the*

Company's shareholders' pre-emptive rights to the Series 1/2021 Convertible Bonds, (iii) a conditional share capital increase through the issue of Series K shares, (iv) fully waiving the Company's shareholders' pre-emptive rights to the Series K shares, and (v) amending the Articles of Association. The holders of the Series 1/201 Convertible Bonds referred to above shall be authorised to subscribe for the series K shares, with the exclusion of the shareholders' pre-emptive right. The right to subscribe for series K shares arising from the Series 1/2021 Convertible Bonds may be exercised no later than 6 (six) months before the Redemption Date of the Series 1/2021 Convertible Bonds specified in the terms of issue of the Series 1/2021 Convertible Bonds, but no later than 31 December 2027. ”.

2. The other provisions of the Articles of Association remain unchanged.

§ 6

Authorisations

1. The Management Board is authorised to take all necessary actions to implement the Resolution.
2. The Management Board is authorised, with the prior approval of the Supervisory Board, to decide to waive the execution of the Resolution, suspend its execution, waive or suspend the offering of the Bonds at any time.
3. Acting pursuant to art. 430 § 5 of the Code of Commercial Companies, the Extraordinary General Meeting hereby authorises the Company's Supervisory Board to establish the uniform text of the Company's Articles of Association, taking into account the changes introduced by this resolution, including changes of editorial nature, such as: standardisation of numbering, standardisation of spelling of terms used in the text of the Company's Articles of Association, correction of minor errors and typing mistakes, correction of stylistic errors, standardisation of spelling of numbers.

§ 7

Entry into force

This resolution shall enter into force upon its adoption, with the amendments to the Articles of Association becoming effective upon registration by the registry court.

Justification of the resolution:

The purpose of the issue of the Bonds will be to raise funds to finance the purchase price of 10% of the shares in eObuwie.pl S.A. (a subsidiary of the Company) from the company MKK 3 Sp. z o.o. (or its related parties) and/or to cover the related costs (including taxes). If, after the purchase of such 10% of shares in eObuwie and the covering of the related costs, there remains any surplus funds from the issue of the Bonds, such surplus will be used to finance the Issuer's current operations. Depending on the decision of the Board, the above objectives may (but need not) be included in the Terms of Issue as the purpose of the issue within the meaning of Article 32 of the Bond Act.

The purchase of the above-mentioned block of shares in eObuwie.pl S.A. from MKK 3 Sp. z o.o. will complete the performance of the agreement with MKK3 sp. z o.o. about which the Issuer informed in current reports 14/2021 dated 31 March 2021. (Disclosure of delayed confidential information concerning commencement of negotiations with MKK3 sp. z o.o. on investment in eobuwie.pl S.A.), 15/2021 dated 31 March 2021 (Transaction of purchase of shares in eobuwie.pl S.A.), and 41/2021 of 22 June 2021. (Conclusion of agreements on the sale of shares in eobuwie.pl S.A.). Raising funds in the form of a convertible bond issue is one of the alternative sources considered for financing the acquisition of a stake in eObuwie.pl S.A. from MKK3 sp. z o.o. The final decision on the selection of the financing source will be made by the Management Board.

The mechanism for the conversion of the Bonds into shares described in the draft ensures compliance of the issue with the principle set forth in Art. 19.4.2 of the Bond Act, which requires that for each PLN of the nominal value of the Bonds there should be no more than one PLN of the nominal value of the shares, and consequently ensures full coverage of the Company's share capital in the event of the conversion of the Bonds into Series K Shares.

The execution of the issue of the Bonds by the Company will make it possible to obtain such financing from new investors for the above purposes. Due to the nature of the Bonds - convertible bonds - carrying out the issue requires the exclusion of the subscription rights of all existing shareholders in their entirety, both respecting the Bonds and the Company's shares issued through the conversion of the Bonds into such shares.

Additional information on the purpose of the issue of the Bonds and the justification for the exclusion of the shareholders' pre-emptive rights to the Bonds and Series K Shares was contained in the "Opinion of the Management Board of CCC S.A. (the "Company") on the full waiver of pre-emptive rights of all shareholders of the Company to convertible bonds series 1/2021 entitling to subscribe for series K shares issued within the framework of conditional increase in share capital of the Company" and "Opinion of the Management Board of CCC S.A. (the "Company") on the full waiver of pre-emptive rights of all shareholders of the Company to subscribe for the Series K Shares issued within the framework of conditional increase in share capital of the Company".

Annex 1

Opinion of the Management Board of CCC S.A. ("the **Company**") on depriving all shareholders of the Company of their pre-emptive rights to series 1/2021 convertible bonds entitling them to subscribe for series K shares issued as part of a conditional increase in the Company's share capital

Acting pursuant to Article 433 § 2 in conjunction with Article 433 § 6 of the Code of Commercial Companies and in connection with Article 21 of the Bond Act of 15 January 2015, the Management Board of the Company hereby recommends that all shareholders of the Company be fully deprived of their pre-emptive rights to Series 1/2021 convertible bonds with a nominal value of PLN 10.000 PLN (ten thousand zlotys) each ("**Bonds**") to be issued pursuant to the proposed resolution of the Extraordinary General Meeting of the Company on (i) the issue of series 1/2021 bonds convertible into series K shares, (ii) the full waiver of the Company's shareholders' pre-emptive rights to series 1/2021 convertible bonds, (iii) a conditional increase in the Company's share capital through the issue of series K shares, (iv) the full waiver of the Company's shareholders' pre-emptive rights to series K shares and (v) amendments to the Articles of Association.

At the same time, the Company's Management Board proposes that the issue price of the Bonds should amount to PLN 10,000 (ten thousand zloty) per each Bond.

The issue of the Bonds is justified by the Company's intention to raise funds in the amount of PLN 360,000,000 (three hundred and sixty million zloty) to finance the purchase of a 10% interest in eObuwie.pl S.A. from MKK 3 Sp. z o.o. Purchase of this block of shares in the company eObuwie.pl S.A. (and thus its financing) is necessary for the fulfilment of the Company's obligations to purchase that block of shares from MKK 3 Sp. z o.o.

Issuance of convertible Bonds instead of ordinary (non-convertible) bonds while fully disqualifying all shareholders of the Company from subscribing for the Bonds will allow the Company to attract new investors, and the convertibility of the Bonds will allow the Company to obtain a lower interest rate on the Bonds than if ordinary (non-convertible) bonds were issued.

Accordingly, the purpose and nature of the issue of the Bonds justify that all shareholders of the Company are fully deprived of their pre-emptive rights respecting all the Bonds.

Annex 2

Opinion of the Management Board of CCC S.A. ("the **Company**") on depriving all shareholders of the Company of their pre-emptive rights to Series K Shares issued within the framework of conditional increase in share capital of the Company

Acting pursuant to Art. 433 § 2 of the Commercial Companies Code, the Management Board of the Company hereby recommends that all shareholders of the Company be fully deprived of their pre-emptive rights to series K ordinary shares with a par value of PLN 0.10 (ten groszy) each ("**New Shares**") to be issued as part of the conditional increase in the Company's share capital under the proposed resolution of the Extraordinary General Meeting of the Company on (i) the issue of series 1/2021 bonds convertible into series K shares (ii) fully waiving the Company's shareholders' pre-emptive rights to Series 1/2021 convertible bonds, (iii) conditionally increasing the Company's share capital through the issue of Series K shares, (iv) fully waiving the Company's shareholders' pre-emptive rights to Series K shares, and (v) amending the Articles of Association.

At the same time, the Management Board proposes that the issue price of the New Shares be determined by the conversion ratio of Series 1/2021 Bonds to New Shares, which is the quotient (rounded down to the nearest integer) of: (i) in the numerator - the nominal value of the Bonds, and (ii) in the denominator - the volume-weighted average price of the Company's shares listed on the regulated market operated by the Warsaw Stock Exchange for the 10 (ten) trading sessions preceding (excluding) the Issue Date, increased by 30% (thirty percent), whereby the amount so determined in the denominator shall not be less than PLN 161.29 (one hundred and sixty-one zloty twenty-nine groszy);

The purpose of the conditional increase in the Company's share capital is to issue New Shares to be subscribed for by holders of convertible bonds series 1/2021 (the "**Bonds**") issued pursuant to the above proposed resolution of the Extraordinary General Meeting.

The issue of the Bonds is justified by the Company's intention to raise funds in the amount of PLN 360,000,000 (three hundred and sixty million zloty) to finance the purchase of a 10% interest in eObuwie.pl S.A. from MKK 3 Sp. z o.o. Purchase of this block of shares in the company eObuwie.pl S.A. (and thus its financing) is necessary for the fulfilment of the Company's obligations to purchase that block of shares from MKK 3 Sp. z o.o.

Issuance of convertible Bonds instead of ordinary (non-convertible) bonds while fully disqualifying all shareholders of the Company from subscription rights to the Bonds will allow the Company to attract new investors, and the possibility to convert the Bonds into New Shares will allow the Company to obtain a lower interest rate on the Bonds than if ordinary (non-convertible) bonds were issued.

Accordingly, the purpose and nature of the issue of the New Shares justify that all shareholders of the Company are fully deprived of their pre-emptive rights respecting all New Shares.