CCC

Draft - concerns agenda item 2 ***<u>Secret ballot</u>***

RESOLUTION NO. 1/EGM/2025
OF THE EXTRAORDINARY GENERAL MEETING
OF CCC S.A. WITH ITS REGISTERED OFFICE IN POLKOWICE,
dated March 17, 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.

CCC

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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 March 17, 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 6/2025 dated February 17, 2025, is adopted.

§ 2

The resolution comes into force on the date of adoption.

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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
of 17 March 2025

on a conditional share capital increase by issuing Series O ordinary shares, the exclusion of all the existing shareholders' pre-emptive rights to subscribe for any Series O shares, and on amendments to the Company's Articles of Association

Pursuant to Article 430 § 1, Article 433 § 2 and Articles 448-453 of the Act of 15 September 2000 - Commercial Companies Code (the "**Commercial Companies Code**"), the Extraordinary General Meeting resolves as follows:

§ 1.
Conditional Share Capital Increase

1. For the purpose of vesting rights to subscribe for Series O Shares in holders of the subscription warrants issued by the Company to A&R Investments Limited with its registered office at Avenue 77 Business Centre, Triq in-Negozju, Zone 3, Central Business District, Birkirkara, CBD 3010, Malta, registered in the Maltese Commercial Register under number C 36498 ("**A&R**") and to EMBUD 2 spółka z ograniczoną odpowiedzialnością S.K.A. with its registered office in Warsaw at ul. Konstruktorska 4, 02-673 Warszawa (registration number KRS 0000676753) ("**EMBUD 2**") in relation to Conditional Sale Agreements for shares of Modivo S.A. with its registered office in Zielona Góra (registration number KRS 0000541722) ("**Modivo**") ("**Sale Agreements**"), on the basis of which the Company will buy from A&R and EMBUD 2 in total 2,000,000 (two million) ordinary registered shares of Modivo carrying 2,000,000 (two million) votes at Modivo's General Meeting for a purchase price that will be settled in the part amounting in total to PLN 50,000,000.00 (fifty million zlotys) by setting-off mutual receivables among the Company, A&R and EMBUD 2 under the Sale Agreements and under subscription agreements for the subscription warrants issued in relation to the adoption of this Resolution on the basis of a separate resolution of the Extraordinary General Meeting on the issuance of subscription warrants ("**Subscription Warrants**"), the Extraordinary General Meeting conditionally increases the Company's share capital by no more than PLN 250,000.00 (two hundred and fifty thousand zlotys), by issuing no more than 2,500,000 (two million five hundred thousand) new Series O ordinary bearer shares with the nominal value of PLN 0.10 (ten groszy) each.
2. The only entities eligible to subscribe for Series O Shares will be the holders of the Subscription Warrants issued pursuant to the Extraordinary General Meeting's resolution on the issuance of subscription warrants which is to be adopted pursuant to Item 6 of the Extraordinary General Meeting's agenda adopted in Resolution No. 2 of the Extraordinary General Meeting.
3. The right to subscribe for Series O Shares based on the Subscription Warrants may be exercised until 30 June 2027, provided that in the period from the date of this Resolution until 30 June 2027, the average price of the Company's shares calculated using volume-weighted closing prices published by the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) on 10 (ten) consecutive trading days, reaches a level exceeding by 50% the issue price of the Company's Series N shares issued pursuant to Resolution No. 5/EGM/2025 of the Extraordinary General Meeting dated 17 March 2025 ("**Series N Shares**"), regardless of whether the Company's share price falls below this value after reaching it.
4. The rights attached to the Subscription Warrants that are not exercised to subscribe for the Series O Shares in the period indicated in the preceding sentence will expire with the lapse of that period, and the Subscription Warrant will be cancelled.
5. All Series O Shares will be subscribed for cash only.

6. The issue price of 1 (one) Series O Share will be determined by the Company's Management Board based on the issue price of the Series N Shares, with the issue price of 1 (one) Series O Share being equal to the issue price of one Series N Share.
7. Series O Shares will participate in dividends on the following terms:
   a. The Series O Shares first registered on a securities account on or before the dividend day set out in an Annual General Meeting's profit appropriation resolution will first participate in the profits for the previous accounting year, i.e. as of 1 February of the accounting year immediately preceding the year in which the shares were first registered on the securities account.
   b. The Series O Shares first registered on a securities account after the dividend day set out in an Annual General Meeting's profit appropriation resolution will first participate in the profits for the accounting year in which the shares were first registered on the securities account.

§ 2.

Exclusion of the existing shareholders' pre-emptive rights with respect to Series O Shares

1. The General Meeting has reviewed a written opinion of the Management Board on the subscription rights and the issue price of the Series O Shares and, acting in the interest of the Company, resolves to exclude entirely all the existing shareholders' rights to subscribe for any Series O Shares.
2. The Management Board's written opinion explaining the reasons for excluding entirely the existing shareholders' pre-emptive to all Series O Shares and presenting the method of determining the issue price of the Series O Shares, is attached to this Resolution.

§ 3.
Amendments to the Articles of Association

1. In connection with the conditional increase of the Company's share capital through the issuance of Series O Shares referred to in § 1 of this Resolution, the Articles of Association of the Company are amended in such way that a new § 6c with the following wording is added after § 6b:

"§ 6c

1. Pursuant to Resolution No. 3/EGM/2025 of the Extraordinary General Meeting, the Company's share capital is conditionally increased by no more than PLN 250,000.00 (two hundred and fifty thousand zlotys) through the issuance of no more than 2,500,000 (two million five hundred thousand) Series O ordinary bearer shares with the nominal value of PLN 0.10 (ten groszy) each.

2. The entities entitled to subscribe for Series O shares are the holders of series D subscription warrants issued by the Company pursuant to Resolution No. 4/EGM/2025 of the Extraordinary General Meeting dated 17 March 2025, who may exercise their right to subscribe for Series O shares until 30 June 2027.

3. Series O Shares may be paid for in cash only."

2. The amendment of the Articles of Association referred to in Section 1 above comes into force upon being entered in the Register of Entrepreneurs of the National Court Register.

§ 4.
Effective date of the Resolution

This resolution becomes effective upon its adoption, subject to the provisions of § 3 Section 2.

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Draft - refers to Item 6 of the Agenda

Open ballot

**RESOLUTION NO. 4/EGM/2025
OF THE EXTRAORDINARY GENERAL MEETING OF
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE
of 17 March 2025**

on the issuance of Series D subscription warrants, the exclusion of the existing shareholders' pre-emptive rights to Series D subscription warrants entirely, the seeking of admission and introduction of Series O shares to trading on the regulated market operated by the Warsaw Stock Exchange and the dematerialization of Series O shares and Series D subscription warrants

The Extraordinary General Meeting of the Company, acting pursuant to Article 393 Section 5, Article 430 § 1, Article 433 § 2 and § 6 and Articles 448-453 of the Act of 15 September 2000 - Commercial Companies Code, and Article 5 Section 1 Item 1 and 3 and Section 4 of the Act of 29 July 2005 on Trading in Financial Instruments (the "**Act on Trading in Financial Instruments**"), resolves as follows:

**§ 1.
Issue of subscription warrants**

1. Subject to the registration of the conditional share capital increase in the Company's carried out pursuant to the Extraordinary General Meeting's Resolution No. 3/EGM/2025 dated 17 March 2025 ("**Resolution No. 3/EGM/2025**"), in order to fulfill the Company's obligations under the Conditional Sale Agreements for shares of Modivo S.A. with its registered office in Zielona Góra (registration number KRS 0000541722) ("**Modivo**") ("**Sale Agreements**") executed with A&R Investments Limited with its registered office at Avenue 77 Business Centre, Triq in-Negozju, Zone 3, Central Business District, Birkirkara, CBD 3010, Malta, registered in the Maltese Commercial Register under number C 36498 ("**A&R**") and EMBUD 2 spółka z ograniczoną odpowiedzialnością S.K.A. with its registered office in Warsaw at ul. Konstruktorska 4, 02-673 Warszawa (registration number KRS 0000676753) ("**EMBUD 2**"), on the basis of which the Company will buy from A&R and EMBUD 2 in total 2,000,000 (two million) ordinary registered shares of Modivo carrying 2,000,000 (two million) votes at Modivo's General Meeting ("**Modivo Shares**") for a purchase price that will be settled in the part amounting in total to PLN 50,000,000.00 (fifty million zlotys) by setting-off mutual receivables among the Company, A&R and EMBUD 2 under the Sale Agreements and under subscription agreements for the subscription warrants issued pursuant to this Resolution, the Extraordinary General Meeting resolves to issue 2,500,000 (two million five hundred thousand) Series D subscription warrants ("**Subscription Warrants**"), granting the right to subscribe for Series O ordinary bearer shares with the nominal value of PLN 0.10 (ten groszy) each ("**Series O Shares**") in the process of conditional share capital increase in the Company.
2. The Subscription Warrants will be offered for subscription to A&R and EMBUD 2 in settlement of the purchase price for Modivo Shares, in accordance with the Sale Agreements.
3. Only the Subscription Warrant holders will be entitled to subscribe for Series O Shares. Each Subscription Warrant carries the right to subscribe for one Series O Share at the issue price determined in accordance with Resolution No. 3/EGM/2025.
4. The Subscription Warrants will be subscribe for a consideration. The issue price of one Subscription Warrant is PLN 20.00 (twenty zlotys). It will be settled by contractual set-off of mutual receivables among the Company, A&R and EMBUD 2 under the Sale Agreements and under Subscription Warrants subscription agreements, in accordance with the Sale Agreements.
5. The Subscription Warrants will be issued in a private placement within the meaning of Article 431 § 2 Item 1 of the Commercial Companies Code, in which the Company will make an offer to A&R and EMBUD 2 to subscribe for the Subscription Warrants. The deadline for making the offer referred to in the preceding sentence and the deadline for subscribing for the Subscription Warrants in response to the offer made by the Company will be determined by the Company's Management Board taking into account the provisions of this Resolution.

6. Subject to the conditions set out in Resolution No. 3/EGM/2025, in particular the condition that the Company's share price must exceed by 50% the issue price of the Company's Series N shares issued pursuant to Resolution No. 5/EGM/2025 of the Company's Extraordinary General Meeting dated 17 March 2025 in the period from the date of Resolution No. 3/EGM/2025 to 30 June 2027, the right to subscribe for Series O Shares under the Subscription Warrants will be irrevocable and valid until 30 June 2027. The rights under the Subscription Warrants that are not exercised to subscribe for Series O Shares within that period of time will expire with its lapse, and the Subscription Warrants will be cancelled.
7. The Subscription Warrants will be registered securities. The Subscription Warrants will be issued as dematerialized securities and the Company will cause their registration in accordance with the applicable provisions of law.
8. The Subscription Warrants are non-alienable, except for their disposal to: (i) ULTRO S.à r.l., Luxembourg with its registered office in Luxembourg ("**ULTRO**") or to an ULTRO's affiliate designated by ULTRO; (ii) RIO Alternatywna Spółka Inwestycyjna sp. z o.o. with its registered office in Warsaw (KRS: 0000977328); (iii) RIO polska spółka holdingowa sp. z o.o. with its registered office in Warsaw (KRS: 0000952032); or (iv) Heartland Investments ASI sp. z o.o. with its registered office in Krakow (KRS: 0001064638).

§ 2.

Exclusion of the existing shareholders' pre-emptive rights with respect to the Subscription Warrants

1. The General Meeting has reviewed a written opinion of the Management Board on the subscription rights and the issue price of the Subscription Warrants and, acting in the interest of the Company, resolves to exclude entirely all the existing shareholders' rights to subscribe for any Subscription Warrants.
2. The written opinion of the Management Board substantiating the full exclusion of the existing shareholders' pre-emptive rights with respect to all Subscription Warrants and indicating the proposed issue price of the Subscription Warrants is attached to this Resolution.

§ 3.

Dematerialization and execution of the agreement for registration

1. The Extraordinary General Meeting resolves that the Company will apply for admission and introduction to trading on a regulated market operated by the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) (the "**WSE**") of no more than 2,500,000 (two million five hundred thousand) Series O Shares.
2. The Extraordinary General Meeting resolves to dematerialize, as defined in the Act on Trading in Financial Instruments, no more than 2,500,000 (two million five hundred thousand) Series O Shares and no more than 2,500,000 (two million five hundred thousand) Subscription Warrants and to register them with the securities deposit kept by the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*) (the "**NDS**").
3. The Extraordinary General Meeting authorizes the Management Board to take any and all necessary legal and factual actions, including the submission of relevant applications, statements and notifications, as required by laws and regulations, resolutions or guidelines of the WSE or the NDS, with respect to:
    a. seeking admission and introduction of Series O Shares to trading on the regulated market operated by the WSE;
    b. dematerialization of Series O Shares and Subscription Warrants; and
    c. conclude an agreement with the NDS to register in the securities depository maintained by the NDS no more than 2,500,000 (two million five hundred thousand) Series O Shares and no more than 2,500,000 (two million five hundred thousand) Warrants.

§ 4.
Authorization for the Management Board and the Supervisory Board

1. The Management Board is hereby authorized to take all necessary actions to offer and issue Series O Shares in accordance with Resolution No. 4/EGM/2025 and the Sale Agreements.
2. The Extraordinary General Meeting authorizes the Supervisory Board to adopt the amended and restated text of the Articles of Association which will reflect the amendments adopted in Resolution No. 4/EGM/2025, after they are entered in the Register of Entrepreneurs of the National Court Register.

§ 5.
Effective date of the Resolution

This Resolution becomes effective as of the registration in the Register of Entrepreneurs of the National Court Register of the conditional share capital increase in the Company carried out pursuant to Resolution No. 3/EGM/2025.

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Attachment to draft Resolution No. 3/EGM/2025 of the Extraordinary General Meeting of CCC Spółka Akcyjna with its registered office in Polkowice, dated 17 March 2025, on a conditional share capital increase by issuing Series O ordinary shares, the exclusion of all the existing shareholders' pre-emptive rights to subscribe for any Series O shares, and on amendments to the Company's Articles of Association and draft Resolution No. 4/EGM/2025 of the Extraordinary General Meeting of CCC Spółka Akcyjna with its registered office in Polkowice, dated 17 March 2025 on the issuance of Series D subscription warrants , the exclusion of the existing shareholders' pre-emptive rights to Series D subscription warrants entirely, the seeking of admission and introduction of Series O shares to trading on the regulated market operated by the Warsaw Stock Exchange and the dematerialization of Series O shares and Series D subscription warrants

OPINION OF THE MANAGEMENT BOARD OF CCC S.A.

of 17 February 2025

substantiating the full exclusion of all shareholders' pre-emptive rights to Series D subscription warrants issued by the Company and the full exclusion of all shareholders' pre-emptive rights to all Series O shares, the proposed issue price of Series D subscription warrants and the manner of determination of the issue price of Series O shares

Pursuant to Article 433 § 2 and § 6 of the Act of 15 September 2011 – Commercial Companies Code, the Management Board of CCC S.A. with its registered office in Polkowice (the "**Company**") prepared this opinion on 17 February 2025 in relation to the planned adoption by the Company's General Meeting of the resolutions on (i) a conditional share capital increase by issuing Series O ordinary shares, the exclusion of all the existing shareholders' pre-emptive rights to subscribe for any Series O shares, and on amendments to the Company's Articles of Association and on (ii) the issuance of Series D subscription warrants , the exclusion of the existing shareholders' pre-emptive rights to Series D subscription warrants entirely, the seeking of admission and introduction of Series O shares to trading on the regulated market operated by the Warsaw Stock Exchange and the dematerialization of Series O shares and Series D subscription warrants (the "**Resolutions**").

Full exclusion of all pre-emptive rights to all Series D subscription warrants and all Series O shares

In the opinion of the Management Board, due to the reasons described below, excluding the existing shareholders' pre-emptive rights entirely with respect to Series D subscription warrants and Series O shares is aligned with the Company's interests and contributes to pursuing the Company's strategic goals.

In 2024, the Company decided to comprehensively integrate the operations of Modivo S.A. with its registered office in Zielona Góra ("**Modivo**") with operations of other entities in the Company's group (the "**CCC Group**"), including, among other things, in the areas of costs, processes, tools and human resources management. The goal of the integration is to create a more cohesive and efficient operating environment that will better utilize the resources and capabilities of the entire CCC Group. In particular, by conducting the operational integration the Company aims to fully integrate its merchandise base (one stock for the entire CCC Group) and fully integrate its customer bases, which will eliminate internal limitations and competition between sales channels within the CCC Group and optimize customer solicitation costs. Fully integrating the customer bases by managing the customers from the point of view of only one profit center at the CCC Group level (the so-called Modivo Club) will result in maximizing the revenue and margin generated at the level of each CCC Group customer. In addition, the company decided to change Modivo's business model by implementing e-commerce support for all CCC Group business lines and increasing the share of private label and licensed brands in Modivo's offerings.

To work effectively towards achieving these goals, the Management Board considers it necessary to change Modivo's ownership structure and vest full control over Modivo in CCC Group companies. To this end, on 17 February 2025, the Company entered into conditional agreements with Modivo's minority shareholders ("**Modivo Minority Shareholders"**) for the sale of all of their Modivo shares ("**Modivo Share Purchase Agreements**"). The Modivo Share Sale Agreements provide for a total purchase price for all acquired Modivo shares of approximately PLN 1.41 billion. Part of this price, approximately PLN 1.36 billion, will be settled with the Modivo Minority Shareholders using cash that the Company is planning to raise from contributions paid against new shares issued pursuant to the Extraordinary General Meeting's Resolution No. 3/EGM/2025 (the "**New Shares**"). The balance of the purchase price amounting to PLN 50 million is to be settled by the Company with the Minority Shareholders: A&R Investments Limited with its registered office in Birkirkara, Malta ("**A&R**") and EMBUD 2 spółka z ograniczoną odpowiedzialnością S.K.A. with its registered office in Warsaw ("**EMBUD 2**") by way of a contractual set-off of mutual receivables arising under the Modivo Share Purchase Agreements and the subscription agreements for subscription warrants issued by the Company.

The conditional share capital increase in the Company through the issuance of not more than 2,500,000 (two million five hundred thousand) Series O shares with the nominal value of PLN 0.10 (ten groszy) each ("**Series O Shares**") with the pre-emptive rights of all the Company's existing shareholders excluded, is related to the Company's intention to grant the Minority Shareholders: A&R and EMBUD 2, the rights to subscribe for not more in total than 2,500,000 (two million five hundred thousand) Series D subscription warrants ("**Subscription Warrants**") in relation to the execution of the Modivo Share Purchase Agreements. Each Subscription Warrant represents the right to acquire one Series O Share, and they are issued to settle the non-cash portion of the Modivo shares purchase price amounting to PLN 50,000,000.00 (fifty million zlotys).

According to the draft Resolutions, the rights to subscribe for Series O Shares based on the Subscription Warrants may be exercised until 30 June 2027, provided that the market price of the Company's shares increases significantly in comparison to the issue price of the New Shares (i.e. in the period from the date of the Resolutions to 30 June 2027, the average price of the Company's shares calculated using volume-weighted closing prices published by the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) on 10 (ten) consecutive trading days, must reach a level exceeding by 50% the issue price of the Company's Series N shares, regardless of whether the Company's share price falls below this value after reaching it). If this condition is fulfilled, the Subscription Warrants holders will be entitled to subscribe for the Series O Shares at an issue price equal to the issue price of the New Shares. From the point of view of the Company's shareholders, this mechanism directly links their interests to those of Modivo Minority Shareholders, who will be entitled to convert the Subscription Warrants into O Shares only when the Company's share price rises significantly. This mechanism also allows to set the cash-settled price for the Modivo shares more favorably from the Company's point of view.

The Management Board assumes that this Company's strategy, if implemented successfully, will favorably influence the CCC Group's operations by, among other things, maximizing revenues and margins earned by the CCC Group, thereby positively affecting the Company's stock price, to the benefit of all its shareholders. In view of the foregoing, the Management Board of the Company concludes that issuing the Subscription Warrants and Series O Shares with all pre-emptive rights of the existing shareholders fully excluded, is in the interest of the Company. Therefore, the Management Board gives its favorable opinion on the issuance of the Subscription Warrants and Series O Shares with all pre-emptive rights of the Company's existing shareholders fully excluded.

Proposed issue price of the Subscription Warrants and the method of setting the issue price of Series O Shares

The Subscription Warrants will be issued against a consideration. The proposed issue price of one Subscription Warrant is PLN 20.00 (twenty zlotys). Provided that the condition which requires a minimum share market value increase (see the paragraphs above) is fulfilled, the issue price of Series O Shares will be determined by the Company's Management Board based on the issue price of the New Shares, so that the issue price of one Series O Share will be equal to the issue price of one New Share.

Conclusions

In view of the premises described above, the Management Board of the Company recommends that the Extraordinary General Meeting adopts the Resolution.

Management Board of the Company:

– signature –	*– signature –*	*– signature –*
Dariusz Miłek President of the Management Board	Karol Półtorak Vice-President of the Management Board	Łukasz Stelmach Vice-President of the Management Board

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Draft - refers to Item 7 of the Agenda

Open ballot

RESOLUTION NO. 5/EGM/2025
OF THE EXTRAORDINARY GENERAL MEETING OF
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE
of 17 March 2025

on the increase of the Company's share capital through the issue of ordinary bearer Series N Shares and the exclusion of all the pre-emptive rights of its existing shareholders in relation to all Series N Shares, the seeking of admission and introduction of Series N Shares and rights to Series N Shares to trading on a regulated market operated by the Warsaw Stock Exchange, the dematerialization of Series N Shares and rights to Series N Shares, the authorization to execute an agreement for the registration of Series N Shares and rights to Series N Shares in the depository of securities, and on amendments to the Articles of Association of the Company.

The Extraordinary General Meeting of CCC S.A. with its registered office in Polkowice (the "**Company**"), having reviewed an opinion of the Company's Management Board regarding the exclusion of all the pre-emptive rights of the existing shareholders with respect to all new shares, acting pursuant to Articles 430-433 and Article 310 § 2 of the Act of 15 September 2000 – Commercial Companies Code (the "**Commercial Companies Code**"), resolves as follows:

§ 1

1. The Company's share capital is increased by no less than PLN 0.1 (ten groszy) and no more than PLN 1,000,000.00 (one million zlotys) up to no less than PLN 6,886,800.10 (six million eight hundred eighty-six thousand eight hundred zlotys and ten groszy) and no more than PLN 7,886,800.00 (seven million eight hundred eighty-six thousand eight hundred zlotys) by way of issuing no less than 1 (one) and no more than 10,000,000 (ten million) Series N ordinary bearer shares with the nominal value of PLN 0.10 (ten groszy) each (the "**New Shares**").
2. The New Shares will be issued in a private placement within the meaning of Article 431 § 2 Item 1 of the Commercial Companies Code, conducted as a public offering exempted from the requirement to publish a prospectus, as defined in the relevant regulations, or other information or offering document for the purposes of such offering or an exemption from the mandatory registration in another jurisdiction. The New Shares may only be offered and sold outside the territory of the United States of America in offshore transactions, as defined in and pursuant to the provisions of Regulation S under the U.S. Securities Act of 1933, as amended, or under another exemption from the mandatory registration, or in transactions that are not subject to such registration. The investors who will be offered to subscribe for the New Shares will be selected based on the outcome of the book-building process for the New Shares.
3. The New Shares will participate in the dividend for the accounting year ending 31 January 2025, i.e. as of 1 February 2024, at par with all other shares in the Company.
4. The New Shares may be paid only in cash, including by contractual set-off of mutual monetary claims in which the investors who are Company's creditors pay for the New Shares by contractually setting-off their monetary claims towards the Company for payment of the purchase price under the purchase agreements for shares in Modivo S.A. with its registered office in Zielona Góra ("**Modivo Share Purchase Agreements**") against the Company's claims towards the investors for payment of the cash contribution against the New Shares under the subscription agreements for the New Shares. A contractual set-off of receivables resulting in the cancellation of such mutual receivables up to an amount equal to the value of the contribution required to cover the New Shares, will be recognized as payment for New Shares. The contractual set-off of receivables will be carried out in accordance with Article 14 § 4 of the Commercial Companies Code.
5. The Management Board of the Company is hereby authorized to determine the final amount by which the share capital of the Company will be increased, provided that such final amount may not be lower than the minimum amount or higher than the maximum amount of the capital increase specified in Section 1 above, which means that the total number of New Shares issued will not exceed 10,000,000 (ten million).

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§ 2

1. In the interest of the Company, all pre-emptive rights of its existing shareholders are hereby excluded with respect to the New Shares.
2. A written opinion of the Company's Management Board explaining the reasons for excluding the existing shareholders' pre-emptive rights with respect to the New Shares and presenting the method of determining the issue price of the New Shares is appended to this Resolution.

§ 3

It is resolved that the Company will apply for admission of the following to trading on a regulated market operated by the Warsaw Stock Exchange (the "**WSE**") where the Company shares are listed:

(a) New Shares; and
(b) no less than one (1) and no more than 10,000,000 (ten million) rights to New Shares (within the meaning of the Act on Trading in Financial Instruments of 29 July 2005 (the "**Act on Trading in Financial Instruments**")) (the "**Rights to Shares**").

§ 4

The New Shares and the Rights to Shares will be dematerialized, within the meaning of the applicable provisions of law, in particular the Act on Trading in Financial Instruments.

§ 5

1. § 6 Section 1 and Section 2 of the Company's Articles of Association are hereby amended to read as follows:
"*1. The share capital of the Company is no less than PLN 6,886,800.10 (six million eight hundred eighty-six thousand eight hundred zloty and ten groszy) and no more than PLN 7,886,800.00 (seven million eight hundred eighty-six thousand eight hundred zloty).*
2. The share capital is divided into no less than 68,868,001 (sixty-eight million eight hundred sixty-eight thousand and one) and no more than 78,868,000 (seventy-eight million eight hundred sixty-eight thousand) shares with the nominal value of PLN 0.10 (ten groszy) each, including:
1) 6,650,000 (six million six hundred and fifty thousand) preferred registered Series A1 Shares with serial numbers from 0.000.001 to 6.650.000;
2) 13,600,000 (thirteen million six hundred thousand) ordinary bearer Series A2 Shares with serial numbers from 00.000.001 to 13.600.000;
3) 9,750,000 (nine million seven hundred fifty thousand) ordinary bearer Series B Shares with serial numbers from 0.000.001 to 9.750.000;
4) 2,000,000 (two million) ordinary bearer Series C Shares with serial numbers from 0.000.001 to 2.000.000;
5) 6,400,000 (six million four hundred thousand) ordinary bearer Series D Shares with serial numbers from 0.000.001 to 6.400.000;
6) 768,000 (seven hundred sixty-eight thousand) ordinary bearer Series E Shares with serial numbers from 0.000.001 to 768.000;
7) 2,000,000 (two million) ordinary bearer Series H Shares with serial numbers from 0.000.001 to 2.000.000;
8) 6,850,000 (six million eight hundred fifty thousand) ordinary bearer Series I Shares with serial numbers from 0.000.001 to 6.850.000;
9) 6,850,000 (six million eight hundred fifty thousand) ordinary bearer Series J Shares with serial numbers from 0.000.001 to 6.850.000;
10) 5,878,535 (five million eight hundred seventy-eight thousand five hundred and thirty-five) ordinary bearer Series L Shares with serial numbers from 0.000.001 to 5.878.535;
11) 8,121,465 (eight million one hundred twenty-one thousand four hundred and sixty-five) ordinary bearer Series M Shares with serial numbers from 0.000.001 to 8.121.465; and
12) no less than 1 (one) and no more than 10,000,000 (ten million) ordinary bearer Series N Shares with serial numbers from 0.000.001 to 10.000.000."
2. The wording of § 6 Section 1 and Section 2 of the Articles of Association (the final value of the Company's share capital) will be finalized by the Management Board of the Company pursuant to Article 431 § 7 in conjunction with Article 310 of the Commercial Companies Code by way of a notarized statement on the value of the subscribed share capital upon the acquisition of the New Shares.
3. The Supervisory Board of Company is hereby authorized to adopt an amended and restated text of the Articles of Association, reflecting the amendments set out in this Resolution.

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§ 6

1. The Company's Management Board is hereby authorized to take all actions related to the share capital increase through the issue of New Shares, in particular:
   (a) to determine the issue price of New Shares;
   (b) to determine the date of execution for agreements to subscribe for the New Shares, provided, however, that such agreements should be concluded immediately after determining the addressees to whom offers to subscribe for New Shares will be made, but not later than 6 (six) months of the date of this Resolution;
   (c) to stipulate the rules for offering, subscription and taking up of New Shares and the rules for conducting the book-building process for the New Shares, provided that:
      (1) the Management Board is required to offer the New Shares only to the investors that have received an invitation from the investment company conducting the book-building process (or any other process intended to solicit prospective subscribers for New Shares) to participate in the offering and meet the following conditions: (i) they are qualified investors within the meaning of Article 1(4)(a) of the 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 ("**Prospectus Regulation**"); or (ii) the number of investors to whom New Shares will be offered will be less than 150 natural or legal persons other than qualified investors (Article 1.4(b) of the Prospectus Regulation); or (iii) they take up securities for a total consideration of at least EUR 100,000 per investor as referred to in Article 1.4(d) of the Prospectus Regulation, including the investors who:
         (i) will be shareholders of the Company holding, as at the end of the second business day preceding the date of the resolution of the Company's Management Board concerning the commencement of the book-building process for the offering of the New Shares (or any other process intended to solicit prospective subscribers for the New Shares) (the "**Preference Date**"), shares in the Company carrying at least 0.1% (one-tenth of one percent) of the total number of votes in the Company; and
         (ii) will confirm the fact that they hold shares in the Company in the number specified in subitem (i) above as at the end of the Preference Date during the book-building process (or any other process intended to solicit prospective subscribers for the New Shares), by submitting a certificate or certificates confirming their ownership of the shares in the Company and their number, issued by the investment company maintaining the securities account of the relevant party or any other document constituting, in the opinion of the relevant investment company conducting the book-building process, sufficient evidence of the investor's shareholding as at the end of the Preference Day (whereby the shareholding is determined individually for each shareholder, and for shareholders that are investment funds and pension funds, it may be determined collectively for all funds managed by the same investment fund company or pension company) ("**Qualified Investors**"); or
         (iii) have entered into Modivo Share Purchase Agreements with the Company;
      (2) without prejudice to item (3) below, each Qualified Investor who in the book-building process (or any other process intended to solicit prospective subscribers for the New Shares) submits a declaration or declarations to subscribe for New Shares at a price not lower than the issue price of the New Shares as determined by the Management Board pursuant to the terms set out in Section 1(a) above, is entitled to take up, on a priority basis, a number of New Shares not less than the number of New Shares which, after the New Shares have been issued, will enable such Qualified Investor to maintain a share in the total number of votes at the General Meeting of the Company not less than the share in the total number of votes at the General Meeting of the Company held by such Qualified Investor as at the end of the day on the Preference Date, as specified in item (1)(ii) above, provided that if the number of New Shares so determined is not a whole integer, it will be rounded down to the nearest integer (the "**Priority Right**"); Ultro S.à r.l. with its registered office in Luxembourg ("**Ultro**") may designate its affiliate to exercise, in whole or in part, Ultro's Priority Right to subscribe for New Shares pursuant to this subsection (2);
      (3) the Management Board will be entitled to offer the New Shares that have not been pre-allocated in accordance with the rules in items (1) to (2) above to other entities eligible to participate in the offering of New Shares on the terms and conditions set forth in item (1) above, including the investors who executed Modivo Share Purchase Agreements with the Company;

(d) to execute agreements intended to secure the success of the public offering of the New Shares, in particular an underwriting agreement.

3. The Company's Management Board is hereby authorized to take all actions for the purposes of admission of the New Shares and the Rights to Shares to trading on a regulated market operated by the WSE where the Company shares are listed.
4. The Company's Management Board is hereby authorized to take any and all actions to dematerialize the New Shares and the Rights to Shares, as defined in the Act on Trading in Financial Instruments and, in particular, to execute an agreement with Krajowy Depozyt Papierów Wartościowych S.A. (National Depository of Securities) for registration of the New Shares and the Rights to Shares.
5. The Company's Management Board is hereby authorized to rescind the implementation of this Resolution. The implementation of this Resolution may be rescinded no later than 6 (six) months from the date of hereof.

§ 7

1. This Resolution enters into force as of the date of its adoption.
2. The amendment to the Company's Articles of Association referred to in § 5 Section 1 hereof becomes effective upon being entered in the Register of Entrepreneurs of the National Court Register.

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Schedule to Resolution No. 5/EGM/2022 of the Extraordinary General Meeting of CCC Spółka Akcyjna with its registered office in Polkowice of 17 March 2025 on the increase of the Company's share capital through the issue of ordinary bearer Series N Shares and the exclusion of all the pre-emptive rights of its existing shareholders in relation to all Series N Shares, the seeking of admission and introduction of Series N Shares and rights to Series N Shares to trading on a regulated market operated by the Warsaw Stock Exchange, the dematerialization of Series N Shares and rights to Series N Shares, the authorization to execute an agreement for the registration of Series N Shares and rights to Series N Shares in the depository of securities, and on amendments to the Articles of Association of the Company.

OPINION OF THE MANAGEMENT BOARD OF CCC S.A.

of 17 February 2025

regarding: the substantiation of the full exclusion of existing shareholders' pre-emptive rights to all Series N Shares in connection with the planned share capital increase by way of issuance of Series N Shares, and the manner of determining the issue price of Series N Shares

Pursuant to Article 433 § 2 of the Commercial Companies Code (the "**CCC**"), the Management Board of CCC S.A. with its registered office in Polkowice (the "**Company**") prepared this opinion on 17 February 2025 in connection with the intended adoption by the Extraordinary General Meeting of Resolution No. 5/EGM/2020 regarding an increase of the Company's share capital by way of issuing ordinary bearer Series N Shares (the "**New Shares**"), excluding any and all existing shareholders' pre-emptive rights with respect to all New Shares, seeking admission and introduction of the New Shares to trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange), dematerialization of the New Shares and the rights to New Shares, authorization to execute an agreement for the registration of the New Shares and the rights to New Shares with the national depository of securities, as well as amending the Articles of Association of the Company (the "**Issue Resolution**").

Exclusion of all pre-emptive rights to the New Shares

In the opinion of the Company's Management Board, due to the reasons described below, excluding the existing shareholders' pre-emptive rights entirely with respect to the New Shares is aligned with the Company's interests and contributes to pursuing the Company's strategic goals.
In 2024, the Company decided to comprehensively integrate the operations of Modivo S.A. with its registered office in Zielona Góra ("**Modivo**") with operations of other entities in the Company's group (the "**CCC Group**"), including, among other things, in the areas of costs, processes, tools and human resources management. The goal of the integration is to create a more cohesive and efficient operating environment that will better utilize the resources and capabilities of the entire CCC Group. In particular, by conducting the operational integration the Company aims to fully integrate its merchandise base (one stock for the entire CCC Group) and fully integrate its customer bases, which will eliminate internal limitations and competition between sales channels within the CCC Group and optimize customer solicitation costs. Fully integrating the customer bases by managing the customers from the point of view of only one profit center at the CCC Group level (the so-called Modivo Club) will result in maximizing the revenue and margin generated at the level of each CCC Group customer. In addition, the company decided to change Modivo's business model by implementing e-commerce support for all CCC Group business lines and increasing the share of private label and licensed brands in Modivo's offerings.
To work effectively towards achieving these goals, the Company's Management Board considers it necessary to change Modivo's ownership structure and vest full control over Modivo in CCC Group companies. To this end, on 17 February 2025, the Company entered into conditional agreements with Modivo's minority shareholders ("**Modivo Minority Shareholders"**) for the sale of all of their Modivo shares ("**Modivo Share Purchase Agreements**"). Pursuant to the Modivo Share Purchase Agreements, the Company will pay approximately PLN 1.36 billion for all the Modivo shares it acquires using the proceeds from the offering of New Shares. The Modivo Share Purchase Agreements entered into with A&R Investments Limited with its registered office in Birkirkara, Malta ("**A&R**") and EMBUD 2 spółka z ograniczoną odpowiedzialnością S.K.A. with its registered office in Warsaw ("**EMBUD 2**") further provide that the Company will issue to them a total of 2,500.000 subscription warrants (at the issue price of PLN 20 per subscription warrant) giving them the right to subscribe for, upon fulfillment of the conditions set forth in the General Meeting's resolution on the issue of subscription warrants, 2,500,000 ordinary bearer Series O Shares in the Company, at the issue price equal to the issue price of the New Shares.

Therefore, PLN 50 million as part of the total price payable by the Company for the shares in Modivo is to be settled by way of a contractual set-off of mutual receivables arising under the Modivo Share Purchase Agreements and the subscription agreements with A&R and EMBUD2 for subscription warrants issued by the Company. Pursuant to the Modivo Share Purchase Agreements, the total price for the block of shares in Modivo acquired by the Company from the Modivo Minority Shareholders, representing in total 22.81% of Modivo's share capital, will be approximately PLN 1.41 billion.
In view of the potential participation of the Modivo Minority Shareholders in the issuance of the New Shares, in order to streamline cash flows in the event that the Modivo Minority Shareholders subscribe for the New Shares, the draft Issue Resolution provides for the possibility of contractual set-off of the Modivo Minority Shareholders' cash claims against the Company for payment of the purchase price under the Modivo Share Purchase Agreements with the Company's claims against the Modivo Minority Shareholders for payment of their cash contributions to cover the New Shares. A contractual set-off of claims will result in the redemption of mutual claims up to an amount equal to the contribution required to cover the New Shares.
The primary purpose of issuing New Shares is for the Company to raise funds to pay the cash portion of the purchase price under the Modivo Share Purchase Agreements by issuing as few New Shares as possible. In particular, it is the Company's intention to limit the number of New Shares so as to raise approximately PLN 1.36 billion. However, in the event of high demand for New Shares, the Company's Management Board may decide to issue an additional 1,000,000 (one million) New Shares, i.e. up to 10,000,000 (ten million) New Shares in total, in order to allocate the surplus proceeds from the issue of New Shares over the funds necessary to pay the purchase price under the Modivo Share Purchase Agreements in cash to the implementation of the strategic directions for the development of the CCC Group set by the Management Board, which include primarily: (i) further development of licensed brand offerings (including expansion of the offerings to include new product categories, particularly apparel) and introduction of segmentation to build brand value across all price ranges; (ii) acceleration of the retail space expansion based on proven formats and new complementary business lines; and (iii) further international expansion focused on the CEE region while taking advantage of opportunities in southern European markets. While the Management Board's goal is to finance expenditures mainly from operating cash flows, the prospect of raising additional capital from the Company's largest shareholder and other investors eligible to participate in the offering of New Shares implemented on the basis of an exemption from the requirement to publish a prospectus is welcomed both by the Company.
On 17 February 2025, the Management Board received from the Company's shareholder ULTRO S.à r.l. (the "**Shareholder**") a declaration to provide the Company with equity financing in the amount of approximately PLN 500 million, should the Company issue New Shares substantially on the terms set forth in the draft Issue Resolution, i.e. at a level that would ensure that the Shareholder's current capital commitment to the Company would be maintained or increased.
The draft Issue Resolutions provides for the issuance of 10,000,000 (ten million) New Shares so that if all the New Shares are subscribed for by investors, all of them may, as soon as practicable, be admitted to trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (the "**WSE**") where the Company shares are listed, without the requirement to publish a prospectus within the meaning of the applicable provisions of law. The offering of New Shares on the terms set forth in the Issue Resolution will allow the Company to raise additional share capital from other investors eligible to participate in the offering based on the exemption from the requirement to publish a prospectus as defined in the relevant regulations or other information or offering document for the purposes of such offering or an exception to the registration process in another jurisdiction.
Pursuant to the draft Issue Resolution, the Management Board is required to offer the New Shares only to the investors that have received an invitation from the investment company conducting the book-building process (or any other process intended to solicit prospective subscribers for New Shares) to participate in the offering and meet the following conditions: (i) they are qualified investors within the meaning of Article 1(4)(a) of the 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 ("**Prospectus Regulation**"); or (ii) the number of investors to whom New Shares will be offered will be less than 150 natural or legal persons other than qualified investors (Article 1.4(b) of the Prospectus Regulation); or (iii) they take up securities for a total consideration of at least EUR 100,000 per investor as referred to in Article 1.4(d) of the Prospectus Regulation, including the investors who (a) will be shareholders of the Company holding, as at the end of the second business day preceding the day on which the Company's Management Board adopts a resolution on the commencement of the book building process for the offering of New Shares (or any other process intended to solicit prospective subscribers for New Shares) (the "**Preference Date**"),

shares of the Company carrying the right to at least 0.1% (one-tenth of one percent) of the total number of votes in the Company and will confirm the fact that they hold shares in the Company in the number specified above as at the end of the Preference Date during the book-building process (or any other process intended to solicit prospective subscribers for the New Shares), by submitting a certificate or certificates confirming their ownership of the shares in the Company and their number, issued by the investment company maintaining the securities account of the relevant party or any other document constituting, in the opinion of the relevant investment company conducting the book building process, sufficient evidence of the investor's shareholding as at the end of the Preference Day (whereby the shareholding is determined individually for each shareholder, and for shareholders that are investment funds and pension funds, it may be determined collectively for all funds managed by the same investment fund company or pension company) ("**Qualified Investors**"); or (b) have executed Modivo Share Purchase Agreements with the Company (i.e. the Minority Shareholders).

Save for the exceptions specified in the Issue Resolution, each Qualified Investor who in the book-building process (or any other process intended to solicit prospective subscribers for the New Shares) submits a declaration or declarations to subscribe for New Shares at a price not lower than the issue price of the New Shares is entitled to take up, on a priority basis, a number of New Shares not less than the number of New Shares which, after the New Shares have been issued, will enable such Qualified Investor to maintain a share in the total number of votes at the General Meeting of the Company not less than the share in the total number of votes at the General Meeting of the Company held by such Qualified Investor as at the end of the day on the Preference Date, provided that if the number of New Shares so determined is not a whole integer, it will be rounded down to the nearest integer (the "**Priority Right**"). The Shareholder may designate another entity to exercise the Shareholder's Priority Right to subscribe for New Shares in whole or in part. The Management Board will be entitled to offer the New Shares that have not been pre-allocated in accordance with the above-described rules to other entities eligible to participate in the offering of New Shares in accordance with the draft Issue Resolution, including the investors who executed Modivo Share Purchase Agreements with the Company (i.e. the Minority Shareholders).

In the opinion of the Management Board, in light of the Company's and Modivo's strategic development directions, increasing the Company's share capital through the issuance of New Shares with full exclusion of all pre-emptive rights of all existing shareholders of the Company and offering the New Shares on the terms specified in the Issue Resolution will be instrumental to the consolidation of Modivo's shareholding structure and the achievement of goals adopted by the Company. The proposed issue of the New Shares with the pre-emptive rights excluded as provided for in the Issue Resolution is a faster and more efficient way to obtain share capital than a share capital increase process with exercisable pre-emptive rights.

The New Shares may only be offered and sold outside the territory of the United States of America in offshore transactions, as defined in and pursuant to the provisions of Regulation S under the U.S. Securities Act of 1933, as amended, (the "**US Securities Act**") or under another exemption from the mandatory registration, or in transactions that are not subject to such registration.

Considering the above, the Management Board concludes that the issue of New Shares excluding the pre-emptive rights of all existing shareholders of the Company and the share capital increase in accordance with the procedure described above is most efficient economically and, at the same time, expeditious method of implementing the share capital increase of the Company at relatively limited costs and with significant acceleration and streamlining of the process compared to the issue with pre-emptive rights preserved, which is in the best interest of both the Company and its shareholders. Therefore, the Management Board gives its favorable opinion on the issuance of New Shares with exclusion of pre-emptive rights of the existing shareholders of the Company.

Manner of determining the issue price of New Shares

Pursuant to the Issue Resolution, the issue price of New Shares will be determined through a book-building process (or other process intended to solicit prospective subscribers for the New Shares and determining its optimum amount).

Subject to the information provided above, the Management Board believes that the proposed method of determining the issue price should provide the Company with the necessary funds to carry out the consolidation of Modivo's shareholding structure and to achieve the strategic objectives of the Company and its group.

Conclusions

In view of the premises set out above, the Management Board of the Company recommends that the Extraordinary General Meeting adopts the Issue Resolution.

Management Board of the Company:

– signature –	*– signature –*	*– signature –*
Dariusz Miłek President of the Management Board	Karol Półtorak Vice-President of the Management Board	Łukasz Stelmach Vice-President of the Management Board

Draft - refers to Item 8 of the Agenda

Open ballot

RESOLUTION NO. 6/EGM/2025
OF THE EXTRAORDINARY GENERAL MEETING OF
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE
of 17 March 2025

on the adoption of an incentive scheme, issue of subscription warrants with full exclusion of the pre-emptive right of shareholders with respect to the subscription warrants and shares issued within the conditional capital, a conditional increase in the share capital of the Company and an amendment to the Articles of Association of the Company

The Extraordinary General Meeting of CCC Spółka Akcyjna with its registered office in Polkowice (the "**Company**"), acting pursuant to Article 430 § 1, Article 448 § 1 and § 2 item 3, Article 449 § 1 and Article 453 § 2 and 3 of the Act of 15 September 2000 - Commercial Companies Code (as amended) (the "**CCC**"), resolves as follows:

I. [INCENTIVE SCHEME]

§ 1 [Establishment of the Scheme]

1. The General Meeting resolves to implement in the Company - by way of remuneration, incentives to take actions to increase the Company's share price and thus the Company's valuation, as well as to strengthen the ties with the Company - incentive mechanisms for the Company's President of the Management Board, Dariusz Miłek (the "**Scheme Beneficiary**") and certain key employees, contractors and members of the Group's management bodies, designated in accordance with the rules set forth in § 2 Section 4 of the resolution ("**Additional Beneficiaries**"), in the form of this incentive scheme (the "**Scheme**").
2. The Scheme will consist in granting the Scheme Beneficiary and Additional Beneficiaries the right to subscribe for, in total, no more than 3,000.000 (three million) series P ordinary bearer shares in the Company (the "**Shares**"), at an issue price of PLN 200.00 (two hundred zlotys) per Share (collectively, the "**Entitlements**" and separately, the "**Entitlement**") by granting the Scheme Beneficiary and Additional Beneficiaries a total of not more than 3,000,000 (three million) series E subscription warrants, each of which entitles its holder to acquire one Share (the "**Subscription Warrants**").

§ 2 [Acquisition of Rights]

1. No earlier than 2 (two) years and no later than 5 (five) years from adopting this Resolution, the Scheme Beneficiary may submit a request to the Supervisory Board of the Company, to be allotted Subscription Warrants in a number determined in accordance with Section 2 below (the "**Warrant Allotment Request**") - provided that: (i) on the date of submission of such Warrant Allotment Request, as well as at the time of the Supervisory Board's adoption of the resolution referred to in Section 5 below, the Scheme Beneficiary is the President of the Company's Management Board, and (ii) the Scheme Beneficiary will not receive any remuneration for serving on the governing bodies of companies from the Company's group (the "**Group**") or working for the Group during the period from the date of the resolution until the date of submission of the relevant Warrant Allotment Request.
2. The Scheme Beneficiary may submit a Warrant Allotment Request for the following number of Subscription Warrants:

a) if the Share Price is higher than PLN 300.00 but does not exceed PLN 400.00, the Scheme Beneficiary may request to be allotted 750,000 Subscription Warrants;

b) if the Share Price is higher than PLN 400.00 but does not exceed PLN 500.00, the Scheme Beneficiary may request to be allotted 1,000,000 Subscription Warrants;

c) if the Share Price is higher than PLN 500.00 but does not exceed PLN 600.00, the Scheme Beneficiary may request to be allotted 1,600,000 Subscription Warrants;

d) if the Share Price is higher than PLN 600.00 but does not exceed PLN 700.00, the Scheme Beneficiary may request to be allotted 2,000,000 Subscription Warrants;

e) if the Share Price is higher than PLN 700.00 but does not exceed PLN 800.00, the Scheme Beneficiary may request to be allotted 2,200,000 Subscription Warrants;

f) if the Share Price is higher than PLN 800.00 but does not exceed PLN 900.00, the Scheme Beneficiary may request to be allotted 2,500,000 Subscription Warrants;

g) if the Share Price is higher than PLN 900.00 but does not exceed PLN 1000.00, the Scheme Beneficiary may request to be allotted 2,700,000 Subscription Warrants;

h) if the Share Price is higher than PLN 1.000, the Scheme Beneficiary may request to be allotted 3,000,000 Subscription Warrants;

whereby the "**Share Price**" shall be understood as the average market price, being the arithmetic mean f the daily volume-weighted average prices of the Company's shares over the period of 10 days of trading in such shares on the regulated market in any period after the adoption of this Resolution and preceding the date of submission of the Warrant Allotment Request.

3. The Scheme Beneficiary will be entitled to receive under a given Warrant Allotment Request up to a maximum of 50% of the Subscription Warrants covered by a given Warrant Allotment Request, with the Scheme Beneficiary being entitled to designate in the Warrant Allotment Request an entity controlled by the Scheme Beneficiary to which the Subscription Warrants allocated to the Scheme Beneficiary are to be offered in whole or in part.

4. The remaining 50% of the Subscription Warrants covered by a given Warrant Allotment Request may only be granted to the Additional Beneficiaries. To this end, the Scheme Beneficiary will be entitled to designate Additional Beneficiaries in the Warrant Allotment Request, specifying the proposed number of Subscription Warrants for each such person, it being understood that the Supervisory Board's approval will be required in order to allot any Subscription Warrants to such designated persons.

5. Within 2 (two) weeks of receiving the Warrant Allotment Request, the Supervisory Board of the Company, by way of a resolution, will determine whether the prerequisites for the allotment of the Subscription Warrants, set forth in Sections 1 and 2 above, have been satisfied. If the Scheme Beneficiary designates Additional Beneficiaries to whom the Subscription Warrants are to be allotted in accordance with Section 4 above, the Supervisory Board will adopt a resolution giving or denying its approval to allot the Subscription Warrants to the persons so designated (with the approval to be voted on separately for each of the designated persons). Promptly following the adoption of the resolution referred to in the preceding sentence, but no later than 7 (seven) days of its adoption, the Company (subject to § 17 (2) of the resolution) will make an offer to the Scheme Beneficiary, or to the person or entity designated in accordance with Sections 3 or 4 above, to subscribe for Subscription Warrants in the number indicated in the Subscription Warrant Allotment Request.

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6. If, once the prerequisites set forth in Section 1 above have been met and the Warrant Allotment Request has been submitted, the Share Price increases in such a way that, pursuant to Section 2 above, the Scheme Beneficiary would be entitled to submit a Warrant Allotment Request for a greater number of Subscription Warrants than that offered based on the previously submitted Warrant Allotment Request, the Scheme Beneficiary will be entitled to submit a further Warrant Allotment Requests for a number of Subscription Warrants corresponding to the difference between the number of Subscription Warrants to which the Scheme Beneficiary became entitled once the Share Price condition has been met and the number of Subscription Warrants previously offered. The provisions of Sections 3 - 5 above apply to each subsequent Warrant Allotment Request.

II. [ISSUE OF SUBSCRIPTION WARRANTS]

§ 3 [Issue of Subscription Warrants]

The General Meeting of the Company resolves to issue no more than 3,000,000 (three million) Series E subscription warrants (hereinafter collectively referred to as the "**Subscription Warrants**" and each separately as a "**Subscription Warrant**").

§ 4 [Persons Eligible to subscribe for the Subscription Warrants]

1. The pre-emptive right of the Company's existing shareholders to acquire the Subscription Warrants is hereby excluded in full.
2. The exclusion the existing shareholders' pre-emptive rights with respect to the Subscription Warrants is economically justified and is in the best interests of the Company and its shareholders, as justified in detail by the Management Board's Opinion *on the* exclusion *of existing shareholders' pre-emptive rights with respect to the Company's series E subscription warrants and on the proposed issue price of the series E subscription warrants*, which is attached to this Resolution.
3. In connection with the exclusion of the pre-emptive rights to the Subscription Warrants, the pre-emptive right date is not specified.
4. The Subscription Warrants will be offered only to the Scheme Beneficiary or to the persons or entities designated by the Scheme Beneficiary in the Subscription Warrant Allotment Request in accordance with § 2 Section 3 or Section 4 of the Resolution.
5. The Subscription Warrants will be offered to the eligible persons determined in accordance with Section 4 above, on the date specified in § 2 Section 5.
6. The Subscription Warrants may be taken up only by the eligible persons determined in accordance with Section 4, to whom the offer to take up the Subscription Warrants has been addressed. The Subscription Warrants may be taken up by accepting an offer to take up the Subscription Warrants no later than 14 (fourteen) days counting from the date of submitting the relevant offer to take up the Subscription Warrants.
7. Any costs, fees or taxes associated with the allotment of the Subscription Warrants, whether in Poland or abroad, will be borne by the eligible person who subscribes for the Subscription Warrants.

§ 5 [Issue Price of the Subscription Warrants]

The Subscription Warrants are issued free of charge.

§ 6 [Characteristics of the Subscription Warrants]

1. Pursuant to Article 328 § 2 of the Commercial Companies Code in conjunction with Article 5a of the Act on Trading in Financial Instruments of 29 July 29, 2005 (the "**Act on Trading in Financial Instruments**"), the Subscription Warrants will be registered in a securities account or omnibus account.
2. The Subscription Warrants are transferable.
3. The Subscription Warrants are inheritable.

§ 7 [Right to Subscribe for Shares]

1. Each Subscription Warrant will entitle its holder to subscribe for 1 (one) series P share in the Company.
2. The holders of Subscription Warrants will be able to subscribe for the Shares as of the day of subscribing for the Subscription Warrants until the 5th (fifth) anniversary of the adoption of the Resolution.
3. The right to subscribe for the Shares may be exercised in the manner specified in Article 451 §1 of the Commercial Companies Code, i.e. by written statements made on forms prepared by the Company.
4. The issue price of a Share subscribed through the exercise of rights under the Subscription Warrant will be PLN 200.00 (two hundred zlotys).
5. The Subscription Warrant terminates upon exercise of the right to subscribe for Shares or upon expiry of the time limit for the Shares subscription.
6. If the Subscription Warrants expire in accordance with Section 5 above, the Subscription Warrants are subject to redemption.
7. Any costs, fees or taxes associated with the exchange of the Subscription Warrants to Shares, whether in Poland or abroad, will be borne by the person who subscribes for the Shares through exercising the rights under Subscription Warrants.

III. [CONDITIONAL INCREASE OF THE SHARE CAPITAL]

§ 8 [Share capital increase]

1. The share capital of the Company will be conditionally increased by an amount not exceeding PLN 300,000 (three hundred thousand zlotys).
2. The conditional share capital increase referred to in Section 1 will be effected through the issuance of no more than 3,000,000 (three million) series P ordinary bearer shares of the Company, with a nominal value of PLN 0.10 (ten groszy) each and a total nominal value of no more than PLN 300,000 (three hundred thousand zlotys) (hereinafter: the "**Shares**").
3. The share capital increase referred to in Section 1 will be made subject to the provision that the holders of the Subscription Warrants who have been granted the right to subscribe for the Company's Shares described in Section 2 will exercise the right on the terms set forth in this resolution, pursuant to Articles 448-452 of the CCC.

§ 9 [Purpose of the increase. Rationale]

1. The conditional share capital increase is effected to enable eligible persons holding Series E Subscription Warrants to exercise their rights to subscribe for the Shares.

2. Pursuant to Article 448 § 4 of the CCC, a share capital increase carried out for the purpose of granting rights to subscribe for the Shares to the holders of subscription warrants may be effected only through a conditional share capital increase. The rationale for the conditional share capital increase to be effected pursuant to this resolution is to enable the holders of Series E Subscription Warrants to subscribe for the Shares.

§ 10 [Deadline for the exercise of rights to subscribe for the Shares]

1. The eligible holders of Series E Subscription Warrants will be able to subscribe for the Shares as of the day of subscribing for the Subscription Warrants until the 5th (fifth) anniversary of the adoption of the resolution.
2. The Shares will be subscribed for in the manner set forth in Article 451 §1 of the CCC, i.e. by written statements made on forms prepared by the Company.
3. Each Subscription Warrant entitles its holder to subscribe for 1 (one) Share.
4. The Shares shall be allotted subject to prior registration of the conditional share capital increase in accordance with this resolution, based on a statement on the subscription for the Shares referred to in Section 2 above, and after the Shares have been covered in accordance with § 13, Section 2 below, upon the Shares being recorded in the securities account or omnibus account.

§ 11 [Exclusion of pre-emptive rights]

1. The pre-emptive right of the Company's existing shareholders to subscribe for the Shares is hereby excluded in full.
2. The exclusion the existing shareholders' pre-emptive rights with respect to the Shares is economically justified and is in the best interests of the Company, as justified in detail by the Management Board's Opinion *on the* exclusion *of existing shareholders' pre-emptive rights with respect to series P Shares in the Company and on the proposed issue price for series P shares,* which is attached to this Resolution.
3. In connection with the exclusion of the pre-emptive rights to the Shares, the pre-emptive right date is not specified.

§ 12 [Persons eligible to subscribe to Shares]

The Shares may only be subscribed for by the eligible holders of series E Subscription Warrants.

§ 13 [Issue Price of the Shares]

1. The issue price of 1 (one) Share subscribed for through the exercise of rights under a Subscription Warrant will be PLN 200.00 (two hundred zlotys).
2. The Shares will be paid for by the persons indicated in § 12 of the Resolution only by cash contributions, made no later than 7 (seven) days from the date of subscribing for the Shares.

§ 14 [Dividends]

The Shares will entitle their holders do dividends for the given financial year on the following terms:

1) if the Shares are granted by the Company in the period from the beginning of the financial year up to and including the dividend date, the Shares will participate in the profit starting from the profit for the financial year preceding the financial year in which they were granted, i.e. from the first of February of the financial year immediately preceding the year in which they were granted;

2) if the Shares are granted by the Company in the period after the dividend date until the end of the financial year, the Shares will participate in the profit starting from the profit for the financial year in which they were granted.

§ 15 [Dematerialization of Shares]

1. The Extraordinary General Meeting resolves that the Company will apply for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange (the "**WSE**") of no more than 3,000,000 (three million) of Series P Shares.
2. The Extraordinary General Meeting resolves to dematerialize, as defined in the Act on Trading in Financial Instruments, no more than 3,000,000 (three million) Series P Shares and no more than 3,000,000 (three million) series E Subscription Warrants and to register them with the securities deposit kept by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) (the "**NDS**").
3. The Extraordinary General Meeting authorizes the Management Board to take any and all necessary legal and factual actions, including the submission of relevant applications, statements and notifications, as required by laws and regulations, resolutions or guidelines of the WSE or the NDS, with respect to:
   a. seeking admission and introduction of Series P Shares to trading on the regulated market operated by the WSE;
   b. dematerialization of Series P Shares and Series E Warrants; and
   c. concluding an agreement with the NDS to register in the securities depository maintained by the NDS no more than 3,000,000 (three million) Series P Shares and no more than 3,000,000 (three million) Series E Subscription Warrants.

IV. [AMENDMENTS TO THE ARTICLES OF ASSOCIATION]

§ 16 [Amendment to the Articles of Association]

1. In connection with the conditional share capital increase adopted pursuant to this resolution, the Articles of Association of the Company will be amended by adding a new Article 6d after Article 6c (added pursuant to Resolution No. 3/EGM/2025 of the Extraordinary General Meeting of 17 March 2025), reading as follows:

"Article 6d.

1. 1. Pursuant to Resolution No. 6/EGM/2025 of the Extraordinary General Meeting, the Company's share capital is conditionally increased by no more than PLN 300.000 (three hundred thousand zlotys) through the issuance of no more than 3,000,000 (three million) Series P ordinary bearer shares with the nominal value of PLN 0.10 (ten groszy) each.

2. 2. The persons eligible to subscribe for Series P shares are the holders of series E subscription warrants issued by the Company pursuant to Resolution No. 6/EGM/2025 of the Extraordinary General Meeting of 17 March 2025, who may exercise their right to subscribe for series P shares from the day of subscribing for series E subscription warrants until the 5th (fifth) anniversary of adopting resolution No. 6/EGM/2025 of the Extraordinary General Meeting.

3. Series P Shares may be paid for in cash only."

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2. The remaining provisions of the Articles of Association remain unchanged.
3. The Supervisory Board is hereby authorized to establish the consolidated text of the Articles of Association incorporating the amendments resulting from the provisions of this paragraph.

V. [MISCELLANEOUS PROVISIONS]

§ 17 [Authorizations]

1. The Management Board is authorized to:
   1) determine detailed rules for accepting statements on the subscription for the Shares, including in particular the places and dates for submitting the said statements,
   2) take, to the extent not reserved to other corporate authorities of the Company, any other actions necessary to implement the provisions of this Resolution.
2. The Company's Supervisory Board is authorized to take any and all factual and legal actions to implement the resolution, to the extent that such actions are carried out with a member of the Company's Management Board, in particular to make an offer for the acquisition of the Subscription Warrants to such persons.

§ 18 [Final Provisions]

The Resolution will enter into force upon its adoption, it being understood that the amendments to the Articles of Association will become effective as of the day of being entered in the Register of Entrepreneurs.

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Appendix to draft Resolution No. 6/EGM/2025 of the Extraordinary General Meeting of CCC Spółka Akcyjna with its registered office in Polkowice of 17 March 2025 on the adoption of an incentive scheme, issue of subscription warrants with full exclusion of the pre-emptive right of shareholders with respect to the subscription warrants and shares issued within the conditional capital, a conditional increase in the share capital of the Company and an amendment to the Articles of Association of the Company

OPINION OF THE MANAGEMENT BOARD OF CCC S.A.

of 17 February 2025

on the exclusion of the existing shareholders' pre-emptive rights with respect to the Company's series E subscription warrants and on the proposed issue price of the series E subscription warrants.

The Management Board of CCC S.A. with its registered office in Polkowice (hereinafter the "**Company**"), acting pursuant to Article 433 § 2 in conjunction with Article 433 § 6 of the Commercial Companies Code, in relation to the planned adoption by the Company's Extraordinary General Meeting of a resolution on the adoption of an incentive scheme, issue of subscription warrants with full exclusion of the pre-emptive right of shareholders with respect to the subscription warrants and shares issued under a conditional increase in the share capital of the Company and an amendment to the Articles of Association of the Company (the "**Resolution**"), hereby presents its opinion on:

1. **the exclusion of the pre-emptive rights of the existing shareholders with respect to Series E subscription warrants:**

On the basis of the Resolution, incentive mechanisms are planned to be implemented in the Company, by way of remuneration, incentives to take actions to increase the Company's share price and thus the Company's valuation, as well as to strengthen the ties with the Company - for the Company's President of the Management Board, Dariusz Miłek (the "**Scheme Beneficiary**") and certain key employees, contractors and members of the Group's management bodies ("**Additional Beneficiaries**"), in the form of the incentive scheme (the "**Scheme**"). The Scheme will consist in granting the Scheme Beneficiary and Additional Beneficiaries the right to subscribe for of no more in total than 3,000.000 (three million) series P ordinary bearer shares in the Company (the "**Shares**"), at an issue price of PLN 200.00 (two hundred zlotys) per Share (collectively, the "**Entitlements**" and separately, the "**Entitlement**") by granting the Scheme Beneficiary and Additional Beneficiaries a total of not more than 3,000,000 (three million) series E subscription warrants, each of which entitles its holder to subscribe for one Share (the "**Subscription Warrants**"). Furthermore the Resolution provides that the Scheme Beneficiary will be entitled to receive under a given Subscription Warrant Allotment Request up to a maximum of 50% of the Subscription Warrants covered by a given Warrant Allotment Request, while the remaining 50% if the Subscription Warrants covered by the Subscription Warrant Allotment Request may only be granted to the Additional Beneficiaries. To this end, in the Subscription Warrant Allotment Request the Scheme Beneficiary may designate other persons from amongst the key employees, contractors and members of the Group's management bodies, who in the Scheme Beneficiary's opinion, should be granted entitlement to the Subscription Warrants, specifying the proposed number of the Subscription Warrants for each such person, it being understood that the Supervisory Board's approval will be required in order to allot any Subscription Warrants to such designated persons. The exclusion of pre-emptive rights with respect to the Subscription Warrants is therefore necessary to facilitate the fulfillment of the objective of issuing the

Subscription Warrants, i.e. granting them to the Scheme Beneficiary (or, in his place, to his related entity) or to persons designated by him as the Additional Beneficiaries.

Acquisition of the Entitlements will be contingent on the achievement of an appropriate share price of the Company's shares; it being understood that the higher the price, the greater the number of Entitlements the Scheme Beneficiary will receive, and will also be contingent on the Scheme Beneficiary serving as the President of the Management Board of the Company and not receiving remuneration for serving on the bodies of Group companies or working for the Group. Thus defined parameters of the Program create an incentive mechanism, which is clear to the market and the Company's shareholders, for the Program's Beneficiary and possibly other persons designated by him to act in a manner ensuring the long-term growth of the Company's value, and thus the exclusion of the pre-emptive rights to the Subscription Warrants is in the Company's interest and does not violate the rights of its Shareholders.

2. on the proposed issue price of the series E subscription warrants:

According to the draft Resolution, the Subscription Warrants are to be issued free of charge, while the issue price of the Shares subscribed for in the exercise of the rights under the Subscription Warrants is to be PLN 200 per Share. The Management Board issues a positive opinion on the above solution, stating that it will undoubtedly facilitate the achievement of the basic goals and objectives of the issuance of Subscription Warrants and the granting of Entitlements under the Program.

In view of the above, the Management Board of the Company recommends that the Shareholders vote in favor of excluding in full the pre-emptive rights of the Company’s existing Shareholders with respect to Series E Subscription Warrants.

Management Board of the Company:

[abstained]		
Dariusz Miłek President of the Management Board	Karol Półtorak Vice-President of the Management Board	Łukasz Stelmach Vice-President of the Management Board

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Appendix to draft Resolution No. 6/EGM/2025 of the Extraordinary General Meeting of CCC Spółka Akcyjna with its registered office in Polkowice of 17 March 2025 on the adoption of an incentive scheme, issue of subscription warrants with full exclusion of the pre-emptive right of shareholders with respect to the subscription warrants and shares issued within the conditional capital, a conditional increase in the share capital of the Company and an amendment to the Articles of Association of the Company

OPINION OF THE MANAGEMENT BOARD OF CCC S.A.

of 17 February 2025

the exclusion of the existing shareholders' pre-emptive rights with respect to series P shares of the Company and on the proposed issue price for series P shares

The Management Board of CCC S.A. with its registered office in Polkowice (hereinafter the "**Company**"), acting pursuant to Article 433 § 2 of the Commercial Companies Code, in relation to the planned adoption by the Company's Extraordinary General Meeting of a resolution on the adoption of an incentive scheme, issue of subscription warrants with full exclusion of the pre-emptive right of shareholders with respect to the subscription warrants and shares issued under a conditional increase in the share capital of the Company and an amendment to the Articles of Association of the Company (the "**Resolution**"), hereby presents its opinion on:

1. **the exclusion of the pre-emptive rights of the existing shareholders with respect to series P shares:**

On the basis of the Resolution, incentive mechanisms are planned to be implemented in the Company, by way of remuneration, incentives to take actions to increase the Company's share price and thus the Company's valuation, as well as to strengthen the ties with the Company - for the Company's President of the Management Board, Dariusz Miłek (the "**Scheme Beneficiary**") and certain key employees, contractors and members of the Group's management bodies ("**Additional Beneficiaries**"), in the form of the incentive scheme (the "**Scheme**"). The Scheme will consist in granting the Scheme Beneficiary and Additional Beneficiaries the right to subscribe for no more in total than 3,000.000 (three million) series P ordinary bearer shares in the Company (the "**Shares**"), at an issue price of PLN 200.00 (two hundred zlotys) per Share (collectively, the "**Entitlements**" and separately, the "**Entitlement**") by granting the Scheme Beneficiary and Additional Beneficiaries a total of not more than 3,000,000 (three million) series E subscription warrants (the "**Subscription Warrants**"). The eligible holders of Series E Subscription Warrants will be able to subscribe for the Shares as of the day of subscribing for the Subscription Warrants until the 5th (fifth) anniversary of the adoption of the Resolution. Each Subscription Warrant will entitle its holder to subscribe for 1 (one) Share.
The need to exclude the Shareholders' subscription rights is therefore, as it were, embedded in the legal structure of the Company's conditional share capital increase in order to grant the right to subscribe for shares to holders of subscription warrants. All Series P Shares will be allocated for subscription by holders of Series E Subscription Warrants. The exclusion of the pre-emptive rights to the Shares is therefore intended to create a lawfully enable the holders of the Subscription Warrants to exercise the right incorporated in the warrants to subscribe for the Company's Shares. The exclusion of pre-emptive rights to the Shares is therefore in the Company's interest and does not violate the rights of the existing Shareholders.

2. **the proposed issue price of series P shares**:

In accordance with the draft Resolution, the issue price of 1 (one) Share subscribed for through the exercise of rights under a Subscription Warrant will be PLN 200.00 (two hundred zlotys). The shares will be covered by the holders of the Subscription Warrants only with cash contributions. The Management Board issues a positive opinion on the above solution, concluding that it will undoubtedly facilitate the achievement of the basic goals and objectives of the issuance of Subscription Warrants and the granting of Entitlements under the Program, as well as fulfillment of the Scheme's incentive function.

In view of the above, the Management Board of the Company recommends that the Shareholders vote in favor of excluding in full the pre-emptive rights of the Company's existing Shareholders with respect to Series P Shares.

Management Board of the Company:

[abstained]		
Dariusz Miłek President of the Management Board	Karol Półtorak Vice-President of the Management Board	Łukasz Stelmach Vice-President of the Management Board