

**Draft resolutions of the Ordinary General Meeting of QuarticOn S.A
convened on June 26, 2024**

**RESOLUTION No. 1
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024
*regarding the election of the chairman of the meeting***

§ 1

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

§ 2

The resolution comes into force upon its adoption.

**RESOLUTION No. 2
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024
*regarding the adoption of the agenda of the meeting***

§ 1

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

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

- e. granting a vote of approval to Members of the Management Board for performance of their duties in the financial year 2023, i.e. for the period from January 1, 2023 to December 31, 2023;
 - f. granting a vote of approval to Members of the Supervisory Board for performance of their duties in the financial year 2023, i.e. for the period from January 1, 2023 to December 31, 2023;
 - g. on the continuation of the Company's operations
 - h. appointment of members of the Supervisory Board
 - i. regarding changes to the Company's Articles of Association
 - j. regarding determining the rules of the incentive program in the Company (ESOP)
7. closing the meeting.

§ 2

The resolution comes into force upon its adoption.

RESOLUTION No. 3
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024
regarding the review and approval of the Company's financial statements for
the financial year 2023

§ 1

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

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

§ 2

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

RESOLUTION No. 4
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024
regarding review and approval of the Management Board's report on the Company's operations
for the financial year 2023

§ 1

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

§ 2

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

RESOLUTION No. 5
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024

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

§ 1

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

§ 2

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

RESOLUTION No. 6
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warsaw
of June 26, 2024
regarding coverage of the Company's loss for the financial year 2023

§ 1

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

§ 2

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

RESOLUTION No. 7
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024

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

§ 1

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

§ 2

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

RESOLUTION No. 8
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024

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

§ 1

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

§ 2

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

RESOLUTION No. 9
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024

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

§ 1

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

§ 2

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

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

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

§ 1

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

§ 2

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

RESOLUTION No. 11
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024

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

§ 1

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

§ 2

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

RESOLUTION No. 12
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024

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

§ 1

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

§ 2

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

RESOLUTION No. 13
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024

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

§ 1

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

§ 2

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

RESOLUTION No. 14
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024

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

§ 1

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

§ 2

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

RESOLUTION No. 15
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024

regarding continuation of the Company's operation

§ 1

The Ordinary General Meeting of QuarticOn S.A., acting pursuant to Art. 395 and Art. 397 of the Code of Commercial Companies, due to the fact that the Company's annual financial statements for 2023 show a cumulative balance sheet loss of PLN - ____ million, exceeding the sum of supplementary and

reserve capitals and one third of the share capital (PLN ____ million in total), decides on the continuation of the Company's operations.

§ 2

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

§ 3

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

RESOLUTION No.16 to 20
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024
regarding the appointment of a member of the Supervisory Board

§ 1

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and § 12 section 1 letter c) of the Company's statute, the ordinary general meeting of QuarticOn S.A. with its registered office in Warsaw hereby appoints, as of June 26, 2024, Ms./Mr. [...] to the company's supervisory board.

§ 2

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

RESOLUTION No.21
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024
regarding the appointment of a member of the Supervisory Board

§ 1

Acting pursuant to Art. 444 of the Commercial Companies Code in connection with from § 9 section 1 of the Company's Articles of Association, a new § 5c is added after § 5b of the Articles of Association, reading as follows:

"§5c

1. The Management Board is authorized to increase the Company's share capital by one or more increases by an amount not exceeding PLN (.....zloty) through the issue of no more than (.....) new shares of the Company of subsequent series (authorized capital).

2. Authorization of the Management Board to increase the Company's share capital within the target share capital and to issue new shares within the limit specified in section 1 above is granted for the period until June 25, 2027.
3. Each increase in the Company's share capital by the Management Board within the authorized capital specified in section 1 above and establishing a list of persons to whom the offer to acquire shares in the authorized capital will be addressed requires the consent of the Supervisory Board.
4. Shares issued within the authorized capital may be acquired for cash contributions.
5. The issue price of shares issued within the authorized capital is determined by the Management Board with the prior consent of the Supervisory Board, provided that:
 - 1) in the case of shares acquired by participants of an incentive program, the issue price or the method of determining it is determined by the incentive program,
 - 2) in the case of shares acquired by persons other than participants of the incentive program, the issue price may not be lower than 80% of the current market price of the shares, determined as the average share price in the period of one month preceding the determination of the issue price, rounded to the nearest 10 groszy.
6. Subject to the powers of the Supervisory Board in matters indicated in this resolution and in the resolution introducing the incentive program in the Company, the Management Board is authorized to make all decisions related to the increase of the share capital within the authorized capital, and in particular the Management Board is authorized to:
 - 3) determining the number of shares that will be issued in a tranche or series;
 - 4) establishing a list of persons to whom individual share issues will be addressed,
 - 5) determining the issue price of shares;
 - 6) determining the collection day or days of the subscription right, unless the subscription right is excluded;
 - 7) changes to the statute in the scope related to the increase in the Company's share capital within the authorized capital and establishing a uniform text covering these changes;
 - 8) specifying any other conditions related to the subscription of shares;
 - 9) taking actions regarding the dematerialization of shares and concluding agreements with the National Depository for Securities S.A. agreements on the registration of shares, on maintaining a register of shareholders or other agreements;
 - 10) taking actions aimed at introducing shares to trading in the NewConnect alternative trading system.
7. With the consent of the Company's Supervisory Board, the Management Board may deprive existing shareholders of the right to subscribe for new shares (pre-emptive rights), in whole or in part, in relation to each increase in the share capital made within the limits of the authorized capital.
8. Shares issued within the authorized capital will participate in the dividend from the first day of the financial year following the year of their acquisition.
9. The authorization of the Management Board to increase the share capital within the limits of the authorized capital does not affect the right of the General Meeting to simply increase the share capital during the period when the Management Board uses this authorization.

§ 2

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

RESOLUTION No.22
of the Ordinary General Meeting
of QuarticOn Spółka Akcyjna with its registered office in Warszawa
of June 26, 2024
regarding determining the rules of the incentive program in the Company (ESOP)

§ 1

Ordinary General Meeting of the company under the name QuarticOn S.A. with its registered office in Warsaw decides as follows:

1. The work of the Company's managers and key employees and associates has a significant impact on the Company's operations, its development and the value of shares held by shareholders. Therefore, it is in the interest of the Company and its shareholders to create incentives and mechanisms motivating them to take effective actions for the Company, ensuring an increase in the Company's value and, at the same time, leading to their bond with the Company.
2. It is hereby decided to introduce an incentive program in the Company, implemented on the terms adopted in this Resolution and in the Regulations of the Incentive Program, which will be adopted by a resolution of the Supervisory Board, under which eligible persons will be able to take up shares in the Company (hereinafter referred to as the "**Incentive Program**").

§ 2

1. An Incentive Program is adopted for persons whose activities have significantly contributed to the development of the Company, in particular to the implementation of the Company's recovery program, acquiring new customers, necessary financing and expanding the group of shareholders ("**Program Participants**").
2. The Incentive Program will enable the Program Participants to be granted the right to acquire Shares issued by the Company, provided that the assumptions and bonus objectives specified in the Incentive Program Regulations ("**Program Regulations**"), which will be adopted by a resolution of the Supervisory Board, are met, on the terms and within the deadlines indicated therein, with subject to the provisions of this Resolution.
3. Under the Program, the Company will issue no more than (.....) new shares ("**Shares**"), intended for acquisition by Program Participants.
4. The Incentive Program will be implemented in the years 2024 - 2027. Shares will be offered to Program Participants based on the conditions and bonus goals achieved during the Program period.
5. The final number of Company Shares to be taken up by Program Participants will be determined by the Supervisory Board in accordance with the principles specified in the Program Regulations.
6. Shares will be acquired only for cash contributions. The issue price of the shares will be determined in the Program Regulations.
7. The shares will be acquired by private subscription within the meaning of Art. 431 § 2 point 1 of the Commercial Companies Code by submitting offers addressed by the Company to eligible Program Participants.
8. The number of Program Participants to whom the offer to acquire Shares will be addressed will not exceed 149 (in words: one hundred and forty-nine) people.

§ 3

1. Detailed rules for the implementation of the Incentive Program, including the conditions for acquiring the right to acquire Shares by Program Participants, will be specified in the

- Regulations of the Incentive Program, which will be adopted by a resolution of the Supervisory Board.
2. The Extraordinary General Meeting of the Company hereby authorizes the Supervisory Board of the Company to adopt the Regulations of the Incentive Program, in particular to:
 - 1) establishing criteria and conditions determining participation in the Incentive Program,
 - 2) consent to the list of Program Participants and the number of shares allocated to individual Program Participants,
 - 3) consent to the issue price of shares under the Incentive Program,
 - 4) setting deadlines for the implementation of the Incentive Program,
 3. The Company's Supervisory Board is authorized to perform all activities related to the introduction, implementation and supervision of the Incentive Program, subject to the rights and obligations of the Management Board.
 4. The Regulations of the Incentive Program may be amended by the Company's Supervisory Board while maintaining the assumptions resulting from § 2 of this Resolution.

§ 3

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