

**Resolution No. 01/12/2022**  
**of the Extraordinary General Meeting of**  
**11 bit studios Spółka Akcyjna**  
**of December 6th 2022**  
**to elect Chair of the Extraordinary General Meeting**

**Section 1**

The Extraordinary General Meeting of 11 bit studios S.A. of Warsaw resolves to elect ..... as Chair of the General Meeting.

**Section 2**

This Resolution shall become effective as of its date.

**Resolution No. 02/12/2022**  
**of the Extraordinary General Meeting of**  
**11 bit studios Spółka Akcyjna**  
**of December 6th 2022**  
**to adopt the agenda of the Extraordinary General Meeting**

**Section 1**

The Extraordinary General Meeting of 11 bit studios S.A. of Warsaw (the “**Company**”) hereby adopts the following agenda as determined by the Company’s Management Board and published in the notice of the Extraordinary General Meeting pursuant to Art. 402<sup>1</sup> of the Commercial Companies Code:

1. Opening of the Meeting.
2. Election of the Chair of the General Meeting.
3. Confirmation that the General Meeting has been duly convened and has the capacity to pass resolutions.
4. Consideration of and, if thought fit, passing a resolution to approve the agenda.
5. Consideration of and, if thought fit, passing a resolution to amend the Company’s Articles of Association.

6. Closing of the Meeting.

**Section 2**

This Resolution shall become effective as of its date.

**Resolution No. 03/12/2022**

**of the Extraordinary General Meeting of**

**11 bit studios Spółka Akcyjna**

**of December 6th 2022**

**to amend the Company's Articles of Association**

**Section 1**

1. The Extraordinary General Meeting of 11 bit studios S.A. of Warsaw (the "**Company**") hereby amends **Art. 3.1 indent 53** of the Company's Articles of Association:

*"Article 3*

*1. The Company's business shall comprise:*

*- 93.29.Z - Other amusement and recreation activities;"*

**which shall now read as follows:**

*"Article 3*

*1. The Company's business shall comprise:*

*- 93.29.B - Other amusement and recreation activities, not elsewhere classified;"*

2. The Extraordinary General Meeting hereby amends **Art. 8** of the Company's Articles of Association as follows:

**a) Art. 8.2 of the Articles of Association, reading:**

*"Article 8*

*2. Members of the Supervisory Board shall be appointed and removed from office by the General Meeting, with the proviso that members of the first Supervisory Board shall be appointed by the founders of the Company. Members of the Supervisory Board shall be appointed for a joint term of office which lasts three years."*

**shall be amended to read as follows:**

*“Article 8*

*2. Members of the Supervisory Board shall be appointed and removed from office by the General Meeting, with the proviso that members of the first Supervisory Board shall be appointed by the founders of the Company. Members of the Supervisory Board shall be appointed for a joint term of office which lasts three years. The term of office shall be calculated in full financial years.”*

**b) Art. 8.4 indent 9 of the Company’s Articles of Association, reading:**

*“Article 8*

*4. The Supervisory Board shall be competent to deal with all matters that fall within the scope of its powers and responsibilities in accordance with the Commercial Companies Code and these Articles of Association, including in particular:*

*- acquisition of interests in other business entities;”*

**shall be amended to read as follows:**

*“Article 8*

*4. The Supervisory Board shall be competent to deal with all matters that fall within the scope of its powers and responsibilities in accordance with the Commercial Companies Code and these Articles of Association, including in particular:*

*- grant of consent to acquire interests in other business entities;”*

**c) Art. 8.4a to 8.4c shall be added after Art. 8.4 of the Company's Articles of Association, reading as follows:**

*“Article 8*

*4a. The activities of the Supervisory Board shall be managed by the Chairperson of the Supervisory Board, who shall be required to properly organise the Supervisory Board’s activities, and in particular to convene Supervisory Board meetings. In the absence of the Chairperson, all rights and obligations of the Chairperson, including the obligation to manage the activities of the Supervisory Board, shall be exercised and performed by the Deputy Chairperson.*

*4b. Supervisory Board meetings shall be chaired by the Chairperson of the Supervisory Board or, in the absence of the Chairperson, by the Deputy Chairperson. In the absence of the Deputy Chairperson, a Supervisory Board meeting shall be chaired by a person elected from among the Supervisory Board members present at the meeting.*

*4c. Invitations to Supervisory Board meetings may be delivered to Supervisory Board members in writing, sent by registered mail, fax or email to the correspondence address, fax number or email address given to the Chairperson of the Supervisory Board in writing, or may be delivered by hand to Supervisory Board members against written acknowledgment of receipt, at least seven days prior to the scheduled date of the Supervisory Board meeting. The seven-day period may be shortened by the Chairperson of the Supervisory Board for a good reason.”*

- d) Art. 8.5a shall be added after Art. 8.5 of the Company's Articles of Association, reading as follows:**

*“Article 8*

*5a. During its meeting, the Supervisory Board may also pass resolutions on matters not included in the proposed meeting agenda provided that the majority of the Supervisory Board members present at the meeting do not object to the passing of such resolution.”*

3. The Extraordinary General Meeting hereby amends the Company’s Articles of Association by adding **Art. 8a**, reading as follows:

*“Article 8a*

*1. Subject to the rules provided for in the Rules of Procedure for the Supervisory Board, and taking into account the limitations under Article 8a.2 below, the Supervisory Board may resolve that a specific matter relating to the Company's operations or assets be investigated at the Company's expense, and/or that specific analyses and opinions be prepared by a selected adviser (the "Supervisory Board Adviser”).*

*2. At the General Meeting the shareholders shall resolve on the maximum total cost of fees to all Supervisory Board Advisers that the Company may incur during the financial year, which shall be no higher than 50% of the total remuneration of the Supervisory Board for the previous financial year.”*

4. The Extraordinary General Meeting hereby amends **Art. 9** of the Company's Articles of Association as follows:

**a) Art. 9.2 of the Company's Articles of Association, reading:**

*"Article 9.*

*2. Members of the Management Board shall be appointed and removed from office by the Supervisory Board. Members of the Management Board shall be appointed for a joint term of office which lasts three years."*

**shall be amended to read as follows:**

*"Article 9.*

*2. Members of the Management Board shall be appointed and removed from office by the Supervisory Board. Members of the Management Board are appointed for a joint term of office which lasts three years. The term of office shall be calculated in full financial years."*

**b) Art. 9.7 shall be added after Art. 9.6 of the Company's Articles of Association, reading as follows:**

*"Article 9.*

*7. The disclosure requirements referred to in Article 380<sup>1</sup>.1 and 380<sup>1</sup>.2 of the Commercial Companies Code shall not apply. However, the Management Board shall provide the Supervisory Board with such aggregated information on the Company's assets, operations, investments and human resources as is deemed objectively necessary in a particular situation.*

## **Section 2**

This Resolution shall become effective as of its date, provided that the changes referred to herein shall take effect as of the date the amendments to the Company's Articles of Association made by this Resolution are registered by the registry court in the Business Register of the National Court Register.

### **Section 3**

The Extraordinary General Meeting hereby authorises the Company's Supervisory Board to draft the consolidated text of the Company's Articles of Association incorporating the amendments made by Resolution No. 03/12/2022 of the Extraordinary General Meeting of December 6th 2022.