

**DRAFT RESOLUTIONS OF THE  
ANNUAL GENERAL MEETING  
OF PRZEDSIĘBIORSTWO PRZEMYSŁU  
SPOŻYWCZEGO  
"PEPEES" S.A. with its registered**

**office in ŁOMŻA on 29 June 2021.**

**RESOLUTION No. 1**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża on 29 June 2021 on election of the Chair of the Meeting.

It is resolved as follows:

**§ 1**

The Annual General Meeting resolves to elect Ms./Ms \_\_\_\_\_ as Chairman of the Meeting.

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**2**

The Resolution comes into force upon its adoption.

**RESOLUTION No. 2**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża on 29 June 2021 on the election of the Returning Committee consisting of three members.

It is resolved as follows:

**§ 1**

The Annual General Meeting decides to elect the following three members of the Returning Committee: 1 \_\_\_\_

2 \_\_\_\_\_

3 \_\_\_\_\_

**2**

The Resolution comes into force upon its adoption.

**RESOLUTION  
No. 3**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża on 29 June 2021 on the adoption of the agenda of the meeting.

It is resolved as follows:

**§ 1**

The Annual General Meeting decides to adopt the following agenda:

1. Opening of the Annual General Meeting.

2. Election of the Chairman of the Annual General Meeting.
3. Statement that the Annual General Meeting has been properly convened and is capable of adopting resolutions.
4. Election of the Ballot-Counting Committee consisting of 3 members.
5. Adoption of a resolution on adoption of the agenda.
6. Consideration and adoption of resolutions to approve:
  - the Company's financial statements for financial year 2020
  - the report on the activities of the Company's Supervisory Board for financial year 2020;
  - the consolidated financial statements of PEPEES Capital Group for financial year 2020;
  - the report on the activities of the PEPEES Capital Group for financial year 2020 (including disclosures required for the Report of the Management Board on activities in the aforementioned period);
  - the report of the Supervisory Board on the assessment of the separate financial statements of the Company and the consolidated financial statements of the PEPEES Capital Group for 2020 and the report of the Management Board on the activities of the PEPEES Capital Group and "PEPEES" S.A. for year 2020;
  - on the allocation of net profit for the financial year 2020.
7. Adoption of resolution on:
  - discharging members of the Company's Management Board from their duties for the financial year 2020;
  - discharging members of the Company's Supervisory Board from their duties for the financial year 2020;
8. Adoption of a resolution on the opinion on the Report on the remuneration of Members of the Management Board and Supervisory Board of Pepees S.A. in the financial years 2019 and 2020;
9. Closing of the meeting.

## § 2

The Resolution comes into force upon its adoption.

### **RESOLUTION No. 4**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on examination and approval of the Company's financial statement for the period from 01.01.2020 to 31.12.2020.

Pursuant to Art. 393 points 1 and Art. 395 § 2 point 1 of the Code of Commercial Companies in connection with Art. 53 sec. 1 of the Accountancy Act of 29 September 1994 (Journal of Laws of 1994, No. 121, item 591, as amended), the Annual General Meeting hereby resolves as follows

## § 1

The Annual General Meeting resolves to approve the financial statements of "PEPEES" S.A. for year 2020 which comprise:

1. the statement of financial position prepared as at 31 December 2020, which on the side of assets and liabilities shows the totals of PLN **268,790** thousand (in words: two hundred sixty eight million seven hundred ninety thousand zloty),
2. the statement of comprehensive income for the period from 1 January 2020 to 31 December 2020 showing a net profit of PLN **5,530** thousand (in words: five million five hundred and thirty thousand zloty) and a total positive income of PLN **5,487** thousand (in words: five million four hundred and eighty-seven thousand zloty),
3. the statement of changes in equity, showing a decrease in equity by the amount of: PLN **5,913** thousand (in words: five million nine hundred and thirteen thousand),
4. the cash flow statement showing a decrease in net cash during the financial year 2020 by PLN 22,959 thousand (in words: twenty-two million nine hundred and fifty-nine thousand zloty),
5. Additional information on the adopted accounting principles and other explanatory information to the financial statements.

The above documents were drawn up correctly and in accordance with the current legal situation.

## § 2

The Resolution comes into force upon its adoption.

### RESOLUTION No. 5

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on examination and approval of the Company's financial statement for the period from 01.01.2020 to 31.12.2020.

Pursuant to Art. 395 § 5 of the Commercial Companies Code, the Annual General Meeting resolves as follows

## § 1

The Annual General Meeting resolves to approve the financial statements of PEPEES Capital Group for year 2020 which comprise:

1. the consolidated statement of financial position prepared as at 31 December 2020, which on the side of assets and liabilities shows the totals of PLN **364,838** thousand (in words: three hundred sixty four million eight hundred thirty eight thousand zloty),

2. the consolidated statement of comprehensive income for the period from 1 January 2020 to 31 December 2020 showing a net profit of PLN 6, **206** thousand (in words: six million two hundred and six thousand zloty), including net profit due to the shareholders of the parent company in the amount of **PLN 6,313** thousand (in words: six million three hundred and thirteen thousand zloty) and total net comprehensive income due to the shareholders of the parent company in the amount of **PLN 6,270** thousand (in words: six million two hundred and seventy thousand zloty).
3. the consolidated statement of changes in equity for the period from 1 January 2020 to 31 December 2020, showing a decrease in equity by the amount of: PLN 5,119 thousand (in words: five million one hundred and nineteen thousand),
4. the consolidated cash flow statement for the period from 01 January 2020 to 31 December 2020, showing a decrease in net cash by **PLN 23,683** thousand (in words: twenty-three million six hundred and eighty-three thousand zloty),
5. additional information on the adopted accounting principles and other explanatory information to the consolidated financial statements .

The above documents were drawn up correctly and in accordance with the current legal situation .

## § 2

The Resolution comes into force upon its adoption.

### **RESOLUTION No. 6**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on examination and approval of the Management Board's report on operations of the PEPEES Capital Group for 2020 (including disclosures required for the Management Board's report on operations in the said period).

Pursuant to Art. 395 § 5 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

## § 1

The Annual General Meeting decides to approved the report of "PEPEES" S.A.'s Management Board on the activities of the PEPEES Capital Group for year 2020 (including disclosures required for the Report of the Management Board on activities in the aforementioned period);

## § 2

The Resolution comes into force upon its adoption.

### **RESOLUTION No. 7**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with registered office in Łomża of 29 June 2021 on examination and approval of the report of the Supervisory Board on the assessment of the separate financial statements of the Company and the consolidated financial statements of the PEPEES Capital Group for 2020 and the report

Management Board on Operations of PEPEES Capital Group and Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. for the year 2020.

Pursuant to Art. 395 § 5 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

#### **§ 1**

The Annual General Meeting resolves to approve the report of the Supervisory Board on the assessment of the separate financial statements of the Company and the consolidated financial statements of the PEPEES Capital Group for 2020 and the report of the Management Board on the activities of the PEPEES Capital Group and "PEPEES" S.A. for 2020.

#### **§ 2**

The Resolution comes into force upon its adoption.

### **RESOLUTION No. 8**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża on June 29, 2021 on consideration and approval of the report of the Supervisory Board on its activities as a body of the Company for the financial year 2020.

Pursuant to Art. 395 § 5 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

#### **§ 1**

The Annual General Meeting resolves to approve the report of the Supervisory Board of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" Spółka Akcyjna with registered office in Łomża on the operations of the Supervisory Board as the Company's body for the financial year 2020.

#### **§ 2**

The Resolution comes into force upon its adoption.

### **RESOLUTION No. 9**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on the distribution of the net profit of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. for the financial year 2020.

Pursuant to Art. 395 § 2 point 2) of the Commercial Companies Code, the Annual General Meeting resolves as follows:

#### **§ 1**

Acting pursuant to Article 395 § 2 point 2) of the Commercial Companies Code, the Annual General Meeting resolves to transfer the profit for the financial year 2020 in the amount of:

PLN 5,529,766.07 (in words: five million five hundred twenty nine thousand seven hundred sixty six 07/100 zloty) to the reserve capital.

§ 2

The Resolution comes into force upon its adoption.

### **RESOLUTION No. 10**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on acknowledgement of fulfilment of the duties by the President of the Management Board for the financial year 2020.

Pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

#### **§ 1**

Mr. **Wojciech Faszczewski** is hereby granted acknowledgement of fulfilment of his duties of the President of the Company's Management Board in the financial year 2020, for the period from 1 January 2020 to 31 December 2020.

#### **§ 2**

The Resolution comes into force upon its adoption.

### **RESOLUTION No. 11**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on acknowledgement of fulfilment of the duties by the Member of the Management Board for the financial year 2020.

Pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

#### **§ 1**

Mr. **Tomasz Rogala** is hereby granted acknowledgement of fulfilment of his duties of the Member of the Company's Management Board in the financial year 2020, for the period from 1 January 2020 to 31 December 2020.

#### **§ 2**

The Resolution comes into force upon its adoption.

### **RESOLUTION No. 12**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on acknowledgement of fulfilment of the duties by the Chairman of the Company's Supervisory Board for the financial year 2020.

Pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

#### **§ 1**

Mr. Maciej Kaliński is hereby granted acknowledgement of fulfilment of his duties of the Chairman of the Company's Supervisory Board in the financial year **2020, for the period from 1 January 2020 to 31 December 2020.**

**§ 2**

The Resolution comes into force upon its adoption.

**RESOLUTION  
No. 13**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on acknowledgement of fulfilment of the duties by the Deputy Chairman of the Company's Supervisory Board for the financial year 2020.

Pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

**§ 1**

Mr. **Tomasz Nowakowski** is hereby granted acknowledgement of fulfilment of his duties of the Deputy Chairman of the Company's Supervisory Board in the financial year 2020, for the period from 1 January 2020 to 31 December 2020.

**§ 2**

The Resolution comes into force upon its adoption.

**RESOLUTION  
No. 14**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on acknowledgement of fulfilment of the duties by the Secretary of the Supervisory Board for the financial year 2020.

Pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

**§ 1**

Mr. **Robert Malinowski** is hereby granted acknowledgement of fulfilment of his duties of the Secretary of the Company's Supervisory Board in the financial year 2020, for the period from 1 January 2020 to 31 December 2020.

**§ 2**

The Resolution comes into force upon its adoption.

**RESOLUTION No. 15**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on acknowledgement of fulfilment of the duties by the Member of the Supervisory Board for the financial year 2020.

Pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

**§ 1**

Mr. **Piotr Marian Taracha** is hereby granted acknowledgement of fulfilment of his duties of the Member of the Company's Supervisory Board in the financial year 2020, for the period from 1 January 2020 to 31 December 2020.

**§ 2**

The Resolution comes into force upon its adoption.

**RESOLUTION No. 16**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on acknowledgement of fulfilment of the duties by the Member of the Supervisory Board for the financial year 2020.

Pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

**§ 1**

Mr. **Krzysztof Stankowski** is hereby granted acknowledgement of fulfilment of his duties of the Member of the Company's Supervisory Board in the financial year 2020, for the period from 1 January 2020 to 31 December 2020.

**§ 2**

The Resolution comes into force upon its adoption.

**RESOLUTION No. 17**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with its registered office in Łomża of 29 June 2021 on acknowledgement of fulfilment of the duties by the Member of the Supervisory Board for the financial year 2020.

Pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

**§ 1**

Ms. **Agata Czerniakowska** is hereby granted acknowledgement of fulfilment of her duties of the Member of the Company's Supervisory Board in the financial year 2020, for the period from 1 January 2020 to 31 December 2020.

**§ 2**

The Resolution comes into force upon its adoption.

**RESOLUTION**  
**No. 18**

of the Annual General Meeting of Przedsiębiorstwo Przemysłu Spożywczego "PEPEES" S.A. with registered office in Łomża of 29 June 2021 on the opinion on the Report on the remuneration of Members of the Management Board and Supervisory Board of Pepees S.A. in the financial years 2019 and 2020.

Pursuant to Art. 395 § 21<sup>of</sup> the Commercial Companies Code and Art. 90g sec. 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the Annual General Meeting hereby resolves as follows:

**§ 1**

The Annual General Meeting resolves to grant a positive opinion on the Report on the remuneration of Members of the Management Board and Supervisory Board of Pepees S.A. in the financial years 2019 and 2020

**§ 2**

The Resolution comes into force upon its adoption.