

Current Report No. 16/2023

Title: Text of draft resolutions of the Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna

Legal basis: art. 56 sec. 1 point 2) of the Act on public offering and the conditions for introducing financial instruments to an organized trading system and on public companies - current and periodic information

Acting pursuant to the provisions of § 19 paragraph 1 point 2 of Regulation of the Minister of Finance of 27 March 2018 on current and interim reports published by issuers of securities and on conditions for recognition of information required by the non-Member State regulations as equivalent, the Management Board of Amica Spółka Akcyjna with its registered office in Wronki (hereinafter the “**Company**”) hereby discloses the draft resolutions of the Ordinary General Meeting of Shareholders of the Company to be held on **27 June 2023**.

Draft resolution for **Item 2 of the agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 01/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

regarding election of the Chair of the Meeting

Acting pursuant to Article 409 § 1 of Commercial Companies Code, the Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna has decided to elect as the Chair of the Ordinary General Meeting of Shareholders *Mr/Ms (full name)*.

Explanatory statement: *The necessity for the General Meeting to elect the Chairperson of the General Meeting immediately after the opening of the General Meeting results from the wording of Art. 409 § 1 of the Commercial Companies Code.*

Draft resolution for **Item 4 of the agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 02/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

regarding adoption of the agenda

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna resolves as follows:

§ 1. [Agenda of the Meeting]

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna decides to adopt the following agenda:

1. Opening of the General Meeting.
2. The election of the Chair of the General Meeting.
3. Confirmation that the General Meeting was convened in a proper manner and that it has capacity to adopt valid resolutions; preparation of the attendance list.
4. Adoption of the agenda.
5. Presentation and consideration of Amica S.A. Management Board's Report on the Company's Activities in 2022 (including the Corporate Governance Statement for the year 2022 and the Non-Financial Report).
6. Presentation and review of the Company's 2022 financial statements.
7. Presentation and consideration of the Management Board's Report on the Activity of Amica S.A. Group for the year 2022.
8. Presentation and consideration of the Consolidated Financial Statements of Amica Group for the year 2022.
9. Presentation and consideration of the Management Board's motion on the distribution of the net profit for the year 2022.
10. Presentation and consideration of the report of the Company's Supervisory Board on the activities in 2022, containing the assessments indicated in the Best Practices of WSE Listed Companies 2022 adopted by the Company and the results of the assessment of reports on the activities of the Company and the Capital Group in 2022, financial statements of the Company and of the Capital Group for 2022 and the assessment of the motion of the Company's Management Board on the distribution of profit for 2022 (and other items indicated in Art. 382 § 3¹ of the Commercial Companies Code);
11. Adoption of resolutions in the following matters:
 - 1) approval of Amica S.A. Management Board's Report on the Company's Activities in 2022 (including the Corporate Governance Statement for the year 2022 and the Non-Financial Report) and the Company's Financial Statements for the year 2022;
 - 2) approval of the report of the Supervisory Board of the Company on the activities in 2022, containing the assessments indicated in the Good Practices of Companies Listed on the Warsaw Stock Exchange 2021 adopted by the Company and the results of the assessment of the reports: on the activities and financial statements of the Company and the Capital Group in 2022 and the assessment of the Management Board's proposal Companies on the distribution of net profit for 2022

- (and other elements indicated in Art. 382 § 3¹ of the Commercial Companies Code);
- 3) vote of approval for Members of the Management Board for the performance of their duties in 2022 (block of votes);
 - 4) vote of approval for Members of the Supervisory Board for the performance of their duties in 2022 (block of votes);
 - 5) net profit distribution for 2022;
 - 6) approval of the Report on Activities of Amica S.A. Group for the year 2022 and the Consolidated Financial Statements of Amica S.A. Group for the year 2022;
 - 7) issuing an opinion on the report on the remuneration of Members of the Management Board and Supervisory Board of "Amica S.A." for the year 2022;
 - 8) determining the number of members of the Management Board (in connection with the expiry of the current term of office of the Management Board of the Company) and appointing the President of the Management Board and Members of the Management Board of the Company for a new term of office (voting block);
 - 9) amendments to the Articles of Association (block of votes);
 - 10) Authorising Supervisory Board to formulate a consolidated text of the Company's Articles of Association.
 - 11) merger of Amica SA with Marcellin Management Sp. z o. o.;
 - 12) introducing changes to the Remuneration Policy in the company under the name "Amica Spółka Akcyjna" with its registered office in Wronki;
 - 13) adoption of the consolidated text of the Remuneration Policy in the company under the business name "Amica Spółka Akcyjna" with its registered office in Wronki;
 - 14) adoption of the new wording of the Regulations of the General Meeting of "Amica Spółka Akcyjna".
12. Any other business.
13. Closing of the General Meeting.

Explanatory statement: *The General Meeting is held in accordance with the adopted agenda..*

Draft resolution for Item 11.1 of the agenda of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 03/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on approval of the Management Board’s Report on the Company’s Activities in 2022 (including the Corporate Governance Statement for the year 2022 and the Non-Financial Report)

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1, in connection with Article 395 § 2 point 1 of the Commercial Companies Code, and pursuant to § 19 paragraph 1 of Company's Articles of Association, having reviewed the Management Board's report for the period from 1 January 2022 to 31 December 2022 (comprising the Corporate Governance Statement for the year 2022 and the Non-Financial Report) and having reviewed the report of the Independent Statutory Auditor, PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k. with its registered office in Warsaw, dated 30 March 2023, and the report of the Supervisory Board prepared pursuant to Article 382 § 3¹ of the Commercial Companies Code, hereby adopts and approves the report as prepared in accordance with the Company's accounting books and documents and reflecting the Company's true situation; – all the material events occurring in the Company within this period are recognised in the Management Board's report and give a true and fair view of the economic and financial position of the Company.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 1) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, consideration and approval of the Management Board's report on activities for the previous financial year.

(!) The text of the aforesaid report has been published in the separate annual report for the year 2022 – publication date: 31 March 2023.

(!) The text of the aforesaid report and the corporate governance statement for the year 2022 as well as the Non-Financial Report have been published in the separate annual report for the financial year – publication date: 31 March 2023.

Draft resolution for **Item 11.1 of the agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 04/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on approval of the financial statements for the financial year 2022

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, and pursuant to § 19 paragraph 1 of Company's Articles of Association, having reviewed the financial statements prepared by the Management Board for the period from 1 January 2022 to 31 December 2022 and having reviewed the report of the Independent Statutory Auditor, PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k. with its registered office in Warsaw, dated 30 March 2023, and the report of the Supervisory Board prepared pursuant to Article 382 § 3¹ of the Commercial Companies Code, hereby resolves as follows:

§ 1.

We hereby approve the Financial Statements prepared by the Management Board of Amica S.A. for the period from 01 January 2022 to 31 December 2022, comprising:

- a) balance sheet drawn up as at 31 December, 2022, which at the assets and liabilities side shows the amount of **1595.1 million zł**,
- b) statement of comprehensive income for the period from 1 January 2022 to 31 December 2022, indicating net profit of **33.6 million zł**,
- c) statement of changes in equity, indicating an increase in equity in the period from the 1 January 2022 to 31 December 2022 by **10.8 million zł**
- d) cash flow statement showing a decrease in cash at bank in the period from 1 January 2022 to 31 December 2022 of by the amount of **6.6 million zł**,
- e) additional information concerning the adopted accounting policy and other clarifications,

- as being in accordance with the Company's books and documents and reflecting the true situation.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 1) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, consideration and approval of the financial statements for the previous financial year.

(!) The text of the aforesaid report has been published in the separate annual report for the year 2022 – publication date: 31 March 2023.

Draft resolution for **Item 11.2** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 05/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on the approval of the report of the Supervisory Board of “Amica Spółka Akcyjna” on the activities in 2022, containing the assessments indicated in the Good Practices of WSE Listed Companies 2021 adopted by the Company and reports on the results of the assessment of reports: on the activities and financial statements of the Company and the Capital Group and motion of the Management Board on the distribution of profit for 2022 (and other elements indicated in Article 382 § 3¹ of the Commercial Companies Code)

§ 1.

Ordinary General Meeting of Shareholders of “Amica Spółka Akcyjna” after considering the report of the Supervisory Board of Amica S.A. on the activities in 2022 containing the assessments indicated in the Best Practices of Companies Listed on the Warsaw Stock Exchange 2021 adopted by the Company (and other items indicated in Article 382 § 3¹ of the Commercial Companies Code) approves the said report as consistent with the facts and documents of the Company.

§ 2.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, having reviewed the report on the assessment of the Management Board's report on the activities of the Company and of the Group, the separate and consolidated financial statements for the year 2022, and the assessment on the Management and Board's motion for distribution of the net profit for 2022, hereby resolves to approve the aforesaid reports.

§ 3.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 382 § 3 of the Commercial Companies Code, the Supervisory Board prepares and submits to the General Meeting a written report for the previous financial year (report of the supervisory board).

(!) The text of the reports referred to in the resolution above are attached to this current report.

Draft resolutions for **Item 11.3** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 06/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the President of the Management Board for the performance of his duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Management Board's Report on the Company's Activities in the Financial Year 2022, following a recommendation from the Supervisory Board, grants the President of the Management Board, **Jacek Rutkowski** vote of approval for performance of his duties in the period from 1 January 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.3** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**RESOLUTION No. 07/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on granting vote of approval to the First Vice-President of the Management Board for the performance of his duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Management Board's Report on the Company's Activities in the Financial Year 2022, following a recommendation from the Supervisory Board, grants the First Vice-President of the Management Board, **Marcin Bilik**, vote of approval for performance of his duties in the period from 1 January 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.3** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 08/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the Vice-President of the Management Board for the performance of his duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Management Board's Report on the Company's Activities in the Financial Year 2022, following a recommendation from the Supervisory Board, grants the Vice-President of the Management Board, **Alina Jankowska-Brzóska**, vote of approval for performance of her duties in the period from 1 January 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.3** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 09/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to a Member of the Management Board for the performance of his/her duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Management Board's Report on the Company's Activities in the Financial Year 2022, following a recommendation from the Supervisory Board, grants the Member of the Management Board, **Michał Rakowski**, vote of approval for performance of his duties in the period from 01 January 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.3** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 10/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to a Member of the Management Board for the performance of his/her duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Management Board's Report on the Company's Activities in the Financial Year 2022, following a recommendation from the Supervisory Board, grants the Member of the Management Board, **Błażej Sroka**, vote of approval for performance of his duties in the period from 01 January 2022 to 06 June 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.3** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 11/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to a Member of the Management Board for the performance of his/her duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Management Board's Report on the Company's Activities in the Financial Year 2022, following a recommendation from the Supervisory Board, grants the Member of the

Management Board, **Robert Stobiński**, vote of approval for performance of his duties in the period from 01 January 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.4** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 12/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the Chairperson of the Supervisory Board for the performance of duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to the provisions of § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Supervisory Board's Report on the Activities in the Financial Year 2022, grants the Chair of the Supervisory Board, **Tomasz Rynarzewski**, vote of approval for performance of his duties in the period from 01 January 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.4** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 13/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the Vice-Chairperson of the Supervisory Board for the performance of duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to the provisions of § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Supervisory Board's Report on the Activities in the Financial Year 2022, grants the Vice-Chair of the Supervisory Board, **Paweł Małyska**, vote of approval for performance of his duties in the period from 01 January 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.4** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 14/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the Member of the Supervisory Board for the performance of duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to the provisions of § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Supervisory Board's Report on the Activities in the Financial Year 2022, grants the Member of the Supervisory Board, **Piotr Rutkowski**, vote of approval for performance of his duties in the period from 01 January 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.4** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 15/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the Member of the Supervisory Board for the performance of duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to the provisions of § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Supervisory Board's Report on the Activities in the Financial Year 2022, grants the Member of the Supervisory Board, **Paweł Wyrzykowski**, vote of approval for performance of his duties in the period from 1 January 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.4** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 16/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the Member of the Supervisory Board for the performance of duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to the provisions of § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Supervisory Board's Report on the Activities in the Financial Year 2022, grants the Member of the Supervisory Board, **Katarzyna Nagórko**, vote of approval for performance of her duties in the period from 29 June 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.4** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 17/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the Member of the Supervisory Board for the performance of duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to the provisions of § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Supervisory Board's Report on the Activities in the Financial Year 2022, grants the Member of the Supervisory Board, **Aleksandra Petryga**, vote of approval for performance of her duties in the period from 29 June 2022 to 31 December 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.4** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 18/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the Member of the Supervisory Board for the performance of duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to the provisions of § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Supervisory Board's Report on the Activities in the Financial

Year 2022, grants the Member of the Supervisory Board, **Andrzej Konopacki**, vote of approval for performance of his duties in the period from 01 January 2022 to 29 June 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.4** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 19/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on granting vote of approval to the Member of the Supervisory Board for the performance of duties in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, and pursuant to the provisions of § 19 paragraph 1 point 3 of the Company's Articles of Association, having reviewed the Supervisory Board's Report on the Activities in the Financial Year 2022, grants the Member of the Supervisory Board, **Jacek Marzoch**, vote of approval for performance of his duties in the period from 01 January 2022 to 29 June 2022.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include, among others, granting vote of approval to members of the company's governing bodies for the performance of their duties.

Draft resolutions for **Item 11.5** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 20/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on the distribution of the net balance-sheet profit for the financial year 2022

The Ordinary General Meeting of Shareholders of “Amica Spółka Akcyjna”, acting pursuant to Article 395 § 2 (2) of the Commercial Companies Code and pursuant to § 19 paragraph 1 point 2 of the Company's Articles of Association, after having read and approved the position of the Supervisory Board expressed pursuant to Article 382 § 3¹ of the Commercial Companies Code regarding the motion of the Management Board for the net profit distribution, resolves as follows:

§ 1.

The net profit generated for the period from 1 January, 2022 to 31 December, 2022 in the amount of **33,632,681.20 zł** (in words: thirty three million six hundred thirty two thousand six hundred eighty one zlotys and 20/100) is fully allocated to supplementary capital of the Company.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 1 item 2) of the Commercial Companies Code, the agenda of the Ordinary General Meeting should be to adopt a resolution on profit distribution or loss coverage.

(!) On 27 April, 2023, current report No. 12/2023 was published on the publication of information on the formulation of the proposal of the Issuer's Management Board regarding the distribution of profit for the period from 1 January, 2022 to 31 December, 2022 and on the publication of information on the Supervisory Board's opinion on the proposal of the Issuer's Management Board regarding the distribution of profit for the period from 1 January, 2022 to 31 December, 2022.

Draft resolutions for **Item 11.6** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 21/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on approval of the Management Board's Report on the Group's Activities in 2022

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 395 § 5 of the Commercial Companies Code, and pursuant to § 19 paragraph 1 of Company's Articles of Association, having reviewed the Management Board's Report on the Activities of Amica Spółka Akcyjna Group for the period from 01 January 2022 to 31 December 2022, and having reviewed the report of the Independent Statutory Auditor, PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k. with its registered office in Warsaw, dated 30 March 2023, and the report of the Supervisory Board prepared pursuant to Article 382 § 3¹ of the Commercial Companies Code, hereby adopts and approves the report as prepared in accordance with the accounting books and documents and reflecting the true situation; while all the material events occurring in Amica Spółka Akcyjna

Group within this period are recognised in the Management Board's report and give a true and fair view of the economic and financial position of Amica Group.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: From the text of art. 395 § 5 of the Commercial Companies Code, it follows that the agenda of the Ordinary General Meeting should also include consideration and approval of the report on the activities of the capital group.

(!) The content of the aforesaid report has been published in the consolidated annual report for the year 2022 – publication date: 31 March 2023.

Draft resolutions for **Item 11.6** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 22/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on approval of the Group's Consolidated Financial Statements for the Financial Year 2022

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to the provisions of Article 63c paragraph 4 of the Accounting Act, in connection with Article 395 § 5 of the Commercial Companies Code, having reviewed the consolidated financial statements of Amica S.A. Group, prepared by the Management Board, for the period from 1 January 2022 to 31 December 2022, and having reviewed the report of the statutory auditor, PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k. with its registered office in Warsaw, dated 30 March 2023, and the report of the Supervisory Board prepared pursuant to Article 382 § 3¹ of the Commercial Companies Code, hereby resolves as follows:

§ 1.

We hereby approve the Consolidated Financial Statements of Amica S.A. Group, prepared by the Management Board of Amica Spółka Akcyjna, for the period from 01 January 2022 to 31 December 2022, comprising:

- a) balance sheet drawn up as at 31 December, 2021, which at the assets and liabilities side shows the amount of **2197.9 million zł**,
- b) statement of comprehensive income for the period from 1 January, 2022 to 31 December, 2022, showing a net loss of (-) **9.7 million zł**,
- c) statement of changes in equity, indicating an decrease in equity in the period from the 1 January 2022 to 31 December 2022 by **35.9 million zł**
- d) cash flow statement showing an increase in cash at bank in the period from 1 January 2022 to 31 December 2022 of by the amount of **106.5 million zł**,

- e) additional information concerning the adopted accounting policy and other clarifications,

- as being in accordance with the Company's books and documents and reflecting the true situation.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: Pursuant to Art. 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting should consider and approve the financial statements of the capital group.

(!) The content of the aforesaid report has been published in the consolidated annual report for the year 2022 – publication date: 31 March 2023.

Draft resolutions for **Item 11.7** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 23/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on issuing an opinion on the Report on remuneration of members of the Management Board and Supervisory Board of Amica S.A. for 2022

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to Art. 90g section 6 of the Act of 27 July, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (i.e. Journal Of Laws 2022, item 623 as amended, hereinafter also referred to as the "Act on Public Offering") resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna decides to give a positive opinion on the *Report on the remuneration of Members of the Management Board and Supervisory Board of Amica S.A. for 2022 approved by the Supervisory Board of Amica S.A.* (based on the resolution of the Supervisory Board of Amica Spółka Akcyjna of 27 April, 2022), prepared in accordance with the requirements set out in Art. 90g of the Act on Public Offering.

§ 2.

The resolution takes effect on the day it is passed.

Explanatory statement: According to Art. 395 § 2¹ of the Commercial Companies Code, the subject of the Ordinary General Meeting should be the adoption of the resolution referred to in Art. 90g sec. 6 of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies (Journal of Laws of 2019, items 623, 1798 and 2217), or holding the discussion referred to in art. 90g sec. 7 of this Act.

(!) The text of the Report on the remuneration of the Members of the Management Board and Supervisory Board of Amica S.A. for 2022, referred to in the content of the above resolution, is attached to this current report.

Draft resolutions for **Item 12.8** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 24/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on: determination of the number of Members of the Management Board for the next term of office

Acting pursuant to art. 368 of the Commercial Companies Code and § 30 of the Company's Articles of Association, the Ordinary General Meeting of Amica Spółka Akcyjna resolves as follows:

§ 1.

In connection with the expiration of the mandates of Members of the Management Board of Amica Spółka Akcyjna with its registered office in Wronki (hereinafter: the “Company”), as a result of the expiry of the four-year term of office of the Management Board, the General Meeting of the Company hereby determines the number of members of the Management Board for the following joint term of office to be [●] (in words: [●]).

§ 2.

The resolution shall become effective upon its adoption.

Explanatory statement: Pursuant to Article 369 § 4 of the Commercial Companies Code, in connection with § 30 paragraph 4 of the Articles of Association of Amica Spółka Akcyjna, the mandate of the Management Board of Amica Spółka Akcyjna expired on the date of this Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, which has approved the financial statements of the Company for the financial year 2022. Therefore, it is necessary to determine the number of Members of the Management Board for the new term of office. Members of the Management Board are appointed by the General Meeting.

Draft resolutions for **Item 12.8** of the **Agenda** of the Ordinary General Meeting of Shareholders:

Resolution No 25/2022
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on: appointment of Mr/Mrs/Ms [●] as a Member of the Management Board and entrusting him/her with the position of the President of the Management Board for the joint term of office

§ 1.

1. The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, pursuant to Article 369 § 1 of the Commercial Companies Code, in connection with § 19 paragraph 1 point 4 and § 30 paragraphs 1 and 4 of the Articles of Association of Amica Spółka Akcyjna, appoints Mr/Mrs/Ms [●] as a member of the Management Board and entrusts him/her with the position of the President of the Management Board.
2. The appointment of Mr./Ms. [●] to the position of Member - President of the Management Board of “Amica Spółka Akcyjna” is made for a joint (four-year) term of office referred to in § 30 sec. 4 of the Articles of Association of Amica Spółka Akcyjna.

§ 2.

The resolution shall enter into force on the date of its adoption.

Explanatory statement: Pursuant to § 30 section 1 and 4 of the Company's Articles of Association, the Management Board consists of 3 to 6 members appointed by the General Meeting. Members of the Management Board are appointed for a joint term of four years. First of all, the General Meeting shall appoint the President of the Management Board. The General Meeting shall appoint the remaining Members of the Board at the request of the elected President of the Management Board. Information on the candidate for the position of Member - President of the Management Board will be provided in a separate current report.

Draft resolutions for **Item 12.12** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No. [26-29]/2023
of the Ordinary General Meeting of Shareholders of
of the company “Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on: appointment of Mr/Mrs/Ms [●] as a member of the Management Board for a joint term of office

§ 1.

1. The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, pursuant to Article 369 § 1 of the Commercial Companies Code, in connection with § 19 paragraph 1 point 4 and § 30 paragraphs 1 and 4 of the Articles of Association of Amica Spółka Akcyjna, appoints Mr/Mrs/Ms [●] as a member of the Management Board.
2. Mr./Ms. [●] is appointed as a member of the Management Board for a joint (four-year) term of office referred to in § 30 sec. 4 of the Articles of Association of Amica Spółka Akcyjna.

§ 2.

The resolution shall enter into force on the date of its adoption.

Explanatory statement: Pursuant to § 30 section 1 and 4 of the Company's Articles of Association, the Management Board consists of 3 to 6 members appointed by the General Meeting. Members of the

Management Board are appointed for a joint term of four years. First of all, the General Meeting shall appoint the President of the Management Board. The General Meeting shall appoint the remaining Members of the Board at the request of the elected President of the Management Board. Information on candidates for Members of the Management Board will be provided in a separate current report.

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

Resolution No 30/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company's Articles of Association are amended in such a way that the current wording of § 5 of the Company's Articles of Association reads as follows:

„§ 5

The Company's core business is:

- 1) manufacture of domestic appliances (PCA 27.5);
- 2) manufacture of other electrical equipment (PCA 27.90.Z.);
- 3) activity in the field of engineering, and associated technical consultancy (PKD 71.12.Z);
- 4) other research and technical analysis (PKD 71.20.B);
- 5) wholesale of home use articles (PKD 46.4);
- 6) retail sale conducted in non-specialised shops (PKD 47.1);
- 7) retail sale of articles for household use conducted in specialised shops (PKD 47.5);
- 8) retail sale conducted other than in shop chains or at stalls and markets (PKD 47.9);
- 9) repair and maintenance of personal and home use articles (PKD 95.2);
- 10) freight transport by road and removal services (PCA 49.4);
- 11) storage of goods (PKD 52.1);
- 12) service activities in support of transport (PKD 52.2);
- 13) legal activities (PCA 69.10.Z);
- 14) accounting, bookkeeping and auditing activities; tax consultancy (PCA 69.20.Z);
- 15) activities of head offices (PCA 70.10.Z);
- 16) consultancy connected with management (PKD 70.2);
- 17) hotels and similar accommodation (PCA 55.10.Z);
- 18) production and supply of steam, hot water and air for air conditioning systems (PKD 35.30.Z);
- 19) activities of holding companies (PCA 64.20.Z);
- 20) other financial service activities, except insurance and pension funding (PCA 64.9);
- 21) other professional, scientific and technical activities n.e.c. (PCA 74.90.Z);
- 22) other business support service activities n.e.c. (PKD 82.99.Z);
- 23) renting and leasing of motor vehicles (PCA 77.1);
- 24) holiday and other short-stay accommodation (PKD 55.20.Z).
- 25) electricity generation (PKD 35.11.Z).

receives the following new wording (numbering and wording of points 26) and 27) added):

„§ 5

The Company's core business is:

- 1) manufacture of domestic appliances (PCA 27.5);
- 2) manufacture of other electrical equipment (PCA 27.90.Z.);
- 3) activity in the field of engineering, and associated technical consultancy (PKD 71.12.Z);
- 4) other research and technical analysis (PKD 71.20.B);
- 5) wholesale of home use articles (PKD 46.4);
- 6) retail sale conducted in non-specialised shops (PKD 47.1);
- 7) retail sale of articles for household use conducted in specialised shops (PKD 47.5);
- 8) retail sale conducted other than in shop chains or at stalls and markets (PKD 47.9);
- 9) repair and maintenance of personal and home use articles (PKD 95.2);
- 10) freight transport by road and removal services (PCA 49.4);
- 11) storage of goods (PKD 52.1);
- 12) service activities in support of transport (PKD 52.2);
- 13) legal activities (PCA 69.10.Z);
- 14) accounting, bookkeeping and auditing activities; tax consultancy (PCA 69.20.Z);
- 15) activities of head offices (PCA 70.10.Z);
- 16) consultancy connected with management (PKD 70.2);
- 17) hotels and similar accommodation (PCA 55.10.Z);
- 18) production and supply of steam, hot water and air for air conditioning systems (PKD 35.30.Z);
- 19) activities of holding companies (PCA 64.20.Z);
- 20) other financial service activities, except insurance and pension funding (PCA 64.9);
- 21) other professional, scientific and technical activities n.e.c. (PCA 74.90.Z);
- 22) other business support service activities n.e.c. (PKD 82.99.Z);
- 23) renting and leasing of motor vehicles (PCA 77.1);
- 24) holiday and other short-stay accommodation (PKD 55.20.Z).
- 25) production of electricity (PCA 35.11.Z).
- 26) production of plastic packaging (PKD 22.22.Z);
- 27) production of plastic products for the construction industry (PKD 22.23.Z).”

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory Statement: Due to the planned merger of Amica S.A. with its subsidiary Marcelin Management Sp. z o. o. - the purpose of the merger of the above-mentioned companies is the centralisation of production functions and auxiliary processes (the Company will use these technologies in its operations). This activity is of ancillary nature and is aimed to provide support for the Company's primary business. The amendment in question is to ensure compliance of the registered core business of the Company with the activity actually pursued by it. The change is insignificant and amounts to adding item 26 (production of plastic packaging (PKD 22.22.Z) and item 27 (production of plastic products for the construction industry (PKD 22.23.Z).

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 31/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company's Articles of Association are amended in such a way that the current wording of § 7 of the Company's Articles of Association reads as follows:

„§ 7

Share capital of the Company, consisting of:

1. 5,099,559 series A shares numbered 00.000.001 to 05.099.559, including:
 - a) 2,720,677 shares numbered 00.000.001 to 02.720.677, which are registered preference shares, each share carrying two votes,
 - b) 2,378,882 shares numbered 02.720.678 to 05.099.559, which ordinary bearer shares. Series A shares were issued in exchange for shares in Fabryka Kuchni Wronki Spółka z ograniczoną odpowiedzialnością, as a result of the transformation of this company into a joint stock company. Series A shares remained in the Company's deposit and could be neither converted into bearer shares nor sold or pledged until the date of approval of the financial statements for 1997. Series A shares participate in the dividend as of the profits for 1996.
2. 2,675,714 series B shares numbered from 05.825.001 to 08.500.714 are ordinary bearer shares and have participated in the dividend since the day of January first nineteen ninety seven (01.01.1997)."

shall be replaced by the following:

§ 7

Share capital of the Company, consisting of:

- 1) 5,099,559 series A shares with numbers from 00.000.001 to 05.099.559, including:
 - a) 2,720,077 shares numbered 00.000.001 to 02.720.077, which are registered preference shares, each share carrying two votes,
 - b) 2,379,482 shares numbered 02.720.078 to 05.099.559, which ordinary bearer shares. Series A shares were issued in exchange for shares in Fabryka Kuchni Wronki Spółka z ograniczoną odpowiedzialnością, as a result of the transformation of this company into a joint stock company.
- 2) 2,675,714 series B shares numbered from 05.825.001 to 08.500.714, which are ordinary bearer shares.

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory statement: *The proposed change is purely technical and results from the conversion made in 2021 (conversion of registered shares into bearer shares) concerning 600 series A shares, with a nominal value of 2 zł each; vide: Current Report No. 19/2021 of 6 December, 2021). In addition, the record of a historical nature regarding the submission of shares issued in exchange for shares in Fabryka Kuchni Wronki Sp. z o. o. and indications of the right to participate in the dividend since 1996.*

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 32/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company's Articles of Association are amended in such a manner that the current text of § 8 sec. 2 item 5) of the Company's Articles of Association, which reads as follows:

„5) if the shares are sold by way of executing priority rights, the purchase price equals the price included in the announcement made by the shareholder selling and should be paid by the purchaser in at least three equal monthly instalments to the Company account or Company cash desk; the Company will immediately transfer the payment for the purchase price to the shareholder selling the share;

shall be replaced by the following:

„5) *the shares are sold by way of executing priority rights, the purchase price equals the price included in the announcement made by the shareholder selling and should be paid by the purchaser in at least three equal monthly instalments to the Company account; the Company will immediately transfer the payment for the purchase price to the shareholder selling the share;;*”

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory statement: In the proposal for a new wording of this editorial unit of the Company's Articles of Association, the mention of the option of depositing the purchase price of shares at the Company's cash desk was deleted.

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 33/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company's Articles of Association are amended in such a way that the current wording of § 22 of the Company's Articles of Association reads as follows:

„§ 22

1. Members of the Supervisory Board are appointed by the General Shareholders' Meeting in line with the following principles:
 - a) candidacies for members of the Supervisory Board are announced to the Management Board no later than 7 (seven) days before the date of the General Shareholders' Meeting. Announcements of candidacies should include, along with the personal details, a description of the candidate's qualifications and professional experience. The application must be accompanied by a written consent of the person concerned to stand as a candidate for a member of the Supervisory Board, and where the candidate is a candidate for an Independent Member of the Supervisory Board, the candidate's written statement on compliance with the conditions listed in § 21 section 2.
 - b) Candidates for Independent Member of the Supervisory Board may only be submitted by shareholders who, before declaring their candidacy, documented their right to no more than 10% of the votes and at the moment of declaring their candidacy own no more than 10% of the Company's share capital, while the effective declaration of a candidacy requires the shareholder or shareholders declaring it to confirm their right to no less than 2% of the votes at the General Shareholders' Meeting at which elections will be held with that candidate's participation.
 - c) The Company's Management Board will publish information on the website about the candidacies for membership of the Supervisory Board, along with the description of the qualifications and professional experience supplied to the Company, no later than 5 (five) days before the date of the General Shareholders' Meeting.

shall be replaced by the following:

„§ 22

1. *Members of the Supervisory Board are appointed by the General Shareholders' Meeting in line with the following principles:*
 - a) *candidacies for members of the Supervisory Board are announced to the Management Board no later than 7 (seven) days before the date of the General Shareholders' Meeting. Announcements of candidacies should include, along with the personal details, a description of the candidate's qualifications and professional experience. The application must be accompanied by a written consent of the person concerned to stand as a candidate for a member of the Supervisory Board, and where the candidate is a candidate for an Independent Member of the Supervisory Board, the candidate's written statement on compliance with the conditions listed in § 21 section 2.*
 - b) *Candidates for Independent Member of the Supervisory Board may only be submitted by shareholders who, before declaring their candidacy, documented their right to no more than 20% of the votes and at the moment of declaring their candidacy own no more than 20% of the Company's share capital, while the effective declaration of a candidacy requires the shareholder or shareholders declaring it to confirm their right to no less than 2% of the votes at the General Shareholders' Meeting at which elections will be held with that candidate's participation.*
 - c) *The Company's Management Board will publish information on the website about the candidacies for membership of the Supervisory Board, along with the description of the qualifications and professional experience supplied to the Company, no later than 5 (five) days before the date of the General Shareholders' Meeting.*

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory Statement: *In the proposal for a new wording of this editorial unit of the Company's Articles of Association, the threshold for submitting candidates for Independent Members of the Supervisory Board was increased (from 10% to 20%)j, which is to enable institutional shareholders to submit candidacies for the Independent Members of the Supervisory Board, leaving a safe buffer for a possible increase in capital involvement without negative impact on the candidature for the Independent Members of the Supervisory Board.*

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 34/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company's Articles of Association are amended in such a way that the current wording of § 23 of the Company's Articles of Association reads as follows:

„§ 23

If shareholders put forward a motion to hold elections in separate groups, the provisions on the election of Independent Members of the Supervisory Board and their rights shall not apply. A Supervisory Board elected by groups comprises five members.

shall be replaced by the following:

„§ 23

If the shareholders submit a motion to hold elections in separate groups and at least one group capable of electing a member of the Supervisory Board is formed at the General Meeting, the provisions regarding the election of Independent Members of the Supervisory Board and their rights shall not apply. A Supervisory Board elected by groups comprises five members.

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory Statement: *In the proposal for a new wording of this editorial unit of the Company's Articles of Association, it was specified that the shareholders' motion alone is not enough to elect the supervisory board by voting in separate groups, but additionally, at least one group should be formed, which is a condition for holding elections (voting) in groups.*

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 35/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company's Articles of Association are amended in such a way that the current wording of § 27 of the Company's Articles of Association reads as follows:

„§ 27

1. Meetings of the Supervisory Board shall be convened at least once a quarter by its Chair, and in his/her absence by the Vice-Chair, on his/her own initiative, or at the request of the Management Board or a member of the Supervisory Board.

2. An effective invitation to the meeting is an invitation in electronic form (via e-mail) or in writing, specifying the agenda of the meeting of the Supervisory Board, to the email address or to the address for service (specified by the Supervisory Board member), at least seven days before the date of the meeting."
3. Documents regarding items on the agenda should be sent to members of the Supervisory Board in a manner ensuring their delivery at least 7 days prior to the date of the meeting.

shall be replaced by the following:

„§ 27

1. *Meetings of the Supervisory Board are convened by invitations, which specify the date, time and place of the meeting and the proposed agenda, as well as the method of using means of direct remote communication during the meeting.*
2. *An effective invitation to the meeting is an invitation in electronic form (via e-mail) or in writing, specifying the agenda of the meeting of the Supervisory Board, to the email address or to the address for service (specified by the Supervisory Board member), at least seven days before the date of the meeting."*
3. *During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if none of the members of the Supervisory Board participating in the meeting objects to it.*
4. *Meetings of the Supervisory Board are convened by its Chairperson and, in his absence, by its Vice-Chairperson, on his own initiative, at the request of the Management Board or a member of the Supervisory Board.*
5. *The Management Board or a member of the Supervisory Board may request that a meeting of the Supervisory Board be convened, specifying the proposed agenda. The Chairperson of the Supervisory Board convenes a meeting with the agenda in accordance with the request, which takes place no later than within two weeks from the date of receipt of the request. If the Chairperson of the Supervisory Board fails to convene a meeting, the person making the request may convene it independently.*
6. *The Supervisory Board may also hold meetings without being formally convened, provided that all members consent to it and do not object to the inclusion of individual items on the agenda.*
7. *Meetings of the Supervisory Board should be convened as needed, but not less frequently than once in each quarter of the financial year.*
8. *Documents regarding items on the agenda should be sent to members of the Supervisory Board in a manner ensuring their delivery at least 7 days prior to the date of the meeting. If it is not possible to meet the deadline indicated in the previous sentence, materials regarding matters included in the agenda should be sent to the members of the Supervisory Board in such a time as to ensure that the members of the Supervisory Board have the opportunity to familiarize themselves with their content and make their appropriate assessment before the scheduled meeting.*
9. *Due to the obligation set out in section 8 of this paragraph, the information obligation referred to in art. 380¹ of the Commercial Companies Code, i.e. the Management Board's obligation to provide the Supervisory Board with information on the Company, subsidiaries and related companies (listed in Article 380¹ of the Commercial Companies Code). The obligation of the Management Board to provide the Supervisory Board with information is limited only to the issues indicated in the*

regulations of the Supervisory Board. The obligation to provide information occurs immediately after the occurrence of events or circumstances that are subject to reporting to the Supervisory Board. The information may be presented in writing or in electronic form (in particular via e-mail). Detailed rules for the implementation of the information obligation referred to in art. 380¹ of the Commercial Companies Code, are specified in the regulations of the Supervisory Board.”

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory Statement: *In the proposal for a new wording of this editorial unit of the Company's Articles of Association, the new wording of Art. 389 of the Commercial Companies Code, which reserves certain competences regarding the supervisory board and defines its mode of operation, provided that it results from the articles of association.*

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 36/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company's Articles of Association are amended in such a manner that the current text of § 28 sec. 1 items 1)-5) of the Company's Articles of Association, which read as follows:

„§ 28

1. The Board's competencies include continuous supervision over the operations of the Company and the Amica Group, and executing the entitlements and duties stipulated by law, in particular:

- 1) audit financial statements prepared by the Management Board and present a written report on this audit to the General Meeting;
- 2) check the Company's ledgers and cash desk at any time;
- 3) determine the remuneration of members of the Management Board and issue opinions on the remuneration of members of other Management Boards in the Amica Group, as well as express consent to the appointment of members of the Management Board of Amica S.A. to the governing bodies of companies belonging to the Amica Group or employment of Management Board members in companies belonging to the Amica Group (regardless of the basis legal status of such employment), provided that a member

- of the Management Board receives remuneration in connection with such appointment or employment;
- 4) approve to join other civil or commercial law companies and other business organizations;
 - 5) approve the Company's annual and quarterly financial plans (budgets) presented by the Management Board;

shall be replaced by the following:

„§ 28

1. The Board's competencies include continuous supervision over the operations of the Company and the Amica Group, and executing the entitlements and duties stipulated by law, in particular:

- 1) evaluate the financial statements drafted by the Management Board and present the General Meeting with a written report on this evaluation (including, in particular, evaluating the Management Board's report, financial statements and evaluate the Management Board's motions regarding loss coverage or profit distribution);*
- 2) check the Company's books at any time;*
- 3) determine the remuneration of members of the Management Board as well as express consent to the appointment of members of the Management Board of Amica S.A. to the governing bodies of companies belonging to the Amica Group or employment of Management Board members in companies belonging to the Amica Group (regardless of the basis legal status of such employment), provided that a member of the Management Board receives remuneration in connection with such appointment or employment;*
- 4) approve to join other civil or commercial law companies and other business organizations;*
- 5) approve the Company's financial plans (budgets) presented by the Management Board;*

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory Statement: *In the proposal for a new wording of this editorial unit of the Company's Articles of Association, editorial changes were introduced (e.g. the phrase "audit of financial statements" was replaced with "assessment of financial statements" and the scope of this assessment was indicated, the calendar distinction of the Company's plans (budgets) was abandoned, and moreover, the provision on the possibility of checking the Company's cash standing as well as giving opinions on the remuneration of members of other Management Boards in the Amica Group was deleted due to the fact that the rules for shaping the remuneration of persons managing subsidiaries are set out in the articles of association, articles of association or founding act of the subsidiary, and corporate supervision on the principles of shaping the remuneration of members of other Management Boards in the Amica Group is exercised as part of the exercise of share rights by the Company).*

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 37/2023
of the Ordinary General Meeting of Shareholders of**

**„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company's Articles of Association are amended in such a way that after the content of § 27 sec. 6 of the Company's Articles of Association, a new editorial unit is added as sec. 7, which reads as follows:

„7. The Supervisory Board's right to conclude agreements with an advisor to the Supervisory Board (provided for in Article 382¹ of the Commercial Companies Code) is limited in such a way that the maximum total cost of remuneration of all advisors to the Supervisory Board that the Company may incur during the financial year will be specified in the financial (budget) of the Company, referred to in sec. 1 point 5 above.”

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory Statement: *In the proposal for a new wording of this editorial unit of the Company's Articles of Association, quota limits were indicated for the total cost of remuneration of all advisors to the Supervisory Board, which results from the adopted financial plan (budget) of the Company.*

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 38/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company Statute has changed such that:

- 1) the current wording of § 30 section 5 of the Company's Articles of Association is deleted, which reads as follows:

„5. The mandates of members of the Management Board appointed during the transformation of Fabryka Kuchni WRONKI Sp. z o.o. into a joint stock company expired on the day the General Shareholders' Meeting approves the financial report for 1996.”

- 2) and the current editorial unit marked as § 30 sec. 6 of the Company's Articles of Association is numbered § 30 sec. 5.

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory Statement: *In the proposal for a new wording of this editorial unit of the Company's Articles of Association, the historical entry was deleted along with the new numbering of the existing editorial unit.*

Draft resolutions for **Item 12.9** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 39/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on amendment of the Articles of Association

Acting pursuant to § 19 para. 2 pt. 3 of the Company Statute, the Ordinary General Meeting hereby decides:

§ 1.

The Company's Articles of Association are amended in such a way that the current wording of § 32 of the Company's Articles of Association reads as follows:

„§ 32

1. By the end of the third month after the end of the financial year, the Company's Management Board prepares the annual financial statements and report on the company's activity.
2. The reports mentioned in the previous paragraph, after the statutory auditors have passed an opinion on them, along with the draft resolution regarding profit sharing and the opinion and report of the statutory auditors is given by the Management Board to the Supervisory Board to be audited pursuant to art. 382 § 2 of the Commercial Code, no later than 30 days before the date of the Company's Ordinary General Shareholders' Meeting.

shall be replaced by the following:

„§ 32

1. *By the end of the third month after the end of the financial year, the Company's Management Board prepares the annual financial statements and report on the company's activity.*
2. *The reports referred to in the previous paragraph, after their examination by the statutory auditor, together with the draft resolution on profit distribution and the audit report prepared by the statutory auditor, are submitted by the Management Board to the Supervisory Board for evaluation pursuant to the provisions of the Commercial Companies Code no later than 30 days before the date of the Ordinary General Meeting of the Company.”*

§ 2.

The resolution comes into force on the day it is passed, subject to the reservation that changes to its effectiveness require an entry in the Register of Entrepreneurs of the National Court Register.

Explanatory Statement: *In the proposal for a new wording of this editorial unit of the Company's Articles of Association, the scope of the terminology used indicated in the Commercial Companies Code, the Company's Articles of Association and the Accounting Act has been adjusted.*

Draft resolutions for **Item 12.10** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 40/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on authorization of the Supervisory Board to adopt the consolidated text of the Articles of Association

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to Art. 430 § 5 of the Commercial Companies Code, hereby authorises the Supervisory Board of the Company to determine the consolidated text of the Company's Articles of Association, taking into account the changes introduced by Resolution No. 30/2023, Resolution No. 31/2023, Resolution No. 32 /2023, Resolution No. 33/2023, Resolution No. 34/2023, Resolution No. 35/2023, Resolution No. 36/2023, Resolution No. 37/2023, Resolution No. 38/2023 and Resolution No. 39/2023 of the Ordinary General Meeting of Shareholders of "Amica Spółka Akcyjna on 27 June, 2023.

§ 2.

The resolution shall enter into force on the day of its adoption, with the effect from the date of registration of the amendments to the Articles of Association included therein, by the competent court of registration.

Explanatory Statement: *In view of the changes in the Company's Articles of Association, it is necessary to develop a consolidated text. Pursuant to Art. 430 § 5 of the Commercial Companies Code, the General Meeting may authorise the Supervisory Board to develop a consolidated text of the amended Articles of Association. The resolution is of a technical (procedural) nature.*

Draft resolutions for **Item 12.11** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 41/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on the merger of the company with Marcelin Management Sp. z o. o

§1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to art. 506 § 1 and 2 of the Commercial Companies Code, hereby resolves to merge the company:

- **“Amica Spółka Akcyjna” with its registered office in Wronki**, ul. Mickiewicza 52, 64-510 Wronki, entered into the Register of Entrepreneurs kept by the District Court for Poznań - Nowe Miasto and Wilda in Poznań, IX Commercial Division of the National Court Register under KRS number: 0000017514, share capital 15,550,546.00 zł, paid up in full (**“Acquiring Company”**),

with the company

- **Marcelin Management Spółka z ograniczoną odpowiedzialnością with its registered office in Poznań**, ul. Bulgarska 17, 60-320 Poznań, entered into the Register of Entrepreneurs kept by the District Court Poznań - Nowe Miasto and Wilda in Poznań, 8th Commercial Division of the National Court Register under KRS number: 0000315616, share capital 56,643,500.00 zł (**“Acquired Company”**),

hereinafter jointly referred to as the **“Companies,”** on the terms set out in the Merger Plan signed on 8 March 2023 by the Management Boards of the merging Companies and announced on the Companies' websites on 7 April 2023 (**“Merger Plan”**).

§ 2.

The Ordinary General Meeting of Shareholders of “Amica Spółka Akcyjna” confirms that the shareholders of the Acquiring Company could familiarise themselves with the documentation of the merger as specified in the provisions of the Commercial Companies Code, including the Merger Plan with attachments within the dates specified in the notifications of the Management Board addressed to the shareholders.

§ 3.

The Ordinary General Meeting of Shareholders of “Amica Spółka Akcyjna” approves the Merger Plan.

§ 4.

The merger will take place pursuant to art. 492 § 1 item 1 of the Commercial Companies Code by transferring the assets of the Acquired Company to the Acquiring Company.

§ 5.

As the Acquiring Company holds all the shares in the Acquired Company, the merger will take place without increasing the share capital of the Acquiring Company and without changing the articles of association of the Acquiring Company.

§ 6.

The Ordinary General Meeting of Shareholders of “Amica Spółka Akcyjna” confirms that no additional rights are granted to the sole shareholder of the Acquired Company or other entitled persons, and no special benefits are granted to members of the merging Companies' governing bodies or to other persons participating in the merger.

Explanatory Statement: *The purpose of the merger of Amica S.A. and Marcelin Management Sp. z o. o. - which are part of the Amica Capital Group - is to increase the effectiveness of the Amica Group by streamlining its internal structure. The acquired company and the acquiring company intend to merge in order to streamline their operations by simplifying the ownership structure. The merger is consistent with the strategy of the Capital Group, which includes the merging companies, aimed at reducing the operating costs of individual core-business companies belonging to the Amica Capital Group. The merger will not affect the financial situation of the Issuer - as the acquiring company, because the acquired company belongs entirely to the acquiring company. Notwithstanding the foregoing, the purpose of the merger of the above-mentioned companies is the centralisation of production functions and auxiliary processes (the production plant of Marcelin Management Sp. z o.o. is located in the immediate vicinity of the factory property of Amica in Wronki). As a result of the merger, the following long-term goals are to be achieved: optimisation of the supply and production processes of protective packaging, and simplification of decision-making processes related to the production in the Cooker Factory in Wronki. Information about the planned merger was published in Current Reports No. 6/2023 and No. 8/2023.*

Draft resolutions for **Item 12.12** of the **Agenda** of the Ordinary General Meeting of Shareholders:

**Resolution No 42/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023**

on introducing changes to the content of the document *Remuneration Policy in the company under the business name “Amica Spółka Akcyjna” with its registered office in Wronki*

§ 1.

The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, acting pursuant to Art. 90e sec. 4 of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and on Public Companies, hereby decides as follows:

1. The Ordinary General Meeting of Shareholders of “Amica Spółka Akcyjna” resolves to amend the document *Remuneration Policy in the company under the business name “Amica Spółka Akcyjna” with its registered office in Wronki (“Remuneration Policy”)*, adopted pursuant to Resolution No. 25/2020 of the Ordinary General Meeting of “Amica Spółka Akcyjna” with its registered office in Wronki of 27 August, 2020 on the

adoption of the Remuneration Policy in the company under the name “Amica Spółka Akcyjna” with its registered office in Wronki, as follows:

a) the current § 1 sec. 3 letter a) Remuneration Policy as follows:

„3. The purpose of this Remuneration Policy is:

- a) support the implementation of a long-term, current strategy which assumes, among others:
 - (i) increase in the share of the Amica S.A. Capital Group (Group) on European markets,
 - (ii) concentrate and continue to develop the heating equipment segment,
 - (iii) introduce solutions as part of the Amica 4.0 Project - digital transformation of product development, production, sales and organisation of processes in all departments and companies of the Group,
 - (iv) capital expenditure on increasing the heating appliances production capacity (Factory of Cookers) in Wronki,
 - (v) increase process efficiency through investments in IT,
 - (vi) increase the efficiency and scale of production through investments in production automation
 - (vii) increase the Group's value and EBITDA,

shall be replaced by the following text:

„3. *The purpose of this Remuneration Policy is:*

- a) *support the implementation of a long-term, current strategy which assumes, among others:*
 - (i) *increase in the share of the Amica S.A. Capital Group” (“Group”) on European markets, as well as enter new markets and increase sales on other markets;*
 - (ii) *concentrate and continue to develop the heating equipment segment,*
 - (iii) *introduce solutions as part of the Amica 4.0 Project - digital transformation of product development, production, sales and organisation of processes in all departments and companies of the Group,*
 - (iv) *market development of the Group's brand portfolio;*

(v) increase process efficiency through investments in IT,

(vi) increase the efficiency and scale of production through investments in production automation

(vii) increase the Group's value and EBITDA,

b) the current § 2 sec. 3 and 4 of the Remuneration Policy as follows:

„3. The estimated mutual proportions of fixed remuneration and variable remuneration in the long term range from 30% to 70%, respectively (which means that the fixed remuneration is min. 30%, and variable remuneration max. 70% of the total annual salary). The exact value of the proportion of fixed remuneration and variable remuneration in a given financial year may vary depending on the amount of fixed remuneration of a given Member of the Management Board and depending on the amount of RPI and the amount of consolidated gross profit of the Amica S.A. Capital Group, which affects, among others, the number of shares granted to Members of the Management Board under the incentive scheme.

4. The fixed remuneration referred to in § 2 sec. 2 letter a) is paid monthly and amounts to 50,000zł gross up to 99,000 zł gross. The amount of fixed remuneration depends on the assessment of the previous contribution to building the Company's value, the importance of the position held for the Company's financial results and the scope of tasks entrusted to a given person.”

shall be replaced by the following text:

„3. The estimated mutual proportions of fixed remuneration and variable remuneration in the long term range from 40% to 60%, respectively (which means that the fixed remuneration is min. 40%, and variable remuneration max. 60% of the total annual salary). The exact value of the proportion of fixed remuneration and variable remuneration in a given financial year may vary depending on the amount of fixed remuneration of a given Member of the Management Board and depending on the amount of RPI and the amount of consolidated gross profit of the Amica S.A. Capital Group, which affects, among others, the number of shares granted to Members of the Management Board under the incentive scheme.

4. The fixed remuneration referred to in § 2 sec. 2 letter a) is paid monthly and amounts to 50,000zł gross up to 99,000 zł gross. The amount of fixed remuneration depends on the assessment of the importance of the position held for the financial results achieved by the Company and the scope of tasks entrusted to a given person. Remuneration received by individual Members of the Management Board, including the President of the Management Board, from subsidiaries for performing functions in the bodies of these companies (supervisory or management) may not be higher in total than 300,000 zł gross per calendar year, and for incomplete years, it will be proportionately lower, applying until the time of holding functions in these bodies. Awarding remuneration to Members of the Management Board, including the President of the Management Board, each time requires the consent of the Supervisory Board of the Company.”

c) the current § 3 of the Remuneration Policy in the following wording:

„§ 3

1. Members of the Company's Management Board are entitled to an Annual Individual Bonus (“AIB”) due for the proper performance of key individual tasks. The President of the Management Board is not entitled to Annual Individual Bonus.
2. The amount of the Annual Individual Bonus is determined annually by the Supervisory Board of the Company, depending on the economic situation of the Company and market challenges, the degree of difficulty and specificity of the individual tasks of the Member of the Company's Management Board. The amount of Annual Individual Bonus will be in the gross amount range of 100,000 zł - 200,000 zł (in words: one hundred thousand-two hundred thousand zlotys) per year.
3. Annual Individual Bonus is determined for the next calendar year after the Supervisory Board of the Company adopts the consolidated annual budget. The proposal of one to five key individual tasks subject to Annual Individual Bonus will be approved by the Supervisory Board of the Company after obtaining the Recommendation of the Compensation and Nomination Committee (CNC). Proposals of key individual tasks for a given calendar year will be agreed - after consulting the President of the Management Board - by the Supervisory Board of the Company, acting through the Compensation and Nomination Committee.
4. The key individual tasks constituting the basis for awarding the Annual Individual Bonus are based on the parameters provided in the consolidated annual budget of the Company and relate to areas of particular strategic or operational importance for the Company. The key individual tasks differ for individual members of the Management Board and include, among others:
 - a) implement digital transformation - digitize the Company's operations,
 - b) implement specific projects (tasks) for sales and marketing,
 - c) increase production efficiency,
 - d) achieve the goals of foreign companies from the Group through active ownership supervision,
 - e) growth in profitability,
 - f) implement the methodology of the Annual Cost Reduction Programme,
 - g) develop compliance policies."
5. Non-financial criteria regarding taking into account social interests, the Company's contribution to environmental protection and taking actions aimed at preventing negative social effects of the Company's operations were not taken into account when determining the key individual tasks referred to in section 4.

6. For years in which the term of office of the management board ends, the Compensation and Nomination Committee may not set key individual tasks or set them with the assumption that they must be achieved by the end of the term of office. The Compensation and Nomination Committee may also establish additional individual tasks for an incomplete period - the first year of the new term of office. In the cases referred to in this section, the Annual Individual Bonus amount referred to in § 3 section 2, is proportionally reduced.
7. Through the Compensation and Nomination Committee, the Supervisory Board periodically monitors the quality and degree of implementation of key individual tasks.
8. In the period until the end of February of the following year, the Supervisory Board of the Company evaluates the performance of individual tasks referred to in section 4 and verifies the fulfilment by a given Member of the Management Board of the non-financial criteria referred to in sec. 6 and on this basis determines the amount of Annual Individual Bonus granted to a Member of the Management Board.
9. The granted Annual Individual Bonus will be paid to the Member of the Management Board by the end of March of the following year, falling after the calendar year for which the Annual Individual Bonus was granted, but not earlier than after closing the Company's books of account and publishing the Group's consolidated annual report for the financial year to which the Annual Individual Bonus applies.
10. In especially justified cases resulting from a change in the Company's economic environment, the Supervisory Board may change the rules for determining the key individual tasks referred to in section 4. "

shall be replaced by the following text:

„§ 3

1. *Members of the Company's Management Board are entitled to an Annual Individual Bonus ("AIB") due for the proper performance of key individual tasks.*
2. *The amount of the Annual Individual Bonus is determined annually by the Supervisory Board of the Company, depending on the economic situation of the Company and market challenges, the degree of difficulty and specificity of the individual tasks of the Member of the Company's Management Board. The amount of Annual Individual Bonus will be in the gross amount range of 100,000 zł - 200,000 zł (in words: one hundred thousand-two hundred thousand zlotys) per year.*
3. *The Annual Individual Bonus is determined for a given financial year or part of it (if the Annual Individual Bonus is set for the year in which the term of office of the Management Board ends) after the Supervisory Board of the Company has approved the consolidated annual budget. The proposal of one to five key individual tasks subject to Annual Individual Bonus will be approved by the Supervisory Board of the Company after obtaining the Recommendation of the Compensation and Nomination Committee (CNC). Proposals of key individual tasks for a given calendar year will be agreed - after*

consulting the President of the Management Board - by the Supervisory Board of the Company, acting through the Compensation and Nomination Committee.

4. *The key individual tasks constituting the basis for awarding the Annual Individual Bonus are based on the parameters provided in the consolidated annual budget of the Company and relate to areas of particular strategic or operational importance for the Company. The key individual tasks differ for individual members of the Management Board and include, among others:*
 - h) *implement digital transformation - digitize the Company's operations,*
 - i) *implement specific projects (tasks) for sales and marketing,*
 - j) *increase production efficiency,*
 - k) *achieve the goals of foreign companies from the Group through active ownership supervision,*
 - l) *growth in profitability,*
 - m) *build effective supply chains (supply chain management),*
 - n) *develop Governance, Risk, Compliance policies,*
 - o) *ensure a constant level of high quality products and goods offered by the Group.*
5. *For years in which the term of office of the Management Board ends, the Supervisory Board may not set key individual tasks or set them with the assumption that they must be achieved by the end of the term of office. The Supervisory Board may also determine additional individual tasks for an incomplete period - the first year of the new term of office. In the cases referred to in this section, the Annual Individual Bonus amount referred to in § 3 section 2, is proportionally reduced. The Supervisory Board may also determine individual tasks to be settled over a period longer than one year. In this case, the maximum monetary amount of the Annual Individual Bonus is increased proportionally. The decisions covered by this paragraph are made by the Supervisory Board based on the recommendations of the Compensation and Nomination Committee.*
6. *Through the Compensation and Nomination Committee, the Supervisory Board periodically monitors the quality and degree of implementation of key individual tasks.*
7. *In the period until the end of February of the following year, the Supervisory Board of the Company evaluates the performance of individual tasks referred to in section 4 letters a)-f) and h) and verifies the achievement by a given Member of the Management Board of the non-financial criteria referred to in sec. 4 letter g) and on this basis determines the amount of Annual Individual Bonus granted to a Member of the Management Board.*

8. *The granted Annual Individual Bonus will be paid to the Member of the Management Board by the end of March of the following year following the calendar year for which the Annual Individual Bonus was granted, but not earlier than after the publication of the Group's consolidated annual report for the financial year to which the Annual Individual Bonus applies. In the case of an incomplete bonus period in the year ending the term of office, the assessment of tasks and the payment of Annual Individual Bonus will take place within 2 months of the Ordinary General Meeting of the Company, on which the term of office of the Management Board ends. The condition for acquiring the entitlement to the Annual Individual Bonus and receiving the Annual Individual Bonus payment is the vote of approval for duties of the person concerned (applies to the last year of the term of office).*
9. *In especially justified cases resulting from a change in the Company's economic environment, the Supervisory Board may change the rules for determining the key individual tasks referred to in section 4. "*
10. *If the Supervisory Board determines key individual tasks for an incomplete period in which the term of office of a Member of the Management Board ends - assuming that the established key individual tasks must be achieved by the end of the term of office - the implementation of the activities indicated in sec. 7-8, i.e. the Company's Supervisory Board assesses the implementation of key individual tasks and, on this basis, the Annual Individual Bonus amount should be determined before the end of the term of office and the expiry of the mandate of a Management Board Member, in particular before the date of the General Meeting approving the financial statements for the last full financial year of the function of Member of the Management Board. The payment of the Annual Individual Bonus will take place within the time limit specified in section 8, provided that the Member of the Management Board meets the criterion for obtaining the vote of approval.*
11. *The President of the Management Board is entitled to the Annual Individual Bonus for a given year or other period for which the Annual Individual Bonus is awarded, in the amount of the arithmetic average of the Annual Individual Bonus acquired by the other Members of the Management Board. The Annual Individual Bonus of the President of the Management Board is paid on the dates as for other Members of the Management Board."*

d) the current § 4 sec. 2 of the Remuneration Policy as follows:

„2. The incentive scheme applicable in the Company applies to the financial years 2019-2026 and was introduced on the basis of Resolution No. 23/2018 of the Ordinary General Meeting of “Amica Spółka Akcyjna” with its registered office in Wronki of 28 June, 2018 on the creation and implementation of an incentive scheme for key managerial staff. Detailed rules regarding the implementation of the incentive scheme are set out in Resolution No. 01/VI/2019 of the Supervisory Board of the Company of 14 June, 2019 on adoption of the regulations of the incentive scheme for key management staff, which constitutes Appendix 1 to this Remuneration Policy.”

shall be replaced by the following text:

„2. The incentive scheme applicable in the Company applies to the financial years 2019-2026 and was introduced on the basis of Resolution No. 23/2018 of the Ordinary General Meeting of “Amica Spółka Akcyjna” with its registered office in Wronki of 28 June, 2018 on the creation and implementation of an incentive scheme for key managerial staff. Detailed rules regarding the implementation of the incentive scheme are set out in the Regulations of the incentive scheme for key managers, which is attached as Appendix 1 to this Remuneration Policy.”

e) the current § 4 sec. 3 of the Remuneration Policy as follows:

„3. A member of the Management Board has the right to acquire the Company's shares if the following conditions are jointly met:

- a) The Ordinary General Meeting of Shareholders of the Company approves the consolidated financial statements of the Group for a given financial year of the Scheme's duration; and
- b) In a given financial year of the Scheme's duration, the Group has achieved the performance criterion i.e. it generated a gross profit of at least PLN 100,000,000.00 (hundred million zlotys); and
- c) The Eligible Person is a Member of the Management Board or a Member of the Extended Management for at least one full month of the financial year for which the Options are awarded (loyalty criterion); and
- d) The Eligible Person and the Company have entered into an agreement for participation in the incentive scheme.

shall be replaced by the following text:

„3. A member of the Management Board has the right to acquire the Company's shares if the following conditions are jointly met:

- a) *The Ordinary General Meeting of Shareholders of the Company approves the consolidated financial statements of the Group for a given financial year of the Scheme's duration; and*
- b) *In the given financial year of the Scheme, the Group achieved the result criterion, i.e. it generated Gross Profit in the amount at least equal to the Base Threshold (BT), which for each year will be determined by the Supervisory Board in the form of a resolution after the adoption of the Group's budget for a given year, and the Supervisory Board may not set Base Threshold for an amount lower than 50,000,000.00 zł (fifty million zlotys);) and*
- c) *The Eligible Person is a Member of the Management Board or a Member of the Extended Management for at least one full month of the financial year for which the Options are awarded (loyalty criterion); and*
- d) *The Eligible Person and the Company have entered into an agreement for participation in the incentive scheme. The Supervisory Board determines the Base Threshold for 2023 within three weeks from the date of the Ordinary General Meeting at which the financial statements for 2022 are approved, and*

the Base Threshold for subsequent periods is set within three weeks from the date of approving the budget for a given year.”

f) the current § 4 sec. 7 of the Remuneration Policy as follows:

„7. The basis for the calculation of the Allocation Pool is the Base Amount determined according to the following principle:

In the case of achieving the gross profit of more than 100,000,000.00 zł, the Base Amount shall be fixed	$\text{Kwota Bazowa} = (\text{Zysk Brutto} - 100.000.000,00 \text{ zł}) \times \text{WK}$
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where,

“**WK**” means the calculation factor representing the sum of the individual calculation factors for all Eligible Persons specified in the Name List.

Individual calculation factor means individual percentage calculation factor specified in detail in relevant resolutions of the Company's Supervisory Board (in relation to the Management Board Members) or the Company's Management Board (in relation to Extended Management Members), individually for each Management Board Member or Extended Management Member, taking into account the assessment of previous work contribution in building the Company's value and the importance of the position held for the Gross Profit achieved, defining the percentage rate of participation of a given Eligible Person in the Pool of Options.

shall be replaced by the following text:

„7. *The basis for the calculation of the Allocation Pool is the Base Amount determined according to the following principle:*

<i>If the Gross Profit exceeds the value of the established Base Threshold, the Base Amount is determined</i>	$\text{Kwota Bazowa} = (\text{Zysk Brutto} - \text{PB w zł}) \times \text{WK}$
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where,

“WK” means the calculation factor representing the sum of the individual calculation factors for all Eligible Persons specified in the Name List.

Individual calculation factor means individual percentage calculation factor specified in detail in relevant resolutions of the Company's Supervisory Board (in relation to the Management Board Members) or the Company's Management Board (in relation to Extended Management Members), individually for each Management Board Member or Extended Management Member, taking into account the assessment of previous work contribution in building the Company's value and the importance of the position held for the Gross Profit achieved, defining the percentage rate of participation of a given Eligible Person in the Pool of Options. The Calculation Factor and Base Threshold will be determined annually by the Supervisory Board in the form of a resolution after the adoption of a resolution on the adoption of the Group's budget for the next financial year, taking into account the amount criterion indicated in sec. 3 letter b).”

g) the current § 4 sec. 9 of the Remuneration Policy as follows:

„9. The individual allocation pool is determined by the Supervisory Board on the name list, including: Individual Calculation Coefficient, as well as the period of performing the function of a Member of the Management Board or a Member of the Extended Management Board in the financial year for which Individual allocation pools are granted.

shall be replaced by the following text:

„9. The individual allocation pool is determined by the Supervisory Board on the name list, including: Individual Calculation Coefficient, as well as the period of performing the function of a Member of the Management Board or a Member of the Extended Management Board in the financial year for which Individual allocation pools are granted. The maximum amount of the Individual Allocation Pool is 1.5 million zł per annum per person (for a given financial year of the Scheme).”

h) the current § 4 sec. 16 of the Remuneration Policy as follows:

„16. The President of the Management Board is not entitled to purchase the Company's shares on the terms provided for in the incentive scheme. The President of the Management Board receives remuneration in cash equivalent to the Company's shares on the allocation date, which would be due to the President of the Management Board in accordance with the assigned individual calculation factor.”

shall be replaced by the following text:

„16. The President of the Management Board is not entitled to purchase the Company's shares on the terms provided for in the incentive scheme. The President of the Management Board receives remuneration in cash equivalent to the Company's shares on the allocation date, which would be due to the President of the Management Board in accordance with the assigned individual calculation factor, taking into account the amount limit indicated in section 9 above.”

i) the current § 8 sec. 1 letter b) Remuneration Policy in the following wording:

"b) the right to use a medical care package, the costs of which are covered by the Company (individual package worth about 450 zł per month or a family package worth about 1,000 zł per month),"

shall be replaced by the following text:

"b) *the right to use a medical care package, the costs of which are covered by the Company,*"

j) the current § 9 sec. 2 letter g) of the Remuneration Policy as follows:

"g) The Company does not conclude any commercial contracts with Members of the Management Board, Members of the Supervisory Board of the Company or family members of these persons, as well as with companies with which these persons are related by capital, by performing functions in the authorities, by employment or by civil law contracts, with the exception of companies from the Group, Holding Wronki S.A.,

shall be replaced by the following text:

"g) *The Company does not conclude any commercial contracts with Members of the Management Board, Members of the Supervisory Board of the Company or family members of these persons, as well as with companies with which these persons are related by capital, by performing functions in the authorities, by employment or by civil law contracts, with the exception of companies from the Group, Holding Wronki spółka z o.o.,*

k) the previous text of § 11 of the Remuneration Policy shall be numbered § 11 sec. 1.

l) after the text of § 11 section 1 of the Remuneration Policy, a new editorial unit is added as § 11 sec. 2 as follows:

„2. The Supervisory Board will adapt the text of the Regulations of the incentive scheme for the key management staff within 1 month of the Ordinary General Meeting of the Company approving the financial statements for 2022.”

m) The previous text of Appendix No. 1 to the Remuneration Policy in the form of the Regulations of the Incentive Scheme for Key Managers is deleted, in connection with the right indicated in the text of the new § 11 sec. 2 of the Remuneration Policy adapting the text of the Regulations of the incentive scheme for the key management staff within 1 month of the Ordinary General Meeting of the Company approving the financial statements for 2022.

2. Other provisions of the Remuneration Policy, unchanged pursuant to sec. 1 above remain unchanged.

§ 2.

This resolution takes effect on the day it is passed.

Explanatory Statement: In accordance with the applicable rules for periodic review of the Amica S.A. Remuneration Policy, the Supervisory Board and the Management Board of the Company - in the manner indicated in § 10 sections 3-7 of the Remuneration Policy - started work on modifying some of its provisions, in particular in terms of updating the objectives described in the Remuneration Policy (also as regards the description of key individual tasks constituting the basis for granting the Annual Individual Bonus), as well as in the light of significant challenges and expectations as to the special involvement of the members of the Management Board who will be appointed for a new term of office in the reorganisation of business processes in the Amica Capital Group and their organisational and process adjustment to the new model functioning of organisational units and unification of processes within the Amica Capital Group.

The results of these efforts include proposed changes in the text of the draft resolution regarding the structure and amount of fixed remuneration and variable remuneration due to Members of the Company's Management Board (method of calculating the rights under the Company's incentive scheme for key management staff). The change of some parameters, including the introduction of the entry regarding the annual determination of the Base Threshold and the Calculation Factor (provided that the Base Threshold level may not be lower than 50 million zł) and the indication of the quota limit on the maximum level of the Individual Allocation Pool reflects the new market reality in which the Company (Amica Capital Group) operates and is closely related to its current financial and economic standing. Some of the proposed amendments to the provisions of the Remuneration Policy are of a clarifying nature, in particular as regards the determination of key individual tasks for an incomplete period in which the term of office of a Management Board Member ends, some also, such as changing the fixed remuneration range, result from observations made during the recruitment processes for top manager positions by the Company (with the participation of people with experience in working in international corporations) and the recently dynamically changing conditions regarding the rules of remuneration for individuals holding such positions.

Draft resolutions for **Item 12.13** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 43/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on the adoption of the consolidated text of the Remuneration Policy in the company under the business name “Amica Spółka Akcyjna” with its registered office in Wronki

§ 1.

1. The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna, pursuant to art. 90d sec. 1 of the Act on Public Offering and the Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies, the consolidated text of the *Remuneration Policy in the company under the business name “Amica Spółka Akcyjna” with its registered office in Wronki* (hereinafter referred to as: Policy), taking into account the changes introduced by Resolution No.

42/2023 of the Ordinary General Meeting of Shareholders of “Amica Spółka Akcyjna” on 27 June, 2023.

2. The attachment containing the Policy constitutes an attachment to this resolution.

§ 2.

This resolution takes effect on the day it is passed.

Explanatory Statement: *The drafting of the consolidated text of the Remuneration Policy in the company under the business name “Amica Spółka Akcyjna” with its registered office in Wronki is intended to facilitate the use of the text of the Remuneration Policy due to the introduction of numerous changes to the content of the regulations indicated in Resolution No. 42/2023 of the Ordinary General Meeting of Shareholders “ Amica Spółka Akcyjna” on 27 June, 2023.*

Draft resolutions for **Item 12.14** of the **Agenda** of the Ordinary General Meeting of Shareholders:

RESOLUTION No. 44/2023
of the Ordinary General Meeting of Shareholders of
„Amica Spółka Akcyjna”
with its registered office in Wronki
of 27 June 2023

on the adoption of the new Regulations of the General Meeting of Shareholders of “Amica Spółka Akcyjna”

§ 1.

1. The Ordinary General Meeting of Shareholders of Amica Spółka Akcyjna adopts the new Regulations of the General Meeting of Shareholders of Amica S.A..
2. The Ordinary General Meeting of Shareholders of Amica S.A. repeals the current Regulations of the General Meeting adopted by Resolution No. 20/2010 of the General Meeting of the Company on 16 February, 2010.

§ 2.

The text of the new Regulations of the General Meeting of “Amica Spółka Akcyjna” is attached to this resolution.

§ 3.

The resolution comes into force upon closing the Ordinary General Meeting of Amica Spółka Akcyjna convened for 27 June, 2023.

Explanatory Statement: *In connection with the changes made in the years 2010-2022 to the generally applicable laws, the provisions of the Best Practices of the Warsaw Stock Exchange, the current wording of the Articles of Association of Amica, it is necessary to update the Regulations of the General Meeting of Shareholders of Amica S.A., the current version of which was adopted in 2010.*

APPENDICES

- A. Appendix to the draft Resolution No. 05/2023 of the Ordinary General Meeting of Shareholders of “Amica Spółka Akcyjna” with its registered office in Wronki of 27 June, 2023 *on the approval*

of the report of the Supervisory Board of “Amica Spółka Akcyjna” on the activities in 2022, containing the assessments indicated in the adopted by the Company of the Code of Best Practice for WSE Listed Companies 2021 and reports on the results of the assessment of reports: on the activities and financial statements of the Company and the Capital Group and the proposal of the Management Board on the distribution of profit for 2022

- B. Attachment to the draft Resolution No. 21/2023 of the Ordinary General Meeting of “Amica Spółka Akcyjna” with its registered office in Wronki of 27 June, 2023 *on issuing an opinion on the Report on remuneration of members of the Management Board and Supervisory Board of "Amica S.A." for 2022*
- C. Attachment to the draft Resolution No. 43/2023 of the Ordinary General Meeting of “Amica Spółka Akcyjna” with its registered office in Wronki of 27 June, 2023 on the adoption of the consolidated text of the Remuneration Policy in the company under the business name “Amica Spółka Akcyjna” with its registered office in Wronki
- D. Appendix to the draft Resolution No. 44/2023 of the Ordinary General Meeting of “Amica Spółka Akcyjna” with its registered office in Wronki of 27 June, 2023 on the adoption of new Regulations of the General Meeting of Shareholders of “Amica Spółka Akcyjna”