

**DRAFT RESOLUTIONS ON MATTERS ON THE AGENDA  
OF THE ORDINARY GENERAL MEETING OF THE COMPANY  
CREEPY JAR S.A. WITH ITS REGISTERED OFFICE IN WARSAW  
convened on 30 May 2023**

The Management Board of Creepy Jar S.A. with its registered office in Warsaw (the “Company”) announces that the Company’s Supervisory Board gave a positive opinion on the following draft resolutions.

**DRAFT RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of the Company Creepy Jar S.A. with its registered office in Warsaw  
of 30 May 2023  
on the election of  
the Chairperson of the Ordinary General Meeting**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 409 § 1 of the Commercial Companies Code hereby elects [●] as the Chairperson of this Meeting.
2. The Resolution shall come into force upon its adoption.

**Justification of the resolution:** the adoption of the resolution on the election of the Chairperson is necessary for the proper conduct of the Ordinary General Meeting of the Company.

**DRAFT RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of the Company Creepy Jar S.A. with its registered office in Warsaw  
of 30 May 2023  
on the adoption of the agenda of the Ordinary General Meeting**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, resolves to adopt the following agenda:
  - 1) Opening of the OGM;
  - 2) Election of the Chairperson of the OGM;
  - 3) Checking the attendance list, confirming the correctness of convening the OGM and its ability to adopt resolutions;
  - 4) Adoption of the OGM agenda;
  - 5) Adoption of a resolution on the resignation from the appointment of a ballot counting committee.
  - 6) Consideration and approval of the Company's financial statements for the financial year ended on 31 December 2022;
  - 7) Adoption of a resolution on the allocation of net profit for the financial year ended on 31 December 2022;
  - 8) Consideration and approval of the Management Board's report on the Company's activities for the financial year ended on 31 December 2022;
  - 9) Adoption of resolutions on granting discharge to the Members of the Company's Management Board for the performance of their duties in the financial year ended on 31 December 2022;
  - 10) Adoption of resolutions on granting discharge to the Members of the Company's Supervisory Board for the performance of their duties in the financial year ended on 31 December 2022;
  - 11) Adoption of a resolution on expressing an opinion on the report of the Company's Supervisory Board on the remuneration of members of the Management Board and the Supervisory Board;
  - 12) Adoption of a resolution on the establishment of the 2023-2025 Incentive Scheme for key employees and associates and members of the Management Board of Creepy Jar S.A.;
  - 13) Adoption of a resolution on the issue of series A subscription warrants;
  - 14) Adoption of a resolution on the conditional increase in the share capital through the issue of series F shares, depriving the existing shareholders of pre-emptive rights and amendment to the Articles of Association;
  - 15) Adoption of a resolution on the issue of series B subscription warrants;

- 16) Adoption of a resolution on the conditional increase in the share capital through the issue of series G shares, depriving the existing shareholders of pre-emptive rights and amendment to the Articles of Association;
  - 17) Adoption of a resolution on the introduction of series D, E, F and G shares to trading on the regulated market;
  - 18) Closing of the OGM.
2. The Resolution shall come into force upon its adoption.

**Justification of the resolution:** the adoption of the resolution on the adoption of the agenda is necessary for the proper conduct of the Ordinary General Meeting of the Company.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on the resignation from the appointment of a ballot counting committee**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw resolves to resign from the election of members of the ballot counting committee.
2. The Resolution shall come into force upon its adoption.

**Justification of the resolution:** due to the fact that voting at the Ordinary General Meeting will be held with the use of an electronic system for vote counting, the Management Board is of the opinion that there is no need to appoint a ballot counting committee.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on the consideration and approval of the Company's financial statements**  
**for the financial year ended on 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (1) of the Commercial Companies Code, upon prior consideration and review of the assessment of the Supervisory Board, hereby approves the Company's financial statements for the financial year ended on 31 December 2022 submitted by the Management Board and audited by the auditor, which consists of:
  - a. the introduction to the financial statement;
  - b. the balance sheet showing on the assets and liabilities side as at 31 December 2022 the amount of PLN **103,728,555.64**;
  - c. the profit and loss account for the period from 1 January 2022 to 31 December 2022 showing a net profit of PLN **36,459,276.61**;
  - d. the statement of changes in equity for the period from 1 January 2022 to 31 December 2022;
  - e. the net cash flow statement in the reporting period;
  - f. the additional information.
2. The Resolution shall come into force upon its adoption.

**Justification of the resolution:** the resolution required pursuant to Article 395 of the Commercial Companies Code.

In the independent auditor's report on the audit of the annual financial statements of 19 April 2023 the auditor stated that:

- a) these statements give a true and fair view of the Company's assets and financial position as at 31 December 2022 and of its financial performance and cash flows for the financial year then ended in accordance with the provisions of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2022, item 217, as amended) (the Accounting Act) and adopted accounting principles (policy),
- b) have been prepared based on properly maintained accounting records,
- c) comply in the form and content with the legal regulations applicable to the Company, including the Regulation of the Minister of Finance of 19 March 2018 on current and periodic information

provided by issuers of securities and the conditions for recognising as equivalent the information required by law of a non-member state (Journal of Laws of 2018, item 757) (Regulation on current and periodic information) and the provisions of the Company's Articles of Association.

In the resolution of 19 April 2023, the Company's Supervisory Board, as a result of the assessment, having reviewed the Company's financial statements for the period from 01 January 2022 to 31 December 2022 and the auditor's opinion on the audit of the Company's financial statements for the period from 01 January 2022 to 31 December 2022, gave a positive opinion on the Company's financial statements for the period from 01 January 2022 to 31 December 2022 and recommended to the Company's Ordinary General Meeting of Shareholders to approve the financial statements for this period.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on the allocation of profit**  
**for the financial year ended on 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 395 § 2 of the Commercial Companies Code, decides to allocate the Company's net profit for the financial year ended on 31 December 2022 in the amount of PLN **36,459,276.61** as follows:
  - a. a part of the net profit in the amount of PLN **27,974,560** (twenty-seven million nine hundred and seventy-four thousand five hundred and sixty) to be allocated to the payment of dividends to the Company's shareholders;
  - b. a part of the net profit in the amount of PLN **8,484,716.61** (eight million four hundred and eighty-four thousand seven hundred and sixteen 61/100) to be allocated to the Company's reserve capital with the possibility of future distribution to shareholders.
2. The record date was set on **29 August 2023**.
3. The dividend payment date was set on **4 September 2023**.
4. The Resolution shall come into force upon its adoption.

**Justification of the resolution:** The Management Board recommends the General Meeting to distribute the profit for the financial year 2022 in accordance with the above rules. In the opinion of the Management Board, the Company's financial situation allows for the payment of dividends in the recommended amount, and the payment will not affect the Company's ability to carry out further projects.

The Management Board's recommendation received a positive opinion of the Company's Supervisory Board in the resolution of 19 April 2023.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on the consideration and approval of the Management Board's report on the Company's**  
**activities for the financial year ended on 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (1) of the Commercial Companies Code, upon prior consideration and review of the assessment of the Supervisory Board, decides to accept and approve the Management Board's report on the Company's activities for the financial year ended on 31 December 2022.
2. The Resolution shall come into force as of the date of its adoption.

**Justification of the resolution:** the resolution required pursuant to Article 395 of the Commercial Companies Code.

In the independent auditor's report on the audit of the annual financial statements of 19 April 2023, the auditor expressed the opinion that the report on activities was prepared in accordance with the applicable provisions, i.e. in accordance with the provisions of Article 49 of the Accounting Act and §70 of the Regulation on current and periodic information and is consistent with the information contained in the annual financial statements. In addition, the auditor stated that in the light of the knowledge of the Company and its environment obtained during the audit of the annual financial statements, he has not identified any material misstatements in the report on activities.

In the resolution of 19 April 2023, the Company's Supervisory Board, as a result of the assessment, having reviewed the Management Board's report on the Company's activities for the period from 01 January 2022 to 31 December 2022 and the auditor's opinion on the Management Board's report on the Company's activities for the period from 01 January 2022 to 31 December 2022, gave a positive opinion on the Management Board's report on the Company's activities for the period from 01 January 2022 to 31 December 2022 and recommended to the Company's Ordinary General Meeting of Shareholders to approve the Management Board's report on the Company's activities for this period.

**Justification for the following resolutions on granting discharge:** resolutions on granting discharge to the Company's bodies are required in accordance with Article 395 of the Commercial Companies Code. The Supervisory Board recommended to the General Meeting to grant discharge to the members of the Company's Management Board. Resolutions on the discharge of members of the Supervisory Board apply to all persons who served on the Supervisory Board in 2022.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on granting discharge to Mr. Krzysztof Kwiatek**  
**for the performance of his duties as the President of the Company's Management Board**  
**in the financial year ended 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (3) of the Commercial Companies Code, decides to grant discharge to Mr. Krzysztof Kwiatek for the performance of his duties as the President of the Company's Management Board in the financial year ended on 31 December 2022.
2. The Resolution shall come into force upon its adoption.
3. The resolution was adopted by secret ballot.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on granting discharge to Mr. Krzysztof Sałek**  
**for the performance of his duties as the Member of the Company's Management Board**  
**in the financial year ended 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (3) of the Commercial Companies Code, decides to grant discharge to Mr. Krzysztof Sałek for the performance of his duties as the Member of the Company's Management Board in the financial year ended on 31 December 2022.
2. The Resolution shall come into force upon its adoption.
3. The resolution was adopted by secret ballot.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on granting discharge to Mr. Tomasz Soból**  
**for the performance of his duties as the Member of the Company's Management Board**  
**in the financial year ended 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (3) of the Commercial Companies Code, decides to grant discharge to Mr. Tomasz Soból for the performance of his duties as the Member of the Company's Management Board in the financial year ended on 31 December 2022.
2. The Resolution shall come into force upon its adoption.
3. The resolution was adopted by secret ballot.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on granting discharge to Mr. Michał Paziewski**  
**for the performance of his duties as the Member of the Supervisory Board**  
**in the financial year ended 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (3) of the Commercial Companies Code, decides to grant discharge to Mr. Michał Paziewski for the performance of his duties as the Member of the Company's Supervisory Board in the financial year ended on 31 December 2022.
2. The Resolution shall come into force upon its adoption.
3. The resolution was adopted by secret ballot.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on granting discharge to Mrs. Mirosława Cienkowska**  
**for the performance of her duties as the Member of the Supervisory Board**  
**in the financial year ended 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (3) of the Commercial Companies Code, decides to grant discharge to Mrs. Mirosława Cienkowska for the performance of her duties as the Member of the Company's Supervisory Board in the financial year ended on 31 December 2022.
2. The Resolution shall come into force upon its adoption.
3. The resolution was adopted by secret ballot.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on granting discharge to Mr. Tomasz Likowski**  
**for the performance of his duties as the Member of the Supervisory Board**  
**in the financial year ended 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (3) of the Commercial Companies Code, decides to grant discharge to Mr. Tomasz Likowski for the performance of his duties as the Member of the Company's Supervisory Board in the financial year ended on 31 December 2022.
2. The Resolution shall come into force upon its adoption.
3. The resolution was adopted by secret ballot.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on granting discharge to Mr. Piotr Piskorz**  
**for the performance of his duties as the Member of the Supervisory Board**

in the financial year ended 31 December 2022

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (3) of the Commercial Companies Code, decides to grant discharge to Mr. Piotr Piskorz for the performance of his duties as the Member of the Company's Supervisory Board in the financial year ended on 31 December 2022.
2. The Resolution shall come into force upon its adoption.
3. The resolution was adopted by secret ballot.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on granting discharge to Mr. Artur Lebieckiński**  
**for the performance of his duties as the Member of the Supervisory Board**  
**in the financial year ended 31 December 2022**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 393 (1) and Article 395 § 2 (3) of the Commercial Companies Code, decides to grant discharge to Mr. Artur Lebieckiński for the performance of his duties as the Member of the Company's Supervisory Board in the financial year ended on 31 December 2022.
2. The Resolution shall come into force upon its adoption.
3. The resolution was adopted by secret ballot.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on expressing an opinion on the report of the Company's Supervisory Board on the**  
**remuneration of members of the Management Board and the Supervisory Board**

1. The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw, acting pursuant to Article 90g (6) of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to the organised trading system and on public companies, decides to give a positive opinion on the Supervisory Board's report on the remuneration of members of the Management Board and the Supervisory Board of Creepy Jar S.A. for the year 2022, without additional reservations.
2. The Resolution shall come into force upon its adoption.

**Justification of the resolution:** the adoption of the resolution on expressing an opinion on the report of the Company's Supervisory Board on the remuneration is required by the provisions of the Act on public offering and conditions for introducing financial instruments to the organised trading system and on public companies.

In the independent auditor's report on the performance of the service giving reasonable assurance on the assessment of the report on remuneration of 24 April 2023, the auditor stated that the report on remuneration submitted to him, in all material aspects, contains all the elements listed in Article 90g (1-5) and (8) of the Act on public offering.

**Justification for the following resolutions on the establishment of the 2023-2025 Incentive Scheme and the resulting resolutions on the issue of subscription warrants, conditional increase in the share capital and amendment to the Articles of Association:** in the opinion of the Company's Management Board, in connection with the high competitiveness of employment in the gamedev industry, it is necessary to ensure optimal conditions for the dynamic development and growth of the Company's value by permanently binding employees and associates with the Company and its objectives. The 2023-2025 Incentive Scheme suggested below will guarantee the Company the possibility to retain talented and experienced members of the Creepy Jar team, as well as to attract new specialists for the production of high-quality premium Indie games. At the same time, for the members of the Company's team, who are largely responsible for its financial results, in particular the Members of the Management Board, the provisions suggested below set ambitious financial

targets, the achievement of which should ensure an increase in the Company's value and secure funds for financing further projects.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on the establishment of the 2023-2025 Incentive Scheme for key employees and associates and**  
**members of the Management Board of Creepy Jar S.A.;**

The Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw (the “**Company**”), acting pursuant to Article 393 (5), Article 431 § 1, Article 433 § 2 and Articles 448-453 of the Commercial Companies Code resolves as follows:

**§ 1**  
**Establishment of the 2023-2025 Incentive Scheme**

1. The Ordinary General Meeting of the Company hereby establishes an incentive scheme for persons of key importance to the Company (“**Incentive Scheme**”), i.e. key employees and associates and members of the Company's Management Board (including the President) indicated by the Management Board and the Supervisory Board of the Company, who will conclude participation agreements (“**Participation Agreements**”) in the Incentive Scheme (“**Eligible Persons**”).
2. The purpose of the Incentive Scheme is to provide optimal conditions for the dynamic development and rapid growth of the Company's value by permanently binding the Eligible Persons with the Company and its objectives.
3. The objectives of the Incentive Scheme will be pursued from the date of conclusion of the Incentive Scheme Participation Agreement until 31 December 2025 (“**Scheme Period**”).
4. Detailed assumptions and rules for the implementation of the scheme are set out in the **Regulations of the Incentive Scheme (“IS Regulations”)** attached hereto.

**§ 2**  
**Basic assumptions of the Incentive Scheme**

1. The Incentive Scheme will be implemented through the issue of series A subscription warrants (“**A Warrants**”) and series B subscription warrants (“**B Warrants**”) entitling to take up series F and G shares issued within the conditional increase in the Company's share capital, excluding preemptive rights of the Company's existing shareholders, provided that:
  - a. A Warrants will be taken up by key employees and associates of the Company (excluding members of the Company's Management Board) indicated by the Company's Management Board and approved by the Company's Supervisory Board, upon meeting the loyalty participation criteria set out in the IS Regulations,
  - b. B Warrants will be taken up by key employees and associates of the Company and members of the Company's Management Board (including the President) indicated by the Company's Supervisory Board, upon meeting the financial participation criteria set out in the IS Regulations.
2. The condition for the right to take up A Warrants and B Warrants is the conclusion of the Incentive Scheme Participation Agreement.
3. The condition for the acquisition and execution of the rights under A Warrants and B Warrants shall be that the Eligible Persons meet the objectives set out in accordance with the provisions of this resolution and the IS Regulations (“**General Objectives of the Company**”) and detailed in the resolution of the Supervisory Board (“**Specific Objectives of the Company**”), adopted in accordance with the IS Regulations.
4. Eligible Persons who acquire the right to take up A Warrants incorporating the right to acquire series F shares will be able to exercise their entitlement by acquiring series F shares until 31 December 2026.
5. Eligible Persons who acquire the right to take up B Warrants incorporating the right to acquire series G shares will be able to exercise their entitlement by acquiring series G shares until 31 December 2026.
6. The General Objectives of the Company are as follows:

- a. an employee or associate of the Company remains in a legal relationship under specific agreements (e.g. service agreement, employment agreement) at least from the date of the conclusion of the Participation Agreement to 31 December 2025 (A Warrants),
- b. the Company will achieve an average annual Gross Profit in the years 2023-2025 in the amount of PLN 30,000,000 (thirty million) (B Warrants), as a condition for full allocation of B Warrants.

### **§ 3**

#### **Subscription Warrants**

1. As part of the implementation of the Incentive Scheme:
  - a. Eligible Persons from the group of employees and associates of the Company (excluding Members of the Management Board) will be granted the rights to take up A Warrants incorporating the right to acquire series F shares,
  - b. Eligible Persons, including Members of the Company's Management Board, will be granted the rights to take up B Warrants incorporating the right to acquire series G shares.
2. A Warrants and B Warrants will be taken up in tranches by Eligible Persons in the numbers indicated in the relevant resolutions of the Company's Supervisory Board, upon meeting the criteria set out in the IS Regulations.
3. Offers to take up A Warrants and B Warrants will be addressed to no more than 149 (one hundred and forty-nine) persons.

### **§ 4**

#### **Authorisations**

1. The Supervisory Board of the Company shall be authorised to:
  - a. adopt the Specific Objectives of the Company as part of the General Objectives of the Company,
  - b. adopt resolutions on the final verification of the Specific Goals of the Company and on granting A Warrants and B Warrants to the indicated Eligible Persons based on their own assessment in relation to the Members of the Company's Management Board and based on the proposal of the Company's Management Board in relation to the Company's employees and associates,
  - c. perform other factual and legal actions related to the implementation of this resolution and the Incentive Scheme, which under the IS Regulations are to be performed by the Company's Supervisory Board.
2. The Company's Management Board shall be authorised to perform all factual and legal actions related to the implementation of this resolution and the Incentive Scheme, which were not reserved to be performed by the Company's Supervisory Board in section 1 of this paragraph.

### **§ 5**

#### **Entry into force**

The Resolution shall come into force upon its adoption.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on the issue of series A subscription warrants**

Acting pursuant to Article 393 (5) and Article 453 of the Act of 15 September 2000 - Commercial Companies Code, the Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw resolves as follows:

### **§ 1**

#### **ISSUE OF WARRANTS**

1. In connection with the establishment of the incentive scheme, the assumptions of which were adopted by Resolution No. [●] of the Ordinary General Meeting of the Company of 30 May 2023 on the establishment of the 2023-2025 Incentive Scheme for key employees and associates and



members of the Management Board of Creepy Jar S.A. (“**Incentive Scheme**”), the Ordinary General Meeting of the Company decides to issue series A subscription warrants (“**A Warrants**”).

2. A Warrants will be offered to employees and associates of the Company (excluding members of the Company's Management Board) indicated by the Company's Management Board and approved by the Supervisory Board, who will conclude an Incentive Scheme Participation Agreement (“**Eligible Persons**”) and achieve the Specific Goals of the Company adopted by the Company's Supervisory Board in accordance with the Regulations of the Incentive Scheme adopted in the resolution of the Ordinary General Meeting No. [•] of 30 May 2023.
3. Eligible Persons who take up A Warrants under this resolution will be entitled to take up series F shares issued within the conditional increase in the share capital through the issue of series F shares.

## **§ 2 A WARRANTS**

1. The Ordinary General Meeting of the Company agrees to issue by the Company 18,500 (eighteen thousand five hundred) series A subscription warrants with the pre-emptive right to take up series F shares with a nominal value of PLN 1 (one) each.
2. Each A Warrant entitles to take up 1 (one) series F shares.
3. The Company may not issue more A Warrants than the number of series F shares issued within the conditional increase in the share capital.
4. The total nominal value of series F shares to be taken up may not exceed PLN 18,500 (eighteen thousand five hundred).
5. A Warrants are issued free of charge.

## **§ 3 PERSONS ENTITLED TO TAKE UP A WARRANTS**

1. Key employees and associates of the Company (excluding members of the Company's Management Board) who have concluded the Incentive Scheme Participation Agreement are entitled to take up A Warrants.
2. The Supervisory Board of the Company shall adopt a resolution on the final verification of the Specific Goals of the Company and on granting A Warrants to the indicated Eligible Persons based on the proposal of the Management Board.

## **§ 4 FORM OF A WARRANTS**

1. A Warrants are registered securities issued free of charge.
2. A Warrants are dematerialised securities in accordance with the law in force at the time of their granting.
3. A Warrants are not convertible into bearer subscription warrants.

## **§ 5 TRANSFERABILITY AND INHERITANCE OF A WARRANTS**

1. A Warrants are transferable only to the Company for redemption.
2. A Warrants are subject to inheritance. The heirs of the A Warrants holder should indicate to the Company one person to exercise the right to take up series F shares under pain of ineffective expiry of the time limit for exercising the right to take up shares on the part of these heirs.

## **§ 6 EXERCISE OF RIGHTS UNDER A WARRANTS**

1. The rights under A Warrants may be exercised at each request of their holder no later than 31 December 2026.
2. A Warrants, under which the right to take up series F shares has not been exercised within the period specified in section 1 above, shall expire and shall be subject to redemption as of 31 December 2026.

**§ 7**

**DISSOLUTION OF THE COMPANY AND A WARRANTS**

In case of the Company's dissolution, all A Warrants shall cease to be valid and the right to take up series F shares incorporated thereunder shall expire.

**§ 8**

**DEPRIVATION OF SHAREHOLDERS OF THE PRE-EMPTIVE RIGHT TO A WARRANTS**

Having reviewed the opinion of the Company's Management Board on the justification for depriving the existing shareholders of the pre-emptive right to A Warrants and new series F shares, in order to implement the Incentive Scheme, in the interest of the Company, the existing shareholders shall be deprived of the pre-emptive right to A Warrants in full.

**§ 9**

**ENTRY INTO FORCE**

The Resolution shall come into force upon its adoption.

**DRAFT RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of the Company Creepy Jar S.A. with its registered office in Warsaw  
of 30 May 2023**

**on the conditional increase in the share capital through the issue of series F shares, depriving the existing shareholders of pre-emptive rights and amendment to the Articles of Association**

Acting pursuant to Article 393 (5), Article 445 § 3 and Articles 448 - 453 of the Act of 15 September 2000 - Commercial Companies Code, the Extraordinary General Meeting of the Company resolves as follows:

**§ 1**

**CONDITIONAL INCREASE IN THE SHARE CAPITAL**

1. The nominal value of the conditional increase in the Company's share capital shall be set at no more than PLN 18,500 (eighteen thousand five hundred).
2. The conditional increase in the share capital shall take place through the issue of new series F ordinary bearer shares with a nominal value of PLN 1 (one) each, in a number not exceeding 18,500 (eighteen thousand five hundred), at the issue price of PLN 1 (one).
3. The purpose of the conditional increase in the share capital is to implement the Incentive Scheme in the Company and to enable the granting of rights to take up series F shares to holders of series A subscription warrants, issued by the Company on the basis of Resolution No. [●] of the Ordinary General Meeting of 30 May 2023. In the loyalty part, the Incentive Scheme is addressed to key employees and associates of the Company (excluding members of the Company's Management Board) who have concluded an Incentive Scheme Participation Agreement.
4. Persons participating in the loyalty part of the Incentive Scheme will be entitled to acquire the right to take up a total of no more than 18,500 shares, the number of shares allocated being dependent on the number of subscription warrants held by the participants, convertible at a ratio of one series F share per one series A subscription warrant.
5. Persons who acquire the right to take up series F shares of the Company will be able to exercise it until 31 December 2026.
6. The existing shareholders of the Company are deprived of the pre-emptive right to series F bearer shares. The opinion of the Company's Management Board justifying the deprivation of the existing shareholders of the pre-emptive right to series F shares in full, issued pursuant to Article 433 § 2 sentence 4 of the Company Code, is attached hereto.
7. The rules of the Incentive Scheme and the issue of series A subscription warrants with the pre-emptive right to take up series F shares are set out in resolutions No. [●] and [●] of the Ordinary General Meeting of the Company.
8. All series F shares will be taken up in exchange for cash contributions.
9. Series F shares will participate in the dividend for a given financial year under the following conditions:

- a) if the series F shares are issued to an eligible person in the period from the beginning of a given financial year to the record date (including the record date) referred to in Article 348 § 2 of the Commercial Companies Code - these shares participate in the profit from the first day of the financial year immediately preceding the year in which they were issued;
  - b) if the series F shares are issued to an eligible person in the period after the record date referred to in Article 348 § 2 of the Commercial Companies Code, until the end of a given financial year - these shares participate in the profit from the first day of the financial year in which they were issued.
10. Due to the fact that the series F shares will be in a dematerialised form, the “issue of shares” referred to in section 9 above, shall be understood as the registration of series F shares on the shareholder's securities account or in the register of shareholders in accordance with the Commercial Companies Code.
  11. To the extent not specified in this resolution or delegated to the Supervisory Board under this resolution or by law, the Management Board shall be authorised to determine the detailed conditions for the issue of series F shares and to specify the amount of the increased share capital of the Company.

## § 2

### AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. In connection with the conditional increase in the Company's share capital referred to in § 1 hereof, § 7A of the Company's Articles of Association is added as follows:
  1. *The Company's conditional share capital shall amount to no more than PLN 18,500 (eighteen thousand five hundred) and shall be divided into no more than 18,500 (eighteen thousand) series F ordinary bearer shares with a nominal value of PLN 1.00 (four zlotys) each (“Series F Shares”).*
  2. *The purpose of the conditional capital increase to the amount of PLN 18,500 (eighteen thousand five hundred) is to grant the right to take up Series G Shares to holders of series A subscription warrants issued by the Company on the basis of Resolution No. [●] of the Ordinary General Meeting of the Company of 30 May 2023 on the issue of series A subscription warrants convertible into series F shares (“A Warrants Convertible into Series F Shares”).*
  3. *Only holders of Warrants Convertible into Series F Shares referred to in section 2 above, shall be entitled to take up Series F Shares, excluding the pre-emptive rights of existing shareholders.*
  4. *The right to take up Series F Shares by way of conversion of Warrants Convertible into Series F Shares may be exercised until 31 December 2026”.*
2. The Company's Supervisory Board shall be authorised to determine the consolidated text of the amended Articles of Association of the Company.

## § 4

### ENTRY INTO FORCE

The resolution shall enter into force as of the date of registration of the amendments to the Company's Articles of Association in the National Court Register.

**DRAFT RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of the Company Creepy Jar S.A. with its registered office in Warsaw  
of 30 May 2023  
on the issue of series B subscription warrants**

Acting pursuant to Article 393 (5) and Article 453 of the Act of 15 September 2000 - Commercial Companies Code, the Ordinary General Meeting of the Company Creepy Jar S.A. with its registered office in Warsaw resolves as follows:

## § 1

### ISSUE OF WARRANTS

1. In connection with the establishment of the incentive scheme, the assumptions of which were adopted by Resolution No. [●] of the Ordinary General Meeting of the Company of 30 May 2023 on the establishment of the 2023-2025 Incentive Scheme for key employees and associates and

- members of the Management Board of Creepy Jar S.A. (“**Incentive Scheme**”), the Ordinary General Meeting of the Company decides to issue series B subscription warrants (“**B Warrants**”).
2. B Warrants will be offered to employees and associates of the Company as well as to members of the Company's Management Board indicated and approved by the Supervisory Board, who will conclude an Incentive Scheme Participation Agreement (“**Eligible Persons**”) and achieve the Specific Goals of the Company adopted by the Company's Supervisory Board in accordance with the Regulations of the Incentive Scheme adopted in the resolution of the Ordinary General Meeting No. [●] of 30 May 2023.
  3. Eligible Persons who take up B Warrants under this resolution will be entitled to take up series G shares issued within the conditional increase in the share capital through the issue of series G shares.

## **§ 2 B WARRANTS**

1. The Ordinary General Meeting of the Company agrees to issue by the Company 18,500 (eighteen thousand five hundred) series B subscription warrants with the pre-emptive right to take up series G shares with a nominal value of PLN 1 (one) each.
2. Each B Warrant entitles to take up 1 (one) series G shares.
3. The Company may not issue more B Warrants than the number of series G shares issued within the conditional increase in the share capital.
4. The total nominal value of series G shares to be taken up may not exceed PLN 18,500 (eighteen thousand five hundred).
5. B Warrants are issued free of charge.

## **§ 3 PERSONS ENTITLED TO TAKE UP B WARRANTS**

1. Key employees and associates of the Company as well as the members of the Management Board of the Company who have concluded the Incentive Scheme Participation Agreement are entitled to take up B Warrants.
2. The Supervisory Board of the Company shall adopt a resolution on the final verification of the Specific Goals of the Company and on granting B Warrants to the indicated Eligible Persons based on the proposal of the Management Board.

## **§ 4 FORM OF B WARRANTS**

1. B Warrants are registered securities issued free of charge.
2. B Warrants are dematerialised securities in accordance with the law in force at the time of their granting.
3. B Warrants are not convertible into bearer subscription warrants.

## **§ 5 TRANSFERABILITY AND INHERITANCE OF B WARRANTS**

1. B Warrants are transferable only to the Company for redemption.
2. B Warrants are subject to inheritance. The heirs of the B Warrants holder should indicate to the Company one person to exercise the right to take up series G shares under pain of ineffective expiry of the time limit for exercising the right to take up shares on the part of these heirs.

## **§ 6 EXERCISE OF RIGHTS UNDER B WARRANTS**

1. The rights under B Warrants may be exercised at each request of their holder no later than 31 December 2026.
2. B Warrants, under which the right to take up series G shares has not been exercised within the period specified in section 1 above, shall expire and shall be subject to redemption as of 31 December 2026.

**§ 7**

**DISSOLUTION OF THE COMPANY AND B WARRANTS**

In case of the Company's dissolution, all B Warrants shall cease to be valid and the right to take up series G shares incorporated thereunder shall expire.

**§ 8**

**DEPRIVATION OF SHAREHOLDERS OF THE PRE-EMPTIVE RIGHT TO B WARRANTS**

Having reviewed the opinion of the Company's Management Board on the justification for depriving the existing shareholders of the pre-emptive right to B Warrants and new series G shares, in order to implement the Incentive Scheme, in the interest of the Company, the existing shareholders shall be deprived of the pre-emptive right to B Warrants in full.

**§ 9**

**ENTRY INTO FORCE**

The Resolution shall come into force upon its adoption.

**DRAFT RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of the Company Creepy Jar S.A. with its registered office in Warsaw  
of 30 May 2023**

**on the conditional increase in the share capital through the issue of series G shares, depriving  
the existing shareholders of pre-emptive rights and amendment to the Articles of Association**

Acting pursuant to Article 393 (5), Article 445 § 3 and Article 448 - 453 of the Act of 15 September 2000 - Commercial Companies Code, the Extraordinary General Meeting of the Company resolves as follows:

**§ 1**

**CONDITIONAL INCREASE IN THE SHARE CAPITAL**

1. The nominal value of the conditional increase in the Company's share capital shall be set at no more than PLN 18,500 (eighteen thousand five hundred).
2. The conditional increase in the share capital shall take place through the issue of new series G ordinary bearer shares with a nominal value of PLN 1 (one) each, in a number not exceeding 18,500 (eighteen thousand five hundred), at the issue price of PLN 1 (one).
3. The purpose of the conditional increase in the share capital is to implement the Incentive Scheme in the Company and to enable the granting of rights to take up series G shares to holders of series B subscription warrants, issued by the Company on the basis of Resolution No. [●] of the Ordinary General Meeting of 30 May 2023. In the financial part, the Incentive Scheme is addressed to key employees and associates of the Company as well as to the members of the Company's Management Board who have concluded an Incentive Scheme Participation Agreement.
4. Persons participating in the financial part of the Incentive Scheme will be entitled to acquire the right to take up a total of no more than 18,500 shares, the number of shares allocated being dependent on the number of subscription warrants held by the participants, convertible at a ratio of one series G share per one series B subscription warrant.
5. Persons who acquire the right to take up series G shares of the Company will be able to exercise it until 31 December 2026.
6. The existing shareholders of the Company are deprived of the pre-emptive right to series G bearer shares. The opinion of the Company's Management Board justifying the deprivation of the existing shareholders of the pre-emptive right to series G shares in full, issued pursuant to Article 433 § 2 sentence 4 of the Company Code is attached hereto.
7. The rules of the Incentive Scheme and the issue of series B subscription warrants with the pre-emptive right to take up series G shares are set out in resolutions No. [●] and [●] of the Ordinary General Meeting of the Company.
8. All series G shares will be taken up in exchange for cash contributions.
9. Series G shares will participate in the dividend for a given financial year under the following conditions:

- c) if the series G shares are issued to an eligible person in the period from the beginning of a given financial year to the record date (including the record date) referred to in Article 348 § 2 of the Commercial Companies Code - these shares participate in the profit from the first day of the financial year immediately preceding the year in which they were issued;
  - d) if the series G shares are issued to an eligible person in the period after the record date referred to in Article 348 § 2 of the Commercial Companies Code, until the end of a given financial year - these shares participate in the profit from the first day of the financial year in which they were issued.
10. Due to the fact that the series G shares will be in a dematerialised form, the “issue of shares” referred to in section 9 above, shall be understood as the registration of series G shares on the shareholder's securities account or in the register of shareholders in accordance with the Commercial Companies Code.
11. To the extent not specified in this resolution or delegated to the Supervisory Board under this resolution or by law, the Management Board shall be authorised to determine the detailed conditions for the issue of series G shares and to specify the amount of the increased share capital of the Company.

## § 2

### AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. In connection with the conditional increase in the Company's share capital referred to in § 1 hereof, § 7A of the Company's Articles of Association is added as follows:
- 1. *The Company's conditional share capital shall amount to no more than PLN 37,000 (thirty-seven thousand) and shall be divided into:*
    - a) *no more than 18,500 (eighteen thousand) series F ordinary bearer shares with a nominal value of PLN 1.00 (four zlotys) each (“Series F Shares”),*
    - a) *no more than 18,500 (eighteen thousand) series G ordinary bearer shares with a nominal value of PLN 1.00 (four zlotys) each (“Series G Shares”).*
  - 2. *The purpose of the conditional capital increase to the amount of PLN 18,500 (eighteen thousand five hundred) is to grant the right to take up Series F Shares to holders of series A subscription warrants issued by the Company on the basis of Resolution No. [●] of the Ordinary General Meeting of the Company of 30 May 2023 on the issue of series A subscription warrants convertible into series F shares (“A Warrants Convertible into Series F Shares”).*
  - 3. *Only holders of Warrants Convertible into Series F Shares referred to in section 2 above, shall be entitled to take up Series F Shares, excluding the pre-emptive rights of existing shareholders.*
  - 4. *The right to take up Series F Shares by way of conversion of Warrants Convertible into Series F Shares may be exercised until 31 December 2026.*
  - 5. *The purpose of the conditional capital increase to the amount of PLN 18,500 (eighteen thousand five hundred) is to grant the right to take up Series G Shares to holders of series B subscription warrants issued by the Company on the basis of Resolution No. [●] of the Ordinary General Meeting of the Company of 30 May 2023 on the issue of series B subscription warrants (“A Warrants Convertible into Series G Shares”).*
    - g. *Only holders of Warrants Convertible into Series G Shares referred to in section 5 above, shall be entitled to take up Series G Shares, excluding the pre-emptive rights of existing shareholders.*
  - 4. *The right to take up Series G Shares by way of conversion of Warrants Convertible into Series G Shares may be exercised until 31 December 2026”.*
2. The Company's Supervisory Board shall be authorised to determine the consolidated text of the amended Articles of Association of the Company.

## § 4

### ENTRY INTO FORCE

The resolution shall enter into force as of the date of registration of the amendments to the Company's Articles of Association in the National Court Register.

**Justification of the resolution:** the resolution on the introduction of series D, E, F and G shares to trading on the regulated market is to ensure a uniform status as to trading opportunities for all Company's shares. This resolution is necessary due to the requirements set by the Central Securities Depository of Poland and the Stock Exchange.

**DRAFT RESOLUTION NO. [●]**  
**of the Ordinary General Meeting**  
**of the Company Creepy Jar S.A. with its registered office in Warsaw**  
**of 30 May 2023**  
**on the introduction of series D, E, F and G shares to trading on the regulated market**

The Management Board of the Company shall be authorised to perform all actions aimed at the admission and introduction of part or all of the shares issued:

- 1) on the basis of Resolution No. 05/04/2023 of the Company's Management Board of 24 April 2023 on increasing the Company's share capital through the issue of series D and E ordinary bearer shares within the authorised capital,
  - 2) on the basis of Resolution No. [●] of the Ordinary General Meeting of 30 May 2023 on the conditional increase in the share capital through the issue of series F shares, depriving the existing shareholders of their pre-emptive right and amendment to the Articles of Association;
  - 3) on the basis of Resolution No. [●] of the Ordinary General Meeting of 30 May 2023 on the conditional increase in the share capital through the issue of series G shares, depriving the existing shareholders of their pre-emptive right and amendment of the Articles of Association
- to trading on the regulated market organised by the Warsaw Stock Exchange, including to submit applications for the admission and introduction of all or part of the series D, E, F and G shares to trading, and the Company's Management Board shall be authorised to conclude appropriate agreements with the Central Securities Depository of Poland, including agreements for the registration of these shares issued by the Company in the securities depository, kept by the Central Securities Depository of Poland.

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Krzysztof Kwiatek - President of the  
Management Board

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Krzysztof Sałek - Member of the Management  
Board