

Resolution No. 05/04/2023
of the Management Board of the Company under the business name
Creepy Jar Spółka Akcyjna with its registered office in Warsaw
of 24 April 2023
on the increase of the Company's share capital by way of issue
of series D and E ordinary bearer shares within the authorised capital

§ 1

Acting pursuant to and within the limits of the authorisation contained in § 8 (5) of the Company's Articles of Association and pursuant to Article 446 § 1 and 2 of the Commercial Companies Code and Article 447 § 1 of the Commercial Companies Code in conjunction with § 8 (5)(g) and (h) of the Company's Articles of Association, as well as on the basis of Resolutions No. 10/04/2023, 11/04/2023, 12/04/2023, 13/04/2023 and 14/04/2023 of the Company's Supervisory Board of 19 April 2023, **the Management Board of Creepy Jar Spółka Akcyjna decides to increase the Company's share capital by not less than PLN 2 (two) and not more than PLN 19,928 (nineteen thousand nine hundred and twenty-eight), i.e. from the amount of PLN 679,436 (six hundred and seventy-nine thousand four hundred and thirty-six) to the amount of not less than PLN 679,438 (six hundred and seventy-nine thousand four hundred and thirty-eight) and not more than PLN 699,364 (six hundred and ninety-nine thousand three hundred and sixty-four) within the authorised capital, excluding the pre-emptive right of the existing shareholders in full.** -----

§ 2

1. **The increase in the Company's share capital referred to in § 1 of the resolution shall be made by:-----**
 - a. **the issue of not less than 1 (one) and not more than 4,928 (four thousand nine hundred and twenty-eight) new series D ordinary bearer shares** with a nominal value of **PLN 1 (one)** each with numbers from 00001 to not more than 04928, and-----
 - b. **the issue of not less than 1 (one) and not more than 15,000 (fifteen thousand) new series E ordinary bearer shares** with a nominal value of **PLN 1 (one)** each with numbers from 00001 to not more than 15000. -----
2. In accordance with the consent contained in Resolution No. 12/04/2023 of the Company's Supervisory Board of 19 April 2023, **the Management Board determines: -----**
 - a. **the issue price** of series D ordinary bearer shares issued within the authorised capital at **PLN 1 (one) per share**, and-----
 - b. **the issue price** of series E ordinary bearer shares issued within the authorised capital at **PLN 186.20 (one hundred and eighty-six 20/100) per share.** -----
3. Series D and E shares shall not be granted any special rights.-----
4. The increase in the Company's share capital referred to in § 1 of the resolution shall take place through the submission of an offer by the company and its acceptance by the designated addressee (private subscription), and the offer to take up shares shall be addressed to persons included in the List of Participants authorised under the 2020-2022 Incentive Scheme, approved by Resolution No. 11/04/2023 of the Company's Supervisory Board of 19 April 2023 in the number of 37. -----

5. The acceptance of the offer shall be the conclusion of a share subscription agreement. -----
6. Agreements for the subscription of series D and E shares shall be concluded by 19 May 2023 at the latest. -
7. All series D and E shares shall be paid in full with a cash contribution in the amount corresponding to the product of the number of series D and E shares subscribed and the issue price of one share, different for series D shares and series E shares. Contributions to the shares shall be paid in full before the registration of the share capital increase.-----
8. The series D and E shares shall be paid by the buyer in full by 19 May 2023 at the latest.-----
9. The series D and E shares will participate in the dividend for a given financial year under the following conditions:-----
 - a. in the event that the series D and E shares are registered 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 registered; -----
 - b. in the event that the series D and E shares are registered 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 registered. ---
10. Acting pursuant to Resolution No. 13/04/2023 of the Company's Supervisory Board of 19 April 2023 in conjunction with § 8 (5)(g) of the Company's Articles of Association, **the Management Board deprives the existing shareholders of the Company of their pre-emptive rights to all series D and E ordinary bearer shares issued.** On 19 April 2023 the Company's Management Board submitted to the Supervisory Board an opinion justifying the reasons for exclusion of pre-emptive rights of the existing shareholders. -----
11. The series D and E shares are subject to mandatory dematerialisation and will not be issued to shareholders in the form of a document. -----

§ 3

In accordance with the opinion of the Company's Management Board referred to in § 2 (10) sentence 2, the reasons justifying the exclusion of pre-emptive rights are as follows: -----

“Pursuant to Article 433 § 2 and 447 § 1 of the Commercial Companies Code, the Company's Management Board recommends that the existing shareholders be deprived of their pre-emptive rights to series D and E shares. The Management Board indicates that the purpose of issuing series D and E shares is the implementation of the 2020-2022 Incentive Scheme of Creepy Jar S.A., under which new shares will be taken up by employees, associates and members of the Company's Management Board who have concluded Participation Agreements in the scheme, containing individualised conditions for participation. -----

The Company's Management Board recognises that all persons included in the final list of authorised persons provided to the Supervisory Board prior to the meeting on 19 April 2023 meet the requirements to take up shares under the a/m Incentive Scheme. The approval of the list of authorised persons by the Supervisory Board will be a necessary formal step allowing for the implementation of the Incentive Scheme. -----

The Management Board recommends the adoption of the issue price for series D and E shares determined in accordance with the Regulations of the Incentive Scheme of Creepy Jar S.A.. -----

Therefore, due to the need to implement the a/m Incentive Scheme and award shares only to its participants, the exclusion of pre-emptive rights of the existing shareholders to series D and E shares is justified.” -----

§ 4

The resolution shall come into force upon its adoption, except that the increase in the Company's share capital thereunder shall take place upon its entry in the register. -----

**Resolution No. 06/04/2023
of the Management Board of the Company under the business name
Creepy Jar Spółka Akcyjna with its registered office in Warsaw
of 24 April 2023
on the amendment to the Company's Articles of Association**

§ 1

The Management Board of the Company under the business name Creepy Jar Spółka Akcyjna with its registered office in Warsaw, acting pursuant to Article 446 § 1, in conjunction with Article 431 § 1 of the Commercial Companies Code, in connection with the adoption of Resolution No. 05/04/2023 of the Management Board of 24 April 2023, decides to amend the wording of § 7 (1) of the Company's Articles of Association, to read as follows: -----

“§ 7

- I. The Company's share capital ranges from PLN 679,438 (six hundred seventy-nine thousand four hundred thirty-eight) to PLN 699,364 (six hundred ninety-nine thousand three hundred sixty-four) and is divided into not less than PLN 679,438 (six hundred seventy-nine thousand four hundred thirty-eight) and not more than PLN 699,364 (six hundred ninety-nine thousand three hundred sixty-four) ordinary bearer shares with a nominal value of PLN 1 (one) each, including: -----*
- a. 500,000 (five hundred thousand) series A ordinary bearer shares with a nominal value of PLN 1 (one) each, with numbers from 000001 to 500000; -----*
 - b. 147,082 (one hundred forty-seven thousand eighty-two) series B ordinary bearer shares with a nominal value of PLN 1 (one) each, with numbers from 000001 to 147082;*
 - c. 32,354 (thirty-two thousand three hundred and fifty-four) series C ordinary bearer shares with a nominal value of PLN 1 (one) each, with numbers from 00001 to 32354; -----*
 - d. not less than 1 (one) and not more than 4,928 (four thousand nine hundred and twenty-eight) series D ordinary bearer shares with a nominal value of PLN 1 (one) each, with numbers from 00001 to not more than 04928; -----*
 - e. not less than 1 (one) and not more than 15,000 (fifteen thousand) series E ordinary bearer shares with a nominal value of PLN 1 (one) each, with numbers from 00001 to not more than 15,000.” -----*

§ 2

The resolution shall come into force upon its adoption with effect from the date of entry in the register. -----