

Report/2023

Legal basis: Art. 56 sec. 1 point 2 of the Act on Offering - current and periodic information

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF STS HOLDING
S.A. WITH ITS REGISTERED OFFICE IN KATOWICE CONVENED FOR
28 JUNE 2023**

The Management Board of STS Holding S.A. with its registered office in Katowice, in accordance with Art. 19 sec. 1 point 2 of the Regulation of the Minister of Finance of 29 March 2018 on current and interim information delivered by issuers of securities and the conditions for recognizing as equivalent the information required by the laws of a non-member state (Dz.U. /Journal of Laws/ of 2018, item 757) provides the content of draft resolutions to be discussed at the Ordinary General Meeting of Shareholders on 28 June 2023, together with the justification of those drafts.

Draft Resolution No. (...)

**Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
regarding the appointment of the Chairman of the General Meeting**

The General Meeting of the Company, acting pursuant to Art. 409 sec.1 and Art. 420 sec.2 of the Code of Commercial Companies and Partnerships, hereby elects Mr/ Ms as the Chairman of the General Meeting in a secret ballot.

Justification for the draft Resolution No. (...)

The necessity to elect the Chairman results directly from the wording of Art. 409 sec. 1 of the Code of Commercial Companies and Partnerships.

Draft Resolution (...)

**Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
on the adoption of the agenda of the General Meeting**

The General Meeting of the Company hereby resolves to adopt the agenda of the General Meeting, announced on the Company's website on [...] and in the form of the Company's current report No. [...] of, reading as follows:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation of the correctness of convening the General Meeting and its ability to adopt binding resolutions.
4. Adoption of a resolution on the adoption of the agenda.
5. Consideration of the following documents presented by the Management Board:
 - a) report of Management Board on the activities of STS Holding S.A. Group of Companies and of the Company for 2022;
 - b) financial statements of the Company and consolidated financial statements of the STS Holding Group of Companies for 2022;
 - c) the Management Board's motion regarding the payment of dividends and the distribution of the Company's profit.
6. Consideration of the following documents presented by the Supervisory Board:
 - a) report on the operations of the Supervisory Board in 2022 together with the opinion of the Supervisory Board concerning the Management Board's recommendation with regard to the distribution of the Company's net profit for 2022;
 - b) assessment of the Supervisory Board's report on the operations of STS Holding Group of Companies, including STS Holding S.A., as well as the separate and consolidated financial statements of the Company for 2022.
7. Consideration of the Supervisory Board's motions regarding:
 - a) approval of the report of Management Board on the operations of STS Holding S.A. Group of Companies and of the Company for 2022;
 - b) approval of the financial statements of the Company and the consolidated financial statements of the STS Holding Group of Companies for 2022;
 - c) approval of the Management Board's motion regarding the payment of dividends and the distribution of the Company's profit.
8. Adoption of a resolution on the approval of the report of the Management Board on the operations of STS Holding S.A. Group of Companies and of the Company for 2022;
9. Adoption of a resolution on the approval of the Company's financial statements for 2022.
10. Adoption of a resolution on the approval of the consolidated financial statements of the STS Holding Group of Companies for 2022.
11. Adoption of a resolution on dividend payment and distribution of the Company's profit.
12. Adoption of the resolution concerning the acknowledgement of the fulfilment of duties by Mr Mateusz Juroszek - President of the Management Board, in the period from 1 January 2022 to 31 December 2022.
13. Adoption of the resolution concerning the acknowledgement of the fulfilment of duties by Mr Zdzisław Kostrubała - Member of the Management Board, in the period from 1 January 2022 to 31 December 2022.

14. Adoption of the resolution concerning the acknowledgement of the fulfilment of duties by Mr Marcin Walczysko - Member of the Management Board, in the period from 1 January 2022 to 31 December 2022.
15. Adoption of the resolution concerning the acknowledgement of the fulfilment of duties by Mr Maciej Fijak - Chairman of the Supervisory Board, in the period from 1 January 2022 to 31 December 2022.
16. Adoption of the resolution concerning the acknowledgement of the fulfilment of duties by Mr Zbigniew Juroszek - Vice-President of the Supervisory Board, in the period from 1 January 2022 to 31 December 2022.
17. Adoption of the resolution concerning the acknowledgement of the fulfilment of duties by Mr Krzysztof Krawczyk - Member of the Supervisory Board, in the period from 1 January 2022 to 31 December 2022.
18. Adoption of the resolution concerning the acknowledgement of the fulfilment of duties by Ms Elżbieta Spyra - Member of the Supervisory Board, in the period from 1 January 2022 to 31 December 2022.
19. Adoption of the resolution concerning the acknowledgement of the fulfilment of duties by Ms Milena Olszewska Miszuris - Member of the Supervisory Board, in the period from 1 January 2022 to 31 December 2022.
20. Adoption of a resolution on the expression of an opinion concerning the Report of the Company's Supervisory Board on the remuneration of members of the Management Board and Supervisory Board for 2022.
21. Adoption of the resolution concerning the approval of the report on the operations of the Supervisory Board in 2021.
22. Adoption of the resolution concerning the approval of the report on the operations of the Supervisory Board in 2022 together with the opinion of the Supervisory Board concerning the Management Board's recommendation with regard to the distribution of the Company's net profit for 2022.
23. Adoption of the resolution concerning the approval of the assessment of the Supervisory Board's report on the operations of STS Holding Group of Companies, including STS Holding S.A., as well as the separate and consolidated financial statements of the Company for 2022.
24. Closing of the Meeting

Justification of the draft Resolution No. (...)

Legal basis - Art. 10 of the Regulations of the General Meeting

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders

**of STS Holding S.A. with its registered office in Katowice
concerning adoption of a resolution on the approval of the report of the Management Board on
the operations of STS Holding S.A. Group of Companies and of the Company for 2022**

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 1 of the Code of Commercial Companies and Partnerships, resolves as follows:

§1

The General Meeting of the Company hereby approves the Management Board's report on the operations of the STS Holding Group of Companies and STS Holding S.A. for 2022.

§2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - 395 sec. 2 point 1 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

**Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
on the approval of the Company's financial statements for 2022**

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 1 of the Code of Commercial Companies and Partnerships, resolves as follows:

§1

The financial statements of STS Holding S.A. with its registered office in Katowice for 2022 are hereby approved.

The financial statements include:

1. Statement of financial position prepared as on 31 December 2022, with total assets and total liabilities and equity of PLN 3,093,305,913 (say: three billion ninety three million three hundred and five thousand nine hundred and thirteen Polish zloty 00/100)
2. Statement of comprehensive income for the financial period from 1 January 2022 to 31 December 2022, showing a net profit of PLN 128,609,244 (say: one hundred twenty

eight million six hundred nine thousand two hundred and forty four Polish zloty 00/100)

3. Cash flow statement for the period from 1 January 2022 to 31 December 2022 showing an increase in cash by PLN 26,390,453 (say: twenty six million three hundred ninety thousand four hundred and fifty three Polish zloty 00/100)
4. Statement of changes in equity, showing in the period from 1 January 2022 to 31 December 2022 an increase in equity by PLN 36,321,351 (say: thirty-six million three hundred and twenty-one thousand three hundred and fifty-one Polish zloty 00/100)
5. Additional information and notes

§2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - 395 sec. 2 point 1 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
on the approval of the consolidated financial statements of the STS Holding Group of Companies
for 2022

The General Meeting of the Company, acting pursuant to Art. 393 sec. 1 of the Code of Commercial Companies and Partnerships, resolves as follows:

§1

1. The consolidated financial statements of the STS Holding Group of Companies for 2022 is hereby approved; it includes:
 - a) Consolidated statement of financial position prepared as on 31 December 2022, with total assets and total liabilities and equity of PLN 357,138,543 (say: three hundred and fifty-seven million one hundred and thirty-eight thousand five hundred and forty-three Polish zloty 00/100)
 - b) Consolidated statement of comprehensive income for the accounting year from 1 January 2022 to 31 December 2022, showing a total net profit of PLN 178,909,293 (say: one hundred

seventy eight million nine hundred nine thousand two hundred ninety three Polish zloty 00/100)

- c) Consolidated cash flow statement for the period from 1 January 2022 to 31 December 2022, showing an increase in cash by PLN 76,498,035 (say: seventy-six million four hundred and ninety-eight thousand thirty-five Polish zloty 00/100)
- d) Statement of changes in consolidated equity, showing in the period from 1 January 2022 to 31 December 2022 an increase in total equity by PLN 82,089,643 (say: eighty two million eighty nine thousand six hundred and forty three Polish zloty 00/100)
- e) Additional information and notes

Justification of the draft Resolution No. (...)

Legal basis - 395 sec. 5 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
on dividend payment and distribution of the Company's profit.

§ 1

The General Meeting of the Company resolves that net profit achieved by the Company in 2022 in the amount of PLN 128,609,243.89 (say: one hundred and twenty eight million six hundred and nine thousand two hundred and forty three Polish zloty 89/100) less the interim dividend paid to the Shareholders in the amount PLN 42,264,438.66 (say: forty two million two hundred and sixty four thousand four hundred and thirty eight Polish zloty 66/100), i.e. the amount of PLN 86,344,805.23 shall be allocated for:

- a) payment of a dividend to the Company's shareholders in the amount of PLN 86,199,276.90, which means that there is a dividend of PLN 0.55 per share;
- b) supplementary capital of the Company in the amount of PLN 145,528.33.

§ 2

At the same time, the General Meeting of the Company resolves to set the dividend day for and the dividend payment date by

§ 3

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2 point 2 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the acknowledgement of the fulfilment of duties by Mr Mateusz Juroszek - President of
the Management Board, in the period from 1 January 2022 to 31 December 2022

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships, resolves as follows:

§ 1

The Ordinary General Meeting of the Company resolves to grant to Mr Mateusz Juroszek - President of the Management Board the acknowledgement of the fulfilment of his duties in the period from 1 January 2022 to 31 December 2022

§ 2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the acknowledgement of the fulfilment of duties by Mr Zdzisław Kostrubała - Member

of the Management Board, in the period from 1 January 2022 to 31 December 2022

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships, resolves as follows:

§ 1

The Ordinary General Meeting of the Company resolves to grant to Mr Zdzisław Kostrubała - Member of the Management Board the acknowledgement of the fulfilment of his duties in the period from 1 January 2022 to 31 December 2022

§ 2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

**Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the acknowledgement of the fulfilment of duties by Mr Marcin Walczysko - Member of
the Management Board, in the period from 1 January 2022 to 31 December 2022**

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships, resolves as follows:

§ 1

The Ordinary General Meeting of the Company resolves to grant to Mr Marcin Walczysko - Member of the Management Board the acknowledgement of the fulfilment of his duties in the period from 1 January 2022 to 31 December 2022

§ 2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships.

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the acknowledgement of the fulfilment of duties by Mr Maciej Fijak - Chairman of the
Supervisory Board, in the period from 1 January 2022 to 31 December 2022

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships, resolves as follows:

§ 1

The Ordinary General Meeting of the Company resolves to grant to Mr Maciej Fijak- Chairman of the Supervisory Board the acknowledgement of the fulfilment of his duties in the period from 1 January 2022 to 31 December 2022

§ 2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the acknowledgement of the fulfilment of duties by Mr Zbigniew Juroszek - Vice-
President of the Supervisory Board, in the period from 1 January 2022 to 31 December 2022

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships, resolves as follows:

§ 1

The Ordinary General Meeting of the Company resolves to grant to Mr Zbigniew Juroszek - Vice-President of the Supervisory Board the acknowledgement of the fulfilment of his duties in the period from 1 January 2022 to 31 December 2022

§ 2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the acknowledgement of the fulfilment of duties by Mr Krzysztof Krawczyk - Member of
the Supervisory Board, in the period from 1 January 2022 to 31 December 2022

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships, resolves as follows:

§ 1

The Ordinary General Meeting of the Company resolves to grant to Mr Krzysztof Krawczyk- Member of the Supervisory Board the acknowledgement of the fulfilment of his duties in the period from 1 January 2022 to 31 December 2022

§ 2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the acknowledgement of the fulfilment of duties by Ms Elżbieta Spyra - Member of the
Supervisory Board, in the period from 1 January 2022 to 31 December 2022

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships, resolves as follows:

§ 1

The Ordinary General Meeting of the Company resolves to grant to Ms Elżbieta Spyra- Member of the Supervisory Board the acknowledgement of the fulfilment of her duties in the period from 1 January 2022 to 31 December 2022

§ 2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the acknowledgement of the fulfilment of duties by Ms Milena Olszewska Miszuris -
Member of the Supervisory Board, in the period from 1 January 2022 to 31 December 2022

The General Meeting of the Company, acting pursuant to Art. 393 point 1 and Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships, resolves as follows:

§ 1

The Ordinary General Meeting of the Company resolves to grant to Ms Milena Olszewska-Miszuris - Member of the Supervisory Board the acknowledgement of the fulfilment of her duties in the period from 1 January 2022 to 31 December 2022

§ 2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2 point 3 of the Code of Commercial Companies and Partnerships.

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the expression of an opinion concerning the Report of the Supervisory Board of STS Holding S.A. on the remuneration of members of the Management Board and Supervisory Board

§1

The General Meeting of the Company, acting pursuant to Art. 395 sec. 21 of the Code of Commercial Companies and Partnerships in conjunction with Art. 90g sec. 6 of the Act of July 29, 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (consolidated text, Dz.U. /Journal of Laws/ of 2020, item 2080) and Art. 3 sec. 1 of the Remuneration Policy of STS HOLDING S.A. gives a positive opinion on the Report of the Supervisory Board of the Company on the remuneration of Members of the Management Board and Supervisory Board for the financial year 2022.

§2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Art. 395 sec. 2(1) of the Code of Commercial Companies and Partnerships in conjunction with Art. 90g sec. 6 of the Act of July 29, 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies and Art. 3 sec. 1 of the Remuneration Policy of STS HOLDING S.A.

Draft Resolution No. (...)

Resolution No. (...)
of 28 June 2023
of the Ordinary General Meeting of Shareholders
of STS Holding S.A. with its registered office in Katowice
concerning the approval of the report on the operations of the Supervisory Board in 2021

§1

The General Meeting of Shareholders, acting in accordance with the content of Rule 2.11. of the Code of Best Practice for WSE listed companies 2021 hereby approves:

- a) report on the operations of the Supervisory Board in 2021

§2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Rule 2.11. of the Code of Best Practice for WSE listed companies 2021. The draft resolution is supplementary and results from the Company's commitment in the scope of compliance with and actual application of the Code of Best Practice for WSE listed companies 2021.

Draft Resolution No. (...)

Resolution No. (...)

of 28 June 2023

of the Ordinary General Meeting of Shareholders

of STS Holding S.A. with its registered office in Katowice

concerning the approval of the report on the operations of the Supervisory Board in 2022 together with the opinion of the Supervisory Board concerning the Management Board's recommendation with regard to the distribution of the Company's net profit for 2022

§1

The General Meeting of Shareholders, acting in accordance with the content of Rule 2.11. of the Code of Best Practice for WSE listed companies 2021 hereby approves:

- b) report on the operations of the Supervisory Board in 2022 together with the opinion of the Supervisory Board concerning the Management Board's recommendation with regard to the distribution of the Company's net profit for 2022

§2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Rule 2.11. of the Code of Best Practice for WSE listed companies 2021

Draft Resolution No. (...)

Resolution No. (...)

of 28 June 2023

of the Ordinary General Meeting of Shareholders

of STS Holding S.A. with its registered office in Katowice

concerning the approval of the assessment of the Supervisory Board's report on the operations of STS Holding Group of Companies, including STS Holding S.A., as well as the separate and consolidated financial statements of the Company for 2022

§1

The General Meeting of Shareholders, acting in accordance with the content of Rule 2.11. of the Code of Best Practice for WSE listed companies 2021 hereby approves:

- a) the assessment of the Supervisory Board's report on the operations of STS Holding Group of Companies, including STS Holding S.A., as well as the separate and consolidated financial statements of the Company for 2022

§2

The Resolution enters into force on the date of its adoption.

Justification of the draft Resolution No. (...)

Legal basis - Rule 2.11. of the Code of Best Practice for WSE listed companies 2021