

**Draft resolution concerning the request by the shareholder Colian Sp. z o.o. to include a specific item on the agenda of the Ordinary General Meeting of VRG S.A. convened for 25 June 2026, as described in VRG S.A.'s current report No. 8/2026 dated 1 June 2026**

**Draft resolution for item 18 on the agenda**

**“Resolution No. 25/06/2026  
of the Ordinary General Meeting of VRG S.A.  
with its registered office in Kraków  
of 25 June 2026  
concerning: the payment of a dividend**

The Ordinary General Meeting of the Company, acting pursuant to Articles 348 and 396(5) of the Commercial Companies Code and Article 30(1)(2) of the Company's Articles of Association, hereby resolves as follows:

§ 1.

The Ordinary General Meeting of the Company resolves to allocate the net profit earned by the Company in previous years and transferred to the reserve fund to the payment of a dividend in the amount of PLN 0.05 (in words: zero zlotys and five groszy) per share, totalling PLN 11,722,792 PLN (in words: eleven million seven hundred and twenty-two thousand seven hundred and ninety-two zlotys).

§ 2.

The Ordinary General Meeting of the Company resolves to determine that the Company's shareholders as at 19 September 2026 (the dividend record date) shall be entitled to the dividend, and the dividend payment date shall be 15 December 2026.”

**Justification**

The proposed method of profit distribution remains consistent with the principle of pursuing a balanced policy regarding the allocation of generated funds, taking into account both the shareholders' interest in participating in the Company's financial results and the need to maintain an appropriate level of funding for the further development of the business and the liquidity security of the Company and its capital group.

The proposed dividend payment of PLN 0.05 per share, corresponding to a total amount of PLN 11,722,792.00, reflects a prudent and responsible approach to the distribution of funds to shareholders. At the same time, the level of the proposed dividend remains commensurate with the Company's current financial position and takes into account the results achieved by the VRG S.A. Group, including the value of the consolidated net profit reported in the audited consolidated financial statements for 2025.

The resolution allows for the strengthening of the Company's capital base, supports its financial flexibility and helps maintain the ability to finance current operating activities, planned development projects and potential investment needs. In the shareholder's view, the payment of a dividend in the above amount remains consistent with good corporate governance practices and the standards of prudent financial management applicable to entities operating within the VRG S.A. capital group.