

MERGER PLAN

Divante Spółka Akcyjna based in Wrocław, Poland

KRS: 0000875316

(Acquiring company)

and

Brand Active Spółka z ograniczoną odpowiedzialnością

based in Rzeszów, KRS: 0000617468

(Target company)

Wrocław, 26 November 2024.

This plan of merger (the "**Plan of Merger**") has been agreed upon and prepared on 26 November 2024, in accordance with the contents of Articles 498 and 499 in conjunction with Article 492 § 1 item 1 and Article 516 § 6 of the Law of 15.09.2000. - Polish Code of Commercial Companies (hereinafter referred to as the CCC) by the Management Boards of the following companies planning the merger:

1. **Divante Spółka Akcyjna based in Wrocław**, 16 Legnicka Street, 53-673 Wrocław (the "**Acquiring Company**").

and

2. **Brand Active Spółka z ograniczoną odpowiedzialnością, based in Rzeszów**, ul. Jana i Jędrzeja Śniadeckich 20/3, 35-006 Rzeszów (the "**Target Company**");

The Acquiring Company and the Target Company are hereinafter referred to collectively as the "**Companies**" and each individually as the "**Company**".

1. TYPE, NAME AND REGISTERED OFFICE OF THE MERGING COMPANIES

1.1. The Acquiring Company:

Divante Spółka Akcyjna based in Wrocław, ul. Legnicka 16, 53-673 Wrocław, entered in the register of entrepreneurs of the National Court Register kept by the District Court for Wrocław Fabryczna in Wrocław, VI Economic Department, under KRS no.: 0000875316, share capital: PLN 100,000.00 paid in full, NIP: 8951930748.

1.2. Target Company:

Brand Active Spółka z ograniczoną odpowiedzialnością based in Rzeszów, ul. Jana i Jędrzeja Śniadeckich 20/3, 35-006 Rzeszów, registered in the register of entrepreneurs of the National Court Register kept by the District Court in Rzeszów, XII Economic Department, under KRS no.: 0000617468, share capital: PLN 5,000.00, NIP: 8133721435.

2. METHOD OF MERGER OF THE COMPANIES AND LEGAL BASIS

- 2.1. The purpose of the merger of Divante S.A., and Brand Active Sp. z o.o. is to utilize the potential of the merged companies more effectively and to achieve economic and financial effects, among others:

- More efficient use of the assets of the combined Companies,
- Better allocation of cash,
- Reduction of the Companies' operating costs.

From a cost and organizational point of view, carrying out the merger process will be the optimal solution for better management of the Companies' assets.

- 2.2. The Merger of the Companies shall be effected by transferring all assets of the Target Company to the Acquiring Company without increasing the share capital of the Acquiring Company and without issuing new shares of the Acquiring Company in exchange for shares of the Target Company, i.e. by way of merger by acquisition pursuant to Article 492 § 1 item 1 of the CCC ("**Merger**").

- 2.3. The Target Company is a single-member company of the Acquiring Company, and therefore the merger procedure set forth in Article 516 § 6 of the CCC can be applied.

- 2.4. The **Merger** shall be effected on the date on which the **Merger** is entered in the Register of Entrepreneurs of the National Court Register by the registry court having jurisdiction over the seat of the Acquiring Company (the "**Merger Date**").
- 2.5. The Merger of the Companies shall be effected on the basis of resolutions of the Meeting of Shareholders of the Acquiring Company and the Meeting of Shareholders of the Target Company, as referred to in Article 506 of the CCC, constituting Attachments No. 1 and 2 to the Merger Plan, which shall be included in the minutes prepared by a notary public.
- 2.6. Pursuant to Article 516 § 6 in conjunction with § 5 of the CCC, this Merger Plan omits the information referred to in Article 499 § 1 items 2-4 of the CCC, i.e.
 - a. the ratio of exchange of shares of the target company or companies merging by formation of a new company for shares of the acquiring company or newly formed company and the amount of cash surcharge, if any, unless no such exchange takes place;
 - b. rules for the allocation of shares or stocks in the acquiring company or in the newly established company;
 - c. the date from which the shares or stocks referred to in item 3 entitle to participate in the profit of the acquiring company or the newly established company.
- 2.7. Pursuant to Article 516 § 6 in conjunction with § 5 of the CCC, the provisions of Articles 501-503 of the CCC, i.e.
 - a. a report justifying the merger, its legal basis and economic justification, as referred to in Article 501 § 1 of the CCC, is not prepared,
 - b. information referred to in Article 501 § 2 of the CCC is not provided by the Management Boards of the Acquiring Company and the Target Company,
 - c. no examination of the Merger Plan by the expert referred to in Article 502 of the CCC and no expert's opinion on this examination shall be prepared, as referred to in Article 503 of the CCC.
- 2.8. As a result of the Merger, the Merging Company, in accordance with the provision of Article 494 § 1 of the CCC, will, as of the Merger Date, enter into all the rights and obligations of the Target Company.
- 2.9. The entry of the Merger of the Companies into the Register of Entrepreneurs of the National Court Register will at the same time have the effect of dissolving the Merged Company without conducting liquidation proceedings and deleting the Merged Company from the Register of Entrepreneurs of the National Court Register as of the Merger Date in accordance with Article 493 § 1 and § 5 of the CCC.

3. RIGHTS GRANTED BY THE ACQUIRING COMPANY TO THE SHAREHOLDER AND PERSONS SPECIFICALLY ENTITLED IN THE TARGET COMPANY

In connection with the Merger, it is not anticipated that the Merging Company will grant the shareholders and persons with special rights in the Target Company the rights referred to in Article 499 § 1 item 5 of the CCC.

4. SPECIAL BENEFITS FOR MEMBERS OF THE BODIES OF THE MERGING COMPANIES, AS WELL AS OTHER PERSONS PARTICIPATING IN THE MERGER

In connection with the Merger, no special benefits are expected to be granted to members of the bodies of the merging Companies or other persons participating in the Merger, as referred to in Article 499 § 1 item 6 of the CCC.

5. PERMITS AND APPROVALS

Pursuant to the provisions of Article 14 of the Act on Competition and Consumer Protection of February 16, 2007, the merger of the Companies is not subject to notification of the intention of concentration to the President of the Office of Competition and Consumer Protection.

6. OTHER

- 6.1. The Merger Plan has been prepared in 4 (four) copies, one each for the Target Company, the Acquiring Company and the registry courts of each Company.
- 6.2. The Merger Plan includes the following appendices in accordance with Article 499 § 2 of the Polish Code of Commercial Companies, which are an integral part thereof:
 - 6.2.1. **Appendix No. 1** : Draft resolution of the General Meeting of Shareholders of the Acquiring Company on the merger of the Companies
 - 6.2.2. **Attachment No. 2** : Draft resolution of the Extraordinary Meeting of Shareholders of the Target Company on the merger of the Companies
 - 6.2.3. **Appendix No. 3**: Determination of the value of the assets of the Target Company as of 31.10.2024
 - 6.2.4. **Appendix No. 4**: Statement containing information on the accounting status of the Target Company prepared for the purposes of the merger as of 31.10.2024.
 - 6.2.5. **Appendix No. 5**: Statement containing information on the accounting status of the Acquiring Company prepared for the purposes of the merger as of 31.10.2024.

Management Board of the Acquiring Company:

Signature Not Verified

Dokument podpisany przez Paweł Paszkiewicz
Data: 2024.11.26 09:10:41 CET

Paweł Paszkiewicz
President of the Management Board

Management Board of the Target Company:

Signature Not Verified

Dokument podpisany przez Wojciech Gajewski
Data: 2024.11.26 10:09:40 CET

Wojciech Gajewski
Member of the Management Board

Signature Not Verified

Dokument podpisany przez Paweł Paszkiewicz
Data: 2024.11.26 11:28:47 CET

Paweł Paszkiewicz
Member of the Management Board

- ANNEX 1 TO THE MERGER PLAN -

PROJECT

[NOTARIAL DEED]

RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

DIVANTE S.A. BASED IN WROCLAW

concerning the merger of Divante S.A. based in Wrocław

and Brand Active Sp. z o.o. based in Rzeszów

The General Meeting of Shareholders of Divante S.A., pursuant to Article 492 § 1(1), Article 506 § 1, § 4 and § 5 and Article 516 of the Polish Code of Commercial Companies and § 16(1)(ii) of the Company's Articles of Association (*PL: Statut*), resolves as follows:

§ 1.

The General Meeting of Shareholders of Divante S.A. approves the merger of **Divante Spółka Akcyjna based in Wrocław**, entered into the register of entrepreneurs of the National Court Register kept by the District Court for Wrocław Fabryczna in Wrocław, VI Economic Department, under KRS no.: 0000875316 with **Brand Active Spółka z ograniczoną odpowiedzialnością based in Rzeszów**, entered into the register of entrepreneurs of the National Court Register kept by the District Court in Rzeszów, XII Economic Department, under KRS no.: 0000617468, on the basis of Art. 492 § 1 point 1 of the CCC, i.e. by transferring all assets of Brand Active Sp. z o.o. (Target company) to Divante S.A. (Acquiring Company) without increasing the share capital of the Acquiring Company and without issuing new shares of the Acquiring Company in exchange for shares of the Target Company (merger through acquisition).

§ 2.

The General Meeting of Shareholders of Divante S.A. agrees with the contents of the Merger Plan dated 26th November 2024 attached hereto as Appendix 1.

§ 3.

The General Meeting of Shareholders of Divante S.A. confirms that in accordance with Article 516 § 6 of the CCC:

1. no written report justifying the merger is prepared by the Management Boards of each of the merging Companies, as referred to in Article 501 § 1 of the CCC,
2. information referred to in Article 501 § 2 of the CCC is not provided,
3. the merger plan is not examined by an expert and his opinion is not prepared, as referred to in Article 503 of the CCC,

in view of this, the Management Boards of both merging Companies, waive the execution of the actions indicated in the aforementioned provisions.

§ 4.

The resolution was adopted unanimously in open session and comes into force upon adoption.

- ANNEX NO. 2 TO THE MERGER PLAN -

PROJECT

[NOTARIAL DEED]

RESOLUTION OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

BRAND ACTIVE SP. Z O.O. BASED IN RZESZÓW

concerning the merger of Divante S.A. based in Wrocław

and Brand Active Sp. z o.o. based in Wrocław

The Extraordinary Meeting of Shareholders of Brand Active Sp. z o.o., pursuant to article 492 § 1 item 1, article 506 § 1, § 4 and § 5 and article 516 of the Polish Code of Commercial Companies and § 21 section 3 letter b of the Company's Articles of Association (*PL: Umowa spółki*), resolves as follows:

§ 1.

The Extraordinary Meeting of Shareholders of Brand Active Sp. z o.o. consents to the merger of **Divante Spółka Akcyjna based in Wrocław**, entered into the register of entrepreneurs of the National Court Register kept by the District Court for Wrocław Fabryczna in Wrocław, VI Economic Department, under KRS no.: 0000875316 with **Brand Active Spółka z ograniczoną odpowiedzialnością based in Rzeszów**, entered into the register of entrepreneurs of the National Court Register kept by the District Court for in Rzeszów, XII Economic Department, under KRS no.: 0000617468, based on art. 492 § 1 item 1 of the CCC, i.e. by transferring all assets of Brand Active Sp. z o.o. (Target company) to Divante S.A. (Acquiring Company) without increasing the share capital of the Acquiring Company and without issuing new shares of the Acquiring Company in exchange for shares of the Target Company (merger through acquisition).

§ 2.

The Extraordinary Meeting of Shareholders of Brand Active Sp. z o.o. agrees with the contents of the Merger Plan dated 26th November 2024 attached hereto as Appendix 1.

§ 3.

The Extraordinary Meeting of Shareholders of Brand Active Sp. z o.o. confirms that in accordance with Article 516 § 6 of the CCC:

1. no written report justifying the merger is prepared by the Management Boards of each of the merging Companies, as referred to in Article 501 § 1 of the CCC,
2. information referred to in Article 501 § 2 of the CCC is not provided,
3. the merger plan is not examined by an expert and his opinion is not prepared, as referred to in Article 503 of the CCC,

in view of this, the Management Boards of both merging Companies, waive the execution of the actions indicated in the aforementioned provisions.

§ 4.

The resolution was adopted unanimously in open session and comes into force upon adoption.