

**DRAFT RESOLUTIONS  
OF THE ANNUAL GENERAL MEETING  
OF LIVECHAT SOFTWARE S.A.  
CONVENED TO BE HELD ON 18 AUGUST 2022**

**Resolution No. 1/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on the election of the Chairman of the General Meeting**

Acting pursuant to Art. 409 § 1 of the Code of Commercial Companies, the General Meeting of LIVECHAT Software Spółka Akcyjna hereby decides as follows:

§ 1.

The Annual General Meeting, after conducting a secret ballot, elects \_\_\_\_\_  
as the Chairperson of the General Meeting.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The resolution is of a technical nature. The necessity to elect the Chairperson of the General Meeting immediately after the opening of the General Meeting of Shareholders results from the provision of Art. 409 § 1 of the Commercial Companies Code.*

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**Resolution No. 2/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on the adoption of the agenda of the Annual General Meeting**

The Annual General Meeting of LIVECHAT Software Spółka Akcyjna hereby decides as follows:

§ 1.

The agenda of the Annual General Meeting is hereby adopted as follows:

- 1. Opening the Annual General Meeting.*
- 2. Election of the Chairperson of the Annual General Meeting.*
- 3. Confirmation that the Annual General Meeting has been duly convened and is capable of adopting resolutions.*
- 4. Adoption of the agenda for the Annual General Meeting.*
- 5. Consideration of the financial statements of LIVECHAT Software S.A. for the 12-month period ended on 31 March 2022.*
- 6. Consideration of the consolidated financial statements of the LIVECHAT Software Capital Group for the 12-month period ended on 31 March 2022.*

7. *Consideration of the Management Board's report on the activities of LIVECHAT Software S.A. and its Capital Group in the financial year 2021/2022.*
8. *Consideration of the "Report of the Supervisory Board of LIVECHAT Software S.A. on the activities of the Supervisory Board of LIVECHAT Software S.A. for the period from 01/04/2021 to 31/03/2022".*
9. *Adoption of resolutions on the following matters:*
  - a. *approval of the financial statements of LIVECHAT Software S.A. for the 12-month period ended on 31 March 2022,*
  - b. *approval of the consolidated financial statements of the LIVECHAT Software Capital Group for the 12-month period ended on 31 March 2022,*
  - c. *approval of the Management Board's report on the activities of LIVECHAT Software S.A. and its Capital Group in the financial year 2021/2022,*
  - d. *approval of the "Report of the Supervisory Board of LIVECHAT Software S.A. on the activities of the Supervisory Board of LIVECHAT Software S.A. for the period from 01/04/2021 to 31/03/2022",*
  - e. *distribution of the net profit of LIVECHAT Software S.A. for the financial year starting on 1 April 2021 and ending on 31 March 2022,*
  - f. *granting discharge to the Members of the Management Board of LIVECHAT Software S.A. for the performance of their duties by each of them in the financial year starting on 1 April 2021 and ending on 31 March 2022,*
  - g. *granting discharge to the Members of the Supervisory Board of LIVECHAT Software S.A. for the performance of their duties by each of them in the financial year starting on 1 April 2021 and ending on 31 March 2022.*
10. *Adoption of a resolution on changes to the "Remuneration Policy for the Members of the Management Board and Members of the Supervisory Board of LIVECHAT Software S.A.".*
11. *Adoption of a resolution on the opinion on the "Report of the Supervisory Board on the Remuneration of the Members of the Management Board and Members of the Supervisory Board of LIVECHAT Software S.A. in the financial year 2021/2022".*
12. *Closing of the Annual General Meeting.*

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The resolution is of a technical nature. The necessity to comply with the agenda of the General Meeting results indirectly from the provision of Art. 409 § 2 and Art. 404 § 1 of the Commercial Companies Code.*

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**Resolution No. 3/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022 on the approval  
of the financial statements of LIVECHAT Software S.A.  
for the 12-month period ended 31 March 2022**

Acting pursuant to Art. 395 § 2 item 1) of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

§ 1.

The financial statements of LIVECHAT Software S.A. are approved for the 12-month period ended 31 March 2022, including:

- 1) an introduction to the financial statements;
- 2) the balance sheet prepared as at 31 March 2022, showing the assets and liabilities in the amount of PLN 133,356,110.19;
- 3) the profit and loss account for the period from 1 April 2021 to 31 March 2022, showing a net profit of PLN 118,564,091.81;
- 4) the statement of changes in equity for the period from 1 April 2021 to 31 March 2022, showing an increase in equity by the amount of PLN 17,119,091.81;
- 5) the cash flow statement for the period from 1 April 2021 to 31 March 2022, showing a decrease in net cash by the amount of PLN 7,619,062.02;
- 6) additional information and explanations.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. In accordance with the opinion of the independent auditor, the financial statements provide a clear and fair view of the Company's situation.*

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**Resolution No. 4/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022 on the approval of the  
consolidated financial statements of the LIVECHAT Software Capital Group  
for the 12-month period ended 31 March 2022**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

**§ 1.**

The consolidated financial statements of the LIVECHAT Software Capital Group for the 12-month period ended on 31 March 2022 are approved, including:

- 1) an introduction to the consolidated financial statements;
- 2) the consolidated statement of the financial position prepared as at 31 March 2022, showing the assets and liabilities in the amount of PLN 137,752,000;
- 3) the consolidated statement of comprehensive income for the period from 1 April 2021 to 31 March 2022, showing a net profit of PLN 119,023,000 and total income in the amount of PLN 118,594,000;
- 4) the consolidated statement of changes in equity for the period from 1 April 2021 to 31 March 2022, showing an increase in equity by the amount of PLN 17,140,000;
- 5) the consolidated cash flow statement for the period from 1 April 2021 to 31 March 2022, showing a decrease in net cash by the amount of PLN 3,567,000;
- 6) additional information.

**§ 2.**

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. In accordance with the opinion of the independent auditor, the financial statements provide a clear and fair view of the Company's situation.*

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**Resolution No. 5/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on the approval of the Management Board's Report on the activities of LIVECHAT Software  
S.A. and its Capital Group in the financial year 2021/2022**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

§ 1.

The "Report of the Management Board on the activities of LIVECHAT Software S.A. and its Capital Group in the financial year 2021/2022" is hereby approved.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The report of the Management Board accurately and clearly describes the situation of the Company and the Group, and it provides additional information on the most important events, strategy and values of the organization.*

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**Resolution No. 6/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on the approval of the "Report of the Supervisory Board of LIVECHAT Software S.A. on the  
activities of the Supervisory Board of LIVECHAT Software S.A. for the period from  
01/04/2021 to 31/03/2022"**

The Annual General Meeting of LIVECHAT Software S.A. hereby decides as follows:

§ 1.

The "Report of the Supervisory Board of LIVECHAT Software S.A. on the activities of the Supervisory Board of LIVECHAT Software S.A. for the period from 01/04/2021 to 31/03/2022" is approved.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board: The report of the Supervisory Board comprehensively describes the activities of this body during the financial year.*

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**Resolution No. 7/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on the distribution of the net profit of LIVECHAT Software S.A. for the financial year  
starting on 1 April 2021 and ending on 31 March 2022**

Acting pursuant to Art. 347 and Art. 395 § 2 point 1) of the Commercial Companies Code, taking into account the request and recommendation of the Management Board of LIVECHAT Software S.A. on the distribution of the net profit for the financial year starting on 1 April 2021 and ending on 31 March 2022 and the positive opinion of the Supervisory Board, the Annual General Meeting hereby decides as follows:

§ 1.

The net profit for the financial year starting on 1 April 2021 and ending on 31 March 2022 in the amount of PLN 118,574,091.81 (one hundred and eighteen million five hundred and seventy-four thousand and ninety-one zlotys and eighty-one groszy) is allocated as follows:

- 1) the amount of PLN 5,274,091.81 for the supplementary capital of the Company;
- 2) the amount of PLN 113,300,000.00 for the payment of dividends to shareholders, which means that the value of the dividend per share will amount to PLN 4.40;
- 3) taking into account advance payments for dividends for the financial year beginning on 1 April 2021 and ending on 31 March 2022, i.e. advance payments in the amount of PLN 29,355,000.00 (twenty-nine million three hundred and fifty-five thousand zlotys), paid by the Company on the basis of Management Board Resolution No. 01/11/2021 of 25 November 2021 and advance payments in the amount of PLN 29,355,000.00 (twenty-nine million three hundred and fifty-five thousand zlotys), paid on 5 August 2022 pursuant to a resolution of the Management Board, the outstanding dividend for the financial year beginning on 1 April 2021 and ending on 31 March 2022 will be paid to shareholders in the amount of PLN 54,590,000.00, i.e. PLN 2.12 per share;
- 4) the dividend will cover 25,750,000 of the Company's shares.

§ 2.

The Dividend Day is set for 25 August 2022, and the Payout Day is set for 1 September 2022.

§ 3.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board: The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The profit distribution recommendation is in line with the Company's Dividend Policy and results from the very good financial standing of the Group.*

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**Resolution No. 8/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on granting discharge to the President of the Management Board, Mr. Mariusz Cieply,  
from the performance of duties in the financial year starting on 1 April 2021 and ending on  
31 March 2022**

Acting pursuant to Art. 395 § 2 item 3) of the Code of Commercial Companies, the Annual General Meeting hereby decides as follows:

§ 1.

The President of the Management Board, Mr. Mariusz Cieply, is granted discharge from the performance of his duties in the financial year starting on 1 April 2021 and ending on 31 March 2022.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The discharge covers the period from 1 April 2021 to 31 March 2022, in which Mr. Mariusz Cieply was the President of the Management Board. In connection with the above, the draft of this resolution was presented to the Annual General Meeting for deliberation.*

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**Resolution No. 9/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on granting discharge to a Member of the Management Board, Ms. Urszula Jarzębowska,  
from the performance of duties in the financial year starting  
on 1 April 2021 and ending on 31 March 2022**

Acting pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

§ 1.

The discharge is granted to Ms. Urszula Jarzębowska, a Member of the Management Board, for the performance of her duties in the financial year starting on 1 April 2021 and ending on 31 March 2022.

§ 2.



The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The discharge covers the period from 1 April 2021 to 31 March 2022 in which Ms Urszula Jarzębowska was a Member of the Management Board. In connection with the above, the draft of this resolution was presented to the Annual General Meeting for deliberation.*

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**Resolution No. 10/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on granting discharge to the Chairman of the Supervisory Board, Mr. Maciej Jarzębowski,  
from the performance of his duties in the financial year commencing  
on 1 April 2021 and ending on 31 March 2022**

Acting pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

§ 1.

The President of the Supervisory Board, Mr. Maciej Jarzębowski, is granted discharge from the performance of his duties in the financial year starting on 1 April 2021 and ending on 31 March 2022.

§ 2

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The discharge covers the period from 1 April 2021 to 31 March 2022, in which Mr. Maciej Jarzębowski was the Chairman of the Supervisory Board. In connection with the above, the draft of this resolution was presented to the Annual General Meeting for deliberation.*

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**Resolution No. 11/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on granting discharge to a Member of the Supervisory Board, Mr. Michał Markowski, from  
the performance of duties in the financial year starting on 1 April 2021 and ending on 31  
March 2022**

Acting pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

§ 1.

A Member of the Supervisory Board, Mr. Michał Markowski, is discharged from the performance of his duties in the financial year starting on 1 April 2021 and ending on 31 March 2022 – for the period from 1 April 2021 to 18 August 2021.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The discharge was granted for the period from 1 April 2021 to 18 August 2021, in which Mr. Michał Markowski was a Supervisory Board Member. In connection with the above, the draft of this resolution was presented to the Annual General Meeting for deliberation.*

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**Resolution No. 12/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on granting discharge to a Member of the Supervisory Board, Mr. Marcin Mańdziak,  
from the performance of duties in the financial year starting  
on 1 April 2021 and ending on 31 March 2022**

Acting pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

§ 1.

Mr. Marcin Mańdziak, a Member of the Supervisory Board, is granted discharge from the performance of his duties in the financial year starting on 1 April 2021 and ending on 31 March 2022.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The discharge granted applies to the period from 1 April 2020 to 31 March 2022, in which Mr. Marcin Mańdziak was a Supervisory Board Member. In connection with the above, the draft of this resolution was presented to the Annual General Meeting for deliberation.*

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**Resolution No. 13/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022 on granting discharge to the  
Member of the Supervisory Board, Mr. Jakub Sitarz, from the performance of duties in the  
financial year starting on 1 April 2021 and ending on 31 March 2022**

Acting pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

§ 1.

Mr. Jakub Sitarz, a Member of the Supervisory Board, is granted discharge from the performance of his duties in the financial year starting on 1 April 2021 and ending on 31 March 2022.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The discharge granted applies to the period from 1 April 2020 to 31 March 2022, in which Mr. Jakub Sitarz was a Supervisory Board Member. In connection with the above, the draft of this resolution was presented to the Annual General Meeting for deliberation.*

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**Resolution No. 14/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022  
on granting discharge to Ms. Marta Ciepla, a Member of the Supervisory Board,  
from the performance of duties in the financial year starting on 1 April 2021 and ending on  
31 March 2022**

Acting pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

§ 1.

Ms. Marta Ciepla, a Member of the Supervisory Board, is granted discharge from the performance of her duties in the financial year starting on 1 April 2021 and ending on 31 March 2022.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The discharge granted applies to the period from 1 April 2020 to 31 March 2022, in which Ms. Marta Ciepła was a Supervisory Board Member. In connection with the above, the draft of this resolution was presented to the Annual General Meeting for deliberation.*

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**Resolution No. 15/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022 on granting discharge to Ms.  
Marzena Czapaluk, a Member of the Supervisory Board, from the performance of duties in  
the financial year starting on 1 April 2021 and ending on 31 March 2022**

Acting pursuant to Art. 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting hereby decides as follows:

§ 1.

Ms. Marzena Czapaluk, a Member of the Supervisory Board, is granted discharge from the performance of her duties in the financial year starting on 1 April 2021 and ending on 31 March 2022 – for the period from 18 August 2021 to 31 March 2022.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to adopt the proposed resolution results from the provision of Art. 395 of the Commercial Companies Code. The discharge granted applies to the period from 18 August 2021 to 31 March 2022, in which Ms. Marzena Czapaluk was a Supervisory Board Member. In connection with the above, the draft of this resolution was presented to the Annual General Meeting for deliberation.*

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**Resolution No. 16/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022 on changes to the "Remuneration  
Policy for Members of the Management Board and Members of the Supervisory Board of  
LIVECHAT Software S.A."**

Acting pursuant to Art. 90d of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (i.e. from 2020, Journal of Laws, item 2080, as amended), the Annual General Meeting of LIVECHAT Software S.A. with its registered office in Wrocław, hereby decides as follows:

§ 1.

The Annual General Meeting introduces the following change in the "Remuneration Policy for Members of the Management Board and Supervisory Board of LIVECHAT Software S.A.", constituting an Annex to Resolution No. 17/2020 of the Annual General Meeting of 18 August 2020:

In Chapter II "REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD" point C, paragraph 3 shall be amended as follows:

*"3. The amount of the Basic Remuneration of a Management Board Member is determined by the Supervisory Board, taking into account the knowledge, experience and skills of the Management Board Member as well as the market levels of remuneration for adequate positions and the working conditions and remuneration of the Company's employees. When determining the amount of the Basic Remuneration of a Management Board Member, the Supervisory Board also takes into account the financial and non-financial results achieved by the Company and / or the Capital Group or by a department of the Company managed by the Management Board Member, i.e. in particular, the net profit level, the sales revenues value, the costs level, achieving goals in the field of research and development. The Basic Remuneration of a Member of the Management Board established by the Supervisory Board should, by being linked to the Company's financial objectives, contribute to the implementation of the Company's business strategy, stability and implementation of the Company's long-term interests."*

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The proposed change in the "Remuneration Policy for Members of the Management Board and Supervisory Board Members" introduces broadly defined and detailed criteria that the Supervisory Board should take into account when determining the amount of the Basic Remuneration of a Management Board Member, removing the previous upper limit of the Basic Remuneration of a Management Board Member.*

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**Resolution No. 17/2022**

**of the Annual General Meeting of LIVECHAT Software Spółka Akcyjna  
with its registered office in Wrocław of 18 August 2022 on the opinion on the "Report of  
the Supervisory Board on the Remuneration of Members of the Management Board and  
Supervisory Board of LIVECHAT Software S.A."**

The Annual General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław (hereinafter the "Company"), acting pursuant to Art. 90 g of paragraph 1. 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial

Instruments to Organized Trading, and Public Companies (i.e. from 2020, Journal of Laws, item 2080, as amended), hereby decides as follows:

§ 1.

The General Meeting, having familiarised itself with the "Report of the Supervisory Board on the Remuneration of Members of the Management Board and Members of the Supervisory Board of LIVECHAT Software S.A." for the financial year 2021/2022 – positively assesses and gives opinions on the above-mentioned report and does not raise any objections to it.

§ 2.

The resolution comes into force as of the date of its adoption.

*Justification of the Management Board:*

*The necessity to provide an opinion on the said Report of the Supervisory Board by the General Meeting results from the above-mentioned provision of the Act on Public Offering.*