

MERGER PLAN

agreed on October 20, 2021 in Warsaw between:

- (1) **P4 spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, at ul. Wynałazek 1, 02-677 Warsaw, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS number 0000217207, having tax identification number (NIP): 9512120077 and statistical number (REGON): 015808609, as the surviving company, hereinafter referred to as „**P4**” or the „**Surviving Company**”, represented by Mr. Piotr Kuriata and Ms. Beata Zborowska,

and

- (2) **3GNS spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, at ul. Wynałazek 1, 02-677 Warsaw, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS number 0000316304, having tax identification number (NIP): 5213505962 and statistical number (REGON): 141628930 as the non-surviving company, hereinafter referred to as „**3GNS**” or the „**Non-Surviving Company I**”, represented by Mr. Piotr Kuriata and Ms. Beata Zborowska,

and

- (3) **Play 3GNS spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, at ul. Wynałazek 1, 02-677 Warsaw, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS number 0000917113, having tax identification number (NIP): 5213537761 and statistical number (REGON): 141972930 as the non-surviving company, hereinafter referred to as „**Play 3GNS**” or the „**Non-Surviving Company II**”, represented by Mr. Piotr Kuriata and Ms. Beata Zborowska,

The Non-Surviving Company I and the Non-Surviving Company II, hereinafter together referred to as the “**Non-Surviving Companies**”.

RECITALS

1. P4 is the sole shareholder of 3GNS and Play 3GNS.
2. In order to simplify the management of both P4, 3GNS and Play 3GNS, and to reduce the operating costs of these companies, P4, 3GNS and Play 3GNS intend to merge pursuant to Article 492 § 1 point 1 of the Commercial Companies Code through the acquisition by P4, as the surviving company, all of the assets of 3GNS and Play 3GNS (the “**Merger**”).

IN VIEW OF THE ABOVE, THE PARTIES HAVE AGREED ON THE FOLLOWING MERGER PLAN:

1. THE TYPES OF MERGING COMPANIES

- 1.1. P4 as the surviving company is a limited liability company.
- 1.2. 3GNS as the non-surviving company is a limited liability company.
- 1.3. Play 3GNS as the non-surviving company is a limited liability company.

2. BUSINESS NAMES OF MERGING COMPANIES

- 2.1. The Surviving-Company: P4 spółka z ograniczoną odpowiedzialnością.
- 2.2. The Non-Surviving Company I: 3GNS spółka z ograniczoną odpowiedzialnością.
- 2.3. The Non-Surviving Company II: Play 3GNS spółka z ograniczoną odpowiedzialnością.

3. REGISTERED OFFICES OF MERGING COMPANIES

- 3.1. Registered office of the Surviving Company: Warsaw.
- 3.2. Registered office of the Non-Surviving Company I: Warsaw.
- 3.3. Registered office of the Non-Surviving Company II: Warsaw.

4. THE METHOD OF MERGER

4.1. P4 as the surviving company, in accordance with Article 492 § 1 point 1) in connection with Article 506 § 1 and Article 515 § 1 and Article 516 § 6 of the Commercial Companies Code will acquire all the assets of 3GNS as the Non-Surviving Company I and all the assets of Play 3GNS as the Non-Surviving Company II.

4.2. The Merger shall be carried out without increasing the share capital of the Surviving Company, which results from the fact that the Surviving Company holds 100% of shares in the share capital of the Non-Surviving Company I and the Non-Surviving Company II - the Merger shall be carried out pursuant to Article 492 § 1 point 1) in connection with Article 506 § 1, Article 515 § 1 and Article 516 § 6 of the Commercial Companies Code.

Therefore, the Non-Surviving Companies, i.e. the Non-Surviving Company I and the Non-Surviving Company II are direct 100% subsidiaries of the Surviving Company. Thus, as a result of the Merger there will not exist any entity that could be entitled to acquire shares in the share capital of the Surviving Company increased in connection with the Merger.

4.3. Pursuant to Article 516 § 1 of the Commercial Companies Code in connection with Article 516 § 6 of the Commercial Companies Code, this merger plan will not be audited by an auditor as to its accuracy and reliability, nor will reports be prepared by the Management Boards of the merging companies.

4.4. Pursuant to Article 516 § 1 of the Commercial Companies Code in connection with Article 516 § 6 of the Commercial Companies Code, with respect to the Surviving Company, the Merger shall be carried out without the adoption of the resolution of the Shareholders' Meeting of the Surviving Company referred to in Article 506 § 1 of the Commercial Companies Code.

4.5. Pursuant to Article 516 § 1 of the Commercial Companies Code in connection with Article 499 § 1 points 2 - 4 of the Commercial Companies Code, this merger plan does not contain information regarding: (i) the ratio of exchange of shares in the Non-Surviving Companies for shares in the Surviving Company and the amount of additional payments; (ii) the rules concerning the allocation of shares or stocks in the Surviving Company; and (iii) the date from which shares in the Surviving Company entitle to participate in the profit of the Surviving Company.

4.6. As a result of the Merger, the shareholding structure of the Surviving Company will not change i.e. the sole shareholder of P4 will still be **Play Communications S.A.** with its registered office

in Luxembourg, 9 rue de Bitbourg, L-1273 Luxembourg, entered into the Commercial and Companies Register under number B183803.

5. THE RATIO OF EXCHANGE OF SHARES IN THE NON-SURVIVING COMPANY FOR SHARES IN THE SURVIVING COMPANY AND THE AMOUNT OF ADDITIONAL PAYMENTS

- 5.1. As part of the Merger procedure, no increase in the share capital and no issue of new shares of the Surviving Company or possible additional payments referred to in Article 499 § 1 point 2) of the Commercial Companies Code is envisaged.

6. THE RULES FOR GRANTING SHARES IN THE SURVIVING COMPANY

- 6.1. The Merger procedure does not provide for an increase in the share capital and the granting of new shares in the Surviving Company, as referred to in Article 499 § 1 point 3) of the Commercial Companies Code.

7. THE DATE FROM WHICH THE SHARES IN THE SURVIVING COMPANY ENTITLE THEM TO SHARE IN THE PROFITS OF THE SURVIVING COMPANY

- 7.1. As part of the Merger procedure, no share capital increase and no issue of new shares of the Surviving Company is envisaged, therefore indicating the date from which the new shares entitle to profit sharing (Article 499 § 1 point 4) of the Commercial Companies Code) is pointless.

8. THE RIGHTS CONFERRED BY THE SURVIVING COMPANY

- 8.1. In connection with the Merger, it is not envisaged that any rights referred to in Article 499 § 1 point 5) of the Commercial Companies Code will be granted to the shareholders of the Non-Surviving Companies and persons with special rights in the Non-Surviving Companies.

9. SPECIAL BENEFITS FOR MEMBERS OF THE CORPORATE BODIES OF MERGING COMPANIES AND OTHER PERSONS INVOLVED IN THE MERGER

- 9.1. In connection with the Merger, it is not envisaged that any special rights referred to in Article 499 § 1 point 6) of the Commercial Companies Code will be granted to members of the corporate bodies of the Non-Surviving Companies and the Surviving Company or other persons participating in the Merger.

10. AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE SURVIVING COMPANY

- 10.1. No amendments to the Articles of Association of the Surviving Company is envisaged in connection with the Merger.

11. OBLIGATORY ATTACHMENTS TO THE MERGER PLAN

- 11.1. In accordance with Article 499 § 2 of the Commercial Companies Code, the attachments to this merger plan are:
- (i) Draft resolution of the Shareholders' Meeting of 3GNS on merger with P4 and Play 3GNS (Attachment no. 1);
 - (ii) Draft resolution of the Shareholders' Meeting of Play 3GNS on merger with P4 and 3GNS (Attachment no. 2);

- (iii) Determination of the value of the assets of 3GNS as the non-surviving company as of 30 September 2021 (Attachment no. 3);
- (iv) Determination of the value of the assets of Play 3GNS as the non-surviving company as of 30 September 2021 (Attachment no. 4);
- (v) Statement of P4's accounting information prepared for the purposes of the merger as of 30 September 2021 (Attachment no. 5);
- (vi) Statement of 3GNS's accounting information prepared for the purposes of the merger as of 30 September 2021 (Attachment no. 6);
- (vii) Statement of Play 3GNS's accounting information prepared for the purposes of the merger as of 30 September 2021 (Attachment no. 7).