



(TRANSLATION ONLY)

**Current report No:** 45/2024

**Prepared on:** 2024-11-28

**Issuer's abbreviated name:** TORPOL S.A.

**Subject:** Convening of the Extraordinary General Meeting of TORPOL S.A. for 07 January 2024

**Legal Grounds:**

Article 56(1)(2) of the Public Offering Act - current and periodic information

**Contents of the Report:**

The Management Board of TORPOL S.A., seated in Poznań [Company, Issuer], acting on the basis of Article 399 § 1, Article 398 in connection with Article 402[1] and Article 400 of the Code of Commercial Partnerships and Companies, and § 13 (I) (II) of the Company's Articles of Association, in connection with the request submitted to the Company by an authorized shareholder, i.e. the company Centralny Port Komunikacyjny sp. z o.o., seated in Warsaw, hereby convenes the Extraordinary General Meeting of the Company, which will be held on 07 January 2025, at 11:00 a.m., at Brain Embassy Postępu, Adgar Plaza Complex, ADGAR PLAZA ONE building, 15 Postępu Street, Warsaw, floor 7, room Co-creating 2. The text of the notice convening the Extraordinary General Meeting is attached to this report.

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Poznań, 28 November 2024

**"The notification on convening****the Extraordinary General Meeting of TORPOL S.A. for 07 January 2025**

The Management Board of **TORPOL S.A.**, seated in Poznań [Company, Issuer], acting on the basis of Article 399 § 1, Article 398 in connection with Article 402<sup>1</sup> and Article 400 of the Code of Commercial Partnerships and Companies, and § 13 (I) (II) of the Company's Articles of Association, in connection with the request submitted to the Company by an authorized shareholder, i.e. the company Centralny Port Komunikacyjny sp. z o.o., seated in Warsaw, hereby convenes the Extraordinary General Meeting of the Company, which will be held on **07 January 2025**, at **11:00 a.m.**, at Brain Embassy Postępu, Adgar Plaza Complex, ADGAR PLAZA ONE building, 15 Postępu Street, Warsaw, floor 7, room Co-creating 2. The text of the notice convening the Extraordinary General Meeting is attached to this report.

**A detailed agenda:**

1. Opening of the Extraordinary General Meeting of the Company.
2. Election of the Chairman of the Extraordinary General Meeting of the Company.
3. Confirmation that the Extraordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Approval of the agenda of the Extraordinary General Meeting of the Company.
5. Adoption of resolutions on changes to the composition of the Supervisory Board.
6. Adoption of a resolution on incurring costs of convening and holding the Extraordinary General Meeting of the Company.
7. Closing of the Extraordinary General Meeting of the Company.

Pursuant to Article 402<sup>2</sup> of the CCC, the Company hereby give notice on the rules of participation in the Extraordinary General Meeting.

**Participation right in the Extraordinary General Meeting**

In accordance with Article 406<sup>1</sup>(1) of the CCC, the right to participate in the Extraordinary General Meeting of the Company shall have the persons who are shareholders of the Company on the date of registering the participation in the Extraordinary General Meeting, i.e., on **22 December 2024** (date of registration).

In order to participate in the Extraordinary General Meeting, a shareholder entitled to the registered bearer shares should require the issuing of an entitlement certificate to participate in the Extraordinary General Meeting TORPOL S.A. from the entity maintaining the securities account, but **not earlier than the notice convening the Extraordinary General Meeting**, and not later than the first business day after the registration date of the participation in the Extraordinary General Meeting, i.e., **not later than 23 December 2024** – from the entity maintaining the securities account to issue a personal certificate of the right to participate in the Extraordinary General Meeting of TORPOL S.A. Certificates of the right to participate in the Extraordinary General Meeting will be the basis for drawing up lists submitted to the entity maintaining the securities deposit in accordance with the regulations of financial instruments trading.



Shareholders are recommended to collect the issued certificate of attendance entitlement mentioned hereinabove, and bring this certificate to the session of the Extraordinary General Meeting with themselves.

### **Day of registration for participation in the Extraordinary General Meeting of Shareholders**

The date of registration of participation in the Extraordinary General Meeting is **22 December 2024**.

### **Participation in the Extraordinary General Meeting through a proxy**

A shareholder may participate in the Extraordinary General Meeting and exercise their voting rights in person or by proxy. Proxy may exercise all rights of the shareholder at the General Meeting, unless otherwise stated in the power of attorney. A proxy may grant further proxies if it stated in the original power of attorney. A proxy may represent more than one shareholder and vote differently for each shareholder.

A shareholder who is not a natural person may participate in the Extraordinary General Meeting and exercise their voting rights by a person authorized to make declarations of will on their behalf or by proxy. Representatives of legal entities must present current certified copies, i.e. not older than 30 days from the date of the Extraordinary General Meeting, with the relevant registers specifying the persons authorized to represent these entities, optionally provided with a power of attorney or a continuous chain of powers of attorney. These documents should be presented when preparing the attendance list or sent electronically to the day preceding the date of the Extraordinary General Meeting to the address [ri@torpol.pl](mailto:ri@torpol.pl). The person granting power of attorney on behalf of the shareholder not being a natural person should appear in the current certified copy from the shareholder's register.

A Member of the Management Board and an employee of the Company may be proxies of the shareholders at the Extraordinary General Meeting. If a proxy at the Extraordinary General Meeting is a member of the Management Board, Supervisory Board member, employee or member of the body or an employee of a subsidiary of the Company, the power of attorney may authorize to represent at only one general meeting. The proxy must disclose the circumstances indicating the existence or possibility of a conflict of interest. Giving further proxies in this instance is excluded. Such proxy shall vote in accordance with the instructions given by the shareholder.

A shareholder whose shares are registered on the collective account may appoint separate proxies to exercise the rights attached to shares held in these accounts. Shareholders whose shares are registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares on each of the accounts.

The proxy shall be null and void unless made in writing and attached to the minutes of the Extraordinary General Meeting or granted in electronic form.

Forms for exercising voting rights by proxy are available on the Company's website at [www.torpol.pl](http://www.torpol.pl) in the *Investor Relations/ General Meeting of Shareholders*. The Company informs that the use of the above mentioned form shall not be mandatory.



A shareholder is required to send information to the Company on granting a power of attorney in an electronic form to the e-mail address [ri@torpol.pl](mailto:ri@torpol.pl) no later than **03 January 2025, 12:00 hour** making every effort to ensure effective verification of the power of attorney. Electronic power of attorney should be formulated in a separate document signed by a duly shareholder or person/persons authorized to represent the shareholder, sent in the form of a scanned document and attached in PDF format to the aforementioned e-mail address. Information about the authorization should include details of the proxy and the principal (first name, last name, phone and e-mail addresses of those persons). Granting power of attorney in electronic form does not require a secure electronic signature verified by a valid qualified certificate. Electronic submission of the aforementioned documents does not relieve the proxy from the obligation to present the identification documents at the preparation of the list of presence of persons entitled to participate in the Extraordinary General Meeting of TORPOL S.A.

The Company will take appropriate action to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted in an electronic form. Verification may include, in particular, a return questions electronically or by telephone to the shareholder or proxy to confirm the power of attorney and its scope. In case of doubt, the Company may take further steps to verify the validity of the power of attorney granted in electronic form and identification of the shareholder and the proxy. The Company reserves the failure to reply to the questions asked during the verification will be treated as a failure to verify the power of attorney and will constitute grounds for refusing to allow the proxy to participate in the Extraordinary General Meeting.

In the case of emerging doubts about the legitimacy of a person to act on behalf of the shareholder, the Board reserves the right to request the presentation of original documents showing the empowerment of a person to act on the behalf of the shareholder during the preparation of the attendance list.

Documents that have not been drawn up in the Polish language should be translated into Polish by a sworn translator.

The rules concerning the filing of proxy and the identification of proxy and the principal shall apply to the Company until a notice of revocation of proxy.

### **The list of shareholders**

The list of shareholders entitled to participate in the Extraordinary General Meeting will be available at the registered office of the Company at 61-119 Poznań, ul. św. Michała 43 for three days prior to the date of the Extraordinary General Meeting, i.e., between **31 December 2024 and 02-03 January 2025**, from 9:00 to 15:30.

A shareholder may request a list of shareholders free of charge, giving the address to which it should be sent. The request may be submitted in an electronic form to the e-mail address [ri@torpol.pl](mailto:ri@torpol.pl).

At the request make available for inspection or the list of shareholders, the shareholder shall be obliged to prove their identity and status as a shareholder of TORPOL SA, in particular through the presentation of a certificate of entitlement to participate in the Extraordinary General Meeting or certificate of deposit.



## The rights of shareholders related to the participation in the General Meeting

### 1. The right of a shareholder to request certain issues on the agenda of the General Meeting

A shareholder/shareholders representing at least one twentieth of the share capital has/have the right to request certain matters to be introduced onto the agenda of the Extraordinary General Meeting of the Company. The request should be submitted to the Management Board not later than 21 days before the date of the Extraordinary General Meeting. The request should include a justification or a draft resolution on the proposed agenda. The request may be submitted in writing to the Company's registered office at ul. św. Michała 43, 61-119 Poznań, or - in the case of electronic form - sent to the Company by e-mail: [ri@torpol.pl](mailto:ri@torpol.pl)

A due time submission of such request will be the date of its receipt by the Company and, in the case of using the electronic form, the date of placing the above demand in the Company's electronic system (receipt on the mail server of the Company).

A shareholder or shareholders demanding those specific matters on the agenda must submit, along with the request, the documents proving their identity and eligibility to request that certain matters on the agenda of the Extraordinary General Meeting, in particular:

- 1) a certificate of deposit or a certificate of eligibility to participate in the Extraordinary General Meeting of the Company, issued by the entity managing the securities account in accordance with the regulations on the Financial Instruments Trading, proving that the recipient is a shareholder of the Company and has the appropriate number of shares at the date of submitting the request, and
- 2) if the shareholder is a natural person - a copy of the identity card, passport or other identity document,
- 3) if the shareholder is not a natural person - a copy of the current certified copy (i.e. not older than 30 days from the date of the Extraordinary General Meeting) of the relevant register or another document confirming the right to represent the shareholder.

The obligation to attach the documents above mentioned relates to shareholders who submit a request both in written and electronic forms. The documents should be attached in the form relevant for the request (a paper document or its copy, or scan and conversion to PDF). The Company may take the necessary steps to identify the shareholder or shareholders and the validity of the documents submitted.

The Management Board shall promptly, but no later than eighteen days before the scheduled date of the Extraordinary General Meeting, announce changes to the agenda, introduced at the request of a shareholder or shareholders. The new agenda shall be published in a current report via the Electronic Information Transfer System and placed on the Company's website [www.torpol.pl](http://www.torpol.pl), in the *Investor Relations/General Meeting of Shareholders*.

### 2. The right of shareholders to submit draft resolutions

A shareholder or shareholders of the Company representing at least one twentieth of the share capital may, prior to Extraordinary General Meeting, submit draft resolutions on issues included in the agenda of the Extraordinary General Meeting or to be placed on the agenda. The drafts may be submitted in



writing to the Company's registered office at ul. św. Michała 43, 61-119 Poznań, or - in the case of electronic form - sent to the Company by e-mail: [ri@torpol.pl](mailto:ri@torpol.pl)

A shareholder or shareholders submitting draft resolutions must provide, along with the request, documents proving their identity and eligibility to request those certain matters on the agenda of the Extraordinary General Meeting, in particular:

- 1) a certificate of deposit or a certificate of eligibility to participate in the Extraordinary General Meeting of the Company, issued by the entity managing the securities account in accordance with the regulations on the Financial Instruments Trading, proving that the recipient is a shareholder of the Company and has the appropriate number of shares at the date of submitting the request, and
- 2) if the shareholder is a natural person - the presentation for inspection of the original identity card, passport or other document confirming identity,
- 3) if the shareholder is not a natural person - a certified copy of an up-to-date certificate, i.e. not older than 30 days to the date of the Extraordinary General Meeting, from the relevant register or other document confirming the authorization to represent the shareholder.

The obligation to attach the documents mentioned hereinabove relates to shareholders who submit a request both in written and electronic forms. The documents should be attached in the form relevant for the request (a paper document or its copy, or scan and conversion to PDF). The Company may take the necessary steps to identify the shareholder or shareholders and the validity of the documents submitted.

The Management Board shall promptly announce the draft resolutions submitted at the request of a shareholder or shareholders. The announcement of draft resolutions shall be published in a current report via the Electronic Information Transfer System and placed on the Company's website [www.torpol.pl](http://www.torpol.pl).

In addition, each shareholder entitled to attend the Extraordinary General Meeting of Shareholders may, during the General Meeting, submit draft resolutions on matters included in the agenda.

### **3. Shareholder's right to ask questions regarding the agenda of the general meeting**

Shareholders have the right to ask questions regarding the matters on the agenda of the general meeting. Pursuant to Article 428 of the Code of Commercial Partnerships and Companies, the Management Board is obliged to provide a shareholder, at their request, with information concerning the company, if this is justified for the assessment of the matter on the agenda. Notwithstanding the above, the Management Board may refuse to provide information if this could cause damage to the company, a related company or a dependent company or cooperative, in particular through the disclosure of technical, trade or organizational secrets of the company, and a Member of the Management Board may refuse to provide information if the provision of the information could constitute grounds for his criminal, civil or administrative liability. At the same time, an answer shall be deemed to have been provided if the relevant information is available on the company's website in the space set aside for shareholders' questions and answers. Furthermore, in the event of a shareholder's request for information concerning the company made during the general meeting, the Management Board may provide information in writing outside the general meeting if there are



compelling reasons for doing so. The Management Board is obliged to provide information no later than two weeks from the date of the request made during the general meeting, whereas if a shareholder makes a request for information concerning the company outside the general meeting, the Management Board may provide the shareholder with information in writing subject to the aforementioned restrictions (i.e. the Management Board refuses to provide information if this could cause damage to the company, a related company or a subsidiary company or cooperative, in particular by revealing technical, commercial or organizational secrets of the companies).

#### 4. The use of electronic means of communication

The Statute and Bylaws of the General Meeting of the Company do not provide for:

- the opportunity to participate in the General Meeting by means of electronic communication,
- the possibility of speaking at the General Meeting by means of electronic communication,
- possibility of voting by correspondence or by electronic means of communication.

The Management Board of the Company has not decided to allow participation in the Extraordinary General Meeting in the above-mentioned manner, therefore the mentioned forms of participation will not be possible at the Extraordinary General Meeting of the Company.

#### 5. Access to documentation

The complete text of the documentation to be presented to the Extraordinary General Meeting together with draft resolutions shall be made available in the Company's registered office at ul. św. Michała 43, 61-119 Poznań, and placed on the Company's website [www.torpol.pl](http://www.torpol.pl), in the *Investor Relations/General Meeting of Shareholders* from the date of convening the Extraordinary General Meeting of the Company.

Comments of the Management Board, or the Supervisory Board of TORPOL S.A. concerning the matters included in the agenda of the Extraordinary General Meeting, or the matters to be placed on the agenda, prior to the date of their holding, will be available on the Company's website immediately after their preparation.

Information and documents relating to the Extraordinary General Meeting shall be available on the website of [www.torpol.pl](http://www.torpol.pl) in the *Investor Relations/General Meeting of Shareholders*.

**The Management Board of TORPOL S.A.”**