



(TRANSLATION ONLY)

**Current report No:** 47/2024

**Prepared on:** 2024-12-17

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

**Subject:** Extension of the agenda of the Extraordinary General Meeting of TORPOL S.A. convened for 7 January 2025 in connection with a shareholder's request

**Legal Grounds:**

Article 17(1) of MAR – Confidential Information

**Contents of the Report:**

The Management Board of TORPOL S.A., seated in Poznań (the Company, TORPOL) informs that today, i.e. 17 December 2024, the Company has received from a shareholder representing at least one-twentieth of TORPOL's share capital, i.e. the company Centralny Port Komunikacyjny sp. z o.o., with its registered office in Warsaw (CPK), a request to supplement the agenda of the Extraordinary General Meeting of the Company convened for 7 January 2025 (EGM) by adding the following agenda item: "Adoption of a resolution on amending the provisions of the Company's Articles of Association", which will consist in granting the competence to the Supervisory Board of TORPOL S.A. to select the auditing firm performing the attestation of sustainability reporting (supplementing the competence of the TORPOL S.A. Supervisory Board in § 17 item XIII of the TORPOL S.A. Articles of Association).

In substantiating its claim, CPK pointed out that under the Law of December 6, 2024 on Amendments to the Accounting Law, the Law on Certified Public Accountants, Audit Firms and Public Supervision and Certain Other Laws, the provisions of the Accounting Law of September 29, 1994 (the Accounting Law) were amended, in particular introducing a new chapter "6c Sustainability Reporting," the provisions of which provide, among other things, for the obligation of authorized auditors to carry out attestation of the company's sustainability reporting. Regarding the selection of an audit firm to conduct attestation of sustainability reporting, the amended provision of Article 66(4) of the Accounting Law states that: "The selection of the audit firm to audit the financial statements and the selection of the audit firm to attest the sustainability reporting shall be made by the body approving the entity's financial statements, unless otherwise stipulated by the entity's Articles of Association, contract or other binding legal regulations." In view of the fact that the applicable provisions of TORPOL's Articles of Association grant the TORPOL Supervisory Board the authority to select an auditing firm to audit the Company's financial statements (§ 17 section XIII item 8 of TORPOL's Articles of Association), CPK believes it is reasonable to grant the TORPOL Supervisory Board the authority to also select an auditing firm to attest the sustainability reporting. Particularly since the applicable legal regulations do not limit the possibility of selecting the same auditing firm to both audit the Company's financial statements and attest its sustainability reporting. In view of the fact that the applicable provisions of TORPOL's Articles of Association grant the TORPOL Supervisory Board the authority to select an auditing firm to audit the Company's financial statements (§ 17 section XIII item 8 of TORPOL's



Articles of Association), CPK believes it is reasonable to grant the TORPOL Supervisory Board the authority to also select an auditing firm to attest the sustainability reporting. Particularly since the applicable legal regulations do not limit the possibility of selecting the same auditing firm to both audit the Company's financial statements and attest its sustainability reporting.

In view of the above, in accordance with the submitted request, the Company submits below the extended proposed agenda for the EGM, taking into account the CPK's request, in which a new item 6 is added after item 5, reading "Adoption of a resolution to amend the provisions of the Company's Articles of Association", and the numbering of subsequent items following item 6 is automatically changed.

Proposed extended agenda of the EGM:

1. Opening of the Extraordinary General Meeting.
2. Adoption of a resolution on the election of the Chairman of the Extraordinary General Meeting.
3. Confirmation of the correctness of the convening of the Extraordinary General Meeting, its capacity to adopt resolutions.  
to adopt resolutions, and preparation of the attendance list.
4. Adoption of a resolution on adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of resolutions on changes in the composition of the Supervisory Board.
6. Adoption of a resolution on amendments to the Company's Articles of Association.
7. Adoption of a resolution on incurring the costs of convening and holding the Extraordinary General Meeting.
8. Closing of the Extraordinary General Meeting of the Company.

The draft resolution on amending the provisions of the Articles of Association of the Company regarding § 17 section XIII item 8 is attached to this current report.

In addition, the Company indicates that information and documents regarding the EGM are available at [www.torpol.pl](http://www.torpol.pl) under Investor Relations/Corporate Governance/General Shareholders' Meeting.

**Draft resolution to item No. 6 of the planned agenda**

**Draft Resolution No. [...]**  
**of the Extraordinary General Meeting of TORPOL S.A.**  
**seated in Poznań of 07 January 2025**  
**on amending the provisions of the Company's Articles of Association**

The Extraordinary General Meeting of TORPOL S.A., acting pursuant to article 430 § 1 of the Code of Commercial Companies and § 14 (1)(17) of the Articles of Association of the Company, resolves as follows:

§ 1

The Extraordinary General Meeting of TORPOL S.A. shall amend the Articles of Association of TORPOL S.A. (the "Articles of Association") in such a way that § 17 section XIII item 8. of the Articles of Association shall have the following new wording:

*"8. to select an audit firm to audit the Company's financial statements and to select an audit firm to attest the sustainability reporting (the Company's report on non-financial information),"*

§ 2

The resolution enters into force upon adoption, with the amendment to the Company's Articles of Association becoming effective upon registration of the amendment to the Company's Articles of Association by the relevant Registry Court.

Number of shares validly voted	: ...
Percentage share of the above shares in the share capital	: ....
Total number of votes cast	: ...
Number of votes in favour	: ...
Number of votes against	: ...
Number of votes 'abstaining'	: ...

The resolution will be adopted by an open vote.