

The Management Board of Grupa KĘTY S.A. with its registered office in Kęty, ul. Kościuszki 111, acting pursuant to Articles 398, 399.1 and 402<sup>1</sup> of the Code of Commercial Companies, and § 15.3 of the Company Articles of Association, convenes the Extraordinary General Meeting to be held on 13 December 2023, 12 p.m., in Warsaw at Polonia Palace Hotel, 'Toronto' Room, address: Al. Jerozolimskie 45, 00-692 Warsaw.

Agenda:

1. Opening of the Extraordinary General Meeting.
  2. Appointment of the Chairman of the Extraordinary General Meeting.
  3. Determination of the correct convening of the Extraordinary General Meeting and its capacity to pass resolutions.
  4. Adoption of the agenda.
  5. Amendment to Resolution No. 27/20 of the Annual General Meeting of the Company of 20 August 2020, as well as entitlement and commitment of the Company Management Board to carry out an early buy-out and redemption of all N, O, and P series bonds of the Company.
  6. Issue of D series registered subscription warrants entitling to the take-up of K series ordinary bearer shares of the Company and conditional increase of the Company share capital by way of issue of K series ordinary bearer shares and exclusion of the rights issue for the existing shareholders in reference to both the shares and the warrants, in order to enable K series shares take-up by persons participating in the Management Options Plan, as well as amendment to the Company Articles of Association by way of inclusion in the text of the Articles of the conditional share capital increase by way of K series shares issue.
  7. Issue of E and F series registered subscription warrants entitling to the take-up of L series ordinary bearer shares of the Company and conditional increase of the Company share capital by way of issue of L series ordinary bearer shares and exclusion of the rights issue for the existing shareholders in reference to both the shares and the warrants, in order to enable L series shares take-up by persons participating in the Management Options Plan, as well as amendment to the Company Articles of Association by way of inclusion in the text of the Articles of the conditional share capital increase by way of L series shares issue.
  8. Miscellaneous.
  9. Closure of the session of the Extraordinary General Meeting.
- I. Procedures concerning participation in the General Meeting:
- The shareholders representing at least 5% of the share capital may request the inclusion of certain items in the agenda of the closest General Meeting. The request should be submitted to the Company Management Board not later than twenty one days prior to the scheduled date of the General Meeting and it must comprise a justification of the request or a draft resolution concerning the proposed agenda item.
  - The shareholders representing at least 5% of the share capital may, prior to the date of the General Meeting, submit to the Company draft resolutions concerning the items included in the agenda of the Meeting or items to be included in the agenda.
  - At the General Meeting, each shareholder may submit draft resolutions concerning the items included in the agenda.
  - In reference to the fact that the Company has adopted the implementation of Principle 4.8 of the 'The Best Practice for GPW Listed Companies 2021', the Company Management

Board suggests that in order to abide by the principle, the draft resolutions should be reported by the shareholders at least 3 days before the date of the General Meeting.

- A shareholder who is a natural person may participate in the General Meeting and exercise the right of vote in person or by a proxy.
- A shareholder who is not a natural person may participate in the General Meeting and exercise the right of vote by a person authorised to make declarations of will on his behalf, or by a proxy. The representatives of such entities must submit valid excerpts from the register, specifying the persons authorised to represent the entities. Any persons who are not reflected in the excerpt must submit the original of their proxy notice of appointment signed by the authorised persons.
- The proxy notice of appointment must be issued in writing or in an electronic form.
- The proxy notice of appointment in electronic form should be sent by the shareholder entitled to participate in the General Meeting at least 5 days prior to the General Meeting date, to the e-mail address: [wza@grupakety.com](mailto:wza@grupakety.com).
- The proxy notice of appointment should also include the scope of the proxy authorisation, by indication of the number of shares on which the right of vote will be exercised.
- To verify the validity of the proxy notice of appointment in electronic form, the Company has the right to take measures to identify the shareholder and the proxy, and in particular, it has the right to send a return question in electronic form or to contact on the phone. Absence of reply to the questions asked during the verification process will be treated as a lack of possibility to verify the proxy notice of appointment and will become basis for refusal to let the proxy participate in the General Meeting.
- If the proxy is a member of the Management Board, a member of the Supervisory Board, a receiver, an employee of the Company, or a member of the governing bodies or an employee of a subsidiary of Grupa KĘTY S.A., the proxy notice of appointment may authorise them to represent a given shareholder at only one General Meeting. The proxy must disclose to the shareholder the circumstances indicating the existence of a conflict of interest, or a possibility of origination thereof. The proxy will vote in accordance with the instructions of the shareholder, whereas appointing further proxies is excluded.
- Any documents in foreign languages must be submitted along with the Polish translation made by a sworn translator.
- Each shareholder is entitled to ask questions regarding the items of the General Meeting agenda.
- The Articles of Association of Grupa KĘTY S.A. and the By-law of the Grupa KĘTY S.A. General Meeting do not provide for the possibility of exercising the right of vote by letter.
- The Articles of Association of Grupa KĘTY S.A. and the By-law of the Grupa KĘTY S.A. General Meeting provide for the possibility of participating in the General Meeting with the use of any means of electronic communication.  
The Company Management Board does not provide for the possibility of participating in the Extraordinary General Meeting or taking the floor during the Meeting and casting votes through any means of electronic communications.

II. The date of the registration of participation in the Extraordinary General Meeting is set to **27 November 2023**. The right to participate in the Meeting is vested only in the persons being the shareholders of the Company on the date of registration of their participation in the Meeting, providing that they submit the request referred to in item III.

III. Upon the request of a person entitled from the shares of Grupa KĘTY S.A., submitted not earlier than after the announcement of the Extraordinary General Meeting convening, i.e. not

earlier than on **17 November 2023**, and not later than on the first business day following the date of participation registration, i.e. not later than on **28 November 2023**, the entity managing the securities account issues a name certificate of the right to participate in the Extraordinary General Meeting of Grupa KĘTY S.A.

IV. The list of the shareholders entitled to participate in the General Meeting, in accordance with Article 407.1 of the Code of Commercial Companies, will be available for insight at three business days prior to the date of the Meeting, i.e. on **8, 11 and 12 December 2023**, on the premises of the Company in Kęty. Also on the premises of the Company, the shareholders will have insight in the materials regarding the agenda items, on the dates and in accordance with the principles specified by the Code of Commercial Companies.

A shareholder may request the list of the shareholders entitled to participate in the Extraordinary General Meeting to be sent to them free of charge by e-mail, by specifying their e-mail address to which the list should be sent. The request may be sent in electronic form to the Company's e-mail address: [wza@grupakety.com](mailto:wza@grupakety.com).

V. The complete text of the documents to be presented to the Extraordinary General Meeting along with draft resolutions will be published on the Company's website on the date of convening the Meeting. The comments of the Management Board or the Supervisory Board of Grupa KĘTY S.A. concerning the agenda of the Extraordinary General Meeting or any matters which are to be included in the agenda prior to the date of the Meeting will be published on the Company's website immediately after they have been prepared.

VI. Further information concerning the Extraordinary General Meeting of Shareholders of Grupa KĘTY S.A. can be found at [www.grupakety.com](http://www.grupakety.com)

## **DRAFT AMENDMENTS TO THE COMPANY ARTICLES OF ASSOCIATION**

### **In § 7 sub-clause 12 is added as follows:**

The share capital of the Company is conditionally increased for the amount not higher than PLN 220,000 (say: two hundred and twenty thousand zlotys) through the issue of not more than 88,000 (say: eighty eight thousand) K series ordinary bearer shares of the nominal value of PLN 2.50 (say: two zlotys and fifty groszes) each. The purpose of the conditional increase of the share capital is to vest the rights to take up K series shares in the participants of the Management Options Plan holding D series subscription warrants entitling to the take-up of K series shares, with the exclusion of the rights issue for the existing shareholders of the Company.

### **In § 7 sub-clause 13 is added as follows:**

The share capital of the Company is conditionally increased for the amount not higher than PLN 450,000 (say: four hundred and fifty thousand zlotys) through the issue of not more than 180,000 (say: one hundred and eighty thousand) L series ordinary bearer shares of the nominal value of PLN 2.50 (say: two zlotys and fifty groszes) each. The purpose of the conditional increase of the share capital is to vest the rights to take up L series shares in the participants of the Management Options Plan holding E and F series subscription warrants entitling to the take-up of L series shares, with the exclusion of the rights issue for the existing shareholders of the Company.