

CURRENT REPORT FILED WITH THE POLISH FINANCIAL SUPERVISION AUTHORITY IN WARSAW

DATE: 25 January 2024

Subject: Resolutions passed and rejected by RAFAKO Extraordinary General Meeting on 25 January 2024 [CR 6/2024].

Text of the report:

The Management Board of RAFAKO S.A. of Racibórz (the “**Company**”) publishes, attached to this report, the resolutions passed and rejected by the Extraordinary General Meeting of RAFAKO S.A. on 25 January 2024 (the “**EGM**”).

The Company also announces that:

1. The EGM passed:
 - i. Resolution No. 1 to: appoint the Chair of the EGM,
 - ii. Resolution No. 2 to: remove item 3 “Election of a Ballot Counting Committee” from the agenda of the EGM,
 - iii. Resolution No. 3 to: approve the agenda,
 - iv. Resolution No. 5 to: (i) issue subscription warrants carrying the rights to subscribe for shares, (ii) waive in full the existing shareholders’ pre-emptive rights to acquire the subscription warrants, (iii) conditionally increase the Company’s share capital, (iv) waive in full the existing shareholders’ pre-emptive rights to subscribe for the shares; and (v) amend the Company’s Articles of Association,
 - v. Resolution No. 6 to: (i) issue subscription warrants carrying the rights to subscribe for shares, (ii) waive in full the existing shareholders’ pre-emptive rights to acquire the subscription warrants, (iii) conditionally increase the Company’s share capital, (iv) waive in full the existing shareholders’ pre-emptive rights to subscribe for the shares; and (v) amend the Company’s Articles of Association,
 - vi. Resolution No. 7 to: (i) issue subscription warrants carrying the rights to subscribe for shares, (ii) waive in full the existing shareholders’ pre-emptive rights to acquire the subscription warrants, (iii) conditionally increase the Company’s share capital, (iv) waive in full the existing shareholders’ pre-emptive rights to subscribe for the shares; and (v) amend the Company’s Articles of Association,
 - vii. Resolution No. 8 to: repeal Resolution No. 6, Resolution No. 7 and Resolution No. 8 of the Company’s Extraordinary General Meeting of 21 December 2023,
 - viii. Resolution No. 9 to: remove item 7 from the agenda of the Extraordinary General Meeting,
 - ix. Resolution No. 10 to: remove item 8 from the agenda of the Extraordinary General Meeting;
 - x. Resolution No. 11 to: (i) increase the Company’s share capital, (ii) waive in full the existing shareholders’ pre-emptive rights to subscribe for shares; and (iii) amend the Company’s Articles of Association (with respect to the issue of shares to the Company’s Group 3 arrangement creditors) – replacing Resolution No. 6 of the Company’s Extraordinary General Meeting of 26 July 2023,

- xi. Resolution No. 12 to: remove item 10 from the agenda of the Extraordinary General Meeting.
- 2. Resolutions No. 1,2,3,5,6,7,8,9,10,11, and 12 were put to vote and passed by the EGM.
- 3. Resolution No. 4 was not passed by the EGM.
- 4. The EGM passed a resolution to remove the following items from the agenda of the EGM: item 3 "Election of a Ballot Counting Committee", item 7 "Voting on a resolution or resolutions to amend Resolution No. 11, Resolution No. 12 and Resolution No. 13 of the Company's Extraordinary General Meeting of 21 December 2023", item 8 "Voting on a resolution to: (i) issue bonds convertible into shares, (ii) waive in full the existing shareholders' pre-emptive rights to acquire the convertible bonds, (iii) conditionally increase the Company's share capital, (iv) waive in full the Company shareholders' pre-emptive rights to subscribe for shares; and (v) amend the Company's Articles of Association – replacing Resolution No. 5 of the Company's Extraordinary General Meeting of 26 July 2023, and item 10 "Submission by shareholders of proposals and candidates with respect to resolutions to change the composition of the Company's Supervisory Board – voting on the resolutions to change the composition of the Company's Supervisory Board, including determination of the number of Supervisory Board members", with no other items removed from the agenda of the EGM.
- 5. No objections were raised for the record in the minutes of the EGM.

Legal basis:

Art 56.1.2 of the Act on Public Offering and Sec. 19.1.5–9 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018.

Robert Kuraszkiewicz, President of the Management Board
Andrzej Marciniak, Member of the Management Board