



**THE ORDINARY GENERAL MEETING OF
RAFAKO S.A. w restrukturyzacji
(in restructuring)**

Racibórz, ul. Łąkowa 33

29 June 2021, time: 12:00 p.m.

May 28th 2021

Table of Contents:

- I. The announcement of convening Ordinary General Meeting of RAFAKO S.A.
- II. Rules of Procedure of the General Meeting of RAFAKO S.A.

The Management Board of RAFAKO S.A. in Racibórz ("Company")
acting pursuant to Article 395 § 1, Article 399 § 1 and Article 402¹ § 1 and 2 and 402²
of the Commercial Companies Code ("**CCC**") and § 23(3) of the
Company's Articles of Association convenes for
29.06.2021 at 12:00 p.m. at the Company's registered office in Racibórz at ul. Łąkowa 33

**THE ORDINARY GENERAL
MEETING OF RAFAKO S.A.
IN RACIBÓRZ**

AGENDA:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation that the Meeting has been properly convened and is capable of adopting resolutions.
4. Appointment of the Returning Committee.
5. Presentation of the Management Board's report on the Company's activities in 2020 and the financial statements for 2020.
6. Presentation of the Management Board's report on the Capital Group activities of RAFAKO in 2020 and consolidated financial statements of the Capital Group for 2020.
7. Adoption of resolutions on:
 - a) examination and approval of the Management Board's report on the Company's activities in 2020 and the Company's financial statements for 2020,
 - b) examination and approval of the Management Board's report on Capital Group activities of RAFAKO in 2020 and consolidated financial statements of the Capital Group for 2020,
 - c) approval of the report on the activities of the Company's Supervisory Board in 2020,
 - d) acknowledgement of the fulfilment of duties to the members of the Management Board for the performance of their duties in 2020,
 - e) acknowledgement of the fulfilment of duties to the members of the Supervisory Board for the performance of their duties in 2020,
 - f) coverage of the Company's loss for 2020,
 - g) amendments to the Company's Articles of Association,
 - h) authorization of the Supervisory Board to determine the consolidated text of the amended Company's Articles of Association,
 - i) determination of the number of members of the Supervisory Board,
 - j) appointment of the Supervisory Board for the next XI term of office,
 - k) determination of the terms of remuneration for the members of the Supervisory Board;
 - l) determination of the rules of remuneration for the members of the Company's Audit Committee,
 - m) provision of an opinion on the Report of the Company's Supervisory Board on the remuneration of the Company's members of the Management Board and Supervisory Board for the years 2019 and 2020.
8. Closing of the Meeting.

The Management Board announces the current provisions and contents of the proposed amendments to the Company's Articles of Association:

- 1) Amendment to § 6 of the Articles of Association:

Existing content:

"The Company's business activities include:

- 1) Manufacture of steam generators, except central heating hot water boilers (PKD 25.30.Z),

- 2) Repair and maintenance of fabricated metal products (PKD [*Polish Classification of Activities*] 33.11.Z),
- 3) Installation of industrial machinery, equipment and outfit (PKD 33.20.Z),
- 4) Manufacture of metal structures and parts of structures (PKD 25.11.Z),
- 5) Other specialised construction activities not elsewhere classified (PKD 43.99.Z),
- 6) Manufacture of industrial cooling and ventilation equipment (PKD 28.25.Z),
- 7) Manufacture of other tanks, reservoirs and containers of metal (PKD 25.29.Z),
- 8) Mechanical working of metal elements (PKD 25.62.Z),
- 9) Treatment and coating of metals (PKD 25.61.Z),
- 10) Manufacture of metal forming machinery (PKD 28.41.Z),
- 11) Repair and maintenance of machinery (PKD 33.12.Z),
- 12) Architectural activities (PKD 71.11.Z),
- 13) Engineering activities and related technical consultancy (PKD 71.12.Z);
- 14) Manufacture of ovens, furnaces and furnace burners (PKD 28.21.Z),
- 15) Wholesale of other machinery and equipment (PKD 46.69.Z);
- 16) Wholesale of metals and metal ores (PKD 46.72.Z),
- 17) Manufacture of other general purpose machinery not classified elsewhere (PKD 28.29.Z),
- 18) Manufacture of tools (PKD 25.73.Z),
- 19) Production of electricity (PKD 35.11.Z),
- 20) Transmission of electric energy (PKD 35.12.Z),
- 21) Distribution of electricity (PKD 35.13.Z),
- 22) Trade of electricity (PKD 35.14.Z),
- 23) Steam, hot water and air conditioning manufacturing and supply (PKD 35.30.Z),
- 24) Wholesale of hardware and plumbing and heating equipment and supplies (PKD 46.74.Z) ,
- 25) Rental and operating of own or leased real estate (PKD 68.20.Z);
- 26) Other technical testing and analysis (PKD 71.20.B).
- 27) Other out-of-school forms of education, not elsewhere classified (PKD 85.59.B);
- 28) Sewage disposal and treatment (PKD 37.00.Z),
- 29) Hotels and similar accommodation (PKD 55.10.Z),
- 30) Holiday and other short-stay accommodation (PKD 55.20.Z),
- 31) Restaurants and other eating places (PKD 56.10.A),
- 32) Other food service activities (PKD 56.29.Z);
- 33) Operation of arts facilities (PKD 90.04.Z);
- 34) Other amusement and recreation activities (PKD 93.29.Z),
- 35) Organisation of conventions and trade shows (PKD 82.30.Z);
- 36) Research and experimental development on social sciences and humanities (PKD 72.19.Z),
- 37) Forging, pressing, stamping and roll-forming of metal; powder metallurgy (PKD 25.50.Z),
- 38) Manufacture of instruments and appliances for measuring, testing and navigation (PKD 26.51.Z),
- 39) Manufacture of electric motors, generators and transformers (PKD 27.11.Z),
- 40) Manufacture of electricity distribution and control apparatus (PKD 27.12.Z),
- 41) Manufacture of engines and turbines, except aircraft, vehicle and cycle engines (PKD 28.11.Z),
- 42) Manufacture of fluid power equipment (PKD 28.12.Z),
- 43) Manufacture of other pumps and compressors (PKD 28.13.Z),
- 44) Manufacture of lifting equipment and gripping devices (PKD 28.22.Z),
- 45) Repair and maintenance of electrical equipment (PKD 33.14.Z),
- 46) Treatment and disposal of non-hazardous waste (PKD 38.21.Z),
- 47) Dismantling of wrecks (PKD 38.31.Z),
- 48) Remediation activities and other waste management services (PKD 39.00.Z);

- 49) Building works related to erection of residential and non-residential buildings (PKD 41.20.Z);
- 50) Works related to construction of roads and motorways (PKD 42.11.Z);
- 51) Works related to construction of railways and underground railways (PKD 42.12.Z);
- 52) Works related to construction of transmission pipelines and distribution networks (PKD 42.21.Z);
- 53) Works related to construction of telecommunications and electricity lines (PKD 42.22.Z);
- 54) Works related to construction of other civil engineering projects not elsewhere classified (PKD 42.99.Z);
- 55) Demolition (PKD 43.11.Z)
- 56) Site preparation (PKD 43.12.Z),
- 57) Test drilling and boring - PKD 43.13.Z;
- 58) Electrical installation (PKD 43.21.Z),
- 59) Plumbing, heat and air-conditioning installation (PKD 43.22.Z); .
- 60) Other construction installation (PKD 43.29.Z);
- 61) Roofing activities (PKD 43.91.Z);
- 62) Wholesale of waste and scrap (PKD 46.77.Z),
- 63) Warehousing and storage of other goods (PKD 52.10.B);
- 64) Computer programming activities (PKD 62.01.Z);
- 65) Computer consultancy activities (PKD 62.02.Z);
- 66) Computer facilities management activities (PKD 62.03.Z);
- 67) Other information technology and computer service activities (PKD 62.09.Z);
- 68) Data processing, hosting and related activities (PKD 63.11.Z);
- 69) Specialised design activities (PKD 74.10.Z),
- 70) Rental and leasing of cars and light motor vehicles (PKD 77.11.Z);
- 71) Rental and leasing of other motor vehicle, excluding motorcycles (PKD 77.12.Z);
- 72) Rental and leasing of construction machinery and equipment (PKD 77.32.Z),
- 73) Rental and leasing of office machinery and equipment, including computers (PKD 77.33.Z);
- 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified (PKD 77.39.Z);
- 75) Repair and maintenance of computers and peripheral equipment (PKD 95.11.Z),
- 76) Operation of fitness facilities (PKD 93.13.Z),
- 77) Other sports activities (PKD 93.19.Z),
- 78) Business and other management consultancy activities (PKD 70.22.Z);
- 79) Works related to construction of water projects (PKD 42.91.Z);
- 80) Manufacture of buses (PKD 29.10.C),
- 81) Manufacture of motor vehicles for the transport of goods (PKD 29.10.D),
- 82) Manufacture of other motor vehicles excluding motorcycles (PKD 29.10.E)",
- 83) Manufacture of bodies (coachwork) for motor vehicles; manufacture of trailers and semi-trailers (PKD 29.20.Z),
- 84) Manufacture of cars (PKD 29.10.B),
- 85) Manufacture of electrical and electronic equipment for motor vehicles (PKD 29.31.Z),
- 86) Manufacture of other parts and accessories for motor vehicles excluding motorcycles (PKD 29.32.Z),
- 87) Manufacture of batteries and accumulators (PKD 27.20.Z),
- 88) Manufacture of electric lighting equipment (PKD 27.40.Z),
- 89) Manufacture of other electronic and electric wires and cables (PKD 27.32.Z),
- 90) Manufacture of other electrical equipment (PKD 27.90.Z),
- 91) Manufacture of motorcycles (PKD 30.91.Z),
- 92) Manufacture of consumer electronics (PKD 26.40.Z),
- 93) Maintenance and repair of motor vehicles, excluding motorcycles (PKD 45.20.Z);
- 94) Repair and maintenance of electronic and optical devices (PKD 33.13.Z),
- 95) Sale of other motor vehicles, excluding motorcycles (PKD 45.19.Z);

- 96) Sale of cars and light motor vehicles (PKD 45.11.Z);
- 97) Wholesale trade of motor vehicle parts and accessories, excluding motorcycles (PKD 45.31.Z),
- 98) Retail trade of motor vehicle parts and accessories, excluding motorcycles (PKD 45.32.Z),
- 99) Sale, maintenance and repair of motorcycles and related parts and accessories (PKD 45.40.Z),
- 100) Wholesale of electronic and telecommunications equipment and parts thereof (PKD 46.52.Z),
- 101) Wholesale of other intermediate products (PKD 46.76.Z),
- 102) Non-specialised wholesale trade (PKD 46.90.Z),
- 103) Retail sale via mail order houses or via Internet (PKD 47.91.Z);
- 104) Other retail sale not in stores, stalls or markets (PKD 47.99.Z);
- 105) Office administrative service activities (PKD 82.11.Z)."

Proposed Content:

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- 104) Other retail sale not in stores, stalls or markets (PKD 47.99.Z);
- 105) Office administrative service activities (PKD 82.11.Z);
- 106) Accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z);

Pursuant to Article 402² of the Commercial Companies Code, the Company provides information on participation in the Ordinary General Meeting of the Company:

1. A shareholder or shareholders representing at least 1/20 of the share capital shall have the right to demand that specific issues be included in the agenda of the Ordinary General Meeting of the Company. The request should be submitted to the Company's Management Board no later than 21 days before the date of the Ordinary General Meeting. The request should include a justification or a draft resolution on the proposed item of agenda. The request may be submitted in writing to the Company's registered office at 47-400 Racibórz, ul. Łąkowa 33, NBA building, room 4 or by e-mail to the following address wza@rafako.com.pl
2. Shareholders should prove that they hold an appropriate number of shares as of the date of filing a request by attaching a deposit certificate or personal certificate confirming their right to participate in the General Meeting, and in the case of shareholders who are legal entities, they should also prove their right to act on behalf of the entity by attaching a valid excerpt from the appropriate register. In case of shareholders making the request using electronic means of communication, the documents should be sent in PDF format.
3. Shareholders of the Company representing at least 1/20 of the share capital may, before the date of the Ordinary General Meeting of Shareholders, submit in writing at the Company's registered office or by electronic means (in the manner and to the addresses set out in item 1 above) draft resolutions relating to the matters included in the agenda of

the Ordinary General Meeting of Shareholders or matters which are to be included in the agenda.

4. Similarly as in item 1 above, Shareholders should prove that they hold an appropriate number of shares as of the date of submitting the request by attaching a deposit certificate or personal certificate confirming their right to participate in the General Shareholders' Meeting, and in the case of Shareholders who are legal entities, they should also prove their right to act on behalf of the entity by attaching a valid excerpt from the appropriate register. In case of shareholders making the request using electronic means of communication, the documents should be sent in PDF format.
5. Each shareholder entitled to participate in the General Meeting may, during the Ordinary General Meeting, propose draft resolutions concerning the matters included in the agenda. Draft resolutions should be submitted together with a justification. A shareholder participating in the General Meeting has the right to ask questions concerning the issues included in the agenda of the General Meeting.
6. A shareholder may participate in the Ordinary General Meeting and exercise their voting rights personally or by an attorney. The power of attorney to participate in the General Meeting and to execute voting rights must be granted in writing or in electronic form. Granting the power of attorney in electronic form does not require a secure electronic signature verified with a valid qualified certificate.
7. A shareholder is obliged to send to the Company information on granting the power of attorney in the electronic form to the e-mail address given in item 1 above not later than 4 days before the date of the Ordinary General Meeting. The power of attorney granted in electronic form should contain data enabling the identification of a shareholder. The notice of granting by the shareholder being a natural person of the power of attorney in the electronic form should be attached with the scan of the shareholder's identity document. The notice of granting the power of attorney in electronic form by a shareholder who is not a natural person should be accompanied by scans of current excerpts from relevant registers, listing the persons authorized to represent such entities. The Company shall also take other appropriate actions to identify the shareholder and the attorney in order to verify the validity of the power of attorney granted in electronic form, such actions being proportionate to the purpose.
8. Shareholders and attorneys will be admitted to participate in the Ordinary General Meeting upon presentation of an identity card, and attorneys who have been granted the power of attorney in writing will be admitted additionally upon presentation of a valid power of attorney granted in writing. All attorneys of legal persons, regardless of the form in which the power of attorney was granted, should additionally present current copies from relevant registers, listing the persons authorized to represent these entities.
9. The Management Board of the Company, acting pursuant to § 30a(2) of the Company's Articles of Association, hereby informs that it does not allow the participation of shareholders or the possibility to exercise voting rights at the Ordinary General Meeting with the use of electronic means of communication. Furthermore, the Management Board informs that the rules of the Company's General Meeting do not provide for the possibility of exercising voting rights by mail.
10. The date of registration of participation in the Ordinary General Meeting shall be 13 June 2021.
11. The right to participate in the General Meeting is vested only in persons being shareholders on the day of registration of the participation in the General Meeting, i.e. 16 days before the date of the General Meeting.
12. Shareholders are recommended to take with them to the Ordinary General Meeting a registered certificate of the right to participate in the General Meeting, the request for issuance of which may be submitted by 13 June 2021 to the entity maintaining the securities account in which the Company's shares are recorded.
13. The Company determines the list of shareholders entitled to participate in the Ordinary General Meeting of Shareholders on the basis of the list provided to it by the National Depository for Securities S.A., and prepared on the basis of personal certificates of

entitlement to participate in the General Meeting issued by entities keeping securities accounts. Three working days before the date of the Ordinary General Meeting, a list of shareholders entitled to participate in the Ordinary General Meeting will be made available for inspection at the Company's registered office. A shareholder will be able to request that the list of shareholders be sent to them free of charge by e-mail, stating the address to which the list should be sent.

14. Persons entitled to attend the Ordinary General Meeting may obtain the full text of the documentation to be presented in the Ordinary General Meeting and the draft resolutions at the Company's registered office or on the website at www.rafako.com.pl in the "Investor Relations" (*Relacje Inwestorskie*) tab, view "GSM/Next General Meeting" (*WZA/ Najbliższe WZ*).

RULES OF PROCEDURE FOR THE GENERAL MEETING of RAFAKO Spółka Akcyjna

1. These Rules define the procedure for holding General Meetings of RAFAKO S.A.
2. A General Meeting shall be opened by the Chair of the Supervisory Board or a person designated by the Chair.
3. The person opening the General Meeting shall immediately conduct the election of its Chair from among those entitled to vote.
4. The Chair of the General Meeting shall determine whether the General Meeting has been duly convened and has the capacity to pass resolutions based on the evidence of convening the General Meeting and the attendance list containing the signatures of General Meeting participants. The attendance list shall include information on the number of shares represented by each participant and the number of votes to which they are entitled. The attendance list shall be drawn up immediately after the Chair is elected, signed by the Chair and displayed during the General Meeting.
5. The Chair of the General Meeting shall propose the composition of a Ballot Counting Committee, Election Committee or Ballot Counting and Election Committee, which will ensure that the General Meeting proceeds smoothly, and shall order the elections.
6. The Ballot Counting Committee shall count votes cast in favour and against a resolution as well as abstaining votes. The Committee's written statement on the number of votes shall be provided to the Chair of the General Meeting, who shall announce the voting result by stating the number of votes cast in favour and against a resolution as well as the number of abstaining votes.
7. The Election Committee shall count votes cast to appoint and remove members of the Company's governing bodies or liquidators, to bring them to account, and when the vote concerns personnel matters. The Committee's written statement on the number of votes shall be provided to the Chair of the General Meeting, who shall announce the voting result by stating the number of votes cast in favour and against a resolution as well as the number of abstaining votes.
8. The General Meeting may pass resolutions regardless of the number of shareholders present or shares represented at the meeting.
9. The General Meeting may adjourn itself by a majority of two-thirds of votes. Such adjournments may not exceed 30 days in aggregate.
10. Each share shall entitle its holder to one vote at the General Meeting.
11. Resolutions of the General Meeting shall be passed by an absolute majority of votes cast, unless statutory provisions or the Articles of Association of RAFAKO S.A. provide otherwise. An absolute majority of votes shall mean more than half of the votes cast.
12. Voting shall normally be by an open ballot. A secret ballot shall be ordered in the case of elections. A secret ballot shall also be ordered in the case of voting on removal from office of members of the Company's governing bodies or its liquidators, on bringing them to account, and on personnel matters. Furthermore, a secret ballot shall be announced if requested by at least one General Meeting participant entitled to vote.
13. The appointment of Supervisory Board members by block voting shall take place in accordance with the following procedure:
 - a) Determination of the number of Supervisory Board members,
 - b) Determination of the minimum number of votes required to form a separate voting block (the quotient of the number of votes present and the number of vacancies on the Supervisory Board),
 - c) Reporting of blocks entitled to elect Supervisory Board members by block voting (submission of a Voting Block Formation Report to the Chair),
 - d) Holding of elections within each block in the presence of a Notary Public:
 - signing of a block attendance list,
 - giving out ballot papers to be used to vote by a secret ballot within the block,
 - appointment of the Voting Block Chair and Election Committee,
 - nomination of candidates to the Supervisory Board,

- voting by a secret ballot,
 - drawing up of the Election Committee's Report and the relevant Block's Resolution.
- e) Voting by the other shareholders:
- nomination of candidates,
 - giving out ballot papers to be used to vote by a secret ballot,
 - voting by a secret ballot,
 - drawing up of the Election Committee's Report and the relevant General Meeting's Resolution.
14. Resolutions concerning a change to the Company's business shall always be voted on in an open roll-call ballot.
 15. Voting may also be held using a computerised electronic system. A report on each voting shall be prepared by the relevant committee, with voting results announced by the Chair.
 16. The General Meeting may only pass resolutions concerning matters placed on its agenda.
 17. Requests to amend draft resolutions shall be submitted to the Chair in writing, signed by the requesting party.
 18. The Chair of the General Meeting shall proceed with the meeting's business in line with the predetermined agenda, give the floor to and take the floor from participants, and make decisions concerning procedural matters. Any decision by the Chair may be appealed against to the General Meeting by each General Meeting participant entitled to vote.
 19. General Meetings and their resolutions shall be recorded in minutes by a notary public.
 20. Powers of proxy to attend and vote at a General Meeting granted in electronic form shall be sent by Shareholders to: wza@rafako.com.pl no later than four days prior to the General Meeting.

Racibórz, May 28th 2021