

**CURRENT REPORT FILED WITH THE POLISH FINANCIAL SUPERVISION
AUTHORITY IN WARSAW**

DATE: January 4th 2022

**Subject: [Notice of Extraordinary General Meeting to be held on
February 2nd 2022 \[Current Report No. 1/2022\]](#)****Text of the report:**

The Management Board of RAFAKO S.A. of Racibórz (the “**Company**”) hereby gives notice of an Extraordinary General Meeting of RAFAKO S.A. (the “**EGM**”), to be held at the Company’s registered office at ul. Łąkowa 33 in Racibórz, at 12.00 noon on February 2nd 2022, with the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chair of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been properly convened and has the capacity to pass resolutions.
4. Appointment of the Ballot Counting Committee.
5. Voting on a resolution on the: (i) issue of bonds convertible into shares, (ii) full waiver of the existing shareholders’ pre-emptive rights to acquire the convertible bonds, (iii) conditional increase of the Company’s share capital, (iv) full waiver of the existing shareholders’ pre-emptive rights to acquire the shares; and (v) amendment to the Company’s Articles of Association.
6. Miscellaneous and motions from the floor.
7. Closing of the Extraordinary General Meeting.

The full text of the notice, along with the agenda of the EGM, is set out in Appendix 1.

In addition, since the agenda of the Extraordinary General Meeting includes a resolution to amend the Company’s Articles of Association, the Management Board hereby publishes the existing wording and proposed amendments to the Articles of Association:

Provisions proposed to be added as Art. 11 of the Articles of Association:

Existing wording:*none*Proposed wording:*“Article 11*

1. *The Company’s conditional share capital shall amount to no more than PLN 150,000,000 (one hundred and fifty million złoty) and shall be divided into: (a) no more than 75,000,000 (seventy-five million) Series [M] ordinary bearer shares with a par value of PLN 2.00 (two złoty) per share.*

2. *The purpose of the conditional share capital increase referred to in Article 11.1 above is to grant the rights to acquire Series [M] shares to the holders of Series [M] bonds convertible into shares (the “**Convertible Bonds**”), issued pursuant to Resolution No. 3 of the Extraordinary General Meeting of February 2nd 2022 on the: (i) issue of bonds convertible into shares, (ii) full waiver of the existing shareholders’ pre-emptive rights to acquire the convertible bonds, (iii) conditional increase of the Company’s share capital, (iv)) full waiver of the existing shareholders’ pre-emptive rights to acquire the shares; and (v) amendment to the Company’s Articles of Association.*
3. *The rights to acquire Series [M] shares will be exercisable by the holders of Convertible Bonds from January 1st 2026 to the date falling one business day before the Maturity Date specified in the terms and conditions of the Convertible Bonds.”*

The Management Board of RAFAKO S.A. also presents draft resolutions (Appendix 2) to be considered and voted on by the EGM on February 2nd 2022.

Other documents to be considered by the EGM, including the personal data protection notice, are available on the Company’s website at <https://www.rafako.com.pl/relacje-inwestorskie/wza/najblizsze-wz>.

Legal basis for this report: Par 19.1.1 and 19.1.2 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.

Radosław Domagalski-Łabędzki, President of the Management Board
Maciej Stańczuk, Vice President of the Management Board