

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

DATE: February 2nd 2022

Subject: [Resolutions passed by RAFAKO Extraordinary General Meeting on February 2nd 2022 \[Current Report No. 9/2022\]](#)**Text of the report:**

The Management Board of RAFAKO S.A. of Racibórz (the “**Company**”) publishes, attached to this report, the resolutions passed by the Extraordinary General Meeting of RAFAKO S.A. (the “**Extraordinary General Meeting**”) on February 2nd 2022.

The Company also announces that:

1. the Extraordinary General Meeting passed Resolution No. 1;
2. the Extraordinary General Meeting resolved not to consider:
 - i. item 5 of the agenda to vote on Resolution No. 3 concerning: (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. The resolution concerned, among other things, a conditional increase in the Company’s share capital, whereas:
 - a) according to Art. 449.1 of the Commercial Companies Code. “the provisions of Art. 445 shall apply to resolutions of the General Meeting concerning a conditional share capital increase”;
 - b) Art. 445.1 of the Commercial Companies Code, referred to in the first sentence of Art. 449.1 of the Commercial Companies Code, provides that “a resolution of the General Meeting to amend the Articles of Association which authorises the Management Board to increase the share capital up to the authorised capital requires a majority of three-quarters of votes cast. To be validly passed, such a resolution requires the presence of shareholders representing at least half of the share capital and, for public companies, at least one-third of the share capital. The resolution should include a statement of reasons”;
 - c) shareholders present at the Extraordinary General Meeting did not represent at least one-third of the Company’s share capital;
 - d) in view of the circumstances set out in items (a)–(c) above, the statutory quorum required to pass a resolution on a conditional increase in the Company’s share capital was not present at the Extraordinary General Meeting;
 - ii. item 4 of the agenda to elect a Ballot Counting Committee – given the decision not to consider item 5 of the agenda, as referred to in item (i) above, and the election of a Ballot Counting Committee being redundant in the light of the decision not to vote on Resolution No. 3 concerning (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. considering the circumstances set out in item 2 above, the Extraordinary General Meeting did not vote on Resolution No. 2 to elect a Ballot Counting Committee or Resolution No. 3 concerning (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;
4. no objections were raised for the record in the minutes of the EGM.

Legal basis for this report: Art 56.1.2 of the Act on Public Offering and Par. 19.1.6–9 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.

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