

## UPDATE

### NOTICE OF CONVENING EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RESBUD SE

Published on 26 August 2022

The Management Board of **RESBUD SE**, Estonian registry code 14617750, seat Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia (hereinafter **Company**) convenes an extraordinary general meeting of shareholders, which is held on **12 September 2022, starting at 09:00 (CET)** at the Robert Kimmel notary's office at Rävåla pst 3/Kuke 2 (third floor), 10143 Tallinn, Harju, Estonia.

**I. The agenda of the extraordinary general meeting of shareholders determined by the Supervisory Board by is as follows:**

- 1. Change of the Company's registered office and seat of the Company's Management Board and approval of the transfer of the Company's registered office and Management Board to the Republic of Poland;**
- 2. Amending the Company's Articles of Association and approving the new version of the Company's Articles of Association;**
- 3. Selection of the home deposit for the dematerialized shares of the Company after transfer of the Company's registered office to Republic of Poland;**
- 4. Change in the composition of the Supervisory Board by appointing additional members of the Supervisory Board.**
- 5. Entrusting the Company's Supervisory Board with the function of the Audit Committee.**

The Supervisory Board of the Company has approved the agenda of the extraordinary general meeting presented by the Management Board, and approves draft resolutions proposed by the Management Board as follows:

**II. Draft resolutions.**

- 1. Change of the Company's registered office and seat of the Company's Management Board and approval of the transfer of the Company's registered office and Management Board to the Republic of Poland**

Pursuant to Article 8 (1) and (6) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute of a European Company (SE) (Official Journal of the EU.L No. 294, p. 1, as amended; hereinafter

the "SE Regulation") having reviewed:

- 1) The Terms of Transfer the registered office of RESBUD SE, dated July 5, 2022; and
- 2) The Management Board's Report of RESBUD SE dated July 5, 2022 explaining and justifying the legal and economic aspects of the transfer and explaining the consequences of the transfer for shareholders, creditors and employees, as referred to in Article 8(3) of the SE Regulation

- 1.1. The registered office of the Company and the Management Board seat are transferred from Tallinn, Republic of Estonia, to the territory of the Republic of Poland to: Modlniczka.
- 1.2. The transfer of the Company's registered office shall be effective as of the date of registration of the Company, in the register of the new registered office, i.e. in the Register of Entrepreneurs of the National Court Register of the Republic of Poland.

## **2. Amending the Company's Articles of Association and approving the new version of the Company's Articles of Association.**

- 2.1 In connection with the change of the Company's registered office and the necessity to adapt the Articles of Association to the regulations in force in the Republic of Poland, the content of the Company's Articles of Association shall be amended so that its previous content is repealed and the following new wording adapted to the regulations in force in the Republic of Poland is adopted:

### **RESBUD SE STATUTE**

#### **GENERAL PROVISIONS**

##### **§1**

The business name of the Company is Resbud SE.

##### **§2**

The registered office of the Company is Modlnicza (Republic of Poland).

##### **§3**

1. The Company operates in the territory of the Republic of Poland and abroad.
2. The Company may establish branches, divisions, plants, representative offices and other organizational units in the country and abroad.
3. The Company may be a shareholder (stockholder) in other companies, including companies with foreign participation.
4. The Company may use a graphic symbol that distinguishes it.

##### **§4**

The duration of the Company is unlimited.

#### **THE OBJECT OF THE ACTIVITY**

##### **§5**

1. The main object of the Company's activities is (PKD 70, 10, Z,) activities of head offices and holding companies, excluding financial holdings.
2. The remaining object of Company's activities is as follows:
  - 1) (PKD 70, 22, Z), other business and management consultancy;
  - 2) (PKD 64, 99, Z,) other financial service activities, not elsewhere classified, except for insurance and pension funds
  - 3) (PKD 73, 11, Z) activities of advertising agencies;
  - 4) (PKD 46, 19, Z), activities of agents involved in the sale of various types of goods;
  - 5) (PKD 52, 10, Z) warehousing and storage of other goods;
  - 6) (PKD 52, 24, C) reloading of goods at other reloading points;
  - 7) (PKD 69, 20, Z,) accounting and bookkeeping activities; tax consultancy;
  - 8) (PKD 77, 39, Z) rent and lease of other machinery, equipment and tangible goods, not classified elsewhere.

### **SHARE CAPITAL**

#### §6

1. The share capital of the Company amounts to EUR 34,704,306.00 (thirty four million seven hundred four thousand three hundred six EUR) and is divided into 315,493,684 (three hundred fifteen million four hundred ninety three thousand six hundred eighty four) series A ordinary registered shares with a nominal value of 0.11 EURO (eleven euro cents) each share, with numbers from A 000000001 to A 315493684. Series A shares are not privileged in any way.
2. The share capital specified in § 6 sec. 1 was paid in full, prior to the registration of the Company.

#### §7

1. The share capital of the Company may be increased by a resolution of the General Meeting by issuing new ordinary shares, both bearer and registered and preference shares, as well as by increasing the nominal value of already issued shares.
2. The increased share capital of the Company may be paid up in cash, with in-kind contributions, dividend due to the shareholder, as well as transfer of funds from part of the supplementary or reserve capital.
3. The Company may issue bonds, including bonds convertible into shares.

#### §8

Shares may be redeemed. Shares may be redeemed only with the consent of the shareholder (voluntary redemption). The terms of redemption are each time defined by a resolution of the General Meeting.

### **COMPANY'S BODIES**

#### §9

1. The Company has adopted a dual system of internal structure within the meaning of Art. 38 (a) b of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European Company (SE) (Journal of Laws of the European Union L No. 294, p. 1 as amended)
2. The governing bodies of the Company are:
  - 1) the Management Board (governing body);
  - 2) the Supervisory Board (supervisory body);
  - 3) the General Meeting.

3. No person may be a member of the Management Board and Supervisory Board of the Company at the same time.

## **MANAGEMENT BOARD**

### §10

1. The Management Board of the Company consists of one to five members. The term of office of the Management Board is joint and lasts three years.
2. The Supervisory Board appoints members of the Management Board, entrusts them with functions in the Management Board and determines the number of members of the Management Board.
3. The Supervisory Board may dismiss the President of the Management Board, a member of the Management Board or the entire Management Board before the end of the term of office of the Management Board.
4. A member of the Management Board may be reappointed once or more than once, each time for a period not exceeding three years.

### §11

1. The Management Board exercises all powers in the management of the Company, except for the powers reserved by law or these Statutes for other bodies of the Company.
2. The mode of operation of the Management Board, as well as matters that may be entrusted to its individual members, are specified in detail in the Regulations of the Management Board. The Regulations of the Management Board are adopted by the Management Board of the Company and approved by the Supervisory Board.

### §12

In the case of a one-person Management Board, the only member of the Management Board shall make the declaration of will on behalf of the Company. If the Management Board of the Company consists of more than one person, only one member of the Management Board is entitled to make declarations of will and to sign documents on behalf of the Company.

### §13

An authorized member of the Supervisory Board concludes contracts with members of the Management Board on behalf of the Company and represents the Company in disputes with members of the Management Board. The Supervisory Board may authorize, by way of a resolution, one or more members to perform such legal actions.

### §14

A member of the Management Board may not, without the consent of the Supervisory Board, during his term of office in the Company, deal with competitive interests or participate in a competitive company as a partner in a civil partnership, partnership or as a member of a body of a capital company or participate in another competitive legal person as a member of a body.

### §15

1. To acquire, sell, charge, or otherwise dispose of the Company's property by the Management Board in excess of the equivalent of EUR 1,000,000.00 (one million EUR), the consent of the Supervisory Board expressed in the form of a resolution is required.

2. Taking out liabilities, granting loans, guarantees and sureties by the Company in excess of the equivalent of EUR 1,000,000.00 (one million EURO) requires the consent of the Supervisory Board expressed in the form of a resolution.

#### **SUPERVISORY BOARD**

##### §16

1. The Supervisory Board consists of five to nine members. The term of office of the Supervisory Board is joint and lasts three years. The number of members is determined by the General Meeting by resolution.
2. Members of the Supervisory Board are elected and dismissed by the General Meeting.
3. A member of the Supervisory Board may be reappointed once or more than once.
4. Members of the Supervisory Board perform their duties in person.
5. In the event of death or resignation by a member (members) of the Supervisory Board appointed by the General Meeting before the end of his term of office, the Supervisory Board has the right to co-opt, during its term of office, until the General Meeting appoints a new member (s) to replace this (those) whose participation in the Supervisory Board ceased during the term of office. The right to co-opt, referred to in the preceding sentence, is vested in the Supervisory Board only if the number of Supervisory Board members drops below 5 (five) members. A member of the Supervisory Board appointed by co-opting operates until the next General Meeting, at which the composition of the Supervisory Board will be supplemented to the minimum number required by the generally applicable provisions of law..

##### §17

1. The Supervisory Board elects its Chairman, Vice-Chairman and Secretary of the Supervisory Board from among its members.
2. The Chairman of the Supervisory Board or a person authorized by him convenes and chairs the meetings of the Supervisory Board. The Chairman of the outgoing Supervisory Board convenes and opens the first meeting of the newly elected Supervisory Board and chairs it until the Chairman is elected.

##### §18

The Chairman of the Supervisory Board is obliged to convene a meeting at the request of the Management Board of the Company or a member of the Supervisory Board. The Chairman of the Supervisory Board convenes the meeting within two weeks from the date of receipt of the request.

##### §19

1. For a resolution of the Supervisory Board to be valid, all members of the Supervisory Board must be invited to the meeting and at least half of its members must be present at the meeting.
2. The meetings of the Supervisory Board are convened by electronic letters sent at least 3 (three) days before the date of the meeting, to the e-mail addresses indicated in writing by the members of the Supervisory Board or by means of direct remote communication.
3. Resolutions of the Supervisory Board are adopted by an absolute majority of votes cast. If the voting remains undecided, the vote of the Chairman of the Supervisory Board is decisive.
4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.

## §20

The Supervisory Board meets in accordance with the Supervisory Board's Work Regulations, adopted by the General Meeting, but not less frequently than once a quarter.

## §21

1. The Supervisory Board exercises permanent supervision over the Company's activities in all areas of its activity.
2. In addition to the matters specified in generally applicable provisions of law, in other provisions of these Statutes or in resolutions of the General Meeting, the powers of the Supervisory Board include:
  - 1) Assessment of the financial statements in terms of compliance with the books, documents and the actual state of affairs, and ensuring verification by selected auditors;
  - 2) Assessing and giving opinions on the Management Board's report and giving opinions on the Management Board's motions regarding the distribution of profits and coverage of losses;
  - 3) Submitting to the General Meeting a report on the results of activities specified in point 1 and 2;
  - 4) Preparation and submission to the General Meeting of a written report on the results of the assessment of the Company's situation and the assessment of its own work as a body;
  - 5) Expressing consent to the Management Board for the purchase, sale and any other disposal of the Company's property exceeding the amount of EUR 1,000,000 specified in §15 section 1 and 2 of the Company's Articles of Association;
  - 6) Appointing members of the Management Board;
  - 7) Delegating a member or members of the Supervisory Board to temporarily perform the activities of the Management Board of the Company in the event of suspension or dismissal of the entire Management Board or when the Management Board cannot act for other reasons;
  - 8) Establishing the rules and amounts of remuneration for members of the Management Board of the Company;
  - 9) Suspension of a member of the Management Board or the entire Management Board;
  - 10) Expressing consent to the issue of bonds other than convertible bonds by the Management Board of the Company;
  - 11) Selecting a statutory auditor to audit financial statements in accordance with applicable legal regulations in order to ensure due independence of opinion;
  - 12) Expressing consent to the payment of an advance on a dividend;
  - 13) Expressing opinions on draft resolutions of the General Meeting and materials that will be presented to shareholders.

## **GENERAL MEETING**

### §22

The General Meeting may be ordinary or extraordinary.

### §23

General Meetings may be held at the registered office of the Company, in Kraków or in Warsaw.

#### §24

1. The Ordinary General Meeting is convened by the Management Board within 6 months after the end of each financial year. The Supervisory Board convenes an Ordinary General Meeting if the Management Board fails to do so within the prescribed period.
2. The Extraordinary General Meeting is convened by the Management Board of the Company on its own initiative or upon a written request of the Supervisory Board or upon a written request of shareholders representing at least 1/20 (one twentieth) of the share capital, the request of which must include items on the agenda.
3. The Extraordinary General Meeting should be convened within two weeks from the date of filing the request.
4. The Supervisory Board convenes the General Meeting if the Management Board fails to convene the General Meeting within the prescribed period.
5. A shareholder or shareholders may request that one or more additional items be included in the agenda of the General Meeting. The procedures and time limits applicable to such requests shall be laid down by the generally applicable law provisions.

#### §25

1. The General Meeting is capable of adopting resolutions irrespective of the number of shares represented at it, unless generally applicable provisions of law provide otherwise.
2. Each share gives the right to one vote at the General Meeting.
3. Resolutions are adopted by a simple majority of votes cast unless the generally applicable provisions of law or these Statutes provide otherwise.

#### §26

Voting at the General Meeting is open. Secret voting is ordered during elections and on motions to dismiss members of the governing bodies or liquidators of the Company, or to bring them to justice, as well as in personal matters.

#### §27

1. The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by him, and then the Chairman of the Meeting is elected from among those authorized to vote.
2. The General Meeting may establish its Regulations.

#### §28

In addition to the matters listed in generally applicable law provisions of the Commercial Companies Code and these Statutes, the competences of the General Meeting include:

- 1) Adoption of the regulations of the General Meeting,
- 2) Appointing and dismissing members of the Supervisory Board and determining their remuneration,
- 3) Consideration and resolution of motions presented by the Supervisory Board or the Management Board.

### **COMPANY'S ACCOUNTING**

#### §29

1. The financial year of the Company is the calendar year.
2. The dividend payment is made on the dates determined by the General Meeting.

3. The General Meeting determines the date according to which the list of shareholders entitled to dividends for a given financial year is established.
4. The Management Board is authorized to pay the shareholders an advance on the expected dividend at the end of the financial year, if the Company has sufficient funds for its payment. The advance payment requires the consent of the Supervisory Board.

2.2. The new version of the Articles of Association of the Company as presented is approved.

2.3. The amendment to the Articles of Association of the Company shall be effective as of the date of registration of the Company, in the register of its new registered office, that is, in the Register of Entrepreneurs of the National Court Register of the Republic of Poland.

**3. Selection of the home deposit for the dematerialized shares of the Company after transfer of the Company's registered office to Republic of Poland;**

3.1. In connection with the transfer of the registered office of the Company to the Republic of Poland and the amendment to the Articles of Association, it is decided that the dematerialized shares of the Company will be registered in the appropriate depository in accordance with the applicable legal requirements, including in particular a deposit kept by the National Depository for Securities in Warsaw, so that to ensure the maintenance of the Company's shares on the Stock Exchange S.A. in Warsaw.

3.2. The Management Board of the Company is authorized to take all legal and factual actions necessary or helpful to implement the provisions of this Resolution, including concluding appropriate agreements with the securities depository.

**4. Change in the composition of the Supervisory Board by appointing additional members of the Supervisory Board.**

4.1. It sets the number of members of the Supervisory Board at 5 (say: five) people.

4.2. Appoints two new members to the Supervisory Board who have agreed to take up this function:

a) Ms. .... (ID number: .....);

b) Mr. / Ms. .... (ID number: .....).

4.3. The term of office and competences of a member of the Supervisory Board shall commence upon the adoption of this resolution.



## **5. Entrusting the Company's Supervisory Board with the function of the Audit Committee.**

- 5.1. Based on Article. 128 sec. 4 pts 4) the Act on statutory auditors, audit firms and public oversight of May 11, 2017, (Journal of Laws of 2022, item 1302) the Extraordinary General Meeting entrusts the Supervisory Board with the function of the Audit Committee in order to perform the duties of the audit committee.
- 5.2. The resolution comes into force on the day of its adoption.

### **III. ORGANISATIONAL ISSUES**

After the items on the agenda of the extraordinary general meeting, including additional issues, have been discussed, the shareholders can ask for information from the Management Board about the activity of the Company.

The list of shareholders entitled to participate in the extraordinary general meeting will be determined as at seven days before holding the extraordinary general meeting, i.e. as at 5 September 2022 at the end of the working day of the Nasdaq CSD Estonian Settlement System.

The registration of the participants of the extraordinary general meeting starts on the day of the meeting, i.e. on 12 September 2022 at 8:30 CET. For registration you are kindly requested to submit the following documents:

- a shareholder that is a natural person – personal identification document; a representative of a shareholder that is a natural person – personal identification document and a written letter of authorisation;
- a legal representative of a shareholder that is a legal person – an extract of the relevant (commercial) register in which the legal person is registered, and the personal identification document of the representative; a transactional representative of a shareholder that is a legal person is also required to submit a written authorisation issued by the legal representative of the legal person in addition to the above listed documents.
- We kindly ask the documents of a legal person registered in a foreign country to be legalised or having an apostille attached to the documents beforehand, unless specified otherwise in an international agreement. RESBUD SE may register a shareholder that is a legal person from a foreign country to the extraordinary general meeting also in case all required information on the legal person and its representative are included in a notarised letter of authorisation issued in the foreign country and the respective letter of authorisation is accepted in Estonia.

We ask you to present a passport or an ID-card as a personal identification document.

A shareholder may inform of the appointment of a representative or withdrawal of an authorisation given to a representative before the extraordinary general meeting by e-mail on [resbud@resbud.ee](mailto:resbud@resbud.ee) or by submitting the mentioned document(s) on business days from 09:00 to 17:00 no later than by 11 September 2022 to Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia, prepared on the respective forms published on the homepage of RESBUD SE: [www.resbud.ee](http://www.resbud.ee). You can find information about appointment of a representative or withdrawal of an authorisation on the same homepage.

The draft resolutions, and any other documents (including draft of new version of articles of association) of the extraordinary general meeting are available for reviewing as of 18 August 2022 on the website of the Company at [www.resbud.ee](http://www.resbud.ee). and on workdays between 09:00 to 17:00 at Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia. Questions regarding any item on the agenda of the extraordinary general meeting may be addressed to the Company by e-mail at [resbud@resbud.ee](mailto:resbud@resbud.ee) or by telephone +372 602 7780. The questions, responses and the minutes of the extraordinary general meeting shall be published on the website of the Company at [www.resbud.ee](http://www.resbud.ee) after seven days following the extraordinary general meeting.

The shareholders, whose shares represent at least 1/20<sup>th</sup> of the share capital may request that additional issues be included in the agenda of the extraordinary general meeting, provided that the relevant request is submitted in writing at least 15 days prior to the date of the extraordinary general meeting, at the latest by 28 August 2022. The shareholders, whose shares represent at least 1/20<sup>th</sup> of the share capital may submit to the Company a written draft of the resolution in respect to each item on the agenda of the extraordinary general meeting, at the latest 3 days prior to the date of the extraordinary general meeting by 9 September 2022. More detailed information is available on § 287 of the Estonian Commercial Code (right of shareholder to information), §293 (2) (right to demand the inclusion of additional issues in the agenda) and §293<sup>1</sup> (3) (obligation to submit simultaneously with the request on the modification of the agenda a draft of the resolution or substantiation) and §293<sup>1</sup> (4) (right to submit a draft of the resolution in respect to each item on the agenda) about the rules and term of exercising these rights have been published on the homepage of RESBUD SE at [www.resbud.ee](http://www.resbud.ee). The submitted proposals regarding additional items on the agenda, the reasoning for including any items on agenda, and draft resolutions shall be published after their receipt on the website of the Company at [www.resbud.ee](http://www.resbud.ee). The drafts and statements of reason thereof are available for reviewing also at the offices of the Company on workdays between 09:00 to 17:00 at Harju maakond, Kesklinna linnaosa, Järvevana tee 9-40, 11314 Estonia.

## **IV. ADDITIONAL INFORMATION ON THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RESBUD SE**

### **1. Procedure for inquiries from the Management Board**

A shareholder has the right to receive information on the activities of the public limited company from the Management Board at the general meeting. The Management Board may refuse to give information if there is a basis to presume that this may cause significant damage to the interests of the public limited company. If the Management Board refuses to give information, the shareholder may demand that the general meeting decide on the legality of the shareholder's request or to file, within two weeks after the general meeting, a petition to a court by way of proceedings on petition in order to obligate the Management Board to give information (Estonian Commercial Code § 287).

During the general meeting, after the agenda items of the meeting have been exhausted, including any additional items, the shareholders may inquire about activities from the Management Board of RESBUD SE. Shareholders may submit their questions either verbally or in writing, addressing the chairman of the general meeting.

### **2. Procedure for adding items to the agenda and presenting draft resolutions**

Shareholders whose shares represent at least one-twentieth of the share capital may demand the inclusion of additional issues on the agenda of the extraordinary general meeting, if such demand has been submitted at the latest 15 days before the holding of the general meeting (Estonian Commercial Code § 293 (2)). Concurrently with the demand to complement the agenda, a draft resolution on or substantiation of each additional issue shall be submitted to the public limited company (Estonian Commercial Code § 293<sup>1</sup> (3)). The aforementioned documents shall be submitted in writing to the public limited company at the latest by 28 August 2022, to the address RESBUD SE, Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia.

The shareholders whose shares represent at least one-twentieth of the share capital may submit to the public limited company a draft resolution on each issue of the agenda. That right may not be exercised later than three days before the holding of the general meeting, i.e., not later than on 9 September 2022 (Estonian Commercial Code § 293<sup>1</sup> (4)).

### **3. Information on the total number of the shares and voting rights related to the shares**

As at 16th of August 2022, the share capital of RESBUD SE is 34 704 306 Euros. The total number of shares without nominal value is 315 493 684. Each share grants one vote. Total number of votes for all

shares is 315 493 684.

#### **4. Information on the appointment of a representative and withdrawal of authorities**

There are forms available on the website of RESBUD SE at [www.resbud.ee](http://www.resbud.ee) which a shareholder can use to appoint a representative to exercise the rights of the shareholder at the extraordinary general meeting and to revoke the authorisation document issued by the shareholder.

##### **4.1. Procedure for appointment of a representative**

By using the authorisation document form available on the website of RESBUD SE, a representative can be appointed in the following ways:

- 1) The authorisation document form shall be filled in with the required data electronically, after which the authorisation document form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder. The signed authorisation document shall be handed over to the representative. Upon registration for the extraordinary general meeting, the representative shall submit the filled in authorisation document signed by the shareholder or the representative(s) of the shareholder, and other necessary documents.
- 2) The authorisation document form shall be filled in with the required data electronically, after which the filled in authorisation document form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the authorisation document shall be delivered by the shareholder or representative(s) of the shareholder or by the authorized representative to RESBUD SE, Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314 , Estonia (on working days between 10:00 and 16:00, at the latest by 11th September 2022). In that case, the authorised representative is not required to present an authorisation document upon registration for the extraordinary general meeting.

The authorisation document form shall be filled in with the required data electronically, digitally signed by the shareholder who is the principal or by the representative(s) of the shareholder and then the authorisation document shall be sent, at the latest by 11th of September 2022 at 16:00, to RESBUD SE by using the e-mail address: [resbud@resbud.ee](mailto:resbud@resbud.ee). In that case, the authorised representative is not required to present an authorisation document upon registration for the extraordinary general meeting.

In case the aforementioned authorisation document has been issued by the authorised representative, the authorisation document by which the legal representative of the shareholder authorises the authorised representative to issue the aforementioned authorisation document shall be issued in the same form as that published on the website of RESBUD SE. The authorised representative may authorise the representative only in case the legal representative has granted the authorised representative the

right to delegate the authorisation.

If the aforementioned authorisation document has not been fully filled in or has not been presented in the required manner, RESBUD SE has the right to disregard the authorisation document.

#### **4.2. Procedure for withdrawal of the authorities of the representative**

By using the notice form for withdrawal of the authorities of the representative available on the website of RESBUD SE, the authorities of the representative can be withdrawn in the following manners:

- 1) The form for withdrawal of authorities shall be filled in with the required data electronically, after which the filled-in notice form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the notice shall be delivered by the shareholder or representative(s) of the shareholder to RESBUD SE, Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia (on working days between 10:00 and 16:00, at the latest by 11th of September 2022).
- 2) The form for withdrawal of authorities shall be filled in with the required data electronically, digitally signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the notice shall be sent, by 11th of September 2022 at 16:00, to RESBUD SE by using the e-mail [resbud@resbud.ee](mailto:resbud@resbud.ee)

In case the aforementioned notice has been submitted by the authorised representative, the authorisation document by which a legal representative of the shareholder authorises the authorised representative to submit the aforementioned notice shall be issued in the same form as the authorisation document form published on the website of RESBUD SE. The authorised representative may authorise the representative only if the legal representative has granted the authorised representative the right to delegate the authorisation.

If the aforementioned authorisation document has not been completely filled in or has not been submitted in the required manner, RESBUD SE has the right to disregard the authorisation document.

#### **5. Vote in advance.**

Voting by pre-voting form (blank). A shareholder or his representative may vote in writing by filling in pre-voting form (provided by RESBUD SE), in such a case the requirement to deliver a personal identity

document does not apply. The form is presented on the Company's website and it is included in documents regarding convening of the general meeting. Upon a shareholder's request, the Company shall send pre-voting form to the requesting shareholder by email. If the person who had completed the pre-voting form is not a shareholder, the completed form must be accompanied by a document confirming the right to vote. The duly completed pre-voting form should be sent by e-mail to [resbud@resbud.ee](mailto:resbud@resbud.ee) or delivered directly to the Company's registered office: Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia, not later than the commencement of the Extraordinary General Meeting. The Company reserves the right not to include the shareholder's vote, if the pre-voting form does not meet the requirements indicated above and below or if the pre-voting form is written in a way, that it is impossible to establish shareholder's will on a separate issue. If the pre-voting form does not meet requirements, a shareholder shall be considered not to vote in advance.

The pre-voting form should indicate the draft of all resolutions proposed before the day of dispatch of the form. The wording of the draft resolutions must be a vote either "for" or "Yes", "against" or "No" or "Abstains". A filled-in pre-voting form must contain the full name and personal number of the shareholder who is a natural person or the name and registration number of the shareholder who is a legal person. Filled-in pre-voting form shall be signed by a shareholder or another person entitled to vote by the shares held by the shareholder. If the pre-voting form is signed by the person who is not a shareholder, the document confirming the right to vote must be attached to the form. The number of votes casted by the shareholder in pre-voting form will be checked with the list or certificate provided by the central securities deposit. In case of a difference in the number of votes casted, the company will use the number of votes provided by the central securities deposit to determine the results of voting.

## **6. Participating in extraordinary general meeting via electronic means of communications.**

RESBUD SE allows shareholders to participate in extraordinary general meetings and exercise their relevant rights, via electronic means, without being physically present at the meeting, according to § 290<sup>1</sup> and § 298<sup>1</sup> Estonian Commercial Code. Shareholders who intend to participate in extraordinary general meetings via electronic means, should inform the company not later than by 18th of May 2022 (5 days prior to extraordinary general meeting) and provide an email address and phone number for communication. A shareholder who intends to participate via electronic means should register for extraordinary general meeting according to general rules provided in this notification.

RESBUD SE will send an email on the provided address with logging details for all shareholders, who inform the company about the participation via electronic means, not later than on 7th of September 2022. The company will use Zoom (<https://zoom.us/>) as a means of electronic communication with shareholders during extraordinary general meetings and phone connections as supporting and also emergency means of

communication.

Should you have any questions, please contact RESBUD SE at:

Mobile: +372 602 7780 or e-mail [resbud@resbud.ee](mailto:resbud@resbud.ee)

Krzysztof Długosz – President of the Management Board

Joanna Dyja - Member of the Management Board