

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

DATE: December 21st 2023

**Subject: [Resolutions passed and rejected by RAFAKO Extraordinary General Meeting on December 21st 2023 \[CR 128/2023\]](#)****Text of the report:**

The Management Board of RAFAKO S.A. of Racibórz (the “**Company**”) hereby publishes, attached to this report, the resolutions passed and rejected by the Extraordinary General Meeting of RAFAKO S.A. (the “**EGM**”) on December 21st 2023.

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 the Ballot Counting Committee” from the agenda of the EGM,
  - iii. Resolution No. 3 to approve the agenda,
  - iv. Resolution No. 6 on: (i) the issue of subscription warrants carrying the rights to subscribe for shares, (ii) a full waiver of pre-emptive rights of the Company’s shareholders to acquire the subscription warrants, (iii) a conditional increase of the share capital of the Company, (iv) a full waiver of pre-emptive rights of the Company’s shareholders to subscribe for the shares; and (v) amendment to the Company’s Articles of Association (Series A1 and A2),
  - v. Resolution No. 7 on: (i) the issue of subscription warrants carrying the rights to subscribe for shares, (ii) a full waiver of pre-emptive rights of the Company’s shareholders to acquire the subscription warrants, (iii) a conditional increase of the share capital of the Company, (iv) a full waiver of pre-emptive rights of the Company’s shareholders to subscribe for the shares; and (v) amendment to the Company’s Articles of Association (Series B1 and B2),
  - vi. Resolution No. 8 on: (i) the issue of subscription warrants carrying the rights to subscribe for shares, (ii) a full waiver of pre-emptive rights of the Company’s shareholders to acquire the subscription warrants, (iii) a conditional increase of the share capital of the Company, (iv) a full waiver of pre-emptive rights of the Company’s shareholders to subscribe for the shares; and (v) amendment to the Company’s Articles of Association (Series C1 and C2),
  - vii. Resolution No. 9 to repeal Resolution No. 3, Resolution No. 4 and Resolution No. 5 passed by the Extraordinary General Meeting on April 17th 2023,
  - viii. Resolution No. 10 to amend Resolution No. 5 and Resolution No. 6 passed by the Extraordinary General Meeting on July 26th 2023,
  - ix. Resolution No. 11 on: (i) an increase of the Company’s share capital, (ii) the issue of shares, (iii) a full waiver of pre-emptive rights of the Company’s shareholders to subscribe for the new shares; and (v) amendment to the Company’s Articles of Association (Group 2 creditors covered by the arrangement),
  - x. Resolution No. 12 on: (i) an increase of the Company’s share capital, (ii) the issue of shares, (iii) a full waiver of pre-emptive rights of the Company’s shareholders to subscribe for the new shares; and (v) amendment to the Company’s Articles of Association (Group 6 creditors covered by the arrangement),

- xi. Resolution No. 13 on: (i) an increase of the Company's share capital, (ii) the issue of shares, (iii) a full waiver of pre-emptive rights of the Company's shareholders to subscribe for the new shares; and (v) amendment to the Company's Articles of Association (creditor VKJ not covered by the arrangement),
  - xii. Resolution No. 14 to abandon voting on item 12 of the agenda.
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- 2. Resolutions No. 1, 2, 3, 6, 7, 8, 9, 10, 11, 12, 13, and 14 were put to vote and passed by the EGM;
  - 3. Resolutions No. 4 and 5 were not passed by the EGM;
  - 4. The EGM passed a resolution to remove item 3 "Election of the Ballot Counting Committee" from the EGM agenda and decided not to consider item 12 of the EGM agenda "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."
  - 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 Par. 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