



# CURRENT REPORT No. 73/2022

## CONVENING OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

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*Prepared on:* 22/12/2022

*Report number:* **73/2022**

*Abbreviated name of the issuer:* **MIRBUD S.A.**

*Subject:* **Convening of the Extraordinary General Meeting of Shareholders**

*Legal basis:* Art. 56 para. 1 item 2 letter a of the Act on public offering and the conditions for introducing financial instruments to an organized trading system and public companies - current and periodic information

§ 19 (1) (1) and § 19 (1) (2) of Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and on conditions under which information required by legal regulations of a third country may be recognised as equivalent.

### *Report content:*

Convening of the Extraordinary General Meeting of Shareholders of MIRBUD S.A. in Skierniewice to be held on 30 January 2023.

### **I. Date, time and venue of the General Meeting and detailed agenda:**

The Management Board of MIRBUD Spółka Akcyjna with its registered office in Skierniewice at ul. Unii Europejskiej 18, entered into the Register of Entrepreneurs kept by the District Court for Łódź-Śródmieście in Łódź, 20th Commercial Division of the National Court Register, under the number KRS 0000270385 ("Company"), acting pursuant to Art. 399 § 1, Art. 402<sup>1</sup> §1 and §2, in connection with Art. 398, Art. 402<sup>2</sup> of the Commercial Companies Code, convenes the Extraordinary General Meeting to be held on 30 January 2023, at 10:00, at the Company's office in Skierniewice (96-100), at ul. Unii Europejskiej 18.

### *Agenda:*

1. Opening of the Extraordinary General Meeting.
2. Organisational aspects:
  - a) election of the Chairman of the Meeting,
  - b) drawing up the attendance list and stating that the Meeting has been duly convened and is capable of adopting valid resolutions,
  - c) adoption of the agenda,



- d) election of the Returning Committee.
3. Presentation by the Company's Management Board of the candidates for members of the Supervisory Board.
4. Adoption of resolutions on the appointment of members of the Supervisory Board.
5. Closing of the Extraordinary General Meeting.

## II. Description of the procedures related to the participation in the general meeting and exercising voting rights

The Company, pursuant to Article 402<sup>2</sup> of the Commercial Companies Code, provides information regarding participation in the Company's Extraordinary General Meeting:

**point 2a)** - the Shareholder's right to request that certain matters be placed on the agenda of the general meeting

A shareholder or shareholders representing at least 1/20 of the share capital have the right to request that certain matters be placed on the agenda of the Extraordinary General Meeting. The request should be submitted to the Management Board of the Company no later than 21 days before the date of the Extraordinary General Meeting, i.e. by 09 January 2023. The request must contain a justification or a draft resolution, concerning the proposed item on the agenda. The request may be submitted in writing to the Company's registered office at ul. Unii Europejskiej 18, 96-100 Skierniewice or in electronic form and sent to the following e-mail address of the Company: [walnezgromadzenie@mirbud.pl](mailto:walnezgromadzenie@mirbud.pl) The Shareholder should prove possession of an appropriate number of shares as at the date of submitting the request by attaching to the request a registered deposit certificate or a certificate issued by the entity maintaining the securities account, and in the case of Shareholders who are legal persons and partnerships, also confirm the authority to act on behalf of the entity by attaching a current excerpt from the National Court Register.

The Management Board shall immediately, but no later than 18 days prior to the scheduled date of the Extraordinary General Meeting, announce on its website and in the form of a current report any changes to the agenda made at the request of Shareholders.

**point 2b)** - the Shareholder's right to submit draft resolutions concerning the items placed on the agenda of the general meeting or the items to be placed on the agenda before the date of the general meeting

A Shareholder or Shareholders of the Company representing at least 1/20 of the share capital may, before the date of the Extraordinary General Meeting of the Shareholders, propose in writing to the registered office of the Company at ul. Unii Europejskiej 18, 96-100 Skierniewice or using electronic means of communication (to the e-mail address of the Company [walnezgromadzenie@mirbud.pl](mailto:walnezgromadzenie@mirbud.pl)) draft resolutions concerning matters introduced into the agenda of the Extraordinary General Meeting or matters which are to be introduced into the agenda. The Company shall immediately announce draft resolutions on the Company's website.

The Shareholder should prove possession of an appropriate number of shares as at the date of submitting the request by attaching to the request a registered deposit certificate or a certificate issued by the entity maintaining the securities account, and in the case of Shareholders who are legal persons and partnerships, also confirm the authority to act on behalf of the entity by attaching a current excerpt from the National Court Register.

**point 2c)** - Shareholder's right to submit draft resolutions regarding matters placed on the agenda during the General Meeting

Each of the Shareholders may, during the Extraordinary General Meeting, submit draft resolutions on matters included in the agenda.

**point 2d)** - the method of exercising the voting right by a proxy, including in particular the forms used during voting by a proxy and the method of notifying the Company about the appointment of a proxy by means of electronic communication



A Shareholder may participate in the Extraordinary General Meeting and exercise their voting right in person or by a proxy. The Company will make available a specimen form allowing the exercise of voting rights by proxy containing the data specified in Article 402<sup>3</sup> of the Commercial Companies Code on the website [www.mirbud.pl](http://www.mirbud.pl)

The proxy shall exercise all rights of the Shareholder at the Extraordinary General Meeting unless the proxy document provides otherwise.

The proxy may represent more than one Shareholder and cast different votes from the shares held by each Shareholder.

The power of attorney to vote by proxy should be given 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.

The Shareholder is obliged to send to the Company information (a scan of the document in PDF or similar format) on granting the power of attorney in electronic form to the following e-mail address of the Company: [walnezgromadzenie@mirbud.pl](mailto:walnezgromadzenie@mirbud.pl) - one day before the day of the Extraordinary General Meeting at the latest.

Granting the power of attorney in electronic form does not require a qualified electronic signature.

Shareholders will be admitted to the Extraordinary General Meeting upon presentation of proof of identity and proxies upon presentation of proof of identity and a valid power of attorney granted in writing or in electronic form (in the latter case the proxy should present a printout of the power of attorney). Representatives of legal persons or partnerships should additionally present current copies from relevant registers, listing the persons authorised to represent those entities.

Pursuant to Art. 412<sup>1</sup> § 5 of the Commercial Companies Code the Company shall undertake appropriate steps aimed at authenticating the Shareholder and the proxy in order to verify the validity of the power of attorney granted in an electronic form.

Sending the above-mentioned documents to the above-mentioned e-mail address does not release the proxy from the obligation to present documents for his/her identification at the drawing up of the attendance list of Shareholders entitled to participate in the Extraordinary General Meeting.

MIRBUD S.A. stipulates that in case of any doubts, it may request before the commencement of the Extraordinary General Meeting to produce originals of the said documents or their copies certified by a notary public or another entity authorised to certify their conformity with the originals. If they are not presented, the proxy may not be allowed to participate in the Extraordinary General Meeting.

**point 2e)** - the means and manner of participating in the general meeting by electronic communication

Pursuant to 402<sup>2</sup> point 2 (e) - (g) of the Commercial Companies Code, in connection with Art. 406<sup>5</sup> § 1 of the Commercial Companies Code and Art. 411<sup>1</sup> § 1 of the Commercial Companies Code, the Management Board of MIRBUD S.A. informs that it will not be possible: (i) participation in the Extraordinary General Meeting using electronic means of communication, in particular it will not be possible to have two-way real-time communication where one could speak during the General Meeting while being in a different location than the venue of the Extraordinary General Meeting, and it will not be possible to exercise the voting right in person or by proxy before or during the General Meeting using electronic means of communication, (ii) exercising the voting right by correspondence (the Rules of the General Meeting of Shareholders of MIRBUD S.A. does not provide for the possibility to cast votes at the General Meeting by mail). The Company's Articles of Association do not provide for the possibility of attending the Extraordinary General Meeting by means of electronic communication.



**point 2f)** - the right of a Shareholder to ask questions related to items on the agenda of the general meeting:

The Shareholder has the right to ask questions concerning the matters on the agenda of the Extraordinary General Meeting.

A Shareholder's question including a request for information concerning the Company may be presented during the Extraordinary General Meeting if such a request is justified for the assessment of a matter included in the agenda. The Company's Management Board may provide information in writing outside the Extraordinary General Meeting if there are compelling reasons for doing so, but the information shall be provided no later than two weeks after the date of the request at the Extraordinary General Meeting.

The answer shall be considered as given if relevant information is available on the Company's website in the section intended for asking questions by Shareholders and providing them with answers.

The Management Board shall refuse to provide such information if it is to the detriment of the Company or its related company or its subsidiary company, in particular as a result of disclosure of technical, commercial or organisational secrets of an enterprise.

A Management Board member may refuse to provide the information if providing such information would expose such a Management Board member to criminal, civil or administrative liability.

### **III. The day of registering participation in the general meeting referred to in Art. 406<sup>1</sup> of the Commercial Companies Code**

The day of registering participation in the Extraordinary General Meeting of Shareholders of MIRBUD S.A. is 14 January 2023.

### **IV. Information on the right to participate in the General Meeting.**

A Shareholder of the Company will be entitled to attend the Extraordinary General Meeting of the Company if:

- a) sixteen days prior to the date of the Extraordinary General Meeting (the record date), i.e. 14 January 2023, they will be a Shareholder of the Company, i.e. their securities account will hold shares in the Company;
- b) no earlier than after the announcement of the general meeting (after 22 December 2022) and no later than the first weekday after the day of the registration (by 16 January 2023), shall request a personal certificate of the right to participate in the Extraordinary General Meeting from the entity that maintains the securities account in which the shares of the Company are recorded.

The Company determines the list of Shareholders entitled to participate in the Extraordinary General Meeting on the basis of the list forwarded to it by the National Depository for Securities (NDS) and drawn up on the basis of personal certificates of entitlement to participate in the General Meeting issued by entities maintaining securities accounts. Three weekdays before the date of the Extraordinary General Meeting, a list of Shareholders entitled to participate in the Extraordinary General Meeting will be made available for inspection at the Company's registered office. The Shareholder may also request that a free copy be sent to them by an e-mail by giving an e-mail address to which the list should be sent.

**V. Information on the place and manner in which a person entitled to participate in the general meeting may obtain the full text of the documentation to be presented to the general meeting and the draft resolutions or, if no resolutions are to be adopted, comments of the Management Board or the Supervisory Board of the company on the items placed on the agenda of the general meeting or the items to be placed on the agenda prior to the general meeting date.**



Persons entitled to attend the Extraordinary General Meeting may obtain the full text of the documentation to be presented at the Extraordinary General Meeting and draft resolutions at the Company's registered office at ul. Unii Europejskiej 18, 96-100 Skierniewice or on the Company's website [www.mirbud.pl](http://www.mirbud.pl)

**VI. Address of the website at which the information relative to the general meeting is to be made available:**

The Company will make all information regarding the Extraordinary General Meeting available on the Company's website at [www.mirbud.pl](http://www.mirbud.pl)

*Signatures of representatives:*

Jerzy Mirgos – President of the Management Board

Paweł Korzeniowski – Member of the Management Board