



(TRANSLATION ONLY)

Current report No: 15/2024

Prepared on: 2024-05-16

Issuer's abbreviated name: TORPOL S.A.

Subject: Submission of candidacy by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A. to the Supervisory Board of TORPOL S.A.

Legal Grounds:

Article 52(1)(2) of Act on Offering – Current and Period Information

Contents of the Report:

With reference to current reports No. 9/2024 and 10/2024 of 23 April 2024 concerning respectively the convening of the Extraordinary General Meeting [EGM] of TORPOL S.A. for 20 May 2024. [Company] and draft resolutions for this meeting, the Company's Management Board informs that on 16 May 2024 in the afternoon hours the Company received a candidacy for an independent member of the Company's Supervisory Board submitted by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A. holding at least 5% of the total number of votes in the Company.

Acting on the basis of Article 402(3)(1)(3) of the CCC, the Company encloses information on the proposed candidate.

The Issuer recalls that changes in the composition of the Issuer's Supervisory Board are foreseen under item 5 of the planned agenda of the EGM.

In accordance with the submitted declarations, Mr Konrad Mitterski [Candidate]:

- is not engaged in any activity competitive to TORPOL S.A.;
- is not a partner in a civil or private partnership competitive with respect to TORPOL S.A.; is not a member of a governing body of a capital company competitive with respect to TORPOL S.A.;
- is not a member of a body of a capital company competitive to TORPOL S.A.; is not a member of a body of a legal person competitive to TORPOL S.A.;
- is not a member of a body of a legal person competitive to TORPOL S.A.; is not a member of a body of a legal person competitive to TORPOL S.A.;
- is not listed in the Register of Insolvent Debtors kept in accordance with the Act on the National Court Register;
- meets the criteria for independence of a member of the Supervisory Board under the provisions of the Act on Statutory Auditors, Audit Firms and Public Supervision of 11 May 2017;
- has knowledge and skills in accounting and auditing;
- has knowledge and skills in the industry in which TORPOL S.A. operates;
- has no actual and significant relations with a shareholder holding at least 5% of the total number of votes in TORPOL S.A.

In relation to Mr Konrad Mitterski, there are no statutory prerequisites preventing him from being appointed and performing the function of a member of the Supervisory Board in the Company, in particular the prerequisites set forth in Articles 18 and 387 of the Commercial Companies Code (Journal of Laws No. 94, item 1037, as amended).

Resume of the Candidate:**EDUCATION:**

2007 – 2008 Advanced Management Program, IESE Business School, University of Navarra;
1991 – 1996 Academy of Economics in Katowice, Faculty of Economics, Department of Banking and Finance;
1987 – 1991 Stanisław Staszic High School in Sosnowiec;

In addition, the candidate has completed a number of domestic and foreign courses in finance, accounting, risk management, marketing and sales management organised for ING Bank employees. He is qualified, confirmed by a state exam, to sit on the Supervisory Boards of entities controlled by the State Treasury.

PROFESSIONAL WORK:

Experienced manager and financier. Specialised in equity investments, complex transactions for restructuring of business entities, linked to the increase of their value and new technologies.

Professional experience based upon:

- 17 years in international financial institutions, including 12 years as a director;
- 6 years as CEO and CFO of public companies;
- 23 years of work in supervision of capital companies, including entities listed on the Warsaw Stock Exchange and Börse Frankfurt;



- 7 years as a member of Audit Committees of Supervisory Boards of public companies.

Professional experience - details:

II 2020 - V 2022	Hercules SA, Vice President of the Management Board for Finance (during the period from XI 2021 to V 2022 Acting President of the Management Board)
XI 2013 - VII 2017	Ferrum SA, Managing Director
XI 2013 - III 2017	Ferrum SA, President of the Management Board, Managing Director
III 1996 - XI 2013	ING Bank Śląski S.A. i) Member of the Management Development programme, ii) Member of the Corporate Banking Centres programme implementation team, iii) Deputy Director of the Increased Risk Loans Department, responsible for the Bank's loan restructuring process, iv) Director of the Strategic Customer Centre, responsible for servicing the Bank's strategic customers.

ADDITIONAL PROFESSIONAL EXPERIENCE

XII 2021 - currently	Vita 34 AG, a company listed on the Frankfurt am Main stock exchange, Independent Member of the Supervisory Board, Member of the Audit Committee of the Supervisory Board;
IV 2020 - currently	Larq SA, company listed on the Warsaw Stock Exchange, Deputy Chairman of the Supervisory Board, Chairman of the Audit Committee of the Supervisory Board; IV 2020 - currently Larq SA, company listed on the Warsaw Stock Exchange, Independent Member of the Supervisory Board, Chairman of the Audit Committee of the Supervisory Board;
IV 2018 - currently	Nadwozia Partner SA, Chairman of the Supervisory Board;
XII 2017 - currently	Synthaverse SA, a company listed on the Warsaw Stock Exchange, Member of the Supervisory Board, Chairman of the Audit Committee of the Supervisory Board (XII 2017 - I 2023), Member of the Audit Committee (I 2023 - present);
VI 2013 - II 2024	Zagłębie SA, Deputy Chairman of the Supervisory Board;
VII 2017 - VI 2022	Polski Bank Komórek Macierzystych SA, Deputy Chairman of the Supervisory Board, Supervisory Board, Member of the Audit Committee of the Supervisory Board;
IV 2021 - V 2022	Gastel Prefabrykacje SA, Chairman of the Supervisory Board;
V 2020 - VI 2021	Nextbike SA, Independent Member of the Supervisory Board;
I 2019 - II 2020	Herkules SA, Independent Member of the Supervisory Board, Chairman of the Audit Committee of the Supervisory Board. Audit Committee of the Supervisory Board. As of March 13, 2019, Member of the Supervisory Board Delegated for a period of 3 months to act as Member of the Management Board of Herkules SA;
IX 2017 - VII 2019	Sygnity SA, Independent Member of the Supervisory Board, member of the Audit Committee of the Supervisory Board Supervisory Board;
XI 2013 - III 2017	ZKS Ferrum SA, Chairman of the Supervisory Board;
VI 2003 - III 2009	Ferrum SA, Chairman of the Supervisory Board;
V 2006 - I 2008	Katowicki Holding Węglowy SA, Chairman of the Supervisory Board;
III 2001 - IV 2003	Zakłady Koksownicze w Zdziechowicach Sp. z o.o., Member of the Supervisory Board;
VI 2001 – VI 2003	Spółka Finansowa SA, Chairman of the Supervisory Board.

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Kapitał zakładowy: 4 594 000 zł opłacony w całości



PROFESSIONAL ACHIEVEMENTS

1. development and implementation, together with the consulting company McKinsey, of the corporate structure of Bank Śląski SA, based on the idea of Corporate Banking Centers and teams of account managers;
2. managing a team serving the most important corporate clients of the Bank on behalf of ING Bank Śląski SA, actively participating in the financing of strategic projects investment, as well as current activities of corporate entities;
3. development and implementation of the financial and organizational restructuring program of the Ferrum SA Capital Group, with a simultaneous increase in the market value of ZKS Ferrum SA and the initiation of an investment program increasing the Company's production capacity in the area of spirally welded pipes;
4. preparation of the Śląskie Huty Stali project, which assumes consolidation of steelmaking assets;
5. development and implementation of the operational and financial restructuring project of Sygnity SA (IT industry);
6. development and implementation of a long-term development strategy for Synthaverse SA (formerly Biomed Lublin SA), a domestic manufacturer of medicines produced on the basis of bacterial strains (vaccine BCG, oncoBCG, Distreptase, Lakcid);
7. supervision over the preparation of the financing program and the implementation of the investment called onkoBCG, worth PLN 180 million, which will triple the production capacity of Synthaverse;
8. preparation of assumptions and supervision of the implementation of the transaction of capital involvement of Bank BNP Paribas SA in Nadwozia Partner SA;
9. supervision of the merger transaction of Polski Bank Komórek Macierzystych SA with Vita 34 AG. Capitalization of the merged companies EUR 250 million;
10. supervision over the preparation of a strategic options program for Brand 24, a leading domestic SaaS company dealing in internet marketing.

ADDITIONAL SKILLS

- experience in the implementation of mergers and acquisitions on the domestic and European markets, including entities listed on the public market;
- experience and practical knowledge of legal procedures in conducting financial and operational restructuring processes of business entities, including negotiations with financial institutions;
- experience in managing crisis situations in business entities;
- financial structuring of investment projects based on the company's balance sheet, as well as excluding the sponsor's risk, through the structures of special purpose vehicles;
- management of long-term contracts implemented under the Public Procurement Act;
- ability to build and manage large teams of people;
- practical knowledge of the mechanisms of operation of strategic sectors of the economy;
- knowledge of procedures and formal and legal requirements related to the functioning of business entities on the Warsaw Stock Exchange and Frankfurt am Main;
- many years of practical experience in cooperation with financial institutions in the field of financing;
- many years of practical experience in cooperation with audit companies in the field of reviews and audits of financial statements.