



(TRANSLATION ONLY)

**Current report No:** 15/2025

**Prepared on:** 2025-04-30

**Issuer's abbreviated name:** TORPOL S.A.

**Subject:** Convocation of the Ordinary General Meeting of TORPOL S.A. to be held on 29 May 2025

**Legal Grounds:**

Article 56(1)(2) of the Public Offering Act - current and periodic information

**Contents of the Report:**

The Management Board of TORPOL S.A., seated in Poznań [the Company], acting pursuant to Article 395, Article 399 § 1 in connection with Article 402[1] of the Code of Commercial Companies, and § 13 (I) and (II) of the Company's Articles of Association, hereby convenes the Ordinary General Meeting to be held on 29 May 2025, at 11:00 am, in Poznań, at the Mercure Poznań Hotel, Stare Miasto Room A [first floor], 20 Roosevelta Street, 60-829 Poznań.

The contents of the notice convening the Ordinary General Meeting are attached to this report.

Poznań, 30 April 2025

**The notification on convening**  
**the Ordinary General Meeting of TORPOL S.A. for 29 May 2025**

**"The Management Board of TORPOL S.A.** (the Company), with its registered office in Poznań at ul. Św. Michała 43, registered in Poznań – Nowe Miasto and Wilda District Court in Poznań, VIII Commercial Division of the National Court Register, acting pursuant to Articles 399 (1) and 395, in conjunction with the Articles 402<sup>1</sup> (1)(2) of the Kodeks Spółek Handlowych (KSH) [Commercial Companies Code – CCC], and § 13 (I) and (II) of the Articles of Association of the Company, **hereby convenes the Ordinary General Meeting to be held on 29 May 2025, at 11:00 am, in Poznań, at the Mercure Poznań Hotel, Stare Miasto Room A [first floor], 20 Roosevelta Street, 60-829 Poznań.**

**A detailed agenda:**

1. Opening of the Meeting.
2. Election of the Chairman.
3. Validation of the convening of the General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Resolution on the consideration and approval of the Company's financial annual report for the year 2024.
6. Resolution on the consideration and approval of TORPOL Capital Group's consolidated financial statement for 2024.
7. Resolution on consideration and approval of the Management Board's report on the activities of the TORPOL Group and TORPOL S.A. for 2024 including its sustainability statement.
8. Resolution on the consideration and approval of the Management Board's report on the expenses regarding representation, legal advisory, marketing, public relations and social communication services, together with management consulting services for 2024.
9. Consideration and approval of the report of TORPOL S.A. Supervisory Board on its activity for the year 2024 and the period from 01 January to 23 April 2025.
10. Resolution regarding the determination of the distribution of profit generated by TORPOL S.A. in the financial year 2024.
11. Resolution on granting discharge to the members of the governing bodies at TORPOL S.A. for the performance of their duties in the year 2024.
12. Resolution on the evaluation of the "Report of the Supervisory Board of TORPOL S.A. on remuneration for 2024."
13. Resolution on approval of new Rules of Procedure for the General Meeting of TORPOL S.A.
14. Closing of the meeting.



Pursuant to Article 402<sup>2</sup> of the Companies Act, the Company provides below information on the principles of participation in the Ordinary General Meeting of the Company.

### **Right to participate in the Ordinary General Meeting**

Under Article 406<sup>1</sup> § 1 of the CCC, the right to participate in the Ordinary General Meeting of the Company Only persons who are shareholders of the Company as at the date of registration of participation in the Ordinary General Meeting, i.e. on **13 May 2025** (date of registration).

In order to participate in the Ordinary General Meeting, a shareholder entitled to the registered bearer shares should require the issuing of an entitlement certificate to participate in the Ordinary General Meeting TORPOL S.A. from the entity maintaining the securities account, but **not earlier than the notice convening the Ordinary General Meeting**, and not later than the first business day after the registration date of the participation in the Ordinary General Meeting, i.e., **not later than 14 May 2025**. Certificates of the right to participate in the Ordinary General Meeting will be the basis for drawing up lists submitted to the entity maintaining the securities deposit in accordance with the regulations of financial instruments trading.

Shareholders are recommended to collect the issued certificate of attendance entitlement mentioned hereinabove, and bring this certificate to the session of the Ordinary General Meeting with themselves.

### **Day of registration for participation in the Ordinary General Meeting of Shareholders**

The date of registration of participation in the Ordinary General Meeting is **13 May 2025**.

### **Participation in the Ordinary General Meeting through a proxy**

A shareholder may participate in the Ordinary General Meeting and exercise their voting rights in person or by proxy. Proxy may exercise all rights of the shareholder at the General Meeting, unless otherwise stated in the power of attorney. A proxy may grant further proxies if it stated in the original power of attorney. A proxy may represent more than one shareholder and vote differently for each shareholder.

A shareholder who is not a natural person may participate in the Ordinary General Meeting and exercise their voting rights by a person authorized to make declarations of will on their behalf or by proxy. Representatives of legal entities must present current certified copies, i.e. not older than 30 days from the date of the Ordinary General Meeting, with the relevant registers specifying the persons authorized to represent these entities, optionally provided with a power of attorney or a continuous chain of powers of attorney. These documents should be presented when preparing the attendance list or sent electronically to the day preceding the date of the Ordinary General Meeting to the address [ri@torpol.pl](mailto:ri@torpol.pl). The person granting power of attorney on behalf of the shareholder not being a natural person should appear in the current certified copy from the shareholder's register.

A Member of the Management Board and an employee of the Company may be proxies of the shareholders at the Ordinary General Meeting. If a proxy at the Ordinary General Meeting is a member of the Management Board, Supervisory Board member, employee or member of the body or an employee of a subsidiary of the Company, the power of attorney may authorize to represent at only one general meeting. The proxy must disclose the circumstances indicating



the existence or possibility of a conflict of interest. Giving further proxies in this instance is excluded. Such proxy shall vote in accordance with the instructions given by the shareholder.

A shareholder whose shares are registered on the collective account may appoint separate proxies to exercise the rights attached to shares held in these accounts. Shareholders whose shares are registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares on each of the accounts.

The proxy shall be null and void unless made in writing and attached to the minutes of the Ordinary General Meeting or granted in electronic form.

Forms for exercising voting rights by proxy are available on the Company's website at [www.torpol.pl](http://www.torpol.pl) in the *Investor Relations / Corporate Governance / Annual General Meeting of Shareholders*. The Company informs that the use of the above mentioned form shall not be mandatory.

A shareholder is required to send information to the Company on granting a power of attorney in an electronic form to the e-mail address [ri@torpol.pl](mailto:ri@torpol.pl) no later than **28 May 2025, until 12:00** making every effort to ensure effective verification of the power of attorney. Electronic power of attorney should be formulated in a separate document signed by a duly shareholder or person/persons authorized to represent the shareholder, sent in the form of a scanned document and attached in PDF format to the aforementioned e-mail address. Information about the authorization should include details of the proxy and the principal (first name, last name, phone and e-mail addresses of those persons). Granting power of attorney in electronic form does not require a secure electronic signature verified by a valid qualified certificate. Electronic submission of the aforementioned documents does not relieve the proxy from the obligation to present the identification documents at the preparation of the list of presence of persons entitled to participate in the Ordinary General Meeting of TORPOL S.A.

The Company will take appropriate action to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted in an electronic form. Verification may include, in particular, a return questions electronically or by telephone to the shareholder or proxy to confirm the power of attorney and its scope. In case of doubt, the Company may take further steps to verify the validity of the power of attorney granted in electronic form and identification of the shareholder and the proxy. The Company reserves the failure to reply to the questions asked during the verification will be treated as a failure to verify the power of attorney and will constitute grounds for refusing to allow the proxy to participate in the Ordinary General Meeting.

In the case of emerging doubts about the legitimacy of a person to act on behalf of the shareholder, the Board reserves the right to request the presentation of original documents showing the empowerment of a person to act on the behalf of the shareholder during the preparation of the attendance list.

Documents that have not been drawn up in Polish should be translated into Polish by a sworn translator.

The rules concerning the filing of proxy and the identification of proxy and the principal shall apply to the Company until a notice of revocation of proxy.



## The list of shareholders

The list of shareholders entitled to participate in the Ordinary General Meeting will be available at the registered office of the Company at 61-119 Poznań, ul. Św. Michała 43 for three days prior to the date of the Ordinary General Meeting, i.e., between **26, 27 and 28 May 2025**, from 09:00 to 15:30.

A shareholder may request a list of shareholders free of charge, giving the address to which it should be sent. The request may be submitted in an electronic form to the e-mail address [ri@torpol.pl](mailto:ri@torpol.pl).

At the request to make available for inspection or to send the list of shareholders, the shareholder shall be obliged to prove their identity and status as a shareholder of TORPOL S.A., in particular through the presentation of a certificate of entitlement to participate in the Ordinary General Meeting or certificate of deposit.

## The rights of shareholders related to the participation in the General Meeting

### 1. The right of a shareholder to request certain issues on the agenda of the General Meeting

A shareholder/shareholders representing at least one twentieth of the share capital has/have the right to request certain matters to be introduced onto the agenda of the Ordinary General Meeting of the Company. The request should be submitted to the Management Board not later than 21 days before the date of the Ordinary General Meeting. The request should include a justification or a draft resolution on the proposed agenda. The request may be submitted in writing to the Company's registered office at ul. Św. Michała 43, 61-119 Poznań, or - in the case of electronic form - sent to the Company by e-mail: [ri@torpol.pl](mailto:ri@torpol.pl)

A due time submission of such request will be the date of its receipt by the Company and, in the case of using the electronic form, the date of placing the above demand in the Company's electronic system (receipt on the mail server of the Company).

A shareholder or shareholders demanding those specific matters on the agenda must submit, along with the request, the documents proving their identity and eligibility to request that certain matters on the agenda of the Ordinary General Meeting, in particular:

- 1) a certificate of deposit or a certificate of eligibility to participate in the Ordinary General Meeting of the Company, issued by the entity managing the securities account in accordance with the regulations on the Financial Instruments Trading, proving that the recipient is a shareholder of the Company and has the appropriate number of shares at the date of submitting the request, and
- 2) if the shareholder is a natural person - a copy of the identity card, passport or other identity document,
- 3) if the shareholder is not a natural person - a copy of the current certified copy (i.e. not older than 30 days from the date of the Ordinary General Meeting) of the relevant register or another document confirming the right to represent the shareholder.



The obligation to attach the documents above mentioned relates to shareholders who submit a request both in written and electronic forms. The documents should be attached in the form relevant for the request (a paper document or its copy, or scan and conversion to PDF). The Company may take the necessary steps to identify the shareholder or shareholders and the validity of the documents submitted.

The Management Board shall promptly, but no later than eighteen days before the scheduled date of the Ordinary General Meeting, announce changes to the agenda, introduced at the request of a shareholder or shareholders. The new agenda shall be published in a current report via the Electronic Information Transfer System and placed on the Company's website [www.torpol.pl](http://www.torpol.pl), in the *Investor Relations / Corporate Governance / Annual General Meeting of Shareholders*.

## 2. The right of shareholders to submit draft resolutions

A shareholder or shareholders of the Company representing at least one twentieth of the share capital may, prior to Ordinary General Meeting, submit draft resolutions on issues included in the agenda of the Ordinary General Meeting or to be placed on the agenda. The drafts may be submitted in writing to the Company's registered office at ul. Św. Michała 43, 61-119 Poznań, or - in the case of electronic form - sent to the Company by e-mail: [ri@torpol.pl](mailto:ri@torpol.pl)

A shareholder or shareholders submitting draft resolutions must provide, along with the request, documents proving their identity and eligibility to request those certain matters on the agenda of the Ordinary General Meeting, in particular:

- 1) a certificate of deposit or a certificate of eligibility to participate in the Ordinary General Meeting of the Company, issued by the entity managing the securities account in accordance with the regulations on the Financial Instruments Trading, proving that the recipient is a shareholder of the Company and has the appropriate number of shares at the date of submitting the request, and
- 2) if the shareholder is a natural person - a copy of the identity card, passport or other identity document,
- 3) if the shareholder is not a natural person - a copy of the current certified copy of the relevant register or another document confirming the right to represent the shareholder.

The obligation to attach the documents mentioned hereinabove relates to shareholders who submit a request both in written and electronic forms. The documents should be attached in the form relevant for the request (a paper document or its copy, or scan and conversion to PDF). The Company may take the necessary steps to identify the shareholder or shareholders and the validity of the documents submitted.

The Management Board shall promptly announce the draft resolutions submitted at the request of a shareholder or shareholders. The announcement of proposals shall be published in a current report via the Electronic Information Transfer System and placed on the Company's website [www.torpol.pl](http://www.torpol.pl).

In addition, each shareholder entitled to attend the Ordinary General Meeting of Shareholders may, during the General Meeting, submit draft resolutions on matters included in the agenda.



### **3. Shareholder's right to ask questions about issues included in the agenda of the general meeting of the shareholders**

Shareholders have the right to ask questions concerning the issues placed on the agenda of the General Meeting. Pursuant to Article 428 of the Commercial Companies Code, the Management Board is obliged to provide a shareholder upon request with information concerning the company if this is justified for the assessment of the matter included in the agenda, whereas the Management Board refuses to provide information if this could harm the company, its related company or subsidiary, in particular by revealing technical, trade or organizational secrets of the company, and a Member of the Management Board may refuse to provide information if the provision of such information could constitute grounds for penal, civil or administrative liability. At the same time, an answer shall be deemed given if the relevant information is available on the company's website in the space reserved for questions asked by shareholders and answers given to them. Furthermore, if a shareholder requests information concerning the company during the general meeting, the Management Board may provide information in writing outside the general meeting if there are important reasons for doing so. The Management Board is obliged to provide information no later than within two weeks from the date of making the request during the general meeting, whereas if a shareholder makes a request for information concerning the company outside the general meeting, the Management Board may provide the shareholder with information in writing, taking into account the above-mentioned limitations (i.e. the Management Board refuses to provide information if it could be detrimental to the company, a company associated with it or a dependent company or cooperative, in particular by disclosing technical, trade or organizational secrets of the companies).

### **4. The use of electronic means of communication**

The Articles of Association of TORPOL S.A. and the Rules of Procedure of the General Meeting of the Company do not provide for:

- the opportunity to participate in the General Meeting by means of electronic communication,
- the possibility of speaking at the General Meeting by means of electronic communication,
- possibility of voting by correspondence or by electronic means of communication.

The Management Board of the Company has not decided to make it possible to participate in the Ordinary General Meeting of Shareholders in the abovementioned manner, therefore the forms of participation mentioned above will not be possible at the Ordinary General Meeting of the Company.

### **5. Access to documentation**

The complete text of the documentation to be presented to the Ordinary General Meeting together with draft resolutions shall be made available in the Company's registered office at ul. Św. Michała 43, 61-119 Poznań, and placed on the Company's website [www.torpol.pl](http://www.torpol.pl), in the



*Investor Relations/Corporate Governance/Annual General Meeting of Shareholders from the date of convening the Ordinary General Meeting of the Company.*

Comments of the Management Board, or the Supervisory Board of TORPOL S.A. concerning the matters included in the agenda of the Ordinary General Meeting, or the matters to be placed on the agenda, prior to the date of their holding, will be available on the Company's website immediately after their preparation.

Information and documents relating to the Ordinary General Meeting shall be available on the website of [www.torpol.pl](http://www.torpol.pl) in *the Investor Relations/Corporate Governance/Annual General Meeting of Shareholders*.

**the Management Board of TORPOL S.A.”**