

## **REGULATIONS OF THE GENERAL MEETING OF WIELTON S.A.**

23 June 2010, as amended by the OGM on 23 June 2022

### **Article 1 (General provisions)**

1. The regulations set out the rules for the operation of the General Meeting, the conduct of the meeting, the adoption of resolutions.
2. The regulations are adopted by the General Meeting.
3. The regulations of the General Meeting are made available at the Company's headquarters.

### **Article 2 (Glossary)**

1. Act on Offering - Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text, Journal of Laws No. 185, item 1439).
2. Act on Trading - the Act on Trading in Financial Instruments of 29 July 2005 (Journal of Laws No. 183, item 1538, as amended).
3. Commercial Companies Code, CCC - Commercial Companies Code of 15 September 2000 (Journal of Laws No. 94, item 1037 as amended).
4. Company - Wielton S.A.
5. Stockholder - Stockholder of Wielton S.A..
6. Independent Member of the Supervisory Board - Member of the Supervisory Board of Wielton S.A. who meets the criteria set forth in Article 12 par. 1 of the Statute of Wielton S.A.

### **Article 3 (Convening and cancelling the General Meeting)**

1. The Company's General Meeting is held as an ordinary or extraordinary meeting.
2. The General Meetings take place at the Company's registered office or in Warsaw.
3. The General Meeting is convened by an announcement made on the Company's website and in the manner prescribed for the transmission of current information in accordance with the regulations on public offering and the conditions for introducing financial instruments into the organised trading system and on public companies.
4. The announcement should be made at least twenty-six days before the date of the General Meeting.
  - 1) Date, time and place of the General Meeting and a detailed agenda,
  - 2) A precise description of the procedures for attending the General Meeting and exercising voting rights, in particular information about:
    - a. the right of a Stockholder to request the inclusion of certain matters on the agenda of the General Meeting,
    - b. the Stockholder's right to submit draft resolutions on matters placed on the agenda of the General Meeting or matters to be placed on the agenda prior to the date of the General Meeting,
    - c. the Stockholder's right to submit draft resolutions on matters placed on the agenda at the General Meeting,
    - d. the manner of exercising the voting right by proxy, including in particular the forms to be used when voting by proxy, and the manner of notifying the Company by means of electronic communication of the appointment of a proxy,
    - e. participation in the General Meeting using the electronic communication means,
    - f. the manner of speaking at the General Meeting using electronic communication means,
    - g. the method of exercising voting rights by correspondence or by means of electronic communication,
    - h. the Stockholder's right to ask questions about the issues on the agenda of the General Meeting;
  - 3) the date of registration of participation in the General Meeting referred to in Article 4061,

- 4) information that only persons who are Stockholders of the Company on the date of registration for the General Meeting have the right to participate in the General Meeting,
- 5) indication of where and how 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 draft resolutions or, if no resolutions are to be adopted, the comments of the Company's Management Board or Supervisory Board on matters placed on the agenda of the General Meeting or matters to be placed on the agenda prior to the date of the General Meeting,
- 6) indicating the address of the website where information on the General Meeting will be made available.

#### **Article 4 (Entities authorised to convene the General Meeting)**

1. The General Meeting is convened by the Management Board. The Supervisory Board may convene an ordinary General Meeting if the Management Board fails to convene it within the period specified in the code of commercial companies or the Statute, and an extraordinary General Meeting, if necessary. The Stockholders representing at least a half of the share capital or at least a half of the total votes in the Company may convene an extraordinary General Meeting. The Stockholders appoint the president of such General Meeting.
2. The Supervisory Board may convene the Ordinary General Meeting if it was not convened by the Management Board within the period specified in Article 395 par. 1 of the CCC.
3. The right to convene the extraordinary General Meeting is held by the Stockholders representing 1/20 (one twentieth) of the share capital who ineffectively asked for its convention by the Management Board and were authorised to convene the extraordinary General Meeting by the registration court.

#### **Article 5 (Agenda)**

1. The General Meeting may adopt resolutions only in the cases included in the agenda, unless the entire share capital is represented at the Meeting and none of the participants objected against holding the General Meeting and including specific items in the agenda.
2. Stockholder(s) representing at least 1/20 of the share capital may ask for adding specific items to the agenda of the nearest General Meeting. The request should be submitted to the Management Board not later than 21 (twenty one) days before the date of the General Meeting. The request should contain a justification or a draft version of the resolution concerning the suggested item of the agenda. The request may be submitted in electronic form.
3. The Management Board is obliged to announce changes to the agenda introduced upon request of the Stockholders immediately, but not later than 18 days before the date of the General Meeting. The announcement should be made in the manner reserved for convening the General Meeting.
4. The Company's Stockholder(s) representing at least 1/20 of the share capital may submit draft resolutions to the Company before the date of the General Meeting, in writing or using electronic communication measures, with respect to the issues added to the agenda of the General Meeting or issues which should be added to the agenda. The Company should immediately publish draft resolutions at its website.
5. Each of the Stockholders may, during the General Meeting, submit draft resolutions concerning the issues added to the agenda.

#### **Article 6 (Information rights of Stockholders)**

The Company maintains its own website and posts on it from the date of the General Meeting:

1. Announcement of the convening of the General Meeting,

2. Information about the total number of shares in the company and the number of votes from these shares on the date of the announcement, and if the shares are of different types - also about the division of shares into different types and the number of votes from shares of each type,
3. Documentation to be presented to the General Meeting,
4. Draft resolutions or, if no resolutions are to be adopted, the comments of the Company's Management Board or Supervisory Board on matters placed on the agenda of the General Meeting or matters to be placed on the agenda prior to the date of the General Meeting.

#### **Article 7 (Participation in the General Meeting)**

1. A Stockholder may attend the General Meeting and exercise the right to vote in person or through a proxy.
2. A Stockholder may vote differently on each share held.
3. The proxy exercises all the rights of the Stockholder at the General Meeting, unless otherwise stated in the power of attorney. The proxy may grant a further power of attorney, if it follows from the content of the power of attorney. A proxy may represent more than one Stockholder and vote differently on each Stockholder's shares. A Stockholder of the Company holding shares recorded in more than one securities account may appoint separate proxies to exercise the rights of the shares recorded in each account. The provisions on the exercise of voting rights by proxy apply to the exercise of voting rights by another representative.
4. Only persons who are Stockholders of the Company sixteen days prior to the date of the General Meeting (the date of registration for the General Meeting) have the right to participate in the General Meeting of the Company.
5. The day of registration for the General Meeting is uniform for those entitled to bearer shares and registered shares.
6. The list of those entitled to participate in the Company's General Meeting, as well as pledgees and users with voting rights, is determined by the Company on the basis of the list prepared by the entity maintaining the securities depository.
7. The securities depository operator prepares the list, on the basis of lists submitted no later than twelve days before the date of the General Meeting by entities authorised in accordance with the regulations on trading in financial instruments. The basis for the preparation of the lists submitted to the entity maintaining the securities depository is the issued certificates of the right to participate in the General Meeting.
8. The securities depository operator makes the list available to the public Company, using electronic communication means no later than one week before the date of the General Meeting. If, for technical reasons, the list cannot be made available in this manner, the securities depository operator issues it in the form of a written document no later than six days before the date of the General Meeting; the issuance takes place at the seat of the entity's governing body.
9. The list of stockholders entitled to participate in the General Meeting, signed by the Management Board, containing the surnames and names or companies (names) of those entitled, their place of residence (registered office), the number, type and numbers of shares and the number of votes to which they are entitled, is displayed at the premises of the Management Board for three business days prior to the holding of the General Meeting. An individual may provide a delivery address instead of a place of residence. A Stockholder may inspect the list of stockholders at the premises of the Management Board and request a copy of the list against reimbursement of the cost of its preparation.
10. A Stockholder of the Company may request that the list of stockholders be sent to them free of charge by e-mail, specifying the address to which the list should be sent.

11. A Stockholder has the right to request a copy of motions on matters on the agenda within one week before the General Meeting.
12. If a pledgee or user is entitled to the right to vote on a share, this circumstance is noted on the list of stockholders at the request of the entitled party.
13. A power of attorney to attend the General Meeting and exercise voting rights must be in writing under pain of invalidity. A power of attorney to attend the Company's General Meeting and exercise voting rights must be granted in writing or in electronic form. The granting of a power of attorney in electronic form does not require a qualified electronic signature. The power of attorney should be submitted by e-mail to [cig@wielton.com.pl](mailto:cig@wielton.com.pl) . Members of the Management Board and employees of the Company can perform the function of a proxy at the General Meeting. If a proxy at a General Meeting of a public company is a Member of the Management Board, a Member of the Supervisory Board, a liquidator, an employee of the Company, or a member of the bodies or an employee of the Company or a subsidiary cooperative of the Company, the power of attorney may authorise representation at only one General Meeting. The proxy is obliged to disclose to the Stockholder circumstances indicating the existence or possibility of a conflict of interest. The granting of a further power of attorney is excluded. The proxy referred to in the preceding sentence votes in accordance with the instructions given by the Stockholder.
14. At the General Meeting, members of the Supervisory Board and the Management Board should be present in such a composition as to be able to provide substantive answers to questions asked during the General Meeting.
15. An auditor should be present at the Ordinary General Meeting and the Extraordinary General Meeting if the Company's financial affairs are to be discussed.
16. In addition, the General Meeting may be attended by:
  - a) notary who prepares the minutes of the General Meeting - during the entire session of the General Meeting;
  - b) directors, managers and other employees of the Company or of the Company's subsidiaries invited by the Company's Management Board - during the consideration of the agenda item concerning the aspects within the scope of responsibility of such persons;
  - c) experts invited by the body convening the General Meeting - during the consideration of the agenda item on the aspects subject to the experts' evaluation, or after the approval of Stockholders representing a simple majority of votes - during the consideration of other agenda items:
  - d) media representatives during the consideration of specific items on the agenda or during the entire General Meeting;
  - e) other persons - with the consent of Stockholders representing an absolute majority of votes present at the General Meeting - during the consideration of specific items on the agenda or during the entire General Meeting.

#### **Article 8 (Opening of the General Meeting)**

1. The General Meeting is opened by the President of the Supervisory Board or his deputy, and then a President is elected from among those entitled to attend the General Meeting. In the absence of these persons, the General Meeting is opened by the President of the Management Board or a person designated by the Management Board.
2. The President of the General Meeting shall not have the right, without the consent of the General Meeting, to remove or change the order of the items on the agenda.
3. In the absence of the persons referred to in par. 1 above, the General Meeting shall be opened by the Stockholder or person representing the Stockholder holding the highest percentage of shares in the Company's share capital present at the General Meeting.

4. The President of the General Meeting is elected from among the persons entitled to participate in the General Meeting.
5. The person opening the General Meeting may make all decisions of order necessary for the commencement of the General Meeting, and in particular should bring about the immediate election of the President of the General Meeting, refraining from any other substantive or formal decisions.

#### **Article 9 (President of the General Meeting)**

1. Each Stockholder has the right to be a candidate for the President of the General Meeting, as well as to submit one nomination for the position of President of the General Meeting for the record.
2. The proposed candidate is included in the list after submitting a statement for the record that they agree to run. The list of proposed candidates is drawn up by the opening speaker of the General Meeting. As soon as the list is announced, it is considered closed.
3. After voting, the opening speaker of the General Meeting announces the results of the vote.
4. The President of the General Meeting is the one among the proposed candidates who has agreed to run and received the highest number of votes in the voting. In the event that several candidates receive the same highest number of votes, the vote is repeated. Only those candidates who received the highest number of votes participate in the repeat vote.
5. The President of the General Meeting, immediately after their election, shall sign the attendance list and state whether the General Meeting has been duly convened and is capable of adopting resolutions.
6. An attendance list containing the participants of the General Meeting, listing the number of shares each of them represents and the votes they serve, signed by the President of the General Meeting, is drawn up immediately after the election of the President and laid out during the proceedings of this Meeting. At the request of Stockholders holding one-tenth of the share capital represented at the General Meeting, the attendance list shall be checked by a committee selected for this purpose, consisting of at least three persons. Applicants have the right to choose one member of the committee.
7. If necessary, the President may enlist the assistance of a person to act as Secretary of the Meeting.
8. The President should not, without good reason, resign from their position, nor should they delay the signing of the minutes of the General Meeting without good reason.
9. The President manages the General Meeting in accordance with the established agenda, guided by the provisions of law and the provisions of the Company's Statute and these Regulations. The tasks of the President include, in particular:
  - a) determination of the correctness of the convening of the General Meeting;
  - b) ensuring the proper and efficient conduct of the meeting and respecting the rights and interests of all Stockholders, including preventing abuse of power by participants in the General Meeting and ensuring that the rights of minority Stockholders are respected;
  - c) giving voice;
  - d) overseeing the substantive proceedings of the meeting;
  - e) resolution of procedural doubts;
  - f) issuance of relevant ordinances of order and management, in justified cases, of order breaks;
  - g) management of votes, ensuring their proper conduct, signing documents containing voting results and announcing voting results;
  - h) responding to the motions submitted by the participants of the General Meeting and, if necessary, managing the voting on these motions;
  - i) declaring a break at the request of stockholders passed by a 2/3 majority of votes cast in favour of the break resolution.

10. The President should give each Stockholder an opportunity to speak on the issues included on the agenda, in the order in which they are reported.
11. The President of the General Meeting has the right to draw the attention of the speaker who deviates from the topic. Speakers who do not comply with the President's remarks may be denied the floor.
12. Procedural breaks ordered by the President must not be aimed at hindering Stockholders from exercising their rights.
13. A procedural break is understood as a break lasting no longer than 30 minutes, concerning procedural or technical issues related to the agenda of the General Meeting, justified in particular by the need to: formulate a motion, make a final drafting of the content of the resolution to be adopted, formulate an amendment to the resolution, use the Company's legal services, duplicate materials for Stockholders. If it is necessary to declare a break other than the one indicated in par. 12 above, or if it is necessary to extend a short break, the General Meeting shall decide on these matters.

#### **Article 10 (Proceedings of the General Meeting)**

1. After the presentation of each issue on the agenda, the President of the General Meeting makes a list of those who sign up for discussion, and when the list is closed, the discussion is opened by giving the floor in the order in which speakers sign up.
2. Each Stockholder has the right to ask questions on any matter on the agenda.
3. Members of the Supervisory Board and the Management Board and the Company's auditor should, within the limits of their competence and to the extent necessary for the resolution of the matters discussed by the General Meeting, provide the participants of the General Meeting with explanations and information concerning the Company.
4. The provision of answers by the Management Board to the questions of the participants of the General Meeting should be made taking into account the fact that the information duties of the public company are performed in a manner resulting from the provisions of the law, and the provision of a range of information may not be performed in a manner other than that resulting from these provisions.
5. A motion to convene an Extraordinary General Meeting and motions of an orderly nature may be passed even though they were not placed on the agenda.

#### **Article 11 (Resolutions)**

1. The General Meeting may adopt resolutions regardless of the number of the present Stockholders and represented stocks, unless the provisions of law or the Statute provide for more restrictive conditions of adopting resolutions.
2. Unless the Code of Commercial Companies and the Statute do not provide for more restrictive conditions, resolutions of the General Meeting are adopted by the absolute majority of votes.
3. Resolutions of the General Meeting concerning dismissal or suspension of a member of the Management Board of the Company adopted under Article 368 par. 4 sentence 2 CCC requires 2/3 majority of votes.
4. In the case specified in Article 397 CCC, the validity of a resolution stating dissolution of the Company requires an absolute majority of votes.
5. The voting is open.
6. Secret voting is ordered during elections, with respect to motions for dismissing or suspending members of the Company's bodies or liquidators or charging them with liability, and also with respect to personal issues.
7. Besides, secret voting is ordered upon request of at least one of the Stockholders holding the right to vote.

8. Resolutions concerning a significant change of the Company's activities are always adopted in open registered voting.
9. A significant change of the Company's business activities takes place without acquisition of stocks of the Stockholders who do not agree for change of the Company's business activities. A resolution on significant change of the Company's activities requires 2/3 majority of votes with presence of the persons representing at least a half of the share capital. In such voting, each share means one vote without privileges and restrictions.
10. The Management Board or the President of the General Meeting should formulate draft resolutions in a clear and legible manner so that anyone who disagrees with the substance of the decision constituting the subject of the resolution has the opportunity to challenge it.
11. Voting on order issues may only concern issues related to the conduct of the General Meeting. Resolutions that may affect the exercise of Stockholders' rights are not put to a vote under this procedure.
12. Voting on resolutions takes place after their drafts are read by the President of the General Meeting or a person designated by them.
13. The order of voting on motions to the draft resolution is determined by the President of the General Meeting.
14. The President of the General Meeting is obliged to give the Stockholder who voted against the resolution an opportunity to raise and briefly justify their objection.
15. Stockholders may not vote, either in person or by their proxies, or as proxies for others, on resolutions concerning:
  - a) their liability to the Company on any account,
  - b) disputes between them and the Company.
16. In such a case, the Stockholders referred to in par. 15 do not participate in the vote.
17. Before voting at the election, the President verifies that the candidates have agreed to stand, which is done verbally or in writing. Consent is tantamount to accepting a mandate once elected.
18. Open and secret voting may be conducted using electronic devices, with the approval of the General Meeting.
19. The General Meeting's resolution on the issuance of shares with subscription rights should specify the issue price and the mechanism for determining it, or oblige the body authorised to do so to determine it before the date of subscription rights, in time for the investment decision.
20. Resolutions of the General Meeting should ensure that the necessary time interval is maintained between the decisions causing certain corporate events and the dates on which the rights of Stockholders arising from those corporate events are determined.

#### **Article 12 (Election of the Supervisory Board)**

1. Members of the Supervisory Board are appointed and dismissed by the General Meeting and the entities indicated in Article 10 of the Statute.
2. A member of the Supervisory Board should have adequate knowledge and experience and be able to devote the necessary amount of time to perform their duties on the Supervisory Board. Candidacies for Supervisory Board members should be proposed and justified in detail in a way that allows an informed choice.
3. Each Stockholder has the right to nominate a candidate for Independent Member of the Supervisory Board. The nomination of a candidate for Independent Member of the Supervisory Board shall be made by a written submission of the candidate by an eligible Stockholder submitted to the President of the General Meeting. The submission should be accompanied by a written statement from the candidate absent from the General Meeting that the candidate meets the independence criteria

indicated in the Statute. The candidate present at the General Meeting should submit such a statement to the minutes of the meeting.

4. Each candidate for a member of the Supervisory Board shall submit a statement in which they agree to be a candidate and assure that they are not aware of any circumstances that would cause their election as a member of the Supervisory Board to violate the law. Such statements may be made in writing and orally for the record. The written statement of a candidate who is not present at the General Meeting should be submitted through the Stockholder proposing their candidacy.
5. At the request of Stockholders representing at least one-fifth of the Company's share capital, the election of the Supervisory Board should be carried out by the next General Meeting by voting in separate groups.
6. If the Supervisory Board is elected by group voting:
  - a) initiative in the formation of individual groups belongs exclusively to Stockholders. One Stockholder may belong to only one group,
  - b) the minimum number of shares needed to form a separate group is the quotient of the number of shares represented at the General Meeting and the number of seats on the Supervisory Board to be filled,
  - c) creation of a separate group should be reported by the Stockholders to the President of the General Meeting, who determines the number of Supervisory Board Members elected by the group,
  - (d) in each group, the President of the respective group is elected, as well as the Vote Counting Committee, which ensures the correctness of the elections held,
  - e) The President of a given group prepares and signs the attendance list for the group, and then accepts applications for Supervisory Board Members and presents the result of the group election to the President of the General Meeting,
  - f) The President of the General Meeting announces the results of the elections taken in each group and determines the number of seats on the Supervisory Board remaining to be filled,
  - g) Stockholders who were not part of any of the separate groups elect the remaining members of the Supervisory Board.

#### **Article 13 (Minutes)**

1. Resolutions of the General Meeting are recorded by a notary.
2. The minutes are prepared in accordance with the contents of the relevant provisions of the Commercial Companies Code.
3. At the request of a participant in the General Meeting, their written statement is accepted for the record.
4. A copy of the notary deed containing the minutes of the General Meeting and evidence of its convening, together with powers of attorney granted by Stockholders or documents stating that a Stockholders is acting through a representative, shall be attached by the Management Board to the minute book.
5. Stockholders may review the minute book and request copies of resolutions certified by the Management Board.

#### **§ 14(Final provisions)**

1. The regulations take effect as of the General Meeting following the General Meeting at which this text of the regulations was adopted.
2. Any amendments to the regulations of the General Meeting are effective as of the General Meeting following the General Meeting that adopted the amendments to the regulations.



3. In matters not regulated by the Regulations, the relevant provisions of the Commercial Companies Code and the Statute apply.