

## NOTICE OF CONVENING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

### RESBUD SE

Published, October 26, 2022

The Management Board of **RESBUD SE**, Estonian registration code 14617750, with its registered office at Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia (hereinafter referred to as the Company), **convenes the Annual General Meeting of Shareholders for November 17, 2022 at 11:00 a.m. CET** (11:00 a.m. CET Warsaw; 12:00 a.m. CET Tallinn); in Modlniczka (32-085), 20 Zielna St., Poland (office of RESBUD SE branch in Poland).

**The agenda for the Annual General Meeting of Shareholders set by the Supervisory Board is as follows:**

- I. Approval of the consolidated annual financial statements of RESBUD SE for 2021.
- II. Coverage of RESBUD SE's loss from the 2021 fiscal year.
- III. Approval of the Board of Directors' report on the activities of RESBUD SE for 2021, together with the granting of a discharge to the members of the Board of Directors and the Supervisory Board for the performance of their duties.
- IV. Selection of an audit firm to audit the Company's financial statements for 2022 and 2023.
- V. Change in the composition of the Supervisory Board.

The Company's Supervisory Board approved the agenda for the Annual General Meeting presented by the Company's Management Board and approved the draft resolutions submitted by the Management Board as follow:

#### **1. Approval of the consolidated financial statements of RESBUD SE for 2021.**

- 1.1. The audited consolidated annual financial statements of RESBUD SE for 2021 (covering the period from January 1, 2021 to December 31, 2021) is approved.
- 1.2. The resolution shall become effective on the date of adoption.

#### **2. Coverage of RESBUD SE's loss for fiscal year 2021.**

- 2.1. It is resolved that the net loss of EUR 467 thousand for the 2021 fiscal year shall be covered by profits from future periods.
- 2.2. The resolution shall become effective on the date of adoption.

**3. Approval of the Management Board's report on the activities of RESBUD SE for the financial year 2021, together with the granting of a discharge to the members of the Management Board and the Supervisory Board for the performance of their duties.**

- 3.1. The report of the Management Board on the activities of RESBUD SE for the 2021 fiscal year is approved.
- 3.2. Discharge is granted to all members of the Management Board for the performance of their duties for the 2021 fiscal year.
- 3.3. Discharge is granted to all members of the Supervisory Board for the performance of their duties for the 2021 fiscal year.
- 3.4. The resolution shall become effective on the date of adoption.

**4. Selection of the audit firm to audit the Company's financial statements for 2022 and 2023.**

- 4.1. Cancels KMPG Baltics OÜ, company code 10096082, as the audit firm selected to audit the financial statements for 2021 and 2022.
- 4.2. Selects ....., company code ....., as the audit firm to audit the Company's consolidated financial statements for 2022 and 2023.
- 4.3. Authorizes the members of the Company's Management Board Mr. Krzysztof Długosz and Ms. Joanna Dyja, to terminate the audit services agreement currently in effect and to conclude and sign the audit services agreement with ..... and to determine the other terms and conditions of the audit services agreement at their discretion, as well as to conclude other related agreements and sign related documents and perform other actions for the proper performance of the audit.
- 4.4. The resolution shall become effective on the date of adoption.

**5. Change in the composition of the Supervisory Board.**

- 5.1. In connection with the resignation of Mr. .... from the function of a member of the Supervisory Board appoints to the Supervisory Board a new member who has agreed to take up this function - Ms./Mr. ....
- 5.2. The term of office and powers of the member of the Supervisory Board shall commence upon the adoption of this resolution.

**III. ORGANISATIONAL ISSUES**

After the items on the agenda of the Annual General Meeting, including additional issues, have been discussed, the shareholders can ask for information from the Management Board about the activity of the Company.

The list of shareholders entitled to participate in the annual general meeting will be determined as at seven days before holding the annual general meeting, i.e. as at November 10, 2022 at the end of the working day of the Nasdaq CSD Estonian Settlement System.

The registration of the participants of the annual general meeting starts on the day of the meeting, i.e. on November 17, 2022 at 10:30 CET. For registration you are kindly requested to submit the following documents:

- a shareholder that is a natural person – personal identification document; a representative of a shareholder that is a natural person – personal identification document and a written letter of authorisation;
- a legal representative of a shareholder that is a legal person – an extract of the relevant (commercial) register in which the legal person is registered, and the personal identification document of the representative; a transactional representative of a shareholder that is a legal person is also required to submit a written authorisation issued by the legal representative of the legal person in addition to the above listed documents.

We kindly ask the documents of a legal person registered in a foreign country to be legalised or having an apostille attached to the documents beforehand, unless specified otherwise in an international agreement. RESBUD SE may register a shareholder that is a legal person from a foreign country to the annual general meeting also in case all required information on the legal person and its representative are included in a notarised letter of authorisation issued in the foreign country and the respective letter of authorisation is accepted in Estonia.

We ask you to present a passport or an ID-card as a personal identification document.

A shareholder may inform of the appointment of a representative or withdrawal of an authorisation given to a representative before the annual general meeting by e-mail on [resbud@resbud.ee](mailto:resbud@resbud.ee) or by submitting the mentioned document(s) on business days from 10:00 to 16:00 no later than by November 16, 2022 to Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia, prepared on the respective forms published on the homepage of RESBUD SE: [www.resbud.ee](http://www.resbud.ee). You can find information about appointment of a representative or withdrawal of an authorisation on the same homepage.

The draft resolutions of the annual general meeting are available for reviewing as of October 27, 2022 on the website of the Company at [www.resbud.ee](http://www.resbud.ee). and on workdays between 10:00 to 16:00 at Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia. Questions regarding any item on the agenda of the annual general meeting may be addressed to the Company by e-mail at [resbud@resbud.ee](mailto:resbud@resbud.ee) or by telephone +372 602 7780. The questions, responses and the minutes of the extraordinary general meeting shall be published on the website of the Company at [www.resbud.ee](http://www.resbud.ee) after seven days following the annual general meeting.

The shareholders, whose shares represent at least 1/20<sup>th</sup> of the share capital may request that additional issues be included in the agenda of the annual general meeting, provided that the relevant

request is submitted in writing at least 15 days prior to the date of the annual general meeting, at the latest by November 2, 2022. The shareholders, whose shares represent at least 1/20<sup>th</sup> of the share capital may submit to the Company a written draft of the resolution in respect to each item on the agenda of the general meeting, at the latest 3 days prior to the date of the extraordinary general meeting by November 14, 2022.

More detailed information is available on § 287 of the Estonian Commercial Code (right of shareholder to information), §293 (2) (right to demand the inclusion of additional issues in the agenda) and §293<sup>1</sup> (3) (obligation to submit simultaneously with the request on the modification of the agenda a draft of the resolution or substantiation) and §293<sup>1</sup> (4) (right to submit a draft of the resolution in respect to each item on the agenda) about the rules and term of exercising these rights have been published on the homepage of RESBUD SE at [www.resbud.ee](http://www.resbud.ee) The submitted proposals regarding additional items on the agenda, the reasoning for including any items on agenda, and draft resolutions shall be published after their receipt on the website of the Company at [www.resbud.ee](http://www.resbud.ee). The drafts and statements of reason thereof are available for reviewing also at the offices of the Company on workdays between 10:00 to 16:00 at Harju maakond, Kesklinna linnaosa, Järvevana tee 9-40, 11314 Estonia.

#### **IV. ADDITIONAL INFORMATION ON THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RESBUD SE**

##### **1. Procedure for inquiries from the Management Board**

A shareholder has the right to receive information on the activities of the public limited company from the Management Board at the general meeting. The Management Board may refuse to give information if there is a basis to presume that this may cause significant damage to the interests of the public limited company. If the Management Board refuses to give information, the shareholder may demand that the general meeting decide on the legality of the shareholder's request or to file, within two weeks after the general meeting, a petition to a court by way of proceedings on petition in order to obligate the Management Board to give information (Estonian Commercial Code § 287).

During the general meeting, after the agenda items of the meeting have been exhausted, including any additional items, the shareholders may inquire about activities from the Management Board of RESBUD SE. Shareholders may submit their questions either verbally or in writing, addressing the chairman of the general meeting.

##### **2. Procedure for adding items to the agenda and presenting draft resolutions**

Shareholders whose shares represent at least one-twentieth of the share capital may demand the inclusion of additional issues on the agenda of the annual general meeting, if such demand has been submitted at the latest 15 days before the holding of the general meeting (Estonian Commercial Code § 293 (2)). Concurrently with the demand to complement the agenda, a draft resolution on or substantiation of each additional issue shall be submitted to the public limited company (Estonian Commercial Code § 293<sup>1</sup> (3)). The aforementioned documents shall be submitted in writing to the public limited company at the latest by November 2, to the address RESBUD SE, Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia.

The shareholders whose shares represent at least one-twentieth of the share capital may submit to the public limited company a draft resolution on each issue of the agenda. That right may not be exercised later than three days before the holding of the general meeting, i.e., not later than on November 14, 2022 (Estonian Commercial Code § 293<sup>1</sup> (4)).

### **3. Information on the total number of the shares and voting rights related to the shares**

As at October 26, 2022, the share capital of RESBUD SE is 34 704 306 Euros. The total number of shares without nominal value is 315 493 684. Each share grants one vote. Total number of votes for all shares is 315 493 684.

### **4. Information on the appointment of a representative and withdrawal of authorities**

There are forms available on the website of RESBUD SE at [www.resbud.ee](http://www.resbud.ee) which a shareholder can use to appoint a representative to exercise the rights of the shareholder at the extraordinary general meeting and to revoke the authorisation document issued by the shareholder.

#### **4.1. Procedure for appointment of a representative**

By using the authorisation document form available on the website of RESBUD SE, a representative can be appointed in the following ways:

- 1) The authorisation document form shall be filled in with the required data electronically, after which the authorisation document form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder. The signed authorisation document shall be handed over to the representative. Upon registration for the annual general meeting, the representative shall submit the filled in authorisation document signed by the shareholder or the representative(s) of the shareholder, and other necessary documents.
- 2) The authorisation document form shall be filled in with the required data electronically, after which the filled in authorisation document form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the authorisation document shall be delivered by the shareholder or representative(s) of the shareholder or by the authorized representative to RESBUD SE, Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia (on working days between 10:00 and 16:00, at the latest by November 16, 2022). In that case, the authorised representative is not required to present an authorisation document upon registration for the annual general meeting.

The authorisation document form shall be filled in with the required data electronically, digitally signed by the shareholder who is the principal or by the representative(s) of the shareholder and then the authorisation document shall be sent, at the latest by November 16, 2022 at 16:00, to RESBUD SE by using the e-mail address: [resbud@resbud.ee](mailto:resbud@resbud.ee). In that case, the authorised representative is not required to present an authorisation document upon registration for the annual general meeting.

In case the aforementioned authorisation document has been issued by the authorised representative, the authorisation document by which the legal representative of the shareholder authorises the authorised representative to issue the aforementioned authorisation document shall be issued in the same form as that published on the website of RESBUD SE. The authorised representative may authorise the representative only in case the legal representative has granted the authorised representative the right to delegate the authorisation.

If the aforementioned authorisation document has not been fully filled in or has not been presented in the required manner, RESBUD SE has the right to disregard the authorisation document.

#### **4.2. Procedure for withdrawal of the authorities of the representative**

By using the notice form for withdrawal of the authorities of the representative available on the website of RESBUD SE, the authorities of the representative can be withdrawn in the following manners:

- 1) The form for withdrawal of authorities shall be filled in with the required data electronically, after which the filled-in notice form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the notice shall be delivered by the shareholder or representative(s) of the shareholder to RESBUD SE, Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia (on working days between 10:00 and 16:00, at the latest by November 16, 2022).
- 2) The form for withdrawal of authorities shall be filled in with the required data electronically, digitally signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the notice shall be sent, by November 16, 2022 at 16:00, to RESBUD SE by using the e-mail [resbud@resbud.ee](mailto:resbud@resbud.ee)

In case the aforementioned notice has been submitted by the authorised representative, the authorisation document by which a legal representative of the shareholder authorises the authorised representative to submit the aforementioned notice shall be issued in the same form as the authorisation document form published on the website of RESBUD SE. The authorised representative may authorise the representative only if the legal representative has granted the authorised representative the right to delegate the authorisation.

If the aforementioned authorisation document has not been completely filled in or has not been submitted in the required manner, RESBUD SE has the right to disregard the authorisation document.

#### **5. Vote in advance.**

Voting by pre-voting form (blank). A shareholder or his representative may vote in writing by filling in pre-voting form (provided by RESBUD SE), in such a case the requirement to deliver a personal identity document does not apply. The form is presented on the Company's website and it is included in documents regarding convening of the general meeting. Upon a shareholder's request, the Company shall send pre-voting form to the requesting shareholder by email. If the person who had completed

the pre-voting form is not a shareholder, the completed form must be accompanied by a document confirming the right to vote. The duly completed pre-voting form should be sent by e-mail [to resbud@resbud.ee](mailto:resbud@resbud.ee) or delivered directly to the Company's registered office: Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia, not later than the commencement of the Annual General Meeting. The Company reserves the right not to include the shareholder's vote, if the pre-voting form does not meet the requirements indicated above and below or if the prevoting form is written in a way, that it is impossible to establish shareholder's will on a separate issue. If the pre-voting form does not meet requirements, a shareholder shall be consider not to vote in advance.

The pre-voting form should indicate the draft of all resolution proposed before the day of dispatch of the form. The wording of the draft resolutions must be a vote either "for" or "Yes", "against" or "No" or "Abstains". A filled-in pre-voting form must contain the full name and personal number of the shareholder who is natural person or the name and registration number of the shareholder who is legal person. Filled-in pre-voting form shall be signed by a shareholder or another person entitled to vote by the shares held by the shareholder. If the pre-voting form is signed by the person who is not shareholder, the document confirming the right to vote must be attached to the form. The number of votes casted by the shareholder in pre-voting form will be checked with list or certificate provided by central securities deposit. In case of difference in number of votes casted, the company will use the number of votes provided by central securities deposit to determinate results of voting.

#### **6. Participating in extraordinary general meeting via electronic means of communications.**

RESBUD SE allows shareholders to participate in annual general meeting and exercise their relevant rights, via electronic means, without being physically present at the meeting, according to § 290<sup>1</sup> and § 298<sup>1</sup> Estonian Commercial Code. Shareholders who intends to participate in annual general meeting via electronic means, should inform the company not later than by November 12, 2022 (5 days prior to extraordinary general meeting) and provide an email address and phone number for communication. A shareholder who intends to participate via electronic means should register for annual general meeting according to general rules provided in this notification.

RESBUD SE will send an email on provided address with logging details for all shareholders, who inform the company about the participation via electronic means, not later than on 7th of September 2022. The company will use Zoom (<https://zoom.us/>) as a mean of electronic communication with shareholders during general meeting and phone connections as supporting and also emergency mean of communication.

Should you have any questions, please contact RESBUD SE at:

Mobile: +372 602 7780 or e-mail [resbud@resbud.ee](mailto:resbud@resbud.ee)

Krzysztof Długosz – President of the Management Board

Joanna Dyja - Member of the Management Board