

**ANNOUNCEMENT OF THE MANAGEMENT BOARD  
VRG S.A. WITH ITS REGISTERED OFFICE IN KRAKÓW  
CONVENING OF AN ORDINARY GENERAL MEETING**

The Management Board of VRG S.A. with its registered office in Kraków at 10 Pilotów Street (hereinafter: "the **Company**"), acting on the basis of Article 395 and Article 399 § 1 of the Commercial Companies Code (hereinafter: "**CCC**") hereby convenes the Ordinary General Meeting of Shareholders of the Company (hereinafter: "**General Meeting**") and in accordance with the wording of Art. 402<sup>2</sup> of the CCC in relation to Art. 402<sup>1</sup> of the CCC provides the following information:

**I. DATE, TIME AND PLACE OF THE GENERAL MEETING AND DETAILED AGENDA**

The Management Board of the Company, on the basis of Article 395 and Article 399 § 1 of the CCC, resolves to convene the Ordinary General Meeting on **June 28, 2021 at 12:00 p.m. (at noon) in Kraków** in a conference room in MKS Cracovia SSA building, 1 Józefa Kałuży Street, 30-111 Kraków, with the following agenda:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation of the correctness of the convening of the General Meeting and its capacity to adopt resolutions.
4. Adoption of a resolution on the adoption of the agenda.
5. Consideration of the Management Board's report on the Company's activities and the Management Board's report on the activities of VRG S.A. Group and the Company's financial statements for the financial year 2020 and the consolidated financial statements of VRG S.A. Group for the financial year 2020.
6. Presentation of the Supervisory Board's report on the assessment of the Management Board's report on the Company's activities and the separate and consolidated financial statements for the financial year 2020, the Management Board's proposal on manner of covering the Company's loss for the financial year 2020 and the report on the activities of the Supervisory Board in 2020, the assessment of the Supervisory Board regarding the situation of the Company in 2020 and the assessment of how the Company fulfilled its information obligations in 2020.
7. Adoption of a resolution on the approval of the Management Board's report on the Company's activities for the financial year 2020 and the Company's financial statements for the financial year 2020.
8. Adoption of a resolution on the approval of the Management Board's report on the activities of VRG S.A. Group for the financial year 2020 and on the approval of the consolidated financial statements of VRG S.A. Group for the financial year 2020.
9. Adoption of a resolution on covering the Company's loss as reported in the Company's financial statements for the financial year 2020.
10. Adoption of resolutions on granting acknowledgement of the fulfilment of duties by the members of the Management Board and of the Supervisory Board of the Company in the financial year 2020.
11. Adoption of a resolution on giving an opinion on the Report of the Supervisory Board of VRG S.A. on the remuneration of the Members of the Management Board and of the Supervisory Board of VRG S.A. for 2019-2020.

12. Adoption of a resolution on determining the number of Members of the Supervisory Board of the new term of office.
13. Adoption of resolutions on the appointment of Members of the Supervisory Board of the new term of office.
14. Closure of the General Meeting.

## II. DATE OF REGISTRATION OF PARTICIPATION IN THE GENERAL MEETING AND INFORMATION ABOUT THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING

Pursuant to Art. 406<sup>1</sup> § 1 of the CCC, the day of registration of participation in the General Meeting shall be sixteen days before the date of the General Meeting, i.e. June 12, 2021. Only persons who are Shareholders of the Company on the date of registration of participation in the General Meeting have the right to participate in the General Meeting.

A shareholder (entitled to dematerialized bearer shares) in order to participate in the General Meeting should request, not earlier than after the announcement of the convening of the General Meeting and no later than the first weekday after the date of registration of participation in the General Meeting, that is, no later than June 14, 2021, from the entity holding the securities account to issue a registered certificate of the right to participate in the General Meeting. The certificate shall contain all the information referred to in Article 406<sup>3</sup> of § 3 of the CCC, i.e.:

- 1) the company name, registered office, address and stamp of the issuing and the number of the certificate,
- 2) the number of shares,
- 3) type and action code,
- 4) the company name, registered office and address of the public company that issued the shares,
- 5) the nominal value of the shares,
- 6) the name or company (name) of the holder of the shares,
- 7) the registered office (place of residence) and address of the holder of the shares,
- 8) the purpose of issuing the certificate,
- 9) the date and place of issue of the certificate,
- 10) signature of the person authorized to issue the certificate.

The list of the Shareholders entitled to participate in the General Meeting, the Management Board of the Company shall determine on the basis of a list drawn up by the National Depository for Securities S.A. (Krajowy Depozyt Papierów Wartościowych S.A.) in accordance with the regulations on trading in financial instruments.

## III. PROCEDURES FOR ATTENDING THE GENERAL MEETING AND EXERCISING VOTING RIGHTS

1. *Information on the Shareholder's right to request that certain matters are placed on the agenda of the General Meeting*

A Shareholder or Shareholders who represent at least one twentieth of the Company's share capital may request that certain matters be placed on the agenda of the General

Meeting. The Shareholder's or Shareholders' request should be notified to the Management Board of the Company no later than twenty-one days before the scheduled date of the General Meeting, i.e. no later than June 7, 2021.

The request shall include a statement of reasons or a draft resolution on the proposed item on the agenda. The request may be made in writing (i.e. delivered in person with confirmation of submission or sent to the Company with confirmation of transmission and acknowledgement of receipt) to the following address: VRG S.A., Secretariat of the Management Board, 10 Pilotów Street, 31-462 Kraków or in electronic form (e-mail) by sending an e-mail to the indicated e-mail address: [wza@vrg.pl](mailto:wza@vrg.pl). The appropriate time limit for submitting the above request will be determined by the date of its receipt to the Company, and in the case of the use of electronic form, the date of placing the above request in the Company's e-mail system (receipt of the Company's mail server). The above request may be made using a properly completed and signed appropriate form downloaded from the Company's website, and if using the electronic form, it is required to send the form and any attached documents as annexes in PDF format. The Company's website contains a separate form for Shareholders who are natural persons and a separate form for the Shareholders other than natural persons.

A Shareholder or Shareholders requesting that certain matters are placed on the agenda must provide, together with the request, documents confirming their identity and the power to request that certain matters be placed on the agenda of the General Meeting, in particular:

- 1) a certificate of deposit or a certificate of the right to participate in the General Meeting of the Company issued by the entity holding the securities account in accordance with the provisions on trading in financial instruments, confirming that its addressee is a Shareholder of the Company and holds an appropriate number of shares at the date of the request,
- 2) in the case of a Shareholder who is a natural person, a copy of the identity card, passport or other document confirming identity (with the possibility of blurring the photo and personal data other than name and surname, PESEL (personal identification) number, number and series of the document, date of issue and expiry date of the document, designation of the authority issuing the document),
- 3) in the case of a Shareholder other than a natural person, a copy of the current excerpt from the relevant register or other document confirming the authorisation to represent the Shareholder,
- 4) in the event of a request by a representative, a copy of the power of attorney signed by the Shareholder, or by persons authorized to represent the Shareholder, and a copy of the identity card, passport or official identity document of the representative or, in the case of a representative other than a natural person (with the possibility of blurring the data in accordance with paragraph 2 above), a copy of the excerpt from the relevant register confirming the authorization of the natural person (natural persons) to represent the representative and a copy of the identity card, the passport or official identity document of the natural person (natural persons) authorised to represent the representative (with the possibility of blurring the data in accordance with point 2 above).

The obligation to attach the documents referred to above applies to Shareholders requesting both in writing and electronically. Documents should be attached in the form appropriate to the form of the request (paper document or its scan in PDF format). The Company may take appropriate measures to identify the Shareholder or Shareholders and verify the validity of the documents submitted.

The Management Board of the Company shall immediately, but no later than eighteen days before the scheduled date of the General Meeting, i.e. no later than June 10, 2021, announce changes to the agenda made at the request of the Shareholder or the Shareholders. The announcement of the new agenda will be published on the Company's website [www.vrg.pl](http://www.vrg.pl) and published in the form of a current report.

*2. Information about the Shareholder's right to submit drafts of resolutions concerning matters placed on the agenda of the General Meeting or matters to be placed on the agenda before the date of the General Meeting*

A Shareholder or Shareholders of the Company representing at least one twentieth of the share capital may, before the date of the General Meeting, report to the Company in writing (i.e. to be delivered in person with confirmation of the submission or sent to the Company with confirmation of sending and acknowledgement of receipt) to the following address: VRG S.A., Secretariat of the Management Board, 10 Pilotów Street, 31-462 Kraków or by electronic means of communication by sending an e-mail to the indicated e-mail address: [wza@vrg.pl](mailto:wza@vrg.pl), drafts of resolutions on matters placed on the agenda of the General Meeting or matters to be placed on the agenda. The above drafts of resolutions must be notified to the Company no later than 24 hours before the date of the General Meeting due to the need for them to be published by the Company on the website. The due date and time of submitting the aforementioned request will be determined on the basis of the date of its receipt by the Company and, in the case of the use of electronic form, the date and time of placing the above notification in the Company's e-mail system (receipt of the Company's mail server).

Notification of drafts of resolutions the Shareholder may make using a properly completed and signed appropriate form downloaded from the Company's website, whereby if using electronic means of communication it is required to send the form and any attached documents as annexes in PDF format. Draft resolutions are published immediately on the Company's website at [www.vrg.pl](http://www.vrg.pl). The Company's website contains a separate form for Shareholders who are natural persons and a separate form for Shareholders other than natural persons.

A Shareholder or Shareholders submitting drafts of resolutions concerning matters placed on the agenda of the General Meeting or matters to be placed on the agenda must provide, together with a request for notification, documents confirming their identity and the power to submit drafts of resolutions concerning matters placed on the agenda of the General Meeting or matters to be placed on the agenda of the General Meeting, and in particular:

- 1) a certificate of deposit or a certificate of the right to participate in the General Meeting of the Company issued by the entity holding the securities account in accordance with the provisions on trading in financial instruments, confirming that its addressee is a

Shareholder of the Company and holds an appropriate number of shares at the date of the request,

- 2) in the case of a Shareholder who is a natural person, a copy of the identity card, passport or other document confirming identity (with the possibility of blurring the photo and personal data other than name and surname, PESEL (personal identification), number and series of the document, date of issue and expiry date of the document, designation of the authority issuing the document),
- 3) in the case of a Shareholder other than a natural person, a copy of the current excerpt from the relevant register or other document confirming the authorization to represent the Shareholder,
- 4) in the case of notification of draft resolutions by proxy, a copy of the power of attorney signed by the Shareholder, or by persons authorized to represent the Shareholder, and a copy of the identity card, passport or official identity document of the representative or in the case of a representative other than a natural person (with the possibility of blurring the data in accordance with paragraph 2 above) – a copy of the excerpt from the relevant register confirming the authorization of the natural person (natural persons) to represent the representative and a copy of the identity card, the passport or official identity document of the natural person (natural persons) authorised to represent the representative (with the possibility of blurring the data in accordance with point 2 above).

The obligation to attach the documents referred to above applies to the Shareholders submitting drafts of resolutions in both written and electronic form. Documents should be attached in a form appropriate to the form of the application (paper document or its scan in PDF format). The Company may take appropriate measures to identify the Shareholder or Shareholders and verify the validity of the documents submitted.

3. *Information about the Shareholder's right to submit draft resolutions on matters put on the agenda at the General Meeting*

Any Shareholder may, at the General Meeting, submit drafts of resolutions on matters placed on the agenda.

4. *Information about how the proxy voting rights are exercised, including in particular the forms used when voting by proxy and how to notify the Company by electronic means of the appointment of a representative.*

The Shareholders may participate in the General Meeting and exercise their right to vote in person or by proxy. The Shareholder at the General Meeting shall have at his/her disposal a document establishing his/her identity. A Shareholder who is not a natural person may participate in the General Meeting and exercise the right to vote by a person entitled to make declarations of intent on his/her behalf or by proxy. The right to represent a Shareholder who is not a natural person should be based on an excerpt from the relevant register for the Shareholder (submitted in the original or a copy confirmed as being in conformity with the original by a notary, legal counsellor or lawyer), or a string of power of attorneys and an excerpt from the relevant register, presented during drawing up the attendance list. The person granting the power of attorney on behalf of a Shareholder who is not a natural person should be disclosed in the current excerpt from the register

applicable to the Shareholder or his/her appointment as a representative of the Shareholder who is not a natural person should result from a resolution of the competent authority of that Shareholder authorizing him/her to act. This resolution must be presented in the original or a copy confirmed to be true of the original by a notary, legal counsellor or lawyer.

The proxy shall exercise all the powers of the Shareholder at the General Meeting, unless otherwise apparent from the content of the power of attorney. The proxy may grant further power of attorney if this is possible pursuant to the wording of the power of attorney. The proxy may represent more than one Shareholder and vote differently with the shares of each Shareholder. A Shareholder of the Company holding shares recorded in an omnibus account may establish separate proxy holders to exercise rights from shares recorded in that account. A Shareholder of the Company holding shares held in more than one securities account may establish separate proxy holders to exercise rights from shares held in each account.

If the Shareholder's proxy at the General Meeting is the Member of the Management Board, the Member of the Supervisory Board, an employee of the Company or a member of the bodies or an employee of a subsidiary of the Company, the power of attorney granted to him/her may authorize the representation of the Shareholder at only one General Meeting. The proxy is obliged to disclose to the Shareholder circumstances indicating the existence or possibility of a conflict of interest. The granting of further power of attorney is excluded in this case.

The power of attorney to participate in the General Meeting and exercise voting rights must be given in writing or in electronic form. The granting of a power of attorney in electronic form does not require a secure electronic signature verified with a valid qualified certificate. A power of attorney drafted in a foreign language should be translated into Polish by a sworn translator. A power of attorney not translated by a sworn translator into Polish does not have legal effects.

The Shareholder may grant a power of attorney to participate in the General Meeting in electronic form, using the Company's website: [www.vrg.pl](http://www.vrg.pl).

The Shareholder may notify the Company of the granting of a power of attorney in electronic form by filling in the power of attorney form in electronic form, which the Company makes available on its website [www.vrg.pl](http://www.vrg.pl). Filling out the form in accordance with the instructions contained there constitutes a notification to the Company of the granting of a power of attorney in electronic form sent to the Company via the Company's website: [www.vrg.pl](http://www.vrg.pl).

A Shareholder who wishes to grant a power of attorney in the aforementioned form shall ask the Company in person or in writing to issue a login and password, which will enable the Shareholder to carry out the procedure of verification and granting of power of attorney in electronic form. The Shareholder undertakes to keep confidential the login and password given to him/her. The login and password shall be sent to the Shareholder by letter or courier to the address provided by the Shareholder in the request. The Shareholder may change the password himself/herself via the Company's website.

In the power of attorney form under the heading "Comments", the Shareholder should provide the following information:

- a) indicate the number of shares from which the voting rights will be exercised,
- b) the telephone number and e-mail address of the Shareholder, as well as the telephone number and e-mail address of the proxy through which the Company will be able to communicate with the Shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form and the identification of the Shareholder and the proxy.

After the granting of the power of attorney in electronic form, the Shareholder should immediately provide the Company (i.e. deliver in person with confirmation of submission or send to the Company with confirmation of sending and acknowledgement of receipt) to the following address: VRG S.A., Secretariat of the Management Board, 10 Pilotów Street, 31-462 Kraków or by electronic means of communication by sending an e-mail to the indicated e-mail address: [wza@vrg.pl](mailto:wza@vrg.pl), copies of documents confirming the identity of the Shareholder (scan in PDF format), in particular:

- 1) in the case of a Shareholder who is a natural person, a copy of the identity card, passport or other document confirming identity (with the possibility of blurring the photo and personal data other than name and surname, PESEL (personal identification) number, number and series of the document, date of issue and expiry date of the document, designation of the authority issuing the document),
- 2) in the case of a Shareholder other than a natural person, a copy of the current excerpt from the relevant register or other document confirming the authorization to represent the Shareholder.

The granting of a power of attorney in electronic form must be made at the latest 24 hours before the date of the General Meeting given the need for the Company to carry out verification activities. The Company will take appropriate measures to identify the Shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form. This verification may consist, in particular, of a return question in electronic or phone form addressed to the Shareholder or a proxy in order to confirm the fact that the power of attorney has been granted and its scope.

A proxy who has been granted a power of attorney in electronic form is obliged to submit, when drawing up the attendance list at the General Meeting, a document confirming the granting of a power of attorney in electronic form (printout of the completed power of attorney form provided by the Company) allowing to identify the Shareholder making such a declaration and a document for identifying the representative.

A model form allowing the exercise of voting rights by proxy, containing the data specified in Article 402<sup>3</sup> § 3 of the CCC, entitled – "Form allowing the exercise of voting rights by proxy at the Ordinary General Meeting of VRG Spółka Akcyjna with its registered office in Krakow convened on June 28, 2021" was posted on the Company's website at [www.vrg.pl](http://www.vrg.pl). If the proxy votes by means of a form must deliver the form to the Chairman of the General Meeting at the latest before the end of the vote on the resolution, which at the disposal of the Shareholder is to be voted on using it.

The right to represent a Shareholder who is not a natural person should be based on an excerpt from the relevant register for the Shareholder (submitted in the original or a copy confirmed as being in conformity with the original by a notary, legal counsel or lawyer), or a string of power of attorneys and an excerpt from the relevant register, presented during drawing up the attendance list. The person granting the power of attorney on behalf of a Shareholder who is not a natural person should be disclosed in the current excerpt from the register applicable to the Shareholder or his/her appointment as a representative of the Shareholder who is not a natural person should result from a resolution of the competent authority of that Shareholder authorizing him/her to act. This resolution must be presented in the original or a copy confirmed to be true of the original by a notary, legal counsel or lawyer.

5. *Information on the possibility and manner of participating in the General Meeting using electronic means of communication*

Shareholders may participate in the General Meeting using electronic means of communication.

The Company will provide shareholders with the opportunity to participate remotely in the General Meeting using electronic means of communication. It will also continue to be possible to participate in the General Meeting in a traditional manner, in the place indicated in the announcement.

In order to participate in the General Meeting using electronic means of communication and exercise voting rights, a person must be a shareholder of the Company on the date of registration of participation in the General Meeting, which falls sixteen days before the date of the General Meeting and apply for a registered certificate from the brokerage house about the right to participate in the General Meeting.

Then, within 7 days before the General Meeting, the shareholder must send to the following e-mail address: [wza@vrg.pl](mailto:wza@vrg.pl) a statement of intention to participate in the General Meeting using electronic means of communication filled in and signed with a trusted profile or qualified signature or personal signature or bearing a classic signature, scanned and saved in PDF format. A model statement can be found in the documents made available together with the announcement of the convening of the General Meeting (Annex 2 to the Rules of Participation in the General Meeting of VRG SA using electronic means of communication) together with documents enabling identification of the shareholder. If the shareholder establishes his/her representative, the documents required for the establishment of the power of attorney shall be sent. Detailed information on the required documents is specified in the Regulations for participation in the General Meeting of VRG SA using electronic means of communication.

Upon receipt of the required documents, the Company will verify the right of the person concerned to participate in the General Meeting of the Company using electronic means of communication. In the event of a positive verification, no later than 3 days before the General Meeting, the shareholder will receive detailed instructions on how to register for the platform by which he/she will cast his/her votes at the General Meeting. The shareholder will also receive the login and first password for the first registration on the

platform. The instruction shall also contain information on the possibility of carrying out the tests at the latest on the day preceding the General Meeting.

The hardware requirements necessary for remote participation in the General Meeting using electronic means of communication are set out in Annex 1 to the Rules of Participation in the General Meeting of VRG SA using electronic means of communication.

The Company records the proceedings and makes it public on the Company's website: [www.vrg.pl](http://www.vrg.pl).

*6. Information on manner of addressing the General Meeting using electronic means of communication*

The Company provides for the possibility of addressing the General Meeting using electronic means of communication in accordance with paragraph 5 above.

*7. Information on how voting rights are exercised by correspondence or electronic means of communication*

The Company provides for the possibility of exercising voting rights using electronic means of communication in accordance with paragraph 5 above.

The Rules of Procedure of the General Meeting of the Company do not provide for the possibility of exercising voting rights by correspondence.

*8. The shareholder's right to ask questions on matters on the agenda of the general meeting*

The shareholders shall be entitled to ask questions on matters on the agenda of the General Meeting.

The answer to questions made by the Members of the Management Board during the General Meeting shall be made taking into account the fact that the Company performs its information obligations in a manner resulting from the generally applicable regulations governing the manner in which these duties are performed.

Pursuant to Article 428 of the CCC, during the General Meeting, the Management Board of the Company is obliged to provide the shareholder at his/her request with information concerning the Company, if it is justified for the assessment of the matter on the agenda. In such case, the Management Board of the Company may provide information in writing outside the General Meeting if there are valid reasons for this. The Management Board of the Company is obliged to provide information no later than two weeks from the date of the request submitted at the General Meeting.

The Management Board of the Company refuses to provide information if it could cause damage to the Company, a company associated with it or a subsidiary company or cooperative, in particular by disclosing technical, commercial or organizational secrets of the enterprise. In addition, the Member of the Management Board may refuse to provide

information if the provision of information could give rise to his/her criminal, civil or administrative liability.

#### IV. POSSIBILITY TO OBTAIN INFORMATION ON THE GENERAL MEETING

The full documentation to be submitted to the General Meeting, together with draft resolutions and information regarding the General Meeting, will be posted on the Company's website at [www.vrg.pl](http://www.vrg.pl) from the date of convening the General Meeting.

A Shareholder entitled to participate in the General Meeting may obtain, in paper form, the full text of the documentation to be submitted to the General Meeting and drafts of resolutions or comments of the Management Board or the Supervisory Board at Secretariat of the Management Board at the Company's headquarters in Krakow at 10 Pilotów Street from 10:00 a.m. to 4:00 p.m. on working days.

#### V. ELECTRONIC COMMUNICATION OF THE SHAREHOLDER WITH THE COMPANY

Subject to the restrictions provided for in the CCC and this announcement, the Company's Shareholders may contact the Company by electronic means of communication. In particular, The Company's Shareholders may make requests and send notices and documents. Communication of the Shareholders with the Company in electronic form takes place using the indicated e-mail address: [wza@vrg.pl](mailto:wza@vrg.pl).

A Shareholder using electronic means of communication shall bear the sole risk associated with their use.

In the event that the Shareholder sends to the Company electronically documents which are originally drawn up in a language other than Polish, they must be accompanied by a translation into Polish by a sworn translator. All documents sent by the Shareholder to the Company as well as by the Company to the Shareholder by electronic means should take the form of a PDF scan.

#### VI. LIST OF SHAREHOLDERS

The list of Shareholders entitled to participate in the General Meeting will be placed in Secretariat of the Management Board at the Company's headquarters, in Krakow at 10 Pilotów Street from 10:00 a.m. to 4:00 p.m. for three weekdays before the date of the General Meeting.

A shareholder of the Company may request that a list of Shareholders entitled to participate in the General Meeting be sent to him/her free of charge by e-mail, stating the e-mail address to which the list should be sent. The request should be made in writing, signed by the Shareholder or by persons authorized to represent the Shareholder and sent to the e-mail address: [wza@vrg.pl](mailto:wza@vrg.pl) in PDF format. Copies of documents confirming the identity of the Shareholder or persons acting on behalf of the Shareholder (in particular, a copy of the identity card, excerpt from the relevant register or power of attorney) should be attached to the request.

In accordance with Article 407 § 2 of the CCC, the Shareholder of the Company has the right to request a copy of the proposals on matters on the agenda within one week before the General Meeting, i.e. from June 21, 2021.

**VII. ADDRESS OF THE WEBSITE WHERE INFORMATION ON THE GENERAL MEETING WILL BE MADE AVAILABLE**

All information regarding the General Meeting and forms are made available on the Company's website [www.vrg.pl](http://www.vrg.pl).

**VIII. INFORMATION ON THE TOTAL NUMBER OF SHARES IN THE COMPANY AND THE NUMBER OF VOTES FROM THESE SHARES ON THE DATE OF ANNOUNCEMENT OF THE GENERAL MEETING**

As of the date of the announcement of the General Meeting, the total number of shares of the Company of all issues is 234,455,840 (two hundred and thirty-four million four hundred and fifty-five thousand eight hundred and forty), giving a total of 234,455,840 (two hundred and thirty-four million four hundred and fifty-five thousand eight hundred and forty) votes at the Company's General Meeting.