

Current Report **No 21/2024**

Report Date:

15 May 2024, 14:38 PM

Abbreviated name of the issuer:

Murapol S.A.

Subject:

Registration of amendment of the Company's Articles of Association

Legal basis:

Article 56 section 1 point 2 of the Act on Public Offering – current and periodic information

The Report:

The Management Board of Murapol S.A. with its registered seat in Bielsko-Biała (hereinafter referred to as the "Company") informs, in accordance with §5 point 1) of the Regulation of the Minister of Finance of March 29, 2018, regarding current and periodic information provided by issuers of securities and the conditions for recognizing information required by the laws of non-member state (Journal of Laws of 2018, item 757, as amended), that on May 15, 2024, the Company received information that on May 15, 2024 the District Court in Bielsko-Biała, VIII Economic Department of the National Court Register registered amendments to the Company's Articles of Association adopted by resolution No. 21 of the Ordinary General Meeting of the Company held on April 30, 2024, regarding the amendment of the Company's Articles of Association (hereinafter referred to as the "Resolution"), which the Company informed about in the current report No. 18/2024 dated April 30, 2024. Additionally, the Management Board of the Company attaches to this current report the consolidated text of the Company's Articles of Association.

In accordance with the Resolution, the following was changed:

1. Article 1 section 6 point 1 of the Company's Articles of Association in such a way that it received the following new wording:

"Authorised Shareholder" means AEREF V PL Inwestycje sp. z o.o. with its registered office in Warszawa or Hampont sp. z o.o. with its registered office in Warszawa, as long as they are shareholders of the Company, whereas (a) as long as AEREF V PL Inwestycje sp. z o.o. with its registered office in Warszawa holds at least 10% of votes in the total number of votes at the General Meeting of the Company, rights arising from this Articles of Association shall be exercised on behalf of both shareholders by AEREF V PL Inwestycje sp. z o.o. and (b) as long as the share of AEREF V PL Inwestycje sp. z o.o. with its registered office in Warszawa falls below 10% of votes in the total number of votes at the General Meeting of the Shareholders of the Company, then rights arising from this Articles of Association shall be exercised by Hampsteh sp. z o.o. with its registered office in Warszawa. If only one of the above-mentioned entities is a shareholder of the Company, then the rights of the Authorised Shareholder shall be exercised by such entity as long as it holds at least 33.34% of votes in the total number of votes at the General Meeting of the Shareholders of the Company;"

2. Article 6 of the Company's Articles of Association in such a way that it received the following new wording:



"The pledgee and the user may exercise the voting rights attached to the shares on which the pledge or use has been established if this is provided for in the legal transaction establishing the limited right in rem and if, in the register of shareholders or in the securities account, reference is made to its establishment and the authorisation to exercise the voting right."

3. Article 12 section 6 of the Company's Articles of Association in such a way that it received the following new wording:

"6. From the moment the Company obtains the status of a public company within the meaning of the Art. 4 item 20) of the Act on public offering, the Management Board, in the event that the Extraordinary General Meeting is convened by the shareholders under the Art. 399 § 3 of the Code of Commercial Partnerships and Companies or pursuant to an order of the registry court issued under the Art. 400 § 3 of the Code of Commercial Partnerships and Companies, is required to make an announcement about the convening of the Extraordinary General Meeting according to the requirements arising from the provision of the Art. 402(1) of the Code of Commercial Partnerships and Companies."

4. Article 17 of the Company's Articles of Association in such a way that it received the following new wording:

"1. From the moment the Company obtains the status of a public company within the meaning of the Art. 4 item 20) of the Act on public offering, the Art. 16 above shall cease to apply and this Art. 17 shall apply as its replacement.

2. Subject to the Art. 17 section 7 below, the Supervisory Board shall be composed of between 7 (seven) and 9 (nine) members, appointed and dismissed for a joint term of three years. In case where the members of the Supervisory Board are elected by voting in the separate groups, according to the provisions of the Code of Commercial Partnerships and Companies, the Supervisory Board elected in this manner shall be composed of 5 members.

3. Subject to the determination provided for in the section 2 above of the number of members of the Supervisory Board elected by voting in the separate groups, the number of members of the Supervisory Board within the limits specified in the section 2 shall be determined by the General Meeting.

4. Within the Supervisory Board, the Chairperson of the Supervisory Board and the Vice-Chairpersons of the Supervisory Board are appointed in the number of 1 (one) to 3 (three)).

5. The Chairperson of the Supervisory Board and the Vice-Chairpersons of the Supervisory Board shall be elected by the Supervisory Board from among its members, subject to the section 7 below.

6. The members of the Supervisory Board are appointed as laid down in the sections 7 and 8 below.

7. For as long as the Authorised Shareholder holds at least 33.34% in the total number of votes at the General Meeting, the Authorised Shareholder shall have the personal right to appoint and dismiss 4 (four) members of the Supervisory Board (in the case of a seven-member Supervisory Board) and 5 (five) members of the Supervisory Board (in the case of the Supervisory Board composed of eight and nine persons) from among whom the Authorised Shareholder shall appoint the Chairperson of the Supervisory Board.

8. The other members of the Supervisory Board are appointed by the General Meeting, provided that the voting right of the Authorised Shareholder when electing one Independent Member is excluded as long as the latter holds at least 33.34% of the votes in the total number



of votes at the General Meeting of Shareholders.

9. In case where the mandate of a member of the Supervisory Board appointed under the section 7 above expires, irrespective of the reason, the right to appoint a member of the Supervisory Board in place of the member of the Supervisory Board whose mandate has expired shall be vested in the Authorised Shareholder in accordance with the section 7 above.

10. If the Authorised Shareholder does not exercise their personal right to appoint a member or members of the Supervisory Board, respectively, within 30 (thirty) days from the date of the public disclosure by the Company of the occurrence of a vacancy in the composition of the Supervisory Board, the relevant member or members of the Supervisory Board shall be appointed by the General Meeting of Shareholders. In case where the time limit referred to in the preceding sentence has expired, the Management Board shall promptly convene a General Meeting, which shall be entitled to appoint such member or members of the Supervisory Board at its discretion. In such case, notwithstanding the convening of the General Meeting of Shareholders, the Authorised Shareholder may appoint such member or members of the Supervisory Board up to the date on which the General Meeting of Shareholders is held.

11. The Authorised Shareholder with the personal right specified in the section 7 above shall be entitled to dismiss only that member of the Supervisory Board whom the latter has previously appointed. In the event that the Authorised Shareholder loses the right specified in the section 7 above in connection with the reduction of the share in the share capital and the total number of votes of the Company below the threshold referred to in the section 7 above, the General Meeting of Shareholders is entitled to dismiss the member of the Supervisory Board appointed by the Authorised Shareholder.

12. If it is necessary to appoint members of the Supervisory Board in connection with the expiry of the mandates of the members of the Supervisory Board appointed by the Authorised Shareholder as a result of the approval of the financial statements for the last full turnover year of the performance of the functions of the members of the Supervisory Board, the statement on the appointment of the members of the Supervisory Board in the manner specified in the section 7 above shall be served on the Company no later than seven days before the date set for the Ordinary General Meeting at which the financial statements for the last full turnover year of the performance of the functions of the members of the Supervisory Board are planned to be approved. The statement shall be effective upon the expiry of the mandates of the existing members of the Supervisory Board.

13. In the event of the expiry of the rights referred to in the section 7 above and in the event of voting by separate groups under the Art. 385 of the Code of Commercial Partnerships and Companies, the Chairperson of the Supervisory Board and the Vice-Chairpersons of the Supervisory Board shall be elected by the Supervisory Board.

14. The General Meeting shall also have the authority to dismiss a member of the Supervisory Board appointed in exercise of a personal right that has expired.

15. In case where the Authorised Shareholder holds a number of votes in the total number of votes at the General Meeting of the Company entitling the latter to exercise the personal right referred to in this Art. 17, the Authorised Shareholder shall, within two months from the registration of the Resolution No. 21 of the General Meeting of April 30, 2024 on amendments to the Articles of Association of the Company in the Register of Entrepreneurs of the National Court Register, submit a statement to the Company as to which members of the Supervisory Board the latter considers to be appointed in exercise of the personal right described in the section 7 above. The statement shall also include the designation of the Chairperson of the Supervisory Board. The members of the Supervisory Board referred to in the sentence 1 shall be deemed to be appointed by the Authorised Shareholder in exercise of the personal right described in the section 7 above, and the Chairperson of the Supervisory Board shall be



deemed to be designated by the Authorised Shareholder. In the event that the Authorised Shareholder fails to make such a statement within the period specified above, the Management Board is obliged to promptly convene the General Meeting to elect the new Supervisory Board, in which case the Authorised Shareholder shall be entitled to exercise personal right of the latter described in the section 7 above until the date of holding such General Meeting. The failure to make the aforementioned statement shall not, however, affect the loss of the status of the Supervisory Board as a body of the Company or prevent the Supervisory Board from adopting valid resolutions until a new Supervisory Board has been appointed according to the terms laid down in the preceding sentence."

5. Article 23 section 4 of the Company's Articles of Association in such a way that it received the following new wording:

"From the moment the Company acquires the status of a public company within the meaning of the Art. 4 item 20) of the Act on public offering, for as long as the Authorised Shareholder holds at least 33.34% of the total number of votes at the General Meeting of Shareholders of the Company, in the event of the election of the members of the Supervisory Board by voting in the separate groups, the Authorised Shareholder shall have the personal right to appoint one member of the Management Board of the Company."

6. Article 26 section 1 of the Company's Articles of Association in such a way that it received the following new wording:

"The personal rights granted to the Authorised Shareholder in these Articles of Association shall be exercised by serving on the Company a written statement of exercise of the personal right in question. Along with the service of the statement, the Authorised Shareholder shall be obliged to present to the Company registered certificates of deposit issued by the investment company or trust bank keeping the securities account in which the shares of the Company are recorded, confirming the fact that the Authorised Shareholder holds shares of the Company in the number required by these Articles of Association with the expiry date falling not earlier than at the end of the date on which the statement has been made."

7. Article 26 of the Company's Articles of Association by adding section 2, with the following wording:

"2. As long as AEREF V PL Inwestycje sp. z o.o. with its registered office in Warszawa and Hampont sp. z o.o. with its registered office in Warszawa are shareholders of the Company, for the purpose of determining the total number of votes at the General Meeting of Shareholders held by the Authorised Shareholder, the shares in the Company held by AEREF V PL Inwestycje sp. z o.o. with its registered office in Warszawa and the shares in the Company held by Hampont sp. z o.o. with its registered office in Warszawa are aggregated. The loss of the status of a shareholder of the Company by AEREF V PL Inwestycje sp. z o.o. with its registered office in Warszawa or by AEREF V PL Inwestycje sp. z o.o. with its registered office in Warszawa does not affect the possibility for the Authorised Shareholder (respectively Hampont sp. z o.o. with its registered office in Warszawa or AEREF V PL Inwestycje sp. z o.o. with its registered office in Warszawa as a shareholder of the Company) of the personal rights granted to the Authorised Shareholder in these Articles of Association, provided that such Authorised Shareholder fulfils the conditions provided for in the Art. 17 or Art. 23 section 4 of the Articles of Association."



Signatures of persons representing the Company:

- Nikodem Iskra - President of the Management Board
- Przemysław Kromer - Member of the Management Board