

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING  
GIVEN BY THE MANAGEMENT BOARD OF MLP GROUP SPÓŁKA AKCYJNA**

Acting pursuant to art. 398, 399.1 and Art. 402<sup>1</sup> of the Commercial Companies Code (the “**Commercial Companies Code**”) and Art. 11.1 and Art. 14 of the Company’s Articles of Association, the Management Board of MLP GROUP S.A., with its registered office in Pruszków, ul. 3 Maja 8, 05-800 Pruszków, Poland (the “**Company**”), entered in the business register maintained by the District Court for the Capital City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, under No. KRS 0000053299, with a share capital of PLN 5,998,745.50, paid in full, hereby convenes the Extraordinary General Meeting of the Company.

**1. Venue, hour and date of the General Meeting; detailed agenda**

The Company’s Extraordinary General Meeting (the “**EGM**” or the “**General Meeting**”) will be held in Building A3 at ul. 3 Maja 8 in Pruszków, Poland, and will commence at 10.00 a.m. on **December 20, 2024**.

The detailed agenda of the General Meeting is as follows:

- 1) Opening of the General Meeting;
- 2) Election of the Chairman of the General Meeting;
- 3) Verification of correctness of convening of the General Meeting and its capacity to adopt resolutions;
- 4) Adoption of the agenda;
- 5) Adoption of resolutions on the amendment of the Company's Statute;
- 6) Adoption of a resolution on establishing the unified text of the Company's Articles of Association;
- 7) Adoption of resolutions on the amendment of the By-Laws of the Supervisory Board of the Company;
- 8) Adoption of a resolution on the amendment of the Remuneration Policy of the members of Management Board and the Supervisory Board;
- 9) Adoption of a resolution on determining the additional remuneration of the Members of the Supervisory Board appointed to the Audit Committee;
- 10) Closing of the General Meeting.

**2. PROCEDURES FOR PARTICIPATING IN THE GENERAL MEETING AND EXERCISING VOTING RIGHTS**

**a) Shareholder’s right to request that a certain item be placed on the agenda of the General Meeting**

A shareholder or shareholders representing at least one twentieth of the Company’s share capital may request that certain matters be placed on the EGM agenda. Such request should be submitted:

- to the Company’s Management Board no later than twenty-one (21) days prior to the scheduled date of the EGM, i.e. by November 29, 2024, and should state the reasons for or contain a draft resolution concerning the proposed item;
- in writing at the Company’s registered office at: ul. 3 Maja 8, 05-800 Pruszków, Poland, or by electronic mail to the address: [wza@mlpgroup.com](mailto:wza@mlpgroup.com) . If the request is submitted in electronic form, all documents should be sent in the PDF format.

To the above request the shareholder(s) should attach copies (scans) of documents confirming the right to make the request, i.e. the deposit certificate or registered certificate of shareholding as at the date of submitting the request, and a copy/copies (scan(s)) of a document confirming identity of the

shareholder submitting the request (i.e. their identity card or other personal identification document). If a shareholder is not a natural person, the shareholder should attach a valid copy (scan) of entry in the relevant register or other document confirming existence of the entity and the power of its representatives to represent it. If a request to place certain matters on the agenda is submitted by a proxy acting on behalf of a shareholder(s), then the proxy should present together with the request, in the manner specified above, documents confirming their power to act on behalf of the shareholder(s).

**b) Shareholder's right to propose draft resolutions concerning items which have been or are to be placed on the agenda before the date of the General Meeting**

A shareholder(s) representing at least one-twentieth of the Company's share capital may propose draft resolutions regarding matters which have been or are to be placed on the EGM agenda; the draft resolutions should be submitted to the Company before the EGM date, in writing to the following address: ul. 3 Maja 8, 05-800 Pruszków, Poland, or by electronic mail to: [wza@mlpgroup.com](mailto:wza@mlpgroup.com).

Shareholder(s) proposing draft resolutions should attach a copy (scan) of a document confirming the right to submit a draft resolution, i.e. deposit certificate or personal certificate confirming the holding of shares as at the date of submitting the request or confirming the right to participate in the EGM, and a copy (scan) of a document confirming the identity of the shareholder(s) submitting the request (i.e. identity card or other document allowing identification of the shareholder(s)). If the shareholder or shareholders are not natural persons, a copy (scan) of an up-to-date copy from the relevant register in which the entity is registered or other document confirming the existence of the given entity and the right of its representatives to represent it should be enclosed. If a proxy acting on behalf of a shareholder or shareholders submits a request for the inclusion of certain matters on the agenda, he should submit, along with the request, in the manner specified above, documents confirming his authority to act on behalf of the shareholder or shareholders.

The Company will publish draft resolutions in a current report that will be available on its website at [www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie](http://www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie). Given the requirement to publish draft resolutions on the website, they may not be submitted later than 24 hours before the opening of the Extraordinary General Meeting.

**c) Shareholder's right to submit draft resolutions on matters placed on the agenda during the General Meeting**

During the EGM each shareholder may submit draft resolutions regarding matters placed on the agenda during the EGM.

**d) Voting by proxy and notifying the Company by electronic means of the appointment of a proxy**

A shareholder may participate in the EGM and exercise his voting rights personally or through a proxy. If the shareholder is not a natural person, the shareholder may participate in the EGM through persons authorized to represent the shareholder in legal transactions or through a proxy. If the shareholder is a legal person or is represented by a proxy or proxies, the participation of the shareholder's representative shall require documentation of the right to act on behalf of the shareholder in a proper manner.

The proxy shall exercise all the rights of the shareholder at the EGM unless otherwise stated in the power of attorney. A proxy may grant further proxies if this follows from the content of the proxy granted (if a further proxy is granted, an unbroken chain of proxies must be submitted together with documents indicating the authority to act on behalf of the earlier proxies).

A proxy to attend the EGM and exercise voting rights must be granted in writing or in electronic form.

Granting a proxy in electronic form does not require a secure electronic signature.

A notice of electronic power of attorney should include contact details: the name or business name of the shareholder, the shareholder's telephone number and e-mail address, as well as the name or business name of the proxy, the proxy's telephone number and e-mail address, through which the Company will be able to communicate with the shareholder or his or her proxy.

The Company may take appropriate actions to identify the shareholder and his/her proxy in order to verify the validity of the power of attorney granted in electronic form. Such verification may consist, in particular, in a return question in an electronic form or by telephone, addressed to the shareholder, the investment firm which issued the share certificate for the shareholder or the proxy, in order to confirm the fact that the power of attorney was granted and its scope.

In order to identify the proxy, the Management Board reserves the right to request the proxy to present the following at the time of registering attendance:

(a) if the proxy is a natural person – the proxy's identity card, passport or other personal identification document; or

(b) if the proxy is not a natural person – the original or a copy of entry in the relevant register or other document confirming a natural person's power to represent the proxy at the EGM (e.g. a complete sequence of powers of proxy), certified as a true copy of the original by a notary public or other authorised entity, as well as the identity card, passport or other personal identification document issued to such natural person authorised to represent the proxy at the EGM.

If such documents are not presented, the proxy will not be admitted to attend the EGM.

The above rules governing granting powers of proxy to attend the EGM in electronic form, apply accordingly to the notification of revocation of powers of proxy in electronic form.

Given the need to verify the documents submitted, notifications of granting or revoking a power of proxy to attend the EGM should be sent to the Company by 11.00 am on December 16, 2024.

Any notification of the appointment or revocation of a proxy which is not compliant with the requirements set out above has no legal effect with respect to the Company.

A document confirming the power to represent a shareholder at the EGM is presumed to be compliant with the law and true to the facts unless its authenticity raises prima facie doubts of the Chairperson of the EGM or the Company's Management Board, or its illegality or inaccuracy is evident on the basis of public documents known to the Company or is a well-known fact.

If a proxy is given voting instructions, the Company will not check whether the proxy exercises the voting rights in line with the principal's instructions.

A proxy may represent more than one shareholder and vote the shares of each shareholder differently. Shareholders holding shares registered in more than one securities accounts or in an omnibus account may appoint a different proxy to vote the shares in each of the accounts or, in the case of an omnibus account, in the omnibus account.

A shareholder may notify the Company of granting or revoking a power of proxy to attend the EGM in electronic form by electronic mail to: [wza@mlpgroup.com](mailto:wza@mlpgroup.com) Risks related to a shareholder's use of electronic means of communication are borne by the shareholder. Any documents sent to the Company in electronic form should be prepared in the PDF format.

All documents sent to the Company shall be in Polish or English. If any document sent to the Company is in a language other than Polish or English, it shall be accompanied by a sworn translation into Polish or English. The Company has made available relevant forms of documents for the purpose of voting by proxy, including the form of the power of proxy, on the Company's website at [www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie](http://www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie). Use of the forms is not obligatory.

#### **e) Possibility and procedure for attending the Extraordinary General Meeting by electronic means and by correspondence**

During the EGM convened by this notice, voting rights may not be exercised by postal ballot or using electronic means of communication.

### **3. RECORD DATE**

Only persons who are Company shareholders sixteen days prior to the scheduled date of the EGM, i.e. on **December 4, 2024** (the "Record Date") have the right to attend the EGM.

### **4. RIGHT TO ATTEND THE EXTRAORDINARY GENERAL MEETING**

Pursuant to Art. 406<sup>1</sup>.1 of the Commercial Companies Code, only persons registered as shareholders on the Record Date have the right to attend the EGM.

In order to ensure inclusion in the list of shareholders entitled to participate in the EGM prepared by the Management Board of the Company, a shareholder should apply to the entity maintaining the securities account on which his shares are deposited with a request to issue a personal certificate of entitlement to participate in the EGM in accordance with the principles described below.

Pursuant to Art. 406<sup>3</sup>.2 of the Commercial Companies Code, at the request of a holder of rights attached to book-entry bearer shares in the Company, submitted not earlier than after the date of this notice and not later than on the first business day after the Record Date, i.e. not later than on December 5, 2024, the entity keeping the securities account will issue a personal certificate confirming the shareholder's right to attend the EGM.

The Company will draw up a list of persons entitled to participate in the EGM based on the list prepared by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.). The Central Securities Depository of Poland prepares the list referred to above based on information submitted by entities keeping securities accounts no later than twelve days prior to the date of the EGM, and prepared by those entities based on the issued personal certificates confirming the right to attend the EGM.

The Company recommends that shareholders present at the EGM have on them their personal certificates confirming their right to attend the EGM. The list of shareholders will be available for inspection at the Company's registered office at ul. 3-go Maja 8, Pruszków, Poland, between 9.00 am and 5.00 pm on 3 (three) business days immediately preceding the date of the EGM, i.e. on 17th, 18th and 19th of December 2024.

At the same time, the Company informs that a shareholder not included on the list of those entitled to participate in the EGM, prepared on the basis of the list drawn up by the Central Securities Depository of Poland, does not lose his/her right to participate in the EGM if he/she presents an undisputed document, drawn up by the investment company keeping his/her securities account or the bank keeping his/her custody account, confirming the fact that the shareholder holds shares on the Record Date.

A shareholder may request to be delivered the list of shareholders free of charge via electronic mail,

providing the email address to which the list should be sent. The shareholder will submit the request referred to in the preceding sentence to the Company, along with a scanned copy of the share deposit certificate or the certificate issued by the entity/entities keeping the shareholder's securities account(s), confirming the fact of being a shareholder of the Company, as well as a scan of the identity card (copy of entry in the relevant register) or other personal identification document. If a shareholder is not a natural person, the shareholder should attach a valid copy (scan) of entry in the relevant register or other document confirming existence of the entity and the power of its representatives to represent it. The request should be sent to: [wza@mlpgroup.com](mailto:wza@mlpgroup.com) .

#### **5. ACCESS TO THE DOCUMENTATION OF THE EXTRAORDINARY GENERAL MEETING**

A person entitled to attend the EGM may obtain the full text of the documentation which is to be submitted to the EGM, including draft resolutions or – if no resolutions are to be voted on – comments of the Company's Management Board and Supervisory Board on matters placed or to be placed on the agenda, prior to the scheduled date of the EGM, either on the Company's website at [www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie](http://www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie), or at the Company's registered office at ul. 3-go Maja 8, 05-800 Pruszków, Poland, between 9.00 am and 4.00 pm on business days until the date of the EGM. Shareholders requesting access to documents in paper form should attach a copy (scan) of a document confirming their right to attend the EGM, i.e. a personal certificate confirming their right to attend the EGM and their holding of Company shares as at the date of the request, and a copy (scan) of a document confirming their identity (i.e. identity card or other personal identification document). If a shareholder is not a natural person, the shareholder should attach a valid copy (scan) of entry in the relevant register or other document confirming existence of the entity and the power of its representatives to represent it. The request should be sent to: [wza@mlpgroup.com](mailto:wza@mlpgroup.com) .

#### **6. WEBSITE WHERE INFORMATION ON THE EXTRAORDINARY GENERAL MEETING WILL BE AVAILABLE**

All information concerning the EGM will be available on the Company's website at [www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie](http://www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie) from the date of convening the Extraordinary General Meeting.

#### **7. OTHER INFORMATION**

The EGM will be conducted in the Polish language.

Management Board of MLP GROUP Spółka Akcyjna