

**NOTICE OF
THE MANAGEMENT BOARD OF ERBUD S.A. IN WARSAW
ABOUT CONVENTION OF
THE COMPANY'S ORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Management Board of ERBUD S.A. in Warsaw, entered into the Register of Entrepreneurs of the National Court Register, kept by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register (KRS) under No. KRS 0000268667, Tax ID (NIP) No. 8790172253, REGON Statistical No.: 005728373, with a share capital totalling: PLN 1,192,983.60, fully paid-up (**the "Company"**), acting pursuant to Art. 399 § 1 and Arts. 395 and 4021 § 1 and 2 of the Act of 15 September 2000 Commercial Companies' Code ("**CCC**"), and pursuant to § 13, para 2 of the Company's Statutes, hereby:

CONVENES AN ORDINARY GENERAL MEETING OF SHAREHOLDERS OF ERBUD S.A. IN WARSAW, TO BE HELD ON 16 MAY 2024, AT 2:00 PM, IN THE COMPANY'S REGISTERED OFFICE AT UL. FRANCISZKA KLIMCZAKA 1, 02-797 WARSAW.

In parallel pursuant to Art. 402² of the Commercial Companies' Code the Company's Management Board advises as follows:

I. Date, time and venue of the Ordinary General Meeting of Shareholders and Detailed Agenda.

The Ordinary General Meeting of ERBUD S.A. with its registered office in Warsaw will take place on 16 May 2023 at **2:00 PM** at the Company's registered office – in Warsaw, in the building located at ul. Franciszka Klimczaka No. 1, 02-797 Warsaw, The Office Building Royal Wilanów, entrance D, 3rd floor of the above building.

The Detailed Agenda of the Ordinary General Meeting of Shareholders is as follows:

- 1) Opening of the Ordinary General Meeting of Shareholders.
- 2) Election of the Chairman of the Company's Ordinary General Meeting of Shareholders.
- 3) Acknowledgment of correctness of convention of the Ordinary General Meeting of Shareholders and its capacity to adopt resolutions.
- 4) Adoption of the Agenda of the Ordinary General Meeting of Shareholders.
- 5) Review of the Management Board's Report on the Company's Operations and the Operations of the ERBUD Capital Group in the financial year ended on 31 December 2023 and the Separate Financial Statements of the Company for the financial year ended on 31 December 2023 and the Consolidated Financial Statements of the ERBUD Capital Group for the financial year ended on 31 December 2023, including the Audit Report of the independent statutory auditor.
- 6) Presentation and review of the Report of the Company's Supervisory Board on the Supervisory Board's activities in the financial year ended on 31 December 2023, including a brief assessment of the Company's position, assessment of the Management Board's Report on the Company's Operations and the Operations of the ERBUD Capital Group in the financial year ended on 31 December 2023 and the Separate and Consolidated Financial Statements for the financial year ended on 31 December 2023 in terms of their compliance with the books and documents, as well as with the facts, assessment of the Management Board's proposal to appropriate the profit generated in 2023 and assessment of the implementation by the Company's Management Board

of the duties referred to in Art. 380¹ of the Commercial Companies' Code and of the manner in which the Company's Management Board prepares or submits information, documents, reports or explanations to the Supervisory Board pursuant to Art. 382 § 4 of the Commercial Companies' Code.

- 7) Adoption of a resolution on the approval of the Management Board's Report on the Company Operations in the financial year ended on 31 December 2023 and the approval of the Separate Financial Statements of the Company for the financial year ended on 31 December 2023.
- 8) Adoption of a resolution on the approval of the Management Board's on the Operations of the ERBUD Capital Group in the financial year ended on 31 December 2023 and on the approval of the Consolidated Financial Statements of the ERBUD Capital Group for the financial year ended on 31 December 2023.
- 9) Adoption of a resolution on approval of the Report on the Activities of ERBUD S.A. Supervisory Board in the financial year ended on 31 December 2023.
- 10) Adoption of a resolution on the distribution of the profit generated in the financial year ended on 31 December 2023.
- 11) Adoption of resolutions on granting a vote of approval to the members of the Management Board for the performance of their duties in the financial year ended on 31 December 2023.
- 12) Adoption of resolutions on granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the financial year ended on 31 December 2023.
- 13) 12. Review and adoption of a resolution on stating an opinion on the Report of the Company's Supervisory Board on the remuneration of the members of the Company's Management Board and the Company's Supervisory Board in 2023.
- 14) Adoption of a resolution to amend the Company's Statutes.
- 15) Adoption of a resolution to approve the uniform text of the Company's Statutes.
- 16) Adoption of resolutions to amend the By-Laws of the Company's Supervisory Board and to adopt of the uniform text of the By-Laws of the Company's Supervisory Board.
- 17) Adoption of a resolution on the appointment of new members of the Company's Supervisory Board.
- 18) Adoption of a resolution on the appointment of the Deputy Chairman of the ERBUD S.A. Supervisory Board.
- 19) Adoption of resolutions on the appointment of Supervisory Board members for the next term of office.
- 20) Adoption of resolutions on the remuneration policy for members of the Company's Management and Supervisory Boards and adoption of the uniform text of the remuneration policy for the members of the Company's Management and Supervisory Boards.
- 21) Closing of the Ordinary General Meeting of Shareholders.

II. Proposed amendments to the Company's Statutes

1. **In § 3, para 1 of the Company's Statutes, items 59) and 60) shall be added, with the following wording:**

"59) *Security activities, excluding operation of security systems.*

60) *Security activities dealing with the management of security systems."*

2. **§ 11, para 1 of the Company's Statutes is planned to be replaced with the following new wording:**

1. *The Supervisory Board consists of 5 to 8 members, including the Chairman and Deputy Chairman of the Supervisory Board."*

3. **§ 12 of the Company's Statutes is planned to be replaced with the following new wording:**

"§ 12

1. *The Supervisory Board resolutions shall be adopted by an absolute majority of votes cast in the presence of at least half of the Supervisory Board members, unless the provisions of the Commercial Companies' Code or these Statutes provide otherwise. In the event of tied vote the Chairman's vote shall prevail.*
2. *The Supervisory Board meetings shall be convened by the Supervisory Board Chairman upon his own initiative and upon the request of the Management Board or a member of the Supervisory Board within two weeks of the request being made or, under circumstances requiring a rapid decision making, within three days of the request being made. To the request for calling a Supervisory Board meeting, the proposed agenda must be attached.*
3. *The Supervisory Board meetings may be held by means of direct remote communication.*
4. *The Supervisory Board meetings should be convened on as needed basis, however, at least once per quarter in the financial year.*
5. *The Supervisory Board members may participate in the adoption of the Supervisory Board resolutions by casting their vote in writing through the agency of another Supervisory Board member. The casting of a vote in writing may not relate to matters placed on the agenda of Supervisory Board meeting.*
6. *The Supervisory Board may adopt resolutions in writing or by means of direct remote communication. A resolution is valid if all Supervisory Board members have been notified of the draft resolution wording and at least half of the Supervisory Board members have taken part in the adoption of the resolution.*
7. *The Supervisory Board may also adopt resolutions in writing or by means of direct remote communication on matters for which the Statutes or the By-Laws of the Supervisory Board provide for a secret ballot. A resolution is valid if all Supervisory Board members have been notified of the draft resolution wording and at least half of the Supervisory Board members have taken part in the adoption of the resolution.*
8. *The Supervisory Board members shall be entitled to remuneration as determined by virtue of resolution of the General Meeting of Shareholders".*

III. Right to Participate in the Company's Ordinary General Meeting.

Pursuant to Article 406¹ § 1 of the Commercial Companies' Code the right to participate in a General Meeting is vested only in persons being shareholders of the Company **sixteen (16) days prior to the date of the General Meeting** (day of registration of participation in the General Meeting)."

The Company's Management Board advises that the day of registration of participation in the Ordinary General Meeting is **30 April 2024**.

Each Shareholder of the Company who intends to attend the Company's Ordinary General Meeting of Shareholders should request the entity that keeps the securities account to issue a registered certificate confirming the Shareholder's right to attend the General Meeting. The request as referred to in the

previous sentence should be addressed to the entity keeping the securities account not earlier than after the notice about the convention of the Ordinary General Meeting of Shareholders has been given and not later than on the first weekday following the date of registration of participation in the Ordinary General Meeting of Shareholders, i.e. not later than on **2 May 2024**

The list of shareholders authorised to attend the Ordinary General Meeting of Shareholders, signed by the Management Board will be exposed for review in the registered office of the Company's Management Board at the following address: ul. Franciszka Klimczaka 1, 02-797 Warsaw (The Royal Wilanów Office Building) for a period of three weekdays preceding the date of holding the Ordinary General Meeting of Shareholders (i.e. from **13 May 2024** to **15 May 2024**) as well as in the venue and during the proceedings of the Ordinary General Meeting of Shareholders.

A Shareholder of the Company may also request that the List of Shareholders be sent free of charge at the _____ email address provided by the Shareholder for that purpose.

IV. Description of Procedures Concerning Participation in the Ordinary General Meeting of the company and Exercising of Voting Rights

1. Shareholder's right to demand placing particular matters on the agenda of the General Meeting.

The Company's Management Board advises that Shareholder(s) representing at least one twentieth of the share capital may request that particular matters are placed on the agenda of the Ordinary General Meeting. Such a request should be notified to the Management Board of the Company twenty one days before the date of the convened General Meeting at the latest, i.e. by **25 April 2024**. The Shareholder(s)' request, as referred to in the previous sentence, should include a rationale or a draft of the resolution concerning the proposed item on the agenda. This request may be submitted in an electronic form at the following email address: wza@erbud.pl

The proper date of the request submission, as referred to hereinabove, is confirmed by the date of the request delivery at the Company's address: ERBUD S.A. ul. Franciszka Klimczaka 1, 02-797 Warsaw (The Royal Wilanów Office Building). If the aforementioned request has been submitted electronically, the proper date of the request submission is confirmed by the date of placing the request in the email system of the Company (date of receipt on the incoming email server of the Company).

The Company's Management Board shall announce forthwith about the amendments to the agenda made upon the request of Shareholders, however not later than eighteen days before the date of the convened General Meeting, i.e. by 28 April 2024 – announce amendments to the agenda introduced at the request of Shareholders. Possible amendments will be announced on the Company's website at: <https://www.erbud.pl/walne-zgromadzenie> and in a manner determined for delivery of current information pursuant to the Act on Public Offers and Conditions to Introduce Financial Instruments to the Organised Trading System and on Public Companies.

All and any risk connected with the Shareholder's use of devices to send e-mail messages is vested in the Shareholder.

2. Shareholder's right to propose draft resolutions on items on the agenda of the General Meeting or items to be added to the agenda before the date of the General Meeting.

The Management Board advises that a Shareholder or Shareholders of the Company holding at least one-twentieth of the Company's share capital may, prior to the date of the Ordinary General Meeting, notify the Company in writing at the Company's address or by electronic means of communication at the e-mail address: wza@erbud.pl draft resolutions relating to items placed on the agenda of the Ordinary General Meeting or items to be placed on the agenda. The Company shall publish forthwith the draft resolutions on the corporate website at: <https://www.erbud.pl/walne-zgromadzenie>.

The proper date of the request submission, as referred to hereinabove, is confirmed by the date of the request delivery at the Company's address: ERBUD S.A. ul. Franciszka Klimczaka 1, 02-797 Warsaw (The Royal Wilanów Office Building). If the aforementioned request has been submitted electronically, the proper date of the request submission is confirmed by the date of placing the request in the email system of the Company (date of receipt on the incoming email server of the Company).

All and any risk connected with the Shareholder's use of devices to send e-mail messages is vested in the Shareholder.

3. Shareholder's right to propose draft resolutions on items on the Agenda of the General Meeting.

Pursuant to Art. 401, § 5 of the Commercial Companies' Code, each Shareholder may, during the Ordinary General Meeting, propose draft resolutions concerning the items on the agenda.

The Company's Management Board advises that each Shareholder has the right to propose amendments and additions to the draft resolutions on the Agenda of the Ordinary General Meeting until the Chairperson of the General Meeting closes the discussion on the agenda item covering the draft resolution to which the proposal relates.

Proposals for amendments and additions, along with a brief rationale attached, should be submitted in writing, separately for each draft resolution, stating the Shareholder's name and surname (company name), to the Chairman of the General Meeting. The Chairperson of the General Meeting may allow proposals to be presented verbally.

Proposed amendments and additions of a formal and linguistic nature may be made verbally with a brief rationale unless, due to the scope of the proposed changes, the Chairman of the General Meeting ordains that the proposed amendments and additions be made in writing.

4. The manner of exercising the voting right via proxy, including in particular the Forms to be used when voting via proxy. Method of notifying the Company by means of electronic communication about proxy appointment.

The Management Board advises that each Shareholder of the Company may participate in the Ordinary General Meeting and exercise their voting rights in person or via proxy.

The right to represent a Shareholder who is not a natural person should be evident from the relevant register shown at the time of drawing up the attendance list, or alternatively from a series of powers of

attorney or other relevant corporate documents confirming the authorisation given to represent the Shareholder concerned.

The proxy exercises all Shareholder's rights at the General Meeting, unless otherwise stated in the proxy. The attorney may also extend a further power of attorney if this is apparent from the wording of the power of attorney.

A proxy may represent more than one Shareholder and vote differently on each Shareholder's shares.

Any Shareholder of the Company holding shares recorded in more than one securities account may appoint separate proxies to exercise the rights attached to the shares recorded in each account.

A letter of attorney to attend the Company's Ordinary General Meeting of Shareholders and exercise voting rights must be granted in writing or electronically. The power of attorney should be accompanied by a copy of the relevant register valid as of the date of granting the power of attorney or other relevant corporate documents that confirm the Shareholder's authority to grant the power of attorney. The granting of a power of attorney in electronic form does not require a qualified electronic signature.

If the documents confirming the right to represent the Shareholder are not in Polish, a sworn translation of such documents must be provided. Copies of the documents referred to hereinabove may be submitted, if they have been certified as true copies by a notary public, lawyer or solicitor.

Pursuant to § 4, section 6 of the By-Laws of the General Meeting of ERBUD S.A. with its registered office in Warsaw, a Shareholder may notify the Company of granting a proxy electronically by sending an e-mail message to the following e-mail address: wza@erbud.pl. ERBUD S.A. provides on its website a downloadable template of the Form for notification about the granting of a proxy electronically, which, once completed by the Shareholder in accordance with the instructions contained in the form, should be sent back as an attachment at the e-mail address provided in the Form. The Shareholder should attach a copy of the relevant register valid as of the date of granting the power of attorney or other relevant corporate documents that confirm the Shareholder's authority to grant the power of attorney. If the documents referred to in the preceding sentence have not been drawn up in Polish, a sworn translation of such documents must be provided. Copies of documents may be submitted if certified as true copies by a notary public, lawyer or solicitor.

The Company is entitled to take measures to verify the validity of the proxies issued.

A Shareholder exercising voting rights by proxy may use the Form provided on the Company's website at: <https://www.erbud.pl/walne-zgromadzenie> (the use of the Form provided on the Company's website is not an obligation but a right of each Shareholder). The Form is not a proxy and does not substitute a proxy to attend and exercise voting rights at the Ordinary General Meeting.

If the voting right is exercised by proxy using the Form, the Form must be delivered to the Chairperson of the General Meeting before the voting on the resolution in question has been completed. The Management Board advises that the Company is not obliged to and will not verify the compliance of the proxy's conduct with the instructions given to the proxy, as referred to in Art. 412², § 4 of the Commercial Companies' Code.

Any and all risks associated with the exercise of voting rights by proxy shall be borne by the Shareholder.

5. An option and method of participating in the Ordinary General Meeting by means of electronic communication. Method of speaking at the Ordinary General Meeting by means of electronic communication. Method of exercising voting rights by correspondence or means of electronic communication.

The Company announces that except for an option of sending e-mail messages via electronic means of communication at wza@erbud.pl, the Company does not provide an option of participating in the Annual General Meeting using electronic means of communication.

The Company does not provide for an option to speak or exercise voting rights during the Ordinary General Meeting by means of electronic communication.

The By-Laws of the General Meeting of ERBUD S.A. in Warsaw do not provide for an option of casting votes via correspondence.

6. Shareholder's right to pose questions on the matters placed on the agenda of the Ordinary General Meeting.

During the Ordinary General Meeting, the Shareholder has the right to pose questions concerning the matters placed on the agenda of the General Meeting. Pursuant to Art. 428, § 1 of the Commercial Companies' Code, the Management Board is obliged to provide the Shareholder, upon request, with information about the Company, if this is justified for the assessment of a matter posted on the agenda.

The Company's Management Board refuses to provide information if this could harm the Company, a related company or a subsidiary with company or cooperative status, in particular by disclosing technical, trade or organisational secrets of the company. A member of the Company's Management Board may refuse to provide information, if such provision of information could give rise to criminal, civil or administrative liability.

V. An option of obtaining information about the Ordinary General Meeting.

The full and complete documentation to be presented to the Ordinary General Meeting, the draft resolutions of the Ordinary General Meeting and all information about the Ordinary General Meeting convened on **16 May 2024** will be posted on the Company's website at: <https://www.erbud.pl/walne-zgromadzenie> effective from the date of the Ordinary General Meeting convention.

VI. Specification of the address of website where information about the Ordinary General Meeting will be published.

All information about the Ordinary General Meeting will be made available on the Company's website at: <https://www.erbud.pl/walne-zgromadzenie>.

The Management Board of ERBUD S.A.

Dariusz Grzeszczak

President of the Management Board

Agnieszka Głowacka

Vice-President of the Management Board

Jacek Leczkowski

Vice-President of the Management Board