

## **Announcement on convening the Extraordinary General Meeting "NOVITA" S.A. with its registered office in Zielona Góra**

The Management Board of "NOVITA" S.A. with its registered office in Zielona Góra, ul. Dekoracyjna 3, 65-722 Zielona Góra, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court in Zielona Góra, VIII Economic Division of the National Court Register under no. 0000013306 (hereinafter "Novita", "Company"), acting pursuant to art. 399 § 1, art. 402<sup>1</sup> and art. 402<sup>2</sup> and art. 403 of the Code of Commercial Companies, hereby convenes a meeting to be held on **10 December 2024 at 11:00 a.m.** in Zielona Góra, at ul. Dekoracyjna 3, 65-722 Zielona Góra (conference room on the third floor), the Extraordinary General Meeting of the Company (hereinafter: "**General Meeting**", "**EGM**"), with the following agenda:

1. Opening of the Extraordinary General Meeting
2. Adoption of a resolution on election of the Chairperson of the Extraordinary General Meeting.
3. Determination that the Extraordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of a resolution on election of the Returning Committee or abandonment of election of the Returning Committee.
5. Adoption of a resolution on adoption of the agenda.
6. Adoption a resolution with regards to payment of extraordinary dividend from the resources originating from the existing in the Company supplementary capital, created from the profit for year 2018.
7. Adoption of a resolution regarding covering the costs of holding the Extraordinary General Meeting of Shareholders by the Company.
8. Other issues.
9. Closing of the Extraordinary General Meeting.

### **I. Procedures for attending the General Meeting and exercising voting rights:**

1. Only persons who are shareholders of the Company 16 days prior to the date of the General Meeting (General Meeting Record Date), i.e. 24 November 2024, have the right to attend the General Meeting.
2. In order to ensure participation in the General Meeting, a shareholder entitled from dematerialised bearer shares should request, no earlier than after the announcement of the convening the General Meeting, i.e. not earlier than on 12 November 2024 and not later than on the first working day after the General Meeting Record Date, i.e. 25 November 2024, from the entity maintaining the securities account to issue a registered certificate of the right to participate in the General Meeting.

The certificate should contain all the information referred to in Article 406<sup>3</sup> § 1 of the Commercial Companies Code, i.e.:

- 1) the name, registered office, address and seal of the issuer and the certificate number,
- 2) number of shares,
- 3) the type and code of the shares,
- 4) company (name), registered office and address of the company that issued the shares,
- 5) the nominal value of the shares,

- 6) name and surname or business name of the holder of the shares, pledgee or user,
- 7) the registered office (place of residence) and address of the holder of the shares, pledgee or user,
- 8) purpose of the certificate,
- 9) a reference to who has the right to vote on the shares,
- 10) date and place of issue of the certificate,
- 11) the signature of the person authorised to issue the certificate.

Certificates of the right to participate in the General Meeting will be the basis for the preparation by the holders of securities accounts to draw up lists of persons entitled to participate in the General Meeting, sent to the National Depository, which prepares a collective list of persons entitled to participate in the General Meeting and making it available on its website dedicated to the issuer, no later than week before the date of the General Meeting.

3. On the basis of the list drawn up by the NDS, the Company will draw up a list of those entitled to attend the General Meeting and will make it available for inspection at its registered office on the three weekdays prior to the General Meeting, i.e. on 5, 6 and 9 December 2024, from 8.00 am to 4.00 pm.

During this period, the shareholder may request that the list of shareholders be sent to him free of charge by e-mail, stating the address to which the list should be sent.

The request should be made in writing, signed by the shareholder or persons authorised to represent the shareholder and sent to [novita@novita.com.pl](mailto:novita@novita.com.pl) in "PDF" format or in another format readable by the Company.

The request should be accompanied by copies of documents confirming that the person reporting person is a shareholder of the Company (e.g. a registered deposit certificate valid date of exercising the right), as well as copies of documents confirming the identity of the shareholder or persons acting on behalf of the shareholder, including:

- in the case of a shareholder who is an individual, a copy of the shareholder's identity card, passport or other official identification document of the shareholder;
- in the case of a shareholder other than an individual, a copy of an extract from the relevant register or other document confirming the authority of the natural person(s) to represent the shareholder at the EGM (e.g. an uninterrupted chain of proxies);
- if requested by a proxy - a copy of the power of attorney document signed by the shareholder or by persons authorised to represent the shareholder and a copy of the identity card, passport or other official identification document of the, or in the case of a proxy other than a natural person a copy of an extract from the relevant register or other document confirming the authority of the (natural person(s) to represent the proxy at the EGM (e.g. an uninterrupted chain of powers of attorney) and an identity card, passport or other official document identity document of the natural person(s) authorised to represent the proxy at the EGM.

## II. Right to attend the General Meeting by proxy

1. A shareholder who is an individual may participate in the General Meeting and exercise the voting rights in person or by proxy. A shareholder other than an individual may participate in the General Meeting and exercise their voting rights through a person authorised to make declarations of intent on his behalf or by proxy. The power of attorney should be in writing or granted in electronic form. A power of attorney granted in electronic form does not require a secure electronic signature verified using a valid qualified certificate.
2. The Company must be notified of the power of attorney granted in electronic form by e-mail to [novita@novita.com.pl](mailto:novita@novita.com.pl) by sending the power of attorney document to the indicated address in "PDF" format (or in any other format readable by the Company), signed by the shareholder or, in the case of shareholders other than natural persons, by persons authorised to represent the shareholder.
3. In order to identify the shareholder granting the proxy, the notice of granting the proxy in electronic form should include (as an attachment in "PDF" format or in another format that can be read by the Company):
  - a) in the case of a shareholder who is a natural person, a copy of the identity card, passport or other official identification document of the shareholder;
  - b) in the case of a shareholder other than a natural person - a copy of an extract from the relevant register or other document confirming the authority of the natural person(s) to represent the shareholder at the EGM (e.g. an unbroken chain of proxies).
4. If there is any doubt as to the authenticity of the copies of the above documents, the Management Board of the Company reserves the right to require the proxy to produce when the attendance list is drawn up:
  - a) in the case of a shareholder who is a natural person, the original or a copy certified as a true copy of the original by a notary public or other entity empowered to certify the original of an identity card, passport or any other official document certifying the shareholder's identity document of the shareholder;
  - b) in the case of a shareholder other than a natural person - the original or a copy certified as a true copy of the original by a notary public or another entity having the authority to certify certified as a true copy of the original by a notary public or another entity authorised to certify the conformity of a copy with the original of an extract from the relevant register or another document confirming the authority of the natural person(s) to represent the shareholder at the EGM (e.g. an unbroken chain of powers of attorney).
5. In order to identify the proxy, the Management Board reserves the right to require the proxy to present the attendance list when it is drawn up:
  - a) in the case of an attorney who is a natural person, the original identity card, passport or other official identification document of the proxy;
  - b) in the case of an attorney other than a natural person - the original or a copy certified as a true copy of the original by a notary public or another entity having the authority to certify certified for conformity with the original by a notary public or another entity authorised to certify for conformity with the original of an extract from the relevant register or another document confirming the authorisation of the natural person(s) to represent the proxy at the EGM (e.g. an uninterrupted chain of powers of attorney) and an identity card, passport

or other official identification document of the natural person(s) authorised to represent the proxy at the General Meeting.

6. The forms referred to in Article 402<sup>3</sup> par. 1 item 5 of the Commercial Companies Code allowing to exercise voting rights by proxy are available on the Company's website [www.novita.pl](http://www.novita.pl). The Company does not impose an obligation to grant a proxy on the above form.

At the same time, the Management Board of the Company announces that if a shareholder grants a proxy with voting instructions, the Company will not verify, whether the proxies exercise their voting rights in accordance with the instructions they received from the shareholders. Accordingly, the Management Board of the Company announces that the voting instructions should be given only to the proxy.

The Company stipulates that a shareholder using electronic means of communication bears the sole risk associated with the use of this form. Information on the granting of a proxy in electronic form, should be notified to the Company by the end of the day preceding the day of the General Meeting. The Company cannot guarantee that it will be able to verify the identity of the shareholders granting proxies on the day the General Meeting is held.

### **III. Shareholders' rights**

1. A shareholder or shareholders representing at least 1/20 of the Company's share capital may request the inclusion of specific issues on the agenda of the EGM. The request should be submitted Company's Management Board no later than 21 days before the scheduled date of the meeting, i.e. by 19 November 2024.  
The request shall include a justification or a draft resolution relating to the proposed item on the agenda, may be submitted in writing at the registered office of the Company or electronically to [novita@novita.com.pl](mailto:novita@novita.com.pl), and is posted on the Company's website [www.novita.pl](http://www.novita.pl). The Management Board is obliged to announce immediately, but no later than 18 days prior to the scheduled date of the General Meeting, announce changes to the agenda introduced at the request of the shareholders, in a manner appropriate for convening the General Meeting.
2. A shareholder or shareholders representing at least 1/20 of the share capital may, prior to the the date of the General Meeting to report to the Company in writing at the Company's registered office or by electronic means of communication at [novita@novita.com.pl](mailto:novita@novita.com.pl) draft resolutions relating to matters on the agenda of the General Meeting or matters which are to be introduced to the agenda; Draft resolutions are promptly published by the Company on its website.

Draft resolutions of the General Meeting regarding matters placed on the agenda of the General Meeting should be submitted by shareholders at least 3 days prior to the General Meeting.

The requests mentioned in points 1 and 2 should be accompanied by copies of documents confirming that the person making the request is a shareholder of the Company (e.g. personal share certificate in force on the date the entitlement is exercised), that the shareholder represents at least 1/20 of the of the Company's share capital, as well as copies of documents

confirming the identity of the shareholder or of the persons acting on behalf of the shareholder, including:

- a) certificate or deposit certificate issued by the entity that maintains the securities account in which the shares in the Company held by the shareholder are recorded confirming that he is in fact a shareholder of the Company and that he represents at least 1/20 of the share capital;
  - b) in the case of a shareholder who is a natural person - a copy of the identity card, passport or other official identification document of the shareholder;
  - c) in the case of a shareholder other than a natural person - a copy of an extract from the relevant register or other document confirming the authority of the natural person(s) to represent the shareholder at the EGM (e.g. an uninterrupted chain of proxies);
  - d) if requested by a proxy - a copy of the power of attorney document signed by the shareholder or by persons authorised to represent the shareholder and a copy of the identity card, passport or other official identification document of the proxy or, in the case of a proxy other than a natural person, a copy of an extract from the relevant register or other document confirming the authority of the natural person(s) to represent the proxy at the EGM (e.g. an uninterrupted chain of powers of attorney) and an identity card, passport or other official document identity document of the natural person(s) authorised to represent the proxy at the EGM.
3. Each shareholder may, during the General Meeting, propose draft resolutions on the matters placed on the agenda.
  4. During the General Meeting, each shareholder may request information concerning the affairs of the Company if this is justified for the purpose of evaluating a matter on the agenda. The Management Board shall provide information taking into account the limitations resulting from Article 428 of the CCC.
  5. Each shareholder has the right to request information outside the General Meeting relating to the Company; the Management Board may provide information in writing, taking into account the restrictions arising from Article 428 of the CCC and shall disclose in writing, in the documentation submitted to the next General Meeting, the information provided to the shareholder outside the General Meeting together with the date on which it was provided and the person to whom the information was provided.
  6. Each shareholder shall have the right to ask questions concerning the matters on the agenda of the General Meeting.
  7. The exercise of shareholders' rights and the manner in which they exercise their rights may not lead to obstruction of the proper operation of the Company's bodies.

#### **IV. Electronic and correspondence communication during the General Meeting**

The Company's Management Board shall allow participation in the General Meeting by means of electronic means of communication.

Detailed terms and conditions of participation, exercising voting rights and speaking General Meeting using electronic means of communication are defined in the "By-laws of the General Meeting of Shareholders of "NOVITA" S.A. with its registered office in Zielona Góra" - hereinafter referred to as the "Rules of Procedure", available on the website of "NOVITA" S.A. with its registered office in Zielona Góra. "Regulations", available on the Company's website [www.novita.pl](http://www.novita.pl). Application to participate in the General Meeting using electronic communication means requires, in accordance with the Rules of

Procedure, filling in and sending to the Company at [novita@novita.com.pl](mailto:novita@novita.com.pl). the relevant Declaration, a specimen of which is attached as Appendix 1 to this Announcement.

Detailed technical requirements necessary to participate in the General Meeting by means of electronic communication is set out in Appendix No. 2 to this Announcement.

The Regulations do not provide for the possibility of voting at the General Meeting by correspondence.

#### **V. Access to documentation**

A person entitled to attend the General Meeting may obtain the full text of the documentation to be presented to the General Meeting, including draft resolutions, comments of the Management Board of the Company or the Supervisory Board of the Company concerning matters on the agenda of the General Meeting or matters to be added to the agenda, prior to the date of the General Meeting on the Company's website [www.novita.pl](http://www.novita.pl) under the Investor Relations tab and at the Company's registered office, at ul. Dekoracyjna 3, 65-722 Zielona Góra, from 8.00 a.m. to 4.00 p.m. Correspondence related to the General Meeting should be addressed to the e-mail address: [novita@novita.com.pl](mailto:novita@novita.com.pl).

#### **VI. Registration of attendance at the General Meeting**

Persons entitled to attend the General Meeting are requested to register and collect their voting cards directly in the meeting room half an hour before the start of the General Meeting.

#### **VII. Other information**

Information regarding the General Meeting will be made available on the Company's website [www.novita.pl](http://www.novita.pl) under the tab Investor Relations/General Meetings.

At the same time, the Company's Management Board informs that in matters not covered by this Announcement, the following shall apply provisions of the Commercial Companies Code and the Company's Articles of Association apply and, therefore, the Company's shareholders are requested to familiarise themselves with the above regulations, the text of which is available on the Company's website [www.novita.pl](http://www.novita.pl) under Investor Relations/Internal Normative Acts.

If you have any questions or doubts about participating in the General Meeting, please contact the Management Board Office of the Company at telephone number (+48) 68 456 12 05 or via e-mail at [novita@novita.com.pl](mailto:novita@novita.com.pl).