

**Announcement of the Board of Directors of Urteste S.A., headquartered in Gdańsk,  
on convening the Annual General Meeting  
for June 25, 2025.**

**Date, time and place of the General Meeting**

The Board of Directors of Urteste S.A. with its registered office in Gdańsk (the "**Company**") entered in the Register of Entrepreneurs kept by the District Court Gdańsk-Północ in Gdańsk, VII Economic Division of the National Court Register, KRS 0000886944, NIP 5833355988, the amount of the share capital 140.966.90 PLN, fully paid up, acting p u r s u a n t to Article 399 § 1 in connection with Article 402<sup>1</sup> of the Code of Commercial Companies, **convenes the Ordinary General Meeting of** the Company to be held on **June 25, 2024 at 1:00 p.m.** in Gdańsk (Toruńska 12, 80-747 Gdańsk, Hotel Almond Business & SPA Gdańsk)) ("**General Meeting**", "**Annual General Meeting**").

**Detailed 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 ability to adopt resolutions.
4. Adoption of the agenda of the General Meeting.
5. Presentation and consideration of the Management Board's report on the Company's activities for 2024 and the Company's financial statements for 2024, together with the auditor's report on the audit.
6. Presentation and consideration of the report of the Company's Supervisory Board on its activities for 2024.
7. Adoption of a resolution on approval of the Company's financial statements for 2024.
8. Adoption of a resolution on approval of the Company's Board of Directors' report on operations for 2024.
9. Adoption of a resolution on approval of the report of the Company's Supervisory Board on its activities for 2024.
10. Adoption of a resolution on covering the Company's loss for fiscal year 2024.
11. Adoption of resolutions on granting members of the Company's Board of Directors a discharge of their duties in 2024.
12. Adoption of resolutions on granting discharge to members of the Company's Supervisory Board for the performance of their duties in 2024.
13. Adoption of a resolution on determining the number of members of the Supervisory Board for the new term.
14. Adoption of resolutions on the appointment of members of the Company's Supervisory Board for a new joint term.

15. Consideration and adoption of a resolution on expressing an opinion on the Supervisory Board's report on the remuneration of members of the Company's Management Board and Supervisory Board for the year 2024.
16. Closing of the General Meeting.

### **Shareholder's right to request the inclusion of certain matters on the agenda of the General Meeting**

A shareholder or shareholders representing at least 1/20 of the share capital have the right to demand that certain matters be placed on the agenda of the General Meeting. The request should be submitted to the Company's Management Board no later than 21 days before the scheduled date of the General Meeting, i.e. by June 4, 2025.

The request should include a justification or a draft resolution regarding the proposed agenda item. The request may be submitted in writing at the Company's registered office at the aforementioned address or in electronic form and sent to the following e-mail address of the Company: [wza@urteste.eu](mailto:wza@urteste.eu).

Shareholder(s) should demonstrate ownership of the appropriate number of shares as of the date of the request by attaching to the request deposit certificate(s) or registered certificate(s) of the right to participate in the General Meeting and, in the case of:

- a) a shareholder who is an individual - information should be provided to identify the shareholder: name and surname, PESEL number (if applicable), identity document number, contact information: cell phone number or e-mail address for communication with the shareholder,
- b) of a shareholder who is a person other than a natural person - a current registration document of the shareholder (scan in the form of a \*.pdf file) or other relevant corporate documents confirming the authorization of persons representing the shareholder to act on behalf of the shareholder (scan in the form of a \*.pdf file) and the contact details of the shareholder: cell phone number or e-mail address for communication with the shareholder should be attached,
- c) request by a proxy - the data allowing identification of the proxy indicated in the section of this Announcement titled "Forms of granting a proxy, the method of notification of granting a proxy in electronic form and the method of verification of the validity of granted proxies" must be provided, with the proviso that this proxy is not subject to the restrictions referred to in Article 412<sup>2</sup>§3 and §4 of the Commercial Companies Code.

The Company reserves the right to take measures proportionate to the purpose of the action to identify the shareholder or shareholders and verify the validity of the documents sent.

The Board of Directors shall, without undue delay, but no later than 18 days prior to the scheduled date of the General Meeting, i.e. by June 7, 2025, announce, in a manner appropriate to the Convening of the General Meeting, amendments to the agenda introduced at the request of shareholders.

### **Shareholder's right to submit draft resolutions on matters on the agenda of the General Meeting or matters to be added to the agenda before the date of the General Meeting**

A shareholder or shareholders representing at least 1/20 of the share capital may, prior to the date of the General Meeting, submit in writing at the Company's registered office at the address indicated above or by means of electronic communication to the e-mail address: [wza@urteste.eu](mailto:wza@urteste.eu) drafts of resolutions concerning matters included in the agenda of the General Meeting or matters to be included in the agenda.

The Company shall immediately announce the draft resolutions on its website ([www.urteste.eu](http://www.urteste.eu)).

The Company recommends that the aforementioned draft resolutions be submitted to the Company no later than 3 days prior to the scheduled date of the General Meeting, in view of the need to announce them on the Company's website ([www.urteste.eu](http://www.urteste.eu)).

The shareholder(s) should demonstrate ownership of the appropriate number of shares as of the date of the request by attaching to the request the certificate(s) of deposit or registered certificate(s) of right to participate in the General Meeting and, in the case of:

- a) a shareholder who is a natural person - information should be provided to identify the shareholder: name and surname, PESEL number (if applicable), identity document number, contact information: cell phone number or e-mail address for communication with the shareholder,
- b) a shareholder who is a person other than a natural person - please attach the shareholder's current registration document (scan as a \*.pdf file) or other relevant corporate documents confirming the authorization of persons representing the shareholder to act on behalf of the shareholder (scan as a \*.pdf file), as well as the shareholder's contact information: cell phone number or address e-mail address intended for communication with the shareholder,
- c) request by a proxy - it is necessary to provide data allowing identification of the proxy indicated in the section of this announcement titled "Forms of granting a proxy, method of notification of granting a proxy in electronic form and method of verification of the validity of granted proxies", with the proviso that this proxy is not subject to the restrictions referred to in Article 412<sup>2</sup>§3 and §4 of the Commercial Companies Code.

The Company reserves the right to take measures proportionate to the purpose of the action to identify the shareholder(s) and verify the validity of the documents sent. The Company shall immediately announce the above drafts on the Company's website ([www.urteste.eu](http://www.urteste.eu)).

### **Shareholder's right to submit drafts of resolutions on matters placed on the agenda at the General Meeting**

Each shareholder entitled to participate in the General Meeting may, during the General Meeting, submit draft resolutions on the matters placed on the agenda at the General Meeting.

## **The right to appoint a proxy**

A shareholder may participate in the General Meeting and exercise voting rights in person or by proxy. A proxy exercises all the rights of a shareholder at the General Meeting, unless the wording of the power of attorney indicates otherwise. A proxy may grant a further power of attorney if it follows from the wording of the power of attorney. A proxy may represent more than one shareholder and vote differently on each shareholder's shares.

A shareholder who is not a natural person may participate in the General Meeting and exercise voting rights through a person authorized to make statements of intent on his behalf or through a proxy.

A member of the Company's Board of Directors and an employee of the Company may be proxies for shareholders at the General Meeting. If the proxy at the General Meeting is a Member of the Board of Directors, a Member of the Supervisory Board, a liquidator, an employee of the Company or a member of the bodies or an employee of a subsidiary of the Company, the proxy may authorize representation at only one General Meeting. The proxy must disclose to the shareholder the circumstances indicating the existence or possibility of a conflict of interest. The granting of a further proxy is excluded. The proxy, in the above situation, is obliged (in accordance with applicable regulations) to vote in accordance with the instructions given by the shareholder.

## **Forms of granting a proxy, method of notification of granting a proxy in electronic form and method of verification of the validity of proxies granted**

A proxy to attend the General Meeting and exercise voting rights must be granted in writing or in electronic form. The granting of a proxy in electronic form does not require a secure electronic signature.

If a proxy is granted in electronic form, the shareholder shall inform the Company by e-mail to the following e-mail address: [wza@urteste.eu](mailto:wza@urteste.eu). The Company, on its website at [www.urteste.eu](http://www.urteste.eu), in the "For Investors / General Meetings" section, provides a downloadable sample form for granting a proxy, which, when completed in accordance with the instructions contained therein, should be sent by the shareholder to the Company at the e-mail address indicated above.

In order to verify the validity of a proxy granted in electronic form and in order to properly identify a given shareholder and proxy and verify the correctness of granting a proxy in connection with the applicable rules of representation of a given entity, a shareholder informing the Company of granting a proxy in electronic form shall indicate data allowing to perform the above verification, in particular:

- a) in the case of a shareholder who is a natural person - provide information allowing to identify the shareholder: name and surname, PESEL number (if applicable), number of the identity document, contact data: phone number

- cell phone number or e-mail address for communication with the shareholder,
- b) in the case of a shareholder who is a person other than a natural person - the shareholder's current registration document (scan in the form of a \*.pdf file) or other relevant corporate documents confirming the authorization of persons representing the shareholder to act on behalf of the shareholder (scan in the form of a \*.pdf file) and the shareholder's contact details: cell phone number or address e-mail address intended for communication with the shareholder,
- c) proxy's data indicated in (a) or (b) above, respectively.

The shareholder should also attach a scan of the shareholder's registered certificate of right to participate in the General Meeting issued by the entity maintaining the securities account.

In addition, persons acting on behalf of a shareholder or shareholders who are not natural persons, where confirmation of representation requires the submission of relevant documents specifying the shareholder's/shareholders' rules of representation, should attach to the above notification originals or copies of such documents, certified in accordance with the applicable legal regulations in this regard, in a form appropriate for each form (paper document or a copy thereof or a scan and conversion to \*.pdf format).

For organizational reasons, in order to avoid the risk of failure to record the notice of proxy appointment in electronic form, as well as the need to verify the documents sent, the Company's Board of Directors recommends that the notice of proxy appointment in electronic form be provided to the Company no later than 4:00 p.m. on June 24, 2025. In the event that the Company is provided with a proxy solicitation notice immediately prior to the start time of the Annual General Meeting on June 25, 2025, the Company is unable to guarantee that it will have the opportunity to verify the above notice.

The above provisions shall apply mutatis mutandis to the revocation of a power of attorney in electronic form.

Powers of attorney in writing should be submitted in the original or in a notarized copy (or in a copy certified in a manner equivalent to notarization under applicable regulations).

If a power of attorney is granted to a further proxy, an uninterrupted sequence of powers of attorney must be submitted along with documents indicating authorization to act on behalf of prior proxies.

Verification of the validity of granted powers of attorney will be carried out by:

- a) verification of the content of the granted power of attorney (sequence of powers of attorney), as well as the completeness of the documents attached to it,
- b) checking the correctness of the data entered in the form and comparing them with the information contained in the list of persons entitled to participate in the General Meeting,

- c) ascertaining the compliance of the powers of persons granting proxies on behalf of legal entities with the state appearing in the relevant copies from the registers,
- d) confirming the data and thus identifying the shareholder(s) by e-mail or by telephone in the case of electronic form of proxy and such notification thereof.

If situations arise that require clarification, the Company may take other measures, proportionate to the purpose, to identify the shareholder or proxy and to verify the validity of proxies, notices and documents, including contact the shareholder or proxy, using the telephone number indicated by the shareholder, or by e-mail sending a return message. The Company has the right to contact both the shareholder and the proxy.

### **How to exercise voting rights by proxy using a form**

The Company on its website at [www.urteste.eu](http://www.urteste.eu), in the section For Investors / General Meetings provides a downloadable sample form for exercising voting rights by Proxy. Neither the shareholder nor the proxy is obliged to use the forms provided by the Company. The use of the forms is at the shareholder's discretion.

### **Possibility to participate in the General Meeting by means of electronic communication, the manner of speaking at the General Meeting by means of electronic communication and the manner of exercising voting rights by mail or by means of electronic communication**

The Company does not provide for the possibility to participate in the General Meeting or to speak during the General Meeting using electronic communication means. The Company does not allow the possibility of exercising voting rights by mail.

### **Shareholder's right to ask questions**

If it is justified for the evaluation of a matter included in the agenda of the General Meeting, the Management Board is obliged to provide a shareholder, upon his/her request, with information concerning the Company during the session of this General Meeting.

The Board of Directors shall refuse to provide information if it could harm the Company or a related company, in particular by revealing technical, trade or organizational secrets of the company. In addition, a member of the Management Board may refuse to provide information if the provision of information could constitute grounds for his criminal, civil or administrative liability.

An answer shall be deemed to have been given if the relevant information is available on the Company's website in a place set aside for shareholders' questions and answers.

If there are compelling reasons for doing so, the Board of Directors may provide information in writing outside the General Meeting, no later than two weeks from the date of the request at the General Meeting.

If a shareholder makes a request outside the General Meeting for information concerning the company, the Board of Directors may provide the shareholder with information in writing, taking into account the limitations described in paragraph 2 above.

In the documentation submitted to the next General Meeting, the Board of Directors shall disclose in writing the information provided to the shareholder outside the General Meeting, together with the date of its provision and the person to whom the information was provided. The information submitted to the next General Meeting may not include information made public and provided at the General Meeting.

A shareholder who has been denied disclosure of the requested information during the General Meeting and who has objected to the minutes may file a request with the registry court to compel the Board of Directors to provide the information. The request must be submitted within a week from the end of the General Meeting at which the information was refused. A shareholder may also file a motion with the registry court to oblige the Company to announce information given to another shareholder outside the General Meeting.

### **Record date for participation in the General Meeting**

The record date for participation in the General Meeting is June 9, 2025 (the "**Record Date**").

### **Information on the right to participate in the General Meeting**

Only persons who are shareholders of the Company as of the Record Date, i.e., persons who, sixteen days prior to the date of the General Meeting (the "Record Date"), will have shares of the Company recorded in their securities account, have the right to attend the Annual Meeting.

In order to exercise the right to participate in the General Meeting, a shareholder should submit, no earlier than after the announcement of the convening of the General Meeting and no later than the first business day after the Record Date, i.e. on June 10, 2025, a request for the issuance of a registered certificate of the right to participate in the General Meeting to the entity that maintains the securities account in which the Company's shares are recorded.

Shareholders are recommended to pick up the aforementioned issued certificate of right to participate and take it with them on the day of the General Meeting.

### **List of shareholders**

The Company determines the list of shareholders entitled to participate in the General Meeting on the basis of the list provided to it by the National Securities Depository S.A. (NDS), and prepared on the basis of registered certificates of right to participate in the General Meeting issued by the entities maintaining securities accounts.

Three weekdays prior to the date of the Annual General Meeting, i.e. on June 20, 2025, June 23, 2025 and June 24, 2024, from 8:00 a.m. to 4:00 p.m.

a list of shareholders entitled to participate in the General Meeting will be made available for inspection at the Company's headquarters (1 Starodworska Street, 80-137 Gdańsk) and at the place and during the General Meeting.

A shareholder may request that the aforementioned list of shareholders be sent to him free of charge by e-mail, providing the address to which the list should be sent. The request to send the list of shareholders should be submitted at the Company's registered office or sent to [wza@urteste.eu](mailto:wza@urteste.eu).

The request should be made in writing and signed by the shareholder or persons representing the shareholder and, in the case of:

- a) a shareholder who is a natural person - information should be provided to identify the shareholder: name and surname, PESEL number (if applicable), identity document number, contact information: cell phone number or e-mail address for communication with the shareholder),
- b) shareholder who is a person other than a natural person - it is necessary to attach the shareholder's current registration document (scan in the form of a \*.pdf file) or other relevant corporate documents confirming the authorization of persons representing the shareholder to act on behalf of the shareholder (scan in the form of a \*.pdf file) and the shareholder's contact information: cell phone number or e-mail address intended for communication with the shareholder,
- c) submission of a request by a proxy - the data allowing identification of the proxy indicated in the section of this Announcement titled "proxy" should be provided.  
"Forms of granting proxies, the method of notification of granting proxies in electronic form and the method of verification of the validity of proxies granted", with the proviso that such proxy shall not be subject to the restrictions referred to in Article 412<sup>2</sup>§3 and §4 of the Commercial Companies Code.

### **Admission to participate in the General Meeting**

Shareholders will be admitted to participate in the General Meeting upon presentation of an identity document, and proxies:

- a) in the case of a power of attorney granted in writing - upon presentation of an identity document and a valid power of attorney granted in writing,
- b) in the case of a power of attorney granted in electronic form - upon presentation of an identity document.

Representatives of persons other than natural persons should additionally present current copies from the relevant registers, listing the persons authorized to represent such entities, and other documents confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting (e.g., an uninterrupted chain of powers of attorney).

The proxies and other required documents confirming the authorization of the shareholder or the person representing the shareholder to participate in the Annual General Meeting will be attached to the minute book by the Company.



**Location of the documentation and draft resolutions for the General Meeting**

The full text of the documentation to be presented to the General Meeting and the draft resolutions are available on the Company's website at [www.urteste.eu](http://www.urteste.eu), under the section "For Investors / General Meetings."

**Indication of the website address where information regarding the General Meeting will be made available**

All information regarding the General Meeting is made available on the Company's website [www.urteste.eu](http://www.urteste.eu).