

**Current report no.** 32/2021

**Date prepared:** 28-04-2021

**Subject:** Announcement on convening the Ordinary General Meeting of Shareholders of ACTION S.A. on 27 May 2021

**Legal basis:** Article 17, section 1, of the Market Abuse Regulation – confidential information.

**Content:**

The Management Board of ACTION S.A. (the Company, the Issuer) with its registered office in Zamienie, convenes the Ordinary General Meeting of Shareholders of ACTION S.A. to be held on 27 May 2021 at 11.00 at the premises of ACTION S.A. at ul. Dawidowska 10 in the town of Zamienie, commune of Lesznowola, Piaseczno powiat, Mazowieckie voivodship.

**ANNOUNCEMENT ON CONVENING THE ANNUAL GENERAL MEETING  
OF ACTION SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN ZAMIENTE**

**I. CONVENING THE GENERAL MEETING**

**The Management Board of ACTION S.A. with its registered office in Zamienie**, acting under Article 395, Article 399 § 1, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Commercial Companies Code and § 38 (1) (1) of the Regulation of the § 19 paragraph 1 point 1 of the Regulation of the Minister of Finance on current and periodic information published by issuers of securities and conditions for recognizing as equivalent information required by the law of a non-member state of 29 March 2018 (Journal of Laws of 2018, item 757 ) **hereby convenes the Annual General Meeting of ACTION S.A.** to be held on **27 Mai 2020 at 11:00** on the premises of ACTION S.A. in restructuring, Dawidowska 10 street in Zamienie, Lesznowola, Piaseczno district, Mazowieckie Province.

**II. DETAILED AGENDA**

**Agenda of the Annual General Meeting of ACTION S.A. in restructuring for financial year 2020 (covering the period from 01.01.2020 to 31.12.2020):**

1. Opening of the General Meeting.
2. Appointing the Chairperson of the General Meeting.
3. Drawing up the attendance list.
4. Confirming whether the General Meeting has been duly convened and is capable of adopting resolutions.
5. Adopting the agenda.
6. Examining the Management Report, the Company's financial statements and the Supervisory Board's report on the results of the assessment of the Management Report, the Company's financial statements, the Management Board's motion regarding the distribution of profit and the assessment of the Company's standing and the activities of the Supervisory Board for financial year 2020.

7. Examining the consolidated financial statements of the ACTION S.A. Capital Group, the Management Report on the operations of the ACTION S.A. Capital Group, the Supervisory Board's report on the results of the assessment of the Management Report, the consolidated financial statements, the Management Board's motion and information regarding the distribution of profit and the assessment of the standing of the ACTION S.A. Capital Group for financial year 2020.

8. Adopting resolutions on:

- a) approving the Management Report on the operations of the Company for financial year 2020.
- b) approving the Company's financial statements for financial year 2020.
- c) approving the Supervisory Board's report on the results of the assessment of the Management Report, the financial statements, the Management Board's motion and information regarding the profit distribution, and the assessment of the Company's standing and the activities of the Supervisory Board for financial year 2020.
- d) approving consolidated financial statements of the ACTION S.A. Capital Group for financial year 2020.
- e) approving the Management Report on the operations of the ACTION S.A. Capital Group in financial year 2020.
- f) approving the Supervisory Board's report on the results of the assessment of the Management Report, the consolidated financial statements, the Management Board's motion and information regarding the distribution of profit and the assessment of the standing of the ACTION S.A. Capital Group for financial year 2020.
- g) giving an opinion on the report of the Supervisory Board of ACTION S.A. on salaries for 2019 and 2020.
- h) distribution of profit for financial year 2020
- i) on acknowledging the fulfilment of duties by Members of the Management Board in financial year 2020.
- j) on acknowledging the fulfilment of duties by Members of the Supervisory Board in financial year 2020.
- k) changes to the title of the Company's Articles of Association.
- l) updating the wording of § 6 section 1 of the Company's Articles of Association.
- m) establishing the uniform text of the Company's Articles of Association.

9. Closing of the General Meeting.

#### **The planned change and update of the wording of the Company's Articles of Association:**

1. Change of the title of the Company's Articles of Association.

The current wording of the title of the Articles of Association of the Company:

"STATUTES OF ACTION SPÓŁKA AKCYJNA WITH REGISTERED OFFICE IN WARSAW"

Due to the fact that the above-mentioned the content is not consistent with the actual state, and in order to avoid such situations in the future (in the event of a possible change of the registered office of the Company), the Management Board proposes to amend the title of the Company's Articles of Association by giving it the following content:

"STATUTES OF ACTION SPÓŁKA AKCYJNA"

#### **2. Updating the wording of § 6 section 1 of the Articles of Association of the Company's Articles of Association.**

The Management Board of the Company informs that the application in this respect is related to the increase of the share capital of the Company, registered on February 22, 2021 pursuant to Art. 3. (CONVERSION OF RECEIVABLES TO SHARES) of a legally valid decision of the District Court for the Capital City of Warsaw in Warsaw, 18th Commercial Division for Bankruptcy and Restructuring of August 7, 2020 on the approval of the arrangement adopted by the decision of the judge-commissioner of February 6, 2020 ., reference number act: XVIII GRs 1/19 (former X GRs 8/16 - hereinafter: "The Order"). The share capital was increased on December 15, 2020, in accordance with Art. 169 paragraph. 3 of the Act of May 15, 2015 Restructuring Law.

Due to the fact that the aforementioned share capital increase was effected by virtue of the aforementioned provision of the Act and the Decree upon its coming into force, the Company's Articles of Association were not amended in this respect. Therefore, updating the Articles of Association by the General Meeting will adjust its content to the actual legal status.

The current wording of §6 para. 1 of the Company's Articles of Association is as follows:

"§6.

1. The share capital of the Company amounts to PLN 1,695,700 (one million six hundred ninety five thousand seven hundred zlotys) and is divided into:

- 1) 11,910,000 (eleven million nine hundred and ten thousand) series A ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;
- 2) 4,500,000 (four million five hundred thousand) series B ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;
- 3) 547,000 (five hundred and forty-seven thousand) series C ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each. "

**The Management Board proposes to update §6 sec. 1 of the Company's Articles of Association by giving it the following wording:**

"§6.

1. The share capital of the Company amounts to PLN 2,003,700 (two million three thousand and seven hundred zlotys) and is divided into:

- 1) 11,910,000 (eleven million nine hundred and ten thousand) series A ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;
- 2) 4,500,000 (four million five hundred thousand) series B ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;
- 3) 547,000 (five hundred and forty-seven thousand) series C ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;
- 4) 3,080,000 (three million eighty thousand) series D ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each. "

### **III. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING (REGISTRATION DATE)**

Pursuant to Article 406<sup>1</sup> of the Commercial Companies Code, only the persons being the Company's Shareholders at least 16 (sixteen) days prior to the date of the General Meeting, i.e. **(on 11 Mai 2021)**, have the right to participate in the General Meeting.

The above date shall be the **date of registration for the General Meeting** (hereinafter referred to as the "**Date of Registration**").

The Management Board announces that being a Shareholder on the Date of Registration is required to be eligible to participate in the General Meeting but it does not immediately result in being vested the right to participate in the General Meeting. Pursuant to Article 406<sup>3</sup> § 6 and 7 of the Commercial Companies Code, the list of persons eligible to participate in the General Meeting will be determined on the basis of the list drawn up and submitted to the Company by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) in Warsaw. The list referred to herein above will be drawn up by the National Depository for Securities based on certificates confirming the right to participate in the General Meeting.

Therefore and pursuant to Article 406<sup>3</sup> § 2 of the Commercial Companies Code, entities being the Company's Shareholders should, on the Date of Registration, submit a request for issuance of a **registered certificate confirming the right to participate in the General Meeting** in order to be eligible to participate in the General Meeting. Such certificates are issued by the entity that maintains the securities account on which the shares are recorded. Requests for issuance of a certificate of eligibility may be submitted no earlier than after publication of the announcement of the General Meeting and no later than on the first business day after the Registration Date, i.e. no later than **11 Mai 2021**.

The list of shareholders eligible to participate in the General Meeting will be put on display in the Company's premises at ul. Dawidowska 10 in Zamienie, from 10:00 to 16:00, three business days prior to the scheduled date

of the General Meeting, i.e. from 24 to 26 Mai 2021. A shareholder may request that a list of the shareholders referred to above be sent to the same free of charge via e-mail indicating the address to which it should be sent.

#### IV. DESCRIPTION OF THE PROCEDURES FOR PARTICIPATING IN THE GENERAL MEETING AND EXERCISING OF VOTING RIGHTS

##### 1. Preliminary information

1) The Management Board reports that the dates of specific acts indicated in the procedures below result from the provisions of law and concern the events occurring from the moment of convening the General Meeting to its closing. Therefore, in consideration of the time-frames set for the procedures in question, if there are time limits for performance of specific activities by a Shareholder, which need to be announced to the Company, such activities shall be performed on a date allowing for the announcement, motion or request to reach the Company before the expiration of the time limit. Accordingly, in order to effectively exercise the Shareholders' rights presented in the procedures below, sending a motion (request, notice) before the lapse of the time limit set shall not suffice if the motion fails to reach the Company before the lapse of the time limit.

2) In cases where the procedures described herein below provide for contacting the Company by means of electronic communication (including any and all notices, motions, submissions, requests and statements sent in an electronic form), such contact is made via e-mail at the Company's address: [wza@action.pl](mailto:wza@action.pl).

3) The Shareholders should exercise their rights by electronic means of communication using the method and on the dates specified in the procedures described herein below, taking into account the fact that persons acting on behalf of the Company and servicing the aforementioned e-mail address read the messages on business days from 10:00 to 16:00.

4) The Company shall conduct the relevant operations aimed at the identification and establishment of the existence of the rights of entities performing activities under the statutory rights conferred on the Shareholders and therefore:

a) if the rights described in the below procedures are reported in writing, the authors of the motions are obliged to present **a written motion** to the Company (to the address: ul. Dawidowska 10, Zamienie, 05-500 Piaseczno) with required enclosures (bearing authorised signatures) and also originals or certified copies (certified by the filing entity to be true copies of the original documents) of the documents which – pursuant to the applicable provisions – confirm their identity and their rights regarding the powers exercised. The author of the motion should also designate his/her address for communications, e-mail address and telephone number,

b) in the event where the rights specified in these procedures are reported, in accordance with the applicable provisions of law, **in an electronic form (using electronic means of communication)**, requesting parties are obliged to send the following to the Company to the address: [wza@action.pl](mailto:wza@action.pl), in PDF (**Portable Document Format**), scans of signed requests and required attachments as well as documents that, in accordance with the applicable provisions of law, verify their identity and rights. The requesting party should also designate his/her address for communications, e-mail address and telephone number.

c) the Company's representative shall be authorised to contact the author of the motion in order to confirm his/her identity and rights and to notify him/her of any defects found in the motions in order to allow him/her to remedy such defects. A notification of defects shall be delivered within 3 business days of the date of receipt of a respective motion. In the event the defects are remedied, the Management Board shall allow the matter to take its course, unless such action is inadmissible due to the lapse of the time limits provided for in the applicable provisions of law.

5) Motions with attachments specified in these procedures as well as the documents and information referred to in section 4 (a) and (b) herein above shall be submitted to the Company in Polish (or as certified translations).

6) Documents (their certified copies or PDF scans) referred to in section 4 (a) and (b) shall include but not be limited to:

a) identity card, passport or other document allowing the identification of the author of the motion beyond any doubt (for natural persons),

b) an excerpt from the register in which the author of the motion is registered (for organisational units),

c) a document confirming that the author of the motion is entitled to execute the powers set forth in the motion unless such entitlement may be established by the Company based on the list of persons eligible to participate in the General Meeting or the list forming the basis of its preparation, pursuant to the applicable provisions of law.

7) Where a proxy is granted to participate in the General Meeting and to exercise the voting rights in an electronic form, the procedures below specify additional requirements for verification of the validity of the proxy (see section IV.6 below).

## **2. Exercising the voting right**

A shareholder may participate in the General Meeting and exercise a voting right in person or through proxy. The manner in which a shareholder may participate in the General Meeting and exercise his/her voting right through a proxy is specified in section IV.6 hereof.

Pursuant to Article 411<sup>3</sup> of the Commercial Companies Code, Shareholders may vote differently under each share held.

Where necessary, the Company organises voting and vote counting with the use of electronic voting systems (electronic cards).

## **3. The right to request that certain matters be placed on the General Meeting's agenda**

Pursuant to art. 401§1 and 2 of the Commercial Companies Code, Shareholder(s) representing no less than one-twentieth of the share capital may request that certain matters be added to the agenda of the next General Meeting. In order to be valid, such a request must be submitted to the Management Board not later than 21 (twenty-one) days prior to the announced date of the General Meeting. The request must include a justification or a draft resolution related to the agenda item proposed. The request may be submitted electronically. If the request satisfies the requirements provided for in the provisions of law and this announcement, the Management Board shall promptly, but no later than eighteen days prior to the scheduled date of the General Meeting, announce changes made to the agenda at the request of shareholders. The announcement shall be made in a manner appropriate for convening the General Meeting.

## **4. The right to propose draft resolutions related to the matters included in the agenda of the General Meeting or matters which are to be added to the agenda prior to the date of the General Meeting**

Pursuant to Article 401§4 of the Commercial Companies Code, Shareholder(s) representing no less than one-twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company, in writing or in the electronic version, draft resolutions related to the matters included in the agenda of the General Meeting or matters which are to be added to the agenda.

Pursuant to the foregoing and subject to section 5 below, draft resolutions should be submitted no later than on the last business day prior to the date of the General Meeting. If such a submission meets the legal requirements and the requirements of this announcement, the Company shall immediately publish draft resolution at the Company's website.

## **5. The Shareholder's right to submit draft resolutions related to matters added to the agenda during the General Meeting**

Pursuant to Article 401§5 of the Commercial Companies Code, every Shareholder may, during the General Meeting, propose draft resolutions on matters added to the agenda of the meeting.

In order to ensure an efficient course of the General Meeting and to take into account the rights and interest of all its participants (it particularly concerns a greater number of draft resolutions pertaining to respective items on the agenda), the Shareholders should inform the Chairperson about an intention to submit a draft resolution and provide him/her with the content of such draft resolution not later than at voting on a resolution by the General Meeting concerning the adoption of an agenda.

**6. Method of exercising the voting right through proxy. The method of notifying the Company via electronic means of communication of having appointed a proxy. Forms used when voting through proxy**

1) Pursuant to 412 – 412<sup>2</sup> of the Commercial Companies Code, a Shareholder may participate in the General Meeting and exercise the voting right in person or through proxy. A proxy shall exercise all the rights of the Shareholder at the General Meeting unless the proxy provides otherwise. A proxy may appoint further proxies if the proxy so provides. A proxy may represent multiple Shareholders and each Shareholder's share entitles him to vote differently. A shareholder holding shares that are recorded on more than one securities account or on a collective account may appoint separate proxies to exercise the rights attached to the shares recorded on each account.

2) A Member of the Management Board or an employee of the Company may act as a proxy at the General Meeting.

If a member of the Company's Management Board or Supervisory Board, a liquidator, an employee, a member of the governing bodies or an employee of the Company's subsidiary is appointed as a proxy at the General Meeting:

- the proxy may authorise its holder to represent the shareholder at one General Meeting only,
- the proxy is obliged to disclose to the Shareholder any circumstances indicating the existence or likely occurrence of a conflict of interests
- appointing further proxies is excluded,
- the proxy votes in accordance with the instructions provided by the Shareholder.

3) The proxy should be granted in writing or electronically. Where the proxy is granted by electronic means of communication, the rules set out in section IV.1 hereof apply.

A Shareholder granting the proxy should submit a relevant notification within the time limit allowing for the verification of the identity and rights of the notifying person.

Apart from the documents regarding the principal, as specified in Section IV.1 4b) and 6) hereof, a scan (in PDF) of a signed proxy should be attached to the proxy notice.

4) The proxy should specify:

- a) the proxy's identity: full name, place of residence, type and number of the identity document;
- b) date of proxy, particulars and signature of the principal;
- c) indication of the General Meeting to which the proxy relates,
- d) the scope of the proxy, including, without limitation, all its restrictions and instructions (if given).

5) If there are any defects in the notification concerning the proxy, the documents attached thereto or the proxy, the Management Board shall notify the submitting Shareholder thereof in accordance with section IV.1.4c hereof.

6) During the General Meeting the proxy should produce the original proxy granted to him/her in writing or a printout of the proxy drawn up in an electronic form as well as a document evidencing his/her identity.

7) The foregoing rules apply to revocation of the proxy or appointing further proxies.

8) The Management Board announces that the Company publishes the forms used in voting through a proxy on its website ([www.action.pl](http://www.action.pl)). Using these forms is not mandatory.

9) The Management Board reports that the proxy may have obligations arising from Chapter 4 (Significant interests of shares of public companies) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to. Organised Trading, and Public Companies (consolidated text Journal of Laws of 2013, item 1382 – hereinafter the "Act on Public Offering").

Pursuant to Article 87 (1) (4) of the Act on Public Offering:

Subject to the exceptions specified in the provisions of this chapter, the obligations specified herein also rest with a proxy who, when representing the shareholder at the general meeting, has been authorised to exercise voting rights from public company shares, provided that such a shareholder has not issued binding written instructions as to the manner of voting.

Pursuant to Article 90 (3) of the Act on Offering:

The provisions of this chapter, except for Article 69 and Article 70 as well as Article 89 to the extent relating to Article 69, shall not apply in the case of granting the proxy referred to in Article 87 (1) (4) relating only to a single general meeting. A notice submitted in relation to granting or receiving such a proxy should include information about changes in the scope of voting rights after the proxy is no longer entitled to exercise the right to vote.

Pursuant to Article 89 (1) (1) and Section 3 of the Act on Public Offering:

A shareholder may not exercise a voting right attached to shares of a public company subject to a legal act or other legal event causing reaching or exceeding a given threshold of the general number of votes if such threshold was reached or exceeded in breach of the obligations specified in Article 69 or Article 72 respectively.

A voting right attached to shares of a public company exercised against the prohibition referred to in Sections 1-2b is not taken into account when counting the result of voting on a general meeting resolution, subject to the provisions of other statutes.

#### **7. Participation in the General Meeting by electronic means of communication and the manner of making statements during the General Meeting with the application thereof**

The Management Board does not provide the option of participating in the General Meeting using electronic means of communication.

#### **8. Exercising voting rights by correspondence or using electronic means of communication**

The Management Board does not provide a possibility to exercise voting rights at the General Meeting by correspondence or using electronic means of communication.

#### **9. Documentation to be presented at the General Meeting and information on the website**

The Management Board informs that the full text of the documentation to be presented at the General Meeting (including draft resolutions, their justification, and the opinion of the Supervisory Board, financial statements, Management Board's reports and reports of the Supervisory Board – concerning the Company and ACTION S.A. Capital Group) will be available from the Company's website [www.action.pl](http://www.action.pl) and at the Company's premises at ul. Dawidowska 10, Zamienie, on business days between 10:00 and 16:00.

Information on the General Meeting is published at the Company's website: [www.action.pl](http://www.action.pl).

### **INFORMATION ON THE PROCESSING OF PERSONAL DATA IN CONNECTION WITH THE CALL**

#### **GENERAL MEETING OF SHAREHOLDERS IN ACTION S.A.**

From May 25, 2018, Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46 / WE (general regulation on data protection) (Journal of Laws UE. No. of 2016, No. 119, p. 1, as amended) (hereinafter: "GDPR"). ACTION S.A. ("Company") hereby informs that in connection with the convening of the Ordinary General Meeting of Shareholders ("OGSM"), the Company will process the personal data of the Company's shareholders, proxies authorized to vote, other persons entitled to

exercise voting rights at the OGMS and personal data disclosed in during the Meeting (collectively, the "Shareholders" or the "State"). In connection with the above, the Company declares that:

1. The administrator of the collected personal data is ACTION S. A. with its registered office in Zamienie at ul. Dawidowska 10, 05-50 Piaseczno;

2. In case of doubts or questions regarding the security of personal data processing, please contact us

contact via the e-mail address: [iod@action.pl](mailto:iod@action.pl) or by correspondence to the postal address: Data Protection Inspector Action S.A., Zamienie, ul. Dawidowska 10, 05-500 Piaseczno.

3. The purpose of data processing is for the Company to fulfill its obligations under the Commercial Companies Code, information obligations imposed on the Company as a public company in connection with the convening of the AGM, enabling the Shareholders to exercise their rights in relation to the Company, as well as establishing facts for the purpose of pursuing possible claims by the Company or defense against claims;

4. The Company processes (I) personal data identifying the Shareholder, such as name, surname, address for service and PESEL number, (II) data contained in the powers of attorney, (III) data on shares and the resulting rights, such as : number, type and numbers of shares and the number of votes, as well as (IV) - in cases where the Shareholders contact the Company by e-mail - e-mail address;

5. Shareholders' personal data may be collected by the Company from entities maintaining a securities depository - Krajowy Depozyt Papierów Wartościowych S.A. ul. Książęca 4, 00-498 Warsaw, or may have been provided to us by you, as well as from other Shareholders - in the scope of providing data contained in the powers of attorney granted;

6. The legal basis for the processing of your personal data by the Company is:

a) Art. 6 sec. 1 lit. c) GDPR - an obligation resulting from the provisions of the Commercial Code regarding: preparation and

keeping the lists of shareholders and attendance lists at the General Meeting, enabling voting through a proxy and enabling Shareholders to exercise their rights in relation to the Company (e.g. placing specific matters on the agenda);

b) art. 6 sec. 1 lit. f) GDPR - the legitimate interest of the Company in the form of (I) enabling contact with Shareholders and verifying their identity and (II) pursuing any claims or defending against claims;

7. The recipients of the collected personal data are entities providing and supporting the Administrator's ICT systems and providing document archiving services, legal services, the Polish Financial Supervision Authority, a notary public drawing up the minutes of the General Meeting, and other Shareholders - in the scope of sharing the list of shareholders in accordance with Art. 407 of the Code of Commercial Companies.

8. Personal data contained in the lists of shareholders, attendance lists and powers of attorney are stored for the duration of the Company's existence, and then may be transferred to the entity designated to store documents in accordance with the provisions of the Commercial Companies Code; personal data related to contact by e-mail is stored for a period enabling the Company to demonstrate compliance with the obligations arising from the provisions of the Commercial Companies Code and the limitation period for any claims of the Company or in relation to the Company;

9. In the case of transferring data directly to the Company, providing the data is required by the provisions of the Code of Commercial Companies and in order to verify the identity of the Shareholder, and failure to do so results



in the inability to participate in the OGM; in the case of an e-mail address, providing such an address is voluntary, but necessary to enable contact between the Company and the Shareholder via e-mail, and failure to do so results in the inability to contact this way.

10. You have the right to request access to your personal data, as well as to demand their rectification, transfer, deletion, restriction of processing and objecting to their processing, unless the provisions of generally applicable law provide for exceptions to their use. In order to exercise your rights, please contact the Administrator in the manner specified in point 2.

11. Your personal data will not be processed in an automated manner, including profiling.

12. The administrator will not process redundant or redundant data.

13. You have the option to lodge a complaint with the authority for the protection of personal data (Inspector General for Personal Data Protection / President of the Office for Personal Data Protection), if you believe that the processing of your personal data violates the provisions of the GDPR.