

## NOTIFICATION

### on convening the Ordinary General Meeting of Shareholders of Black Pearl SA with its seat in Warsaw on June 30, 2021

The Management Board of Black Pearl SA with its seat in Warsaw, at Zygmunt Słomińskiego Street 15/504, 00-195 Warsaw (hereinafter referred to as: the Company), acting pursuant to Art. 399 § 1 in connection with with art. 402<sup>1</sup> §1 and

Art. 402<sup>2</sup> of the Act of September 15, 2000, Code of Commercial Companies <sup>1</sup> (referred to as: the Commercial Companies Code) convenes

The Ordinary General Meeting of the Company (hereinafter also referred to as the "Meeting" or "AGM") on 30 June 2021, at 10:00 am at Wspólna 70, 00-687 Warsaw.

#### I. Agenda

The proposed agenda for the Ordinary General Meeting is as follows:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Confirmation that the General Meeting has been properly convened and is capable of being held binding resolutions.
4. Adoption of the agenda.
5. Consideration and approval of the Supervisory Board's report on activities for 2020.
6. Consideration and approval of the Management Board's report on the Company's activities for 2020.
7. Consideration and approval of the Company's financial statements for 2020.
8. Acknowledgment of the fulfillment of duties by Members of the Management Board in 2020.
9. Granting a vote of approval to the Members of the Company's Supervisory Board for the performance of their duties in 2020.
10. Resolution on changes in the composition of the Supervisory Board of the Company.
11. Resolution on the coverage of the Company's loss for 2020.
12. Resolution on the purchase of the Company's own shares for redemption.
13. Resolution on the division (split) of the Company's shares.
14. Resolution on authorizing the Supervisory Board to establish a uniform text of the Company's Articles of Association.
15. Free applications
16. Closing of the Ordinary General Meeting.

#### II. The right to participate in the General Meeting

Only persons who are shareholders of the Company 16 days prior to participation in the Meeting are entitled to participate the date of the General Meeting (the date of registration of participation in the General Meeting, hereinafter referred to as the "Day

Registration "). The date of registration for participation in the Meeting is June 14, 2021.

Persons authorized under registered shares and temporary certificates as well as pledgees and users to whom have the right to vote, have the right to participate in the Meeting, provided that they are entered in the book shares of the Company on the date of registration of participation in the General Meeting.

<sup>1</sup> Journal of Laws 2020.1526, i.e. as amended

In order to participate in the Meeting, shareholders should contact, not earlier than after on the publication of this notice and no later than on the first working day following On the Registration Date, to entities maintaining their securities accounts, for issuance personal certificate of the right to participate in the Meeting.

#### III. Procedures for attending and exercising voting rights at the Meeting and.

##### Change of the agenda

Pursuant to Art. 401 §1 of the Commercial Companies Code, a shareholder or shareholders representing at least one twentieth (1/20) of the share capital may request that certain matters be placed on the agenda Assembly. The request should be submitted to the Management Board, in writing or in the form of electronic, no later than 21 days before the date of the Meeting, i.e. until June 9, 2021. Request should contain a justification or a draft resolution concerning the proposed item on the agenda.

##### ii.

##### Submitting draft resolutions before the date of the OGM

Pursuant to Art. 401 §4 of the Commercial Companies Code, a shareholder or shareholders representing at least one twentieth (1/20) of the share capital may be reported to the Company in writing or in the form of electronic draft resolutions on matters placed on the agenda of the Meeting or matters to be placed on the agenda of the Meeting.

Implementation of the rights under Art. 401 §1 and §4 of the Commercial Companies Code, may occur if the shareholder or shareholders exercising a given right, on the date of submitting the application referred to in Art. 401 §1 or §4 of the Commercial Companies Code, shall submit to the Company:

- a registered deposit certificate referred to in Art. 9 sec. 1 of the Act on Trading in Instruments financial, or

- personal certificate of the right to participate in the Meeting, which documents will indicate the number of shares held by the shareholder or shareholders using the given permission.

##### iii.

##### Submitting draft resolutions during the OGM

Pursuant to Art. 401 §5 of the Commercial Companies Code, each shareholder may submit projects during the General Meeting resolutions on matters placed on the agenda.

**iv.**

**Participation in the OGM**

A shareholder who is a natural person may participate in the Meeting and exercise the right to vote in person or by proxy.

A shareholder who is not a natural person may participate in the Meeting and exercise the right to vote by a person authorized to make declarations of will on his behalf or by a proxy.

The right to represent a shareholder who is not a natural person should arise from the presented at preparing an attendance list for an excerpt from the relevant register (original or copy certified to be true to the original by a notary public) or from a series of powers of attorney. The person or persons granting a power of attorney on behalf of a shareholder who is not a natural person should be shown in the current excerpt from the relevant register.

The Company's internal regulations do not provide for the possibility of participating in the Meeting at using electronic means of communication, speaking during the Meeting at using electronic means of communication or exercising voting rights with the use of means of electronic communication or by correspondence.

**v.**

**List of persons authorized to participate in the OGM**

A shareholder may request that the list of shareholders entitled to participate in the Meeting be sent to him free of charge, by e-mail, providing your own e-mail address to which the list should be sent. The request should be sent to the Company's e-mail address (biuro@blackpearlcapital.pl).

**vi.**

**Agents**

The power of attorney to participate and exercise voting rights at the Meeting should be granted in writing or in electronic form.

Granting a power of attorney in an electronic form does not require a secure signature electronically verified with a valid qualified certificate.

Granting a power of attorney in an electronic form requires sending an appropriate document (scan of the power of attorney with appropriate signatures) to the e-mail address of the Company (biuro@blackpearlcapital.pl).

After arriving at the Meeting, before signing the attendance list, the attorney should show it document of the power of attorney granted in writing or a copy of the power of attorney granted in the form electronic.

At the Meeting, the attorney exercises all the shareholder's rights in accordance with the rules specified in the Code of Commercial Companies, and in particular in Art. 412 - 412<sup>2</sup> of the Commercial Companies Code. The forms referred to in Art. 402 § 1 point 5 of the Commercial Companies Code, allowing the exercise of voting rights by the proxy are available on the Company's website at: [www.blackpearlcapital.pl](http://www.blackpearlcapital.pl)

The Company does not impose an obligation to grant a power of attorney on the above-mentioned form. At the same time, the Management Board of the Company informs that in the event of granting a power of attorney by a shareholder along with the voting instructions, the Company will not verify whether the proxies exercise the voting right in accordance with the instructions they received from the shareholders. Accordingly, the Management Board of the Company informs that the voting instruction should be provided only to the proxy.

**vii.**

**Arrival at the Meeting**

Persons entitled to participate in the Meeting are asked to register and collect cards to vote directly in front of the hemicycle half an hour before the start of the meeting. Higher these persons are required to have a document allowing their identity to be established.

In order to identify the proxy, the Management Board of the Company reserves the right to demand from the proxy showing when drawing up the attendance list:

- In the case of a proxy who is a natural person - a copy of an ID card, passport or other the representative's official identity document;
- In the case of a proxy other than a natural person - the original or a certified copy with the original by a notary public or other entity authorized to certify for compliance with the original of an excerpt from the relevant register or other document confirming the authorization a natural person (natural persons) to represent a proxy at the General Meeting.

**viii.**

**Obtaining information before the AGM**

Each person entitled to participate in the Meeting has the right to obtain the full text documentation to be presented to the General Meeting and draft resolutions in the premises Of the Management Board of the Company (Zygmunt Słomińskiego Street 15/504, 00-195 Warsaw), until the date of the Meeting, in weekdays, from 9 am to 5 pm.

Any correspondence of shareholders addressed to the Company in connection with the OGM should be sent to the following address:

Black Pearl SA, Zygmunt Słomińskiego Street 15/504, 00-195 Warsaw or to the e-mail address  
Companies: [biuro@blackpearlcapital.pl](mailto:biuro@blackpearlcapital.pl);

#### **IV. Obligations related to the protection of personal data**

Pursuant to Art. 13 sec. 1 - 2 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and in the matter the free movement of such data and the repeal of Directive 95/46 / EC (General Regulation data protection) (Journal of Laws UE.L.2016.119.1) (hereinafter "GDPR"), the Management Board of the Company informs as below.

##### **i. Personal data administrator**

Due to the need to ensure proper organization and proper conduct of the EGM, the Company is the Administrator of personal data.

##### **ii. Purposes and legal basis for the processing of personal data**

As the Administrator of personal data, the Company processes personal data in order to fulfill the obligation legal resulting from the applicable legal regulations, in particular those related to the fact of having the status of a public company (Article 6 (1) (c) of the GDPR).

##### **iii. Rights of data subjects**

In accordance with applicable law, data subjects are entitled to the following rights:

- the right to access your data and receive a copy of it,
- the right to rectify (correct) your data,
- the right to delete data or limit data processing,
- the right to data portability,
- the right to lodge a complaint with a supervisory authority.

##### **iv. Data storage period**

Personal data will be stored for the duration of the Company's existence.

##### **v. Recipients of data**

Personal data may be disclosed based on an appropriate legal basis:

- entities providing advisory services to the Company,
  - investment firms,
  - the Polish Financial Supervision Authority,
  - the Warsaw Stock Exchange,
  - the National Depository for Securities,
  - common courts,
  - other shareholders of the Company,
  - a notary's office servicing the Company,
- other entities or bodies to which the Personal Data Administrator is obliged or authorized to provide personal data on the basis of generally applicable legal regulations.

The company does not plan to transfer personal data to recipients from third countries, i.e. from countries outside European Economic Area.

The following processors have access to personal data:

- entities providing advisory services to the Company,
  - investment companies,
  - Polish Financial Supervision Authority,
  - Warsaw Stock Exchange,
  - National Depository for Securities,
  - common courts,
  - other shareholders of the Company,
  - a notary's office servicing the Company,
- other entities or bodies to which the Personal Data Administrator is obliged or authorized to provide personal data on the basis of generally applicable legal regulations.

##### **vi. Automated decision making, including profiling**

The company does not plan to use personal data for profiling or as part of the system automated decision making.