

## **NOTICE OF CONVENING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF FON SE**

**Published on 2 November 2023**

The Management Board of **FON SE**, Estonian registry code 14617916, seat Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia (hereinafter **Company**) convenes an ordinary general meeting of shareholders, which is held on **25 October 2023, starting at 12.00 CET** in Płock, ul. Padlewskiego 18C, 09-402, Poland.

The agenda of the ordinary general meeting of shareholders is the following:

- 1. Amendment of the articles of association of the Company and approval of the new version of the articles of association of the Company;**
- 2. Approving the annual report of the Company for the financial year 2022/2023;**
- 3. Increasing the share capital of the Company through bonus issue.**

The Supervisory Board of the Company has approved the agenda of the ordinary general meeting presented by the Management Board, and makes the following proposals to the ordinary general meeting of shareholders of the Company:

### **1. Amendment of the articles of association of the Company and approval of the new version of the articles of association of the Company**

- 1.1. In connection with the bonus issue (Est. *Fondiemissioon*) of the shares of the Company, to amend sections 2.1 and 2.4 of the articles of association of the Company and to approve it in the new wording as follows:

*„ 2.1. The minimum amount of share capital of the Company is 14 250 000 (fourteen million two hundred fifty thousand) euros and the maximum amount of share capital is 57 000 000 (fifty seven million) euros.”*

*"2.4 The minimum number of the shares of the Company without nominal value is 142 500 000 (one hundred forty-two million five hundred thousand) shares and the maximum number of the shares of the Company without nominal value is 570 000 000 (five hundred seventy million) shares.”*

- 1.2. To approve the new version of the Company's articles of association with the abovementioned amendments.

### **2. Approving the annual report of the Company for the financial year 2022/2023.**

- 2.1. To approve the annual report of the Company for the financial year 2022/2023.
- 2.2. Not to distribute profit to the shareholders of the Company.
- 2.3. To distribute all of the profits from financial year 2022/2023 to the supplementary capital of the Company.

### **3. Increasing the share capital of the Company through bonus issue**

- 3.1. To increase the share capital of the Company through bonus issue by issuing 140 625 000 new shares to the Shareholders of the Company, thus the number of shares of the Company increases from 1 875 000 to 142 500 000.
- 3.2. To increase the share capital of the Company through bonus issue at the expense of the premium in the amount of EUR 10 257 500 and other reserves in the amount of EUR 3 805 000 on the basis of the balance sheet as at 30.06.2023 provided in the 2022/2023 annual report. The record date of the bonus issue shall be on 8.12.2023 17:00 CET.

- 3.3. By means of the bonus issue the share of the Shareholder in the share capital of the Company will increase in proportion to the share in the share capital as at the date of establishing the right to participate in the bonus issue. Therefore, as a result of the bonus issue every shareholder shall receive 75 shares for each 1 share owned by the shareholder of the Company.
- 3.4. The authorization and obligation of the Management Board of the Company to take all legal and factual actions related to the issue of bonus shares, including in particular:
  - 3.4.1. authorize the Management Board to set a record day for obtaining the rights to receive new series shares by Shareholders who hold the Company's shares listed on the Warsaw Stock Exchange.
  - 3.4.2. authorize the Management Board to register the shares issued under the bonus issue with the National Depository for Securities (KDPW) and with the NASDAQ CSD (home deposit) kept for the benefit of the Company.
  - 3.4.3. authorize the Management Board to perform all actions necessary to admit the shares issued under the bonus issue to trading on the regulated market and to dematerialize these shares.

## **ORGANISATIONAL ISSUES**

After the items on the agenda of the ordinary general meeting, including additional issues, have been discussed, the shareholders can ask for information from the Management Board about the activity of the Company.

The list of shareholders entitled to participate in the ordinary general meeting will be determined as at seven days before holding the ordinary general meeting, i.e. as at 18 October 2023 at the end of the working day of the Nasdaq CSD Estonian Settlement System.

The registration of the participants of the ordinary general meeting starts on the day of the meeting, i.e. on 25 October 2023 at 11:30 CET/EET. For registration you are kindly requested to submit the following documents:

a representative of a shareholder that is a natural person – personal identification document and a written letter of authorisation; a legal representative of a shareholder that is a legal person – an extract of the relevant (commercial) register in which the legal person is registered, and the personal identification document of the representative; a transactional representative of a shareholder that is a legal person is also required to submit a written authorisation issued by the legal representative of the legal person in addition to the above listed documents.

We kindly ask the documents of a legal person registered in a foreign country to be legalised or having an apostille attached to the documents beforehand, unless specified otherwise in an international agreement. FON SE may register a shareholder that is a legal person from a foreign country to the ordinary general meeting also in case all required information on the legal person and its representative are included in a notarised letter of authorisation issued in the foreign country and the respective letter of authorisation is accepted in Estonia.

We ask you to present a passport or an ID-card as a personal identification document.

A shareholder may inform of the appointment of a representative or withdrawal of an authorisation given to a representative before the ordinary general meeting by e-mail on [biuro@fon-sa.pl](mailto:biuro@fon-sa.pl) or by submitting the mentioned document(s) on business days from 09:00 to 17:00 no later than by 24 October 2023 to Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia or on Padlewskiego Street 18C, 09-402 Plock, Poland, prepared on the respective forms published on the homepage of FON SE at <http://www.fon-sa.pl/> You can find information about appointment of a representative or withdrawal of an authorisation on the same homepage.

The draft resolutions, and any other documents of the ordinary general meeting are available for reviewing as of 4 October 2023 on the website of the Company at <http://www.fon-sa.pl/> and on workdays between 09:00 to 17:00 at Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia or on Padlewskiego Street 18C, 09-402 Plock, Poland. Questions regarding any item

on the agenda of the ordinary general meeting may be addressed to the Company by e-mail at [biuro@fon-sa.pl](mailto:biuro@fon-sa.pl). The questions, responses and the minutes of the ordinary general meeting shall be published on the website of the Company at <http://www.fon-sa.pl/>.

The Management Board has resolved not to allow electronic voting in the ordinary general meeting as per clause 4.7 of the Articles of Association of FON SE.

The shareholders, whose shares represent at least 1/20<sup>th</sup> of the share capital may request that additional issues be included in the agenda of the ordinary general meeting, provided that the relevant request is submitted in writing at least 15 days prior to the date of the ordinary general meeting, at the latest by 10 October 2023. The shareholders, whose shares represent at least 1/20<sup>th</sup> of the share capital may submit to the Company a written draft of the resolution in respect to each item on the agenda of the ordinary general meeting, at the latest 3 days prior to the date of the ordinary general meeting by 20 October 2023. More detailed information available on §287 of the Estonian Commercial Code (right of shareholder to information), §293 (2) (right to demand the inclusion of additional issues in the agenda) and §293<sup>1</sup> (3) (obligation to submit simultaneously with the request on the modification of the agenda a draft of the resolution or substantiation) and §293<sup>1</sup> (4) (right to submit a draft of the resolution in respect to each item on the agenda) about the rules and term of exercising these rights have been published on the homepage of FON SE at <http://www.fon-sa.pl/>. The submitted proposals regarding additional items on the agenda, the reasoning for including any items on agenda, and draft resolutions shall be published after their receipt on the website of the Company at <http://www.fon-sa.pl/>. The drafts and statements of reason thereof are available for reviewing also at the offices of the Company on workdays between 09:00 to 17:00 at Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia.

Damian Patrowicz  
Member of the management board of FON SE