



# Announcement about The Extraordinary General Meeting of a public company LUG Spółka Akcyjna based in Zielona Góra

Pursuant to § 17 of the Company's Statute, the Management Board of LUG S.A. ("Company," Issuer ") convenes an Extraordinary General Meeting, which will be held on **19.11.2024 at 12:00** at the registered office of LUG S.A. in Zielona Góra, ul. Gorzowska 11.

#### DETAILED AGENDA OF THE ANNUAL MEETING OF THE EXTRAORDINARY GENERAL MEETING

- 1. Opening of the Meeting.
- 2. Election of the Chairman of the Extraordinary General Meeting.
- 3. Confirming correctness of convening the OGM and its legal ability to adopt resolutions.
- 4. Adoption of the Agenda.
- 5. Adoption of a resolution on granting consent for the acquisition of treasury shares and authorizing the Management Board to purchase and to dispose of treasury shares.
- 6. Free conclusions.
- 7. Closing of the Meeting.

#### INFORMATION ABOUT THE RIGHT TO PARTICIPATE IN A GENERAL MEETING

Only persons who are shareholders of the Company 16 days before the date of the General Meeting, i.e. on the day of registration, have the right to participate in the General Meeting. The Record date of participation in the General Meeting is November 3, 2024. (called "record date").

In order to participate in the General Meeting, shareholders holding dematerialized shares should, between the date of the announcement of the General Meeting (11.10.2024) and the first weekday after record date (04.11.2024) apply to the entities keeping their securities accounts for issuing a personal certificate of the right to participate in the General Meeting of the Company.

Persons entitled to participate in the General Meeting are asked to register and download the voting card directly in front of the meeting room for 15 minutes before the start of the meeting.





### INDICATION OF WHERE AND HOW TO GET A FULL TEXT OF THE DOCUMENTS CONCERNING THE GENERAL MEETING, INCLUDING LIST OF ENTITIES LEGALY AUTHORIZED FOR PARTICIPATION IN THE GENERAL ASSEMBLY

Complete documentation regarding the General Meeting is placed on the Company's website at www.lug.com.pl in the "Investor Relations" tab, "E/OGSM" section. In addition, every shareholder has the right to visit the Company and obtain the documentation related to the General Meeting in-person.

The list of shareholders entitled to participate in the Extraordinary General Meeting will be available at the Company Headquarters in Zielona Góra, Gorzowska 11 Street, from 9.00 to 16.00, three weekdays before the date of the General Meeting, i.e. between 14.11.2024 and 18.11.2024.

A shareholder may request the Company to send him a list of shareholders entitled to participate in the Extraordinary General Meeting of the Company, free of charge by e-mail, providing their own e-mail address to which the list should be sent. Such a request should be sent to the Company's e-mail address (wza@lug.com.pl).

### PRECISE DESCRIPTION OF PROCEDURES REGARDING PARTICIPATION IN THE GENERAL MEETING AND THE EXERCISE OF VOTING RIGHTS.

#### Shareholder's right to request placing specific matters on the agenda of the General Meeting.

According to art. 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may request that specific matters be placed on the agenda of the General Meeting. The request should be submitted to the Management Board in writing (by post or fax), no later than 21 days before the set date of the General Meeting, i.e. no later than on 29.10.2024.

The request should include justification or a draft resolution regarding the proposed item on the agenda. It is permissible for the request to be submitted in an electronic form. For this purpose, the relevant request should be sent to the Company's e-mail address (wza@lug.com.pl).

Exercising of the rights resulting from art. 401 § 1 of the Commercial Companies Code may take place if the entitled entities forward by post, fax, electronic or submit a personal deposit certificate (valid on the date of the exercise of the right) together with an appropriate identification document.

The Management Board is obligated to announce immediately, but not later than eighteen days before the set date of the General Meeting, the changes to the agenda, introduced at the request of shareholders. The announcement is made in a manner appropriate for convening the General Meeting.





### 2. The shareholder's right to submit draft resolutions regarding matters added to the agenda of the General Meeting or matters that are to be included in the agenda before the date of the General Meeting.

According to Art. 401 § 4 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may, before November 11, 2024, submit to the Company in writing or by means of electronic communication draft resolutions regarding matters included in the agenda of the GM or matters that are to be included in the agenda. Draft resolutions in electronic form should be sent to the e-mail address of the company wza@lug.com.pl. The company immediately announces the received draft resolutions on its website.

Exercise of rights resulting from art. 401 § 4 of the Code of Commercial Companies may take place if the entitled entities forward by post, fax, electronic or submit to the Company a personal deposit certificate (valid on the day of exercising the right) together with a relevant identification document.

3. The shareholder's right to submit draft resolutions regarding matters added to the agenda during the General Meeting.

According to art. 401 § 5, each shareholder may submit draft resolutions regarding matters included in the agenda during the GM.

4. The right to appoint a representative, the manner of exercising the right to vote by a proxy, the form of the power of attorney, the manner of notifying about granting the power of attorney in electronic form and the means of verifying the validity of the power of attorney.

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

The right to appoint a proxy at the General Meeting and the number of proxies cannot be limited. The proxy exercises all the shareholder's rights at the General Meeting, unless otherwise stated in the power of attorney. The proxy may grant a further power of attorney if it results from the content of the power of attorney. A proxy may represent more than one shareholder and vote differently from the shares of each shareholder. A shareholder holding shares registered on more than one securities account may appoint separate proxies to exercise the rights attached to shares registered on each of the accounts.

The right to represent a shareholder who is not a natural person should result from an excerpt from the relevant register (submitted in the original or a copy certified by a notary), or a series of powers of attorney, presented during the preparation of the attendance list. The person or persons granting the power of attorney on behalf of a shareholder who is not a natural person should be indicated in the current excerpt from the register relevant for a given shareholder. The proxy votes in accordance with the instructions given by the shareholder. The template of the instruction regarding the exercise





of the right to vote by proxy is available on the Company's website http://www.lug.com.pl, the "Investor Relations" tab, "GM" section.

The power of attorney granted in electronic form should be notified to the Company by e-mail, by sending the power of attorney to the address wza@lug.com.pl, making every effort to ensure that its validity can be effectively verified.

The power of attorney should be made in writing under pain of nullity and attached to the minutes of the Extraordinary General Meeting or granted in electronic form by sending an appropriate document in the form of a file in .pdf or .jpg format, constituting a scanned power of attorney with the signature of a duly represented shareholder to the Company's e-mail address (wza@lug.com.pl) . Granting a power of attorney in electronic form does not require a secure electronic signature verified by means of a valid qualified certificate.

The notification on granting the power of attorney by electronic means should contain the following data concerning the principal and the proxy:

- for natural persons: name, surname, address, PESEL, e-mail address, telephone number;
- for entities that are not natural persons: company, headquarters address, KRS number or other relevant registry, REGON, NIP, e-mail address, telephone number;

On Company's website: http://www.lug.com.pl, the "Investor relations" tab, "E/OGSM" section, the Company provides the Application Form for the notification of granting the power of attorney in electronic form, which may be used by the Shareholder to notify the Company about granting power of attorney in electronic form. After completing, the form should be sent by the Shareholder to the e-mail address: wza@lug.com.pl in .pdf or .jpg format.

In order to identify the shareholder to the notification of granting the power of attorney in an electronic form, the scan should also be attached (in .pdf or .jpg format):

- in case of a shareholder who is a natural person an identity card or passport of a shareholder;
- in case of a shareholder who is not a natural person an excerpt from the relevant register confirming the authorization of the person/persons granting the power of attorney, to act on behalf of the shareholder.

The power of attorney for its validity should include:

- the date of granting the power of attorney;
- exact designation of the principal and proxy (name and surname/ company, address of residence/ address of headquarters, PESEL/ REGON, NIP, KRS or other relevant registry);
- specification of the scope of the power of attorney (i.e. indicate the shares from which the voting right will be exercised by the proxy, instructions on how to vote by the proxy on each resolution);
- the date and name of the General Meeting at which these rights will be exercised;
- information whether the proxy is authorized to grant further power of attorney and indicate whether the power of attorney applies only to the opening day of the General Meeting or to its actual closure;
- principal's signature.

Notification of granting the power of attorney in an electronic form must be made at least 24 hours before the date of the General Meeting, due to the need to carry out verification activities.





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

- checking the correctness of data in the notification of granting the power of attorney on the electronic form and comparing them with information included on the list of persons entitled to participate in the General Meeting,
- confirmation of the compliance of the powers of persons granting power of attorney on behalf of shareholders who are not natural persons, with the conditions appearing on relevant copies of the National Court Registry and other registries.

The Company reserves the right to refuse to allow a proxy to participate in the General Meeting if it is unable to verify the data contained in the notification of granting the power of attorney in electronic form, or the entity granting the power of attorney to act on behalf of the shareholder who is not a natural person.

After arriving at the Extraordinary General Meeting, and before signing the attendance list, the proxy should present a power of attorney granted in writing or a copy of the power of attorney granted in electronic form, as well as a document allowing to determine the identity of the attorney.

The form for granting the power of attorney in a written form is available on the Company's website at http://www.lug.com.pl, the "Investor Relations" tab, "WZA" section. Other forms of the power of attorney are possible provided that all legally required elements are included on them.

#### 5. Participation in the General Meeting by means of electronic communication.

The Company's internal regulations do not allow participating in the General Meeting by means of electronic communication.

#### 6. Exercising the right to vote by correspondence or using electronic means of communication.

The Company's internal regulations do not provide options for speaking during the General Meeting using electronic means of communication or exercising the right to vote by means of electronic communication or by correspondence.





#### **DRAFT RESOLUTIONS**

#### **RESOLUTION NUMBER 1**

## EXTRAORDINARY GENERAL MEETING OF LUG S.A. with its headquarters located in Zielona Góra 19.11.2024

due to: selection of the Chairman of the Meeting

Based on Article. 409 § 1 of the Code of Commercial Companies, the Extraordinary General Meeting of LUG S.A. with its registered office in Zielona Góra, resolves as follows:

			§ 1				
The Extraordinary registered	General office	Meeting of the in	Company Zielona	under	the name: Góra	Spółka elects	 with its Mr./Ms.
as the Chairman of	the Extra	aordinary Genera	I Meeting.				
			§ 2				

The resolution comes into effect on the day of its adoption.





#### **RESOLUTION NUMBER 2**

### Extraordinary General Meeting of LUG S.A. with its headquarters located in Zielona Góra 19.11.2024

#### due to: adoption of the meeting agenda

§ 1

The Extraordinary General Meeting of Shareholders approves following meeting agenda:

- 1. Opening of the Meeting.
- 2. Election of the Chairman of the Extraordinary General Meeting.
- 3. Confirming correctness of convening the OGM and its legal ability to adopt resolutions.
- 4. Adoption of the Agenda.
- 5. Adoption of a resolution on granting consent for the acquisition of treasury shares and authorizing the Management Board to purchase and to dispose of treasury shares.
- 6. Free conclusions.
- 7. Closing of the Meeting.

§ 2

The resolution comes into effect on the day of its adoption.





#### **RESOLUTION NUMBER 3**

### EXTRAORDINARY GENERAL MEETING OF LUG S.A. with its headquarters located in Zielona Góra 19.11.2024

due to: adoption of a resolution on granting consent for the acquisition of treasury shares and authorizing the Management Board to purchase and to dispose of treasury shares.

Acting pursuant to Article 359 § 1 of the Commercial Companies Code, in conjunction with Article 362 § 1 point 5 of the Commercial Companies Code, and based on § 17 of the Articles of Association of LUG Spółka Akcyjna, with its registered office in Zielona Góra (the "Company"), the Extraordinary General Meeting of the Company hereby adopts the following resolution:

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- 1. Consent is hereby granted for the acquisition of 1,289,705 (in words: one million two hundred eighty-nine thousand seven hundred and five) treasury shares of the Company (hereinafter the "Shares") at a price of PLN 5.70 (five zlotys and seventy groszy) for cancellation.
- 2. The Management Board of the Company is hereby authorized to take all factual and legal actions necessary to acquire the Shares described in Section 1 above.
- 3. The Management Board of the Company is hereby authorized to issue all settlement instructions and take any other legal or factual actions necessary to settle the transaction for the acquisition of the Shares.
- 4. The authorization granted to the Management Board to acquire the Shares shall expire on December 31, 2025.

§ 2

The resolution comes into effect on the day of its adoption.