

CONVENING OF THE EXTRAORDINARY GENERAL MEETING

The Management Board of **CPD Spółka Akcyjna with its registered office in Warsaw** (hereinafter the "Company"), entered in the register of entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register under KRS no. 0000277147, acting pursuant to Art. 399 § 1, Art. 402(1), Art. 402(2) of the Commercial Companies Code (hereinafter "CCC"), § 20 paragraph 1 of the Regulation of the Minister of Finance of 6 June 2025 on current and periodic information provided by issuers of securities and the conditions for recognizing as equivalent information required by the laws of a non-member state, hereby convenes the **Extraordinary General Meeting of the Company** (hereinafter the "General Meeting", "Extraordinary General Meeting" or "EGM"), which will be held on **19 March 2026 at 11:00**, at the Company's registered office in Warsaw, at the premises of the Notarial Office of Michał Lorenc, Dolores Jania sp.p. at **ul. Sandomierska 18 lok. 1, 02-567 Warsaw**, with the following agenda:

- 1) Opening of the General Meeting.
- 2) Election of the Chairperson of the General Meeting.
- 3) Confirmation of the due convening of the General Meeting and its ability to adopt resolutions.
- 4) Adoption of a resolution on the election of the Counting Committee.
- 5) Adoption of the agenda of the General Meeting.
- 6) Adoption of resolutions on:
 - a) increase of the Company's share capital through the issuance of ordinary bearer shares by way of a closed subscription, i.e., with the pre-emptive rights of the current shareholders of the Company preserved, and amendment of the Company's Articles of Association (proposed pre-emptive rights date: 31 March 2026).
 - b) increase of the Company's share capital through the issuance of ordinary bearer shares of series G, exclusion of the existing shareholders' pre-emptive rights in full in respect of all issued shares of series G, and amendment of the Company's Articles of Association.
 - c) increase of the Company's share capital through the issuance of ordinary bearer shares of series H, exclusion of the existing shareholders' pre-emptive rights in full in respect of all issued shares of series H, and amendment of the Company's Articles of Association.
 - d) increase of the Company's share capital through the issuance of ordinary bearer shares of series I, exclusion of the existing shareholders' pre-emptive rights in full in respect of all issued shares of series I, and amendment of the Company's Articles of Association.
 - e) amendment of the Company's Articles of Association and authorization of the Management Board to increase the share capital within the authorized capital, as well as authorization of the Management Board to exclude shareholders' pre-emptive rights in respect of issued shares.
 - f) introduction of the Incentive Programme for the years 2026–2028.
 - g) issuance of subscription warrants with the exclusion of the pre-emptive rights of existing shareholders, entitling holders to subscribe for ordinary bearer shares, and conditional increase of the share capital through the issuance of ordinary bearer shares, with the exclusion of the existing shareholders' pre-emptive rights, and amendment of the Company's Articles of Association.
 - h) changes to the composition of the Supervisory Board.
- 7) Closure of the General Meeting.

INFORMATION REGARDING PARTICIPATION IN THE GENERAL MEETING

1. Shareholders' rights to request the inclusion of specific matters on the agenda of the General Meeting and to submit draft resolutions.

1.1. Right to request the inclusion of specific matters on the agenda of the General Meeting.

Pursuant to Art. 401 § 1 CCC, a Shareholder or Shareholders representing at least one-twentieth of the Company's share capital may request the inclusion of specific matters on the agenda of the General Meeting.

The request should be submitted to the Management Board of the Company no later than twenty-one days before the date of the General Meeting, i.e., by 26 February 2026.

The request should contain:

(i) justification or a draft resolution concerning the proposed agenda item,

(ii) a copy of the document certifying the identity of the Shareholder:

– in the case of natural persons: a copy of the national identity card, passport or other official document certifying the identity of the Shareholder,

– in the case of a Shareholder other than a natural person (legal person, organizational unit without legal personality): a copy of an extract from the relevant register or other document confirming the entitlement of the natural person(s) to represent the Shareholder, and a copy of the national identity card, passport or other official document certifying the identity of the persons authorized to represent the Shareholder,

– in the case of a request submitted by a proxy, additionally: a copy of the power of attorney granted by the Shareholder, or by the person authorized to represent the Shareholder (in the case of a Shareholder who is not a natural person) and a copy of the national identity card, passport or other official document certifying the identity of the proxy, or in the case where the proxy is not a natural person, a copy of the extract from the relevant register or other document confirming the authorization of the natural person(s) to represent the proxy and copies of national identity cards, passports or other official documents certifying the identity of the natural person(s) authorized to represent the proxy.

(iii) document(s) confirming the holding of shares in the Company in the number required to submit the request, which may be, for example, a certificate or depositary certificate issued by the entity maintaining the securities account in which the Company's shares held by the Shareholder(s) are recorded, from which it will be apparent that the requesting party is a Shareholder(s) of the Company (or are Shareholders of the Company acting jointly, or is a proxy of Shareholders with the relevant power of attorney) and that the requesting party represents/represent at least 1/20 of the Company's share capital.

The request may be submitted in writing at the Management Board office of the Company (address: ul. Marszałkowska 107, 00-110 Warsaw) or electronically at shareholder@cpdsa.pl (file format: .pdf).

1.2. Right to submit draft resolutions concerning matters included on the agenda of the General Meeting

Pursuant to Art. 401 § 4 CCC, a Shareholder or Shareholders representing at least one-twentieth of the Company's share capital are entitled to submit draft resolutions concerning matters included on the agenda of the General Meeting or matters to be included on the agenda. Such draft resolutions should be submitted to the Company before the General Meeting in writing at the Management Board office of the Company (address: ul. Marszałkowska 107, 00-110 Warsaw) or electronically at shareholder@cpdsa.pl (file format: .pdf). The documents referred to in items 1.1(ii) and (iii) above should be attached to the submitted draft resolutions.

1.3. Right to submit draft resolutions during the General Meeting

Pursuant to Art. 401 § 5 CCC, each Shareholder entitled to participate in the General Meeting may, during the General Meeting, submit draft resolutions concerning matters included on the agenda of the General Meeting.

1.4. Right to ask questions concerning matters included on the agenda of the General Meeting

Each Shareholder entitled to participate in the General Meeting may, during the General Meeting, ask questions concerning matters included on the agenda of the General Meeting.

2. Procedures related to participation in the General Meeting and the exercise of voting rights

2.1. Registration date for participation and right to attend the EGM

The Management Board of the Company informs that, pursuant to Art. 406(1) CCC, only persons who are Shareholders of the Company sixteen days before the date of the General Meeting, i.e., on 3 March 2026 (hereinafter the "Record Date for Participation"), are entitled to participate in the General Meeting. Pursuant to Art. 406(2) CCC, pledgees and usufructuaries who are entitled to vote have the right to participate in the General Meeting of the Company if the establishment of a limited proprietary right in their favour is registered in the securities account on the Record Date for Participation in the General Meeting.

The list of Shareholders entitled to participate in the General Meeting will be drawn up on the basis of information received by the Company from the National Depository for Securities (hereinafter "KDPW"). The Management Board recommends, however, that Shareholders hold personal certificates of the right to participate in the General Meeting issued by the entity maintaining the securities account. **A request for the issuance of a personal certificate of the right to participate in the General Meeting should be submitted to the entity maintaining the securities account within the period from the date of this notice of convening the General Meeting to the first business day following the Record Date for Participation, i.e., by 4 March 2026.**

2.2. List of persons entitled to attend the EGM

The list of Shareholders entitled to attend the General Meeting will be drawn up on the basis of the register made available by KDPW and will be available for inspection at the Management Board office of the Company in Warsaw, ul. Marszałkowska 107, from 9:00 a.m. to 4:00 p.m. for 3 business days before the General Meeting, i.e., from 16 to 18 March 2026.

Shareholders may inspect the list of Shareholders entitled to attend the EGM at the Management Board's premises and request a copy of the list of entitled persons against reimbursement of the cost of its preparation.

During the three business days before the General Meeting, a Shareholder may request that the list of Shareholders entitled to participate in the General Meeting be sent to them free of charge by e-mail, providing the address to which the list should be sent. The request should be made in writing, signed by the Shareholder or by the persons authorized to represent the Shareholder, and sent to shareholder@cpdsa.pl (file format: .pdf) together with copies of documents confirming that the requesting person is a Shareholder and confirming the identity of the Shareholder or the persons representing the Shareholder in the manner specified in items 1.1(ii) and (iii) above.

2.3. Manner of participation in the General Meeting and the exercise of voting rights

A Shareholder who is a natural person may participate in the General Meeting and exercise voting rights in person or through a proxy. A Shareholder other than a natural person may participate in the General Meeting and exercise voting rights through a person authorized to make declarations of will on its behalf or through a proxy.

Shareholders will be admitted to the General Meeting upon presentation of an identity document, and proxies upon presentation of an identity document and a valid power of attorney. Proxies or representatives of Shareholders other than natural persons must additionally present up-to-date extracts from the relevant registers listing the persons authorized to represent such entities, from which their right to represent the Shareholder is apparent.

Half an hour before the commencement of the General Meeting, registration of participants will begin by Shareholders and their proxies signing the attendance list, which contains a list of the Company's Shareholders drawn up on the basis of the list of entitled persons, with the number of shares held by each person entitled to attend the General Meeting and the corresponding number of votes.

If a Shareholder is not included on the list of entitled persons but holds a personal certificate of the right to participate in the General Meeting issued by the entity maintaining the Shareholder's securities account, not earlier than after the announcement of the convening of the General Meeting and not later than on the first business day following the Record Date for Participation, the Company is obliged to admit the Shareholder to the General Meeting.

If a Shareholder is included on the list of entitled persons, the Company may not require the Shareholder to present a personal certificate of the right to participate in the General Meeting.

2.4. Proxies of Shareholders

(i) Pursuant to Art. 412(1) § 2 CCC, a power of attorney should be executed in writing or granted in electronic form. A power of attorney granted in electronic form does not require a qualified electronic signature.

(ii) Granting a power of attorney in electronic form may be done using the proxy form posted on the Company's website at www.cpdsa.pl under the "General Meetings" tab, which is consistent with Art. 402(3) § 1 item 5 CCC. The use of the form by the Shareholder is not mandatory, but the power of attorney issued must contain at least the identification elements for the persons included in the form. In addition to the proxy form, this website also contains instructions on how the proxy should exercise the voting right at the General Meeting. The use of these instructions is also voluntary.

(iii) Information on granting or revoking a power of attorney, together with the power of attorney, should be sent by the Shareholder before the closing of the list of participants of the General Meeting, which is drawn up on the day of the General Meeting before its commencement, and must precede the proxy's request to be entered on the list of participants. The above information should be sent by e-mail to shareholder@cpdsa.pl by sending a scan of the power of attorney document (file format: .pdf) signed by the shareholder (without the attachment – voting instructions), or, in the case of Shareholders other than natural persons, by persons authorized to represent the Shareholder. A Shareholder granting a power of attorney in electronic form should, in addition to the power of attorney document, send data enabling their identification and verification of the validity of the power of attorney: name and surname of the Shareholder, PESEL number, residential address, e-mail, telephone.

(iv) In order to verify the validity of a power of attorney granted electronically, the Company is entitled to take steps related to the identification of the Shareholder and their proxy, in particular the right to send a return query in electronic form and the right to make telephone contact. Failure to provide answers to questions asked during verification will be treated as the impossibility of verifying the granted power of attorney and will constitute grounds for refusing to admit the proxy to the General Meeting.

(v) For the purpose of confirming the authenticity of the power of attorney, it is recommended that the Shareholder provide the proxy with a printed copy of the information sent to the Company as referred to above.

(vi) A printout of the power of attorney granted in electronic form is attached to the attendance list drawn up before the commencement of the General Meeting and subsequently attached to the notarial minutes of the General Meeting.

(vii) If a member of the Management Board of the Company, a member of the Supervisory Board of the Company, an employee of the Company, or a member of the governing bodies or employee of a company subsidiary of the Company acts as proxy at the General Meeting, the power of attorney may only authorize

representation at one General Meeting. The proxy is obliged to disclose to the Shareholder circumstances indicating the existence or possibility of conflicts of interest. The proxy votes in accordance with the instructions given by the Shareholder, and the granting of a sub-power of attorney is excluded.

2.5. Possibility and manner of participating in the General Meeting by means of electronic communication

The Company does not envisage the possibility of participating in the General Meeting by means of electronic communication.

2.6. Manner of speaking at the General Meeting by means of electronic communication

The Company does not envisage the possibility of speaking at the General Meeting by means of electronic communication.

2.7. Manner of exercising the voting right by correspondence or by means of electronic communication

The Company does not envisage the possibility of casting votes by correspondence or by means of electronic communication.

2.8. Transmission of the General Meeting proceedings

The Company does not envisage a real-time broadcast of the General Meeting proceedings.

3. Documentation of the General Meeting and other information

3.1. Documentation of the General Meeting

A person entitled to participate in the General Meeting may obtain the full text of the documentation to be presented at the General Meeting, draft resolutions with justification, and comments of the Management Board or Supervisory Board of the Company concerning matters on the agenda of the General Meeting or matters to be included on the agenda, before the date of the Extraordinary General Meeting, on the Company's website at www.cpdsa.pl under the "General Meetings" tab and at the Management Board office of the Company in Warsaw, ul. Marszałkowska 107, 00-110 Warsaw.

3.2. Information concerning the General Meeting

Information concerning the General Meeting will be made available on the Company's website at www.cpdsa.pl.

3.3. Other information

The Management Board of the Company informs that in matters not covered by this notice, the provisions of the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure of the Company's General Meeting, as well as regulations concerning the trading of securities, including in particular in public companies (which CPD spółka akcyjna with its registered office in Warsaw is), shall apply. The Management Board requests Shareholders of the Company to familiarize themselves with the above regulations (the Articles of Association and Rules of Procedure of the General Meeting are posted on the Company's website) or to seek advice from entities specializing in legal consulting regarding the impact of these regulations on the current and planned actions of Shareholders.

Information regarding intended amendments to the Articles of Association of the Company:

Current wording of § 4 paragraph 1 of the Company's Articles of Association:

"1. The share capital of the Company amounts to PLN 1,036,455.70 (one million thirty-six thousand four hundred and fifty-five zlotys and seventy groszy) and is divided into 10,364,557 (ten million three hundred and sixty-four thousand five hundred and fifty-seven) shares with a nominal value of PLN 0.10 (ten groszy) each, including:

- a) 4,483,093 (four million four hundred and eighty-three thousand and ninety-three) ordinary bearer shares of series AA,
- b) 890,000 (eight hundred and ninety thousand) ordinary bearer shares of series B,
- c) 3,971,464 (three million nine hundred and seventy-one thousand four hundred and sixty-four) ordinary bearer shares of series C,
- d) 1,020,000 (one million and twenty thousand) ordinary bearer shares of series E."

Proposed wording of § 4 paragraph 1 of the Company's Articles of Association (taking into account items 6(a)–(e) of the agenda):

"The share capital of the Company amounts to not more than PLN 3,036,511.40 (three million thirty-six thousand five hundred and eleven zlotys and forty groszy) and is divided into not more than 30,365,114 (thirty million three hundred and sixty-five thousand one hundred and fourteen) shares with a nominal value of PLN 0.10 (ten groszy) each, including:

- a) 4,483,093 (four million four hundred and eighty-three thousand and ninety-three) ordinary bearer shares of series AA.
- b) 890,000 (eight hundred and ninety thousand) ordinary bearer shares of series B.
- c) 3,971,464 (three million nine hundred and seventy-one thousand four hundred and sixty-four) ordinary bearer shares of series C.
- d) 1,020,000 (one million and twenty thousand) ordinary bearer shares of series E.
- e) not more than 10,364,557 (ten million three hundred and sixty-four thousand five hundred and fifty-seven) ordinary bearer shares of series F.
- f) not more than 800,000 (eight hundred thousand) ordinary bearer shares of series G.
- g) not more than 7,980,000 (seven million nine hundred and eighty thousand) ordinary bearer shares of series H.
- h) not more than 856,000 (eight hundred and fifty-six thousand) ordinary bearer shares of series I."

Current wording of § 4a of the Company's Articles of Association:

"1. The Management Board of the Company is authorized until 30 June 2028 to increase the Company's share capital within the authorized capital by an amount not exceeding PLN 402,981.00 (four hundred and two thousand nine hundred and eighty-one zlotys). The Management Board may exercise the authorization referred to in the preceding sentence by making one or more successive increases of the share capital, and shares may be subscribed for both in cash and in-kind contributions (contributions in kind).
2. The Management Board of the Company is authorized, with the consent of the Supervisory Board, to exclude in full or in part the shareholders' pre-emptive rights in respect of shares issued pursuant to the authorization granted in paragraph 1."

Proposed wording of § 4a of the Company's Articles of Association:

"1. The Management Board of the Company is authorized until 31 December 2028 to increase the Company's share capital within the authorized capital by an amount not exceeding PLN 777,341.00 (seven hundred and seventy-seven thousand three hundred and forty-one zlotys). The Management Board may exercise the authorization referred to in the preceding sentence by making one or more successive increases of the share capital, and shares may be subscribed for both in cash and in-kind contributions (contributions in kind).

2. The Management Board of the Company is authorized, with the consent of the Supervisory Board, to exclude in full or in part the shareholders' pre-emptive rights in respect of shares issued pursuant to the authorization granted in paragraph 1."

Addition to the Company's Articles of Association of a new § 4b, with the following content:

"1. The conditional share capital of the Company amounts to not more than PLN 515,000.00 (five hundred and fifteen thousand zlotys) and comprises not more than 5,150,000 (five million one hundred and fifty thousand) shares of series J.

2. Series J Shares are ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.

3. The subscription for series J shares by persons entitled under subscription warrants of series B shall be made on the basis of Resolutions No. 9 and 10 of the Extraordinary General Meeting of the Company of 19 March 2026.

4. The purpose of the conditional increase of the Company's share capital referred to in paragraph 1 above through the issuance of series J shares is the implementation of the Incentive Programme for the years 2026–2028, adopted by Resolution No. 9 of the Extraordinary General Meeting of 19 March 2026.

5. The conditional increase of the Company's share capital referred to in paragraph 1 above through the issuance of series J shares may occur until 30 June 2029."

At the same time, the Management Board of the Company attaches to this report:

1. Draft resolutions for the Extraordinary General Meeting of CPD S.A.;
2. Proxy form for the Extraordinary General Meeting of CPD S.A.;
3. Information on the total number of shares of CPD S.A.