

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

7

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2025

Date:

30 January 2025

Abbreviated issuer name:

GRENEVIA S.A.

Subject:

Shareholder's request to convene Extraordinary General Meeting

Legal basis:

Art. 56.1.2 of the Public Offering Act – Current and periodic information

Text of the report:

The Management Board of GRENEVIA S.A. of Katowice (the "Company") announces that on 30 January 2025 it received a request from shareholder TDJ Equity I sp. z o.o. of Katowice (the "Shareholder"), representing more than one-twentieth of the Company's share capital, to convene an Extraordinary General Meeting of the Company. The request was submitted pursuant to Art. 400.1 of the Commercial Companies Code.

The Management Board publishes, attached hereto:

1. Shareholder's request to convene an Extraordinary General Meeting,
2. Draft resolutions proposed to be placed on the agenda of the Extraordinary General Meeting,
3. Grounds for the draft resolutions proposed to be placed on the agenda of the Extraordinary General Meeting.

Legal basis: Section 19.1.4 of the Minister of Finance's Regulation of 29 March 2018 on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state.

Appendices:

File:	Description
250130_TDJ Equity I sp. z o.o. wniosek akcjonariusza.BES.pdf	Shareholder's request to convene an Extraordinary General Meeting.
250130_Załącznik nr 1 - Projekty uchwał NWZ.BES.pdf	Draft resolutions proposed to be placed on the agenda of the Extraordinary General Meeting.
250130_Załącznik nr 2 - Uzasadnienie projektów uchwał NWZ.BES.pdf	Grounds for the draft resolutions proposed to be placed on the agenda of the Extraordinary General Meeting.

GRENEVIA Spółka Akcyjna	(full issuer name)
GRENEVIA S.A.	Electromechanical (ele)
(abbreviated issuer name)	(sector according to the WSE)
40-202	Katowice
(postal code)	(city/town)
Al. Roździeńskiego	1a
(street)	(number)

+48 32 359 63 00 (phone)	+48 32 359 66 77 (fax)
sekretariat@grenea.com (email)	www.grenea.com (www)
634-012-62-46 (Tax Identification Number – NIP)	270641528 (Industry Identification Number – REGON)

SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
30 January 2025	Beata Zawiszowska	President of the Management Board	

Katowice, 30 January 2025

GRENEVIA S.A.
Al. W. Roździeńskiego 1A
40-202 Katowice, Poland

Shareholder: **TDJ Equity I Sp. z o.o.**, with its registered office at Al. W. Roździeńskiego 1A, 40-202 Katowice, entered in the Business Register of the National Court Register under No. KRS 0000475347,

SHAREHOLDER'S REQUEST

Acting on behalf of TDJ Equity I Sp. z o.o. of Katowice, as a shareholder of GRENEVIA S.A. of Katowice, holding 290,728,459 shares representing 50.59% of GRENEVIA S.A.'s share capital, we request pursuant to Art. 400 of the Commercial Companies Code that an Extraordinary General Meeting of GRENEVIA S.A. be convened for 27 February 2025 and we propose that it proceeds according to the following agenda:

1. Opening of the Extraordinary General Meeting (EGM).
2. Appointment of the Chair.
3. Confirmation that the EGM has been properly convened and has the capacity to pass resolutions.
4. Appointment of a Ballot Counting Committee.
5. Voting on a resolution to amend Art. 13 of the Company's Articles of Association.
6. Voting on a resolution to amend Art. 14 of the Company's Articles of Association.
7. Voting on a resolution to amend Art. 15 of the Company's Articles of Association.
8. Voting on a resolution to amend Art. 17 of the Company's Articles of Association.
9. Voting on a resolution to authorise the Supervisory Board to draw up a consolidated text of the amended Articles of Association.
10. Voting on a resolution on coverage of the costs of convening and holding the Extraordinary General Meeting.
11. Closing of the EGM.

Draft resolutions proposed to be placed on the agenda of the Extraordinary General Meeting are attached hereto as Appendix 1. Grounds for draft resolutions proposed to be placed on the agenda of the Extraordinary General Meeting are attached hereto as Appendix 2.

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Appendices:

1. Draft resolutions proposed to be placed on the agenda of the Extraordinary General Meeting,
2. Grounds for draft resolutions proposed to be placed on the agenda of the Extraordinary General Meeting.

Appendix 1 to the shareholder's request:

**Draft resolutions
of the Extraordinary General Meeting of GRENEVIA S.A.
convened for 27 February 2025**

Item 2 of the agenda:

**RESOLUTION NO. 1
of the Extraordinary General Meeting of GRENEVIA S.A.
of 27 February 2025**

to: appoint the Chair of the Extraordinary General Meeting

Section 1

Pursuant to Art. 409.1 of the Commercial Companies Code, the Extraordinary General Meeting of GRENEVIA S.A. of Katowice hereby resolves to appoint [...] as Chair of the General Meeting.

Section 2

This Resolution shall take effect as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ...% of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 4 of the agenda:

**RESOLUTION NO. 2
of the Extraordinary General Meeting of GRENEVIA S.A.
of 27 February 2025**

to: appoint a Ballot Counting Committee

Section 1

The Extraordinary General Meeting of GRENEVIA S.A. of Katowice hereby resolves to appoint a Ballot Counting Committee consisting of: [...]

Section 2

This Resolution shall take effect as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ...% of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Items 5–8 of the agenda:

RESOLUTION NO. 3
of the Extraordinary General Meeting of GRENEVIA S.A.
of 27 February 2025

to: amend Art. 13 of the Company's Articles of Association

Section 1

Pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of GRENEVIA S.A. of Katowice resolves to amend Art. 13 of the Company's Articles of Association so that:

- a) The existing Art. 13.2 shall be amended to read as follows:
"2. Subject to Art. 13.3–9, members of the Supervisory Board are appointed and removed from office by the General Meeting."

- b) The existing Art. 13.6 and 7 shall be amended to read as follows:
"6 As long as TDJ Equity I sp. z o.o. of Katowice holds Company shares representing at least 33% (thirty-three per cent) of the Company's share capital, it shall have the personal right to appoint and remove members of the Supervisory Board in a number representing the majority of Supervisory Board members as at the date when the right is exercised.
7. The appointment of Supervisory Board members by the shareholder named in Art. 13.6 shall be made by way of a written statement submitted to the Management Board."

- c) After Art. 13.7, a new Art. 13.8 shall be added, reading as follows:
"8. If the shareholder named in Art. 13.6 ceases to hold Company shares representing at least 33% (thirty-three per cent) of the Company's share capital, the personal right referred to in Art. 13.6 shall expire."

- d) The existing Art. 13.6 shall be renumbered as Art. 13.9 and amended to read as follows:
"9. If the Supervisory Board includes members appointed pursuant to Art. 13.3 to 7 hereof, the General Meeting shall only elect the remaining Supervisory Board members."

- e) The existing Art. 13.7 shall be renumbered as Art. 13.10.

Section 2

This Resolution shall take effect as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ...% of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 4
of the Extraordinary General Meeting of GRENEVIA S.A.
of 27 February 2025

to: amend Art. 14 of the Company's Articles of Association

Section 1

Pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of GRENEVIA S.A. of Katowice resolves to amend Art. 14 of the Company's Articles of Association so that:

a) The existing Art. 14.1–4 shall be amended to read as follows:

"1. The shareholder TDJ Equity I sp. z o.o. has the personal right to appoint the Chair of the Supervisory Board from among Supervisory Board members as long as it continues to hold Company shares representing at least 33% (thirty-three per cent) of the Company's share capital.

2. If the shareholder named in Art. 14.1 ceases to hold Company shares representing at least 33% (thirty-three per cent) of the Company's share capital, the personal right referred to in Art. 14.1 shall expire.

3. The appointment of the Chair of the Supervisory Board by the shareholder named in Art. 14.1 shall be made by way of a written statement submitted to the Management Board.

4. If the shareholder named in Art. 14.1 chooses not to exercise its right to appoint the Chair of the Supervisory Board, or if that right expires, the Chair of the Supervisory Board shall be appointed by the Supervisory Board from among Supervisory Board members by way of a resolution."

b) The existing Art. 14.1 shall be renumbered as Art. 14.5 and amended to read as follows:

"5. The Supervisory Board shall appoint the Deputy Chair of the Supervisory Board from among Supervisory Board members by way of a resolution."

c) The existing Art. 14.2–7 shall be renumbered as Art. 14.6–11.

Section 2

This Resolution shall take effect as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ...% of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 5
of the Extraordinary General Meeting of GRENEVIA S.A.
of 27 February 2025

to: amend Art. 15 of the Company's Articles of Association

Section 1

Pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of GRENEVIA S.A. of Katowice resolves to amend Art. 15.2.11 of the Company's Articles of Association to read as follows:

"11) appoint an auditor of the Company's financial statements and appoint an auditor to provide assurance with respect to its sustainability reporting,"

Section 2

This Resolution shall take effect as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ...% of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 6
of the Extraordinary General Meeting of GRENEVIA S.A.
of 27 February 2025

to: amend Art. 17 of the Company's Articles of Association

Section 1

Pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of GRENEVIA S.A. of Katowice resolves to amend Art. 17 of the Company's Articles of Association through the addition after Art. 17.5 of a new Art. 17.6, reading as follows:

"6. The General Meeting is valid and has the capacity to pass resolutions if shareholders holding at least 50% (fifty per cent) of the Company's share capital are represented at the General Meeting."

Section 2

This Resolution shall take effect as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ...% of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 9 of the agenda:

RESOLUTION NO. 7
of the Extraordinary General Meeting of GRENEVIA S.A.
of 27 February 2025

to: authorise the Supervisory Board to draw up a consolidated text of the amended Articles of Association

Section 1

Pursuant to Art. 430.5 of the Commercial Companies Code, the Extraordinary General Meeting of GRENEVIA S.A. of Katowice resolves to authorise the Supervisory Board to draw up a consolidated text of the amended Articles of Association.

Section 2

This Resolution shall take effect as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ...% of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 10 of the agenda:

RESOLUTION NO. 8
of the Extraordinary General Meeting of GRENEVIA S.A.
of 27 February 2025

on: coverage of the costs of convening and holding the Extraordinary General Meeting

Section 1

Pursuant to Art. 400.4 of the Commercial Companies Code, the Extraordinary General Meeting of GRENEVIA S.A. of Katowice resolves that the costs of convening and holding the Extraordinary General Meeting shall be covered by the Company.

Section 2

This Resolution shall take effect as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ...% of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Appendix 2 to the shareholder's request:

Grounds for draft resolutions proposed to be placed on the agenda of the Extraordinary General Meeting:

Item 2 of the agenda

The resolution is of a procedural nature; its adoption is required under the Commercial Companies Code.

Item 4 of the agenda

The resolution is of a procedural nature.

Items 5–7 of the agenda

The placement on the EGM's agenda of draft resolutions to amend Art. 13, Art. 14 and Art. 17 of the Articles of Association is related to Section 25 of the tender offer announced by TDJ Equity I sp. z o.o., inviting shareholders to subscribe for the sale of shares in GRENEVIA S.A. of Katowice. Section 25 sets out the conditions of the tender offer, which include adoption by the General Meeting of resolutions to amend the Articles of Association so that:

- i. a quorum requirement is introduced for the General Meeting equal to 50% of the Company's share capital,
- ii. the manner in which the Chair of the Supervisory Board is appointed is changed by granting TDJ Equity I sp. z o.o. of Katowice, as long as it continues to hold Company shares representing more than 33% of the Company's share capital, the right to appoint the Chair of the Supervisory Board; and
- iii. the manner in which members of the Supervisory Board (the "Supervisory Board") are appointed is changed, so that members of the Supervisory Board are appointed by the General Meeting with the proviso that – as long as TDJ Equity I sp. z o.o. of Katowice continues to hold Company shares representing more than 33% of the Company's share capital – it has the personal right to appoint and remove members of the Supervisory Board in a number representing the majority of Supervisory Board members as at the date on which the right is exercised.

Item 8 of the agenda

The placement on the EGM's agenda of a draft resolution to amend Art. 15 of the Articles of Association is related to the amendment of the Polish Accounting Act, where the current Art. 66.4 stipulates that: "*The power to appoint an audit firm to audit the entity's financial statements and to appoint an audit firm to provide assurance with respect to its sustainability reporting shall be vested in the body approving the entity's financial statements, unless otherwise provided for in the articles of association, an agreement or other legal regulations binding on the entity. Such appointment may not be made by the entity's management.*" In accordance with the existing Articles of Association of GRENEVIA S.A., the Supervisory Board's powers include in particular the appointment of an auditor to audit the Company's financial statements. However, there is no reference to the appointment of an auditor to provide assurance with respect to the Company's sustainability reporting. In view of the amended legal provisions, it is justified that a relevant amendment be made to the Articles of Association.

Item 9 of the agenda

The general meeting may authorise the supervisory board to prepare a consolidated text of the amended articles of association or to make other editorial changes to the articles of association as specified in the general meeting's resolution (Art. 430.5 of the Commercial Companies Code). Accordingly, the relevant draft resolution is proposed to be put to the vote at the Extraordinary General Meeting.

Item 10 of the agenda

Pursuant to Art. 400.4 of the Commercial Companies Code, the general meeting referred to in paragraph 1 (convened at the request of a shareholder or shareholders representing at least one-twentieth of the share capital) shall resolve whether the costs of convening and holding the general meeting are to be covered by the company. Accordingly, the relevant draft resolution is proposed to be put to the vote at the Extraordinary General Meeting.