

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

10

/

2025

Date:

27 February 2025

Abbreviated issuer name:

GRENEVIA S.A.

Subject:

Resolutions passed and draft resolutions not passed by Extraordinary General Meeting of Grenevia S.A. on 27 February 2025

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”) publishes, attached hereto, the resolutions passed and the draft resolutions not passed by the Extraordinary General Meeting of the Company on 27 August 2025.

Legal basis:

Par. 19.1.6-8 of the Minister of Finance’s Regulation of March 29th 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
Treść uchwał NWZ GRENEVIA 27 lutego 2025.pdf	Resolutions passed by the EGM of GRENEVIA S.A. on 27 February 2025

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

SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
27 February 2025	Tomasz Jankowski	Commercial Proxy	
27 February 2025	Alina Mazurczyk	Commercial Proxy	

RESOLUTIONS PASSED AND DRAFT RESOLUTIONS NOT PASSED BY EXTRAORDINARY GENERAL MEETING ON 27 FEBRUARY 2025**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 Grzegorz **Morawiec** as Chair of the General Meeting. -----

Section 2

This Resolution shall take effect upon adoption. -----

The Resolution was voted on in a secret ballot by 65 shareholders holding a total of 503,188,020 shares, which represented 87.56% of the Company's share capital and carried 503,188,020 votes. 503,188,020 valid votes were cast in favour of the Resolution, which represented 100% of the total number of valid votes cast as there were no votes against the Resolution or abstentions. Therefore, the Resolution was passed unanimously.-----

RESOLUTION NO. 2**of the Extraordinary General Meeting of GRENEVIA S.A.****of 27 February 2025****not to** appoint a Ballot Counting Committee-----

Section 1

The Extraordinary General Meeting of **GRENEVIA S.A.** of Katowice resolves not to appoint a Ballot Counting Committee. -----

Section 2

This Resolution shall take effect upon adoption. -----

The Resolution was voted on in an open ballot by 65 shareholders holding a total of 503,188,020 shares, which represented 87.56% of the Company's share capital and carried 503,188,020 votes. 503,097,989 valid votes were cast in favour of the Resolution, which represented 99.98% of the total number of valid votes cast as there were no votes against the Resolution and 90,031 abstentions. Therefore, the resolution was passed by the required majority. -----

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 Art. 13.7 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 upon adoption. -----

The Resolution was voted on in an open ballot by 65 shareholders holding a total of 503,188,020 shares, which represented 87.56% of the Company’s share capital and carried 503,188,020 votes. 290,728,459 valid votes were cast in favour of the Resolution, which represented 57.78% of the total number of valid votes cast as there were 212,459,561 votes against the Resolution and no abstentions. The resolution was not carried as it was not supported by the required majority. -----

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 upon adoption. -----

The Resolution was voted on in an open ballot by 65 shareholders holding a total of 503,188,020 shares, which represented 87.56% of the Company's share capital and carried 503,188,020 votes. 290,728,459 valid votes were cast in favour of the Resolution, which represented 57.78% of the total number of valid votes cast as there were 212,459,561 votes against the Resolution and no abstentions. The resolution was not carried as it was not supported by the required majority. -----

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 upon adoption. -----

The Resolution was voted on in an open ballot by 65 shareholders holding a total of 503,188,020 shares, which represented 87.56% of the Company’s share capital and carried 503,188,020 votes. 481,612,466 valid votes were cast in favour of the Resolution, which represented 95.71% of the total number of valid votes cast as there were 21,575,554 votes against the Resolution and no abstentions. Therefore, the resolution was 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 upon adoption. -----

The Resolution was voted on in an open ballot by 65 shareholders holding a total of 503,188,020 shares, which represented 87.56% of the Company’s share capital and carried 503,188,020 votes. 290,744,697 valid votes were cast in favour of the Resolution, which represented 57.78% of the total number of valid votes cast as there were 202,651,343 votes against the Resolution and 9,791,980 abstentions. The resolution was not carried as it was not supported by the required majority. -----

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 upon adoption. -----

The Resolution was voted on in an open ballot by 65 shareholders holding a total of 503,188,020 shares, which represented 87.56% of the Company's share capital and carried 503,188,020 votes. 457,698,599 valid votes were cast in favour of the Resolution, which represented 90.96% of the total number of valid votes cast as there were 45,489,421 votes against the Resolution and no abstentions. Therefore, the resolution was passed. -----

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 upon adoption. -----

The Resolution was voted on in an open ballot by 65 shareholders holding a total of 503,188,020 shares, which represented 87.56% of the Company's share capital and carried 503,188,020 votes. 491,273,634 valid votes were cast in favour of the Resolution, which represented 97.63% of the total number of valid votes cast as there were 11,914,386 votes against the Resolution and no abstentions. Therefore, the resolution was passed by the required majority. -----