

**RULES OF PROCEDURE FOR PARTICIPATION IN THE GENERAL MEETING OF CASPAR ASSET MANAGEMENT SPÓŁKA AKCYJNA BY MEANS OF ELECTRONIC COMMUNICATION**

**GENERAL PROVISIONS**

**§1**

1. As used herein, the following terms shall have the following meanings:

- 1) **Good Practices** – shall mean the document “Code of Best Practice for WSE Listed Companies 2021” attached to Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange of 29 March 2021 on the adoption of “Code of Best Practice for WSE Listed Companies 2021” and any successor document;
- 2) **Code of Commercial Companies** – shall mean the Act of 15 September 2000 - Code of Commercial Companies (Polish Journal of Laws of 2020, item 1526 as amended);
- 3) **Statement** – shall mean the statement of intention to participate in the General Meeting completed and signed by a shareholder by Means of Electronic Communication and the required attachments, the specimen of which is appended to the notice convening the General Meeting;
- 4) **Chairperson or Chairperson of the General Meeting** – shall mean the Chairperson of the General Meeting of the Company;
- 5) **Supervisory Board or Board** – shall mean the Supervisory Board of the Company;
- 6) **Rules of Procedure** – shall mean these rules of procedure for participation in the General Meeting of the Company by Means of Electronic Communication;
- 7) **Rules of Procedure of the General Meeting** - shall mean the Rules of Procedure of the General Meeting of the Company,
- 8) **MAR** – shall mean Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC;
- 9) **Company** – shall mean Caspar Asset Management Spółka Akcyjna with its registered office in Poznań at the following address: ul. Półwiejska 32, 61-888 Poznań, entered into the Register of Entrepreneurs of the National Court Register maintained by the District Court for Poznań-Nowe Miasto i Wilda in Poznań, 8th Commercial Division of the National Court Register under KRS number 0000335440, NIP (Tax Identification Number) 7792362543, REGON (National Business Registry Number) 301186397;
- 10) **Articles of Association** – shall mean the Articles of Association of the Company,

- 11) **Means of Electronic Communication** – shall mean technical solutions including data communication equipment and associated software tools that permit individual communication at a distance using data communication between information and communication systems, in particular electronic mail;
- 12) **Participant of the General Meeting** – shall mean a shareholder of the Company or his or her representative, i.e. a person authorised to attend the General Meeting who holds a power of attorney or any other relevant document authorising him or her to represent the shareholder at that General Meeting;
- 13) **Act on Public Offering** – shall mean the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29th July 2005 (Polish Journal of Laws of 2021, item 1983 as amended);
- 14) **General Meeting** – shall mean the Ordinary or Extraordinary General Meeting of the Company, the participation in which is also permitted by Means of Electronic Communication;
- 15) **Management Board** – shall mean the management board of the Company.

## **§2**

1. These Rules of Procedure set out the detailed rules for participation in the General Meeting of the Company by Means of Electronic Communication.
2. The convocation, preparation and conduct of the General Meeting of the Company shall be effected in the manner and in accordance with the provisions of the law, including the Code of Commercial Companies, the Company's Articles of Association, the Best Practices applied by the Company, the Rules of Procedure of the General Meeting and these Rules of Procedure.

## **§3**

1. The Company shall make it possible to participate in the General Meeting by Means of Electronic Communication, including in particular:
  - a) two-way communication in real time, enabling a General Meeting participant to speak during a General Meeting from a place other than the venue of the meeting,
  - b) the exercise of a voting right by a Participant in the General Meeting before or during the General Meeting,
  - c) real-time transmission of the General Meeting.
2. Participation in the General Meeting also by Means of Electronic Communication shall be decided by the convener of such General Meeting.
3. The Company shall ensure that adequate technical infrastructure and software is in place to enable the secure casting of votes and the exercise of the rights of General Meeting Participants, including the identification of shareholders and proxies.

**TERMS AND CONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING BY MEANS OF  
ELECTRONIC COMMUNICATION. METHODS OF SHAREHOLDER IDENTIFICATION AND SECURITY  
OF COMMUNICATION**

**§4**

1. In order to participate in the General Meeting by Means of Electronic Communication, a shareholder shall notify the Company of his or her intention to participate in the General Meeting in this manner by sending a Statement to the Company at the following address [...].
2. In order to identify the identity of the shareholder or proxy and their entitlement to attend the General Meeting, it is necessary to forward to the Company the data indicated in the notice convening the General Meeting, within the time limits and to the address indicated therein.
3. Upon positive verification of the shareholder's entitlement and proxies granted by the shareholder, if any, the Company shall send to the shareholder or his/her proxy, no later than [...] days prior to the General Meeting before [...] (a.m./p.m.) from the following address [...] to the e-mail address provided in the Statement, detailed instructions on how to register for the IT platform enabling participation in the General Meeting, together with information on how to authenticate the shareholder's or proxy's identity (for example, authentication using a two-level security system consisting of a unique login (user name) and access password). The shareholder shall also have the right to receive the materials referred to in the preceding sentence in person at the registered office of the Company, upon prior notification to the Company by Means of Electronic Communication in the form of an electronic message sent to the Company at the following address [...].
4. The detailed scope of information and data and documents required to be provided in order to participate in the General Meeting and the instructions for the use of the system and tools that will allow participation in the General Meeting shall be made available to the public by the Company in the content of the notice convening such General Meeting, in accordance with the provisions of the Code of Commercial Companies and Good Practices applied by the Company.
5. The Company's communication with shareholders wishing to participate in the General Meeting by Means of Electronic Communication shall be effected exclusively through the following e-mail address: [...].

**§5**

1. The right to participate in the General Meeting by Means of Electronic Communication shall be enjoyed by shareholders who fulfil the organisational and technical requirements indicated in the instructions for the use of the system and tools indicated as dedicated to participation in the General Meeting, in accordance with the content of the notice convening the General Meeting published by the Company.
2. The shareholder or proxy has the right to participate in the General Meeting and to have access to the transmission of the General Meeting from the opening of the General Meeting until the end of the Meeting, upon prior authentication, including the provision of the necessary information and documents, in particular the Statement.

## **REAL-TIME TWO-WAY COMMUNICATION**

### **§6**

1. Real-time two-way communication enables the transfer of data from the General Meeting Participants and members of the Management Board and Supervisory Board to the Company, as well as the transmission and reproduction of video and audio from the General Meeting venue.
2. Real-time, two-way communication makes it possible for every Participant in the General Meeting:
  - a) to speak during the General Meeting,
  - b) to ask questions,
  - c) to propose draft resolutions for items on the agenda,
  - d) to raise objections - to those Participants of the General Meeting who voted against the resolution.
3. The means of access and the IT tools enabling real-time two-way communication, as well as the manner of speaking at the General Meeting, shall be defined on a case by case basis by the convenor of the General Meeting in the notice convening it.
4. Objections to the resolution will be possible through the Means of Electronic Communication used for speaking at the General Meeting. The Means of Electronic Communication shall enable all Participants in the General Meeting to be informed of the objection.
5. If the session of the General Meeting is conducted in a manner which allows the transmission of images from the place where the shareholders or proxies attending the General Meeting are present, such persons shall be obliged to consent to the dissemination of the image recorded by means of such tools in order for the Company to fulfil its obligations under generally applicable laws or Good Practices. If the consent referred to in the preceding sentence is not given, the shareholder or proxy will not be entitled to exercise the option allowing the transmission of the image.

## **EXERCISE OF THE VOTING RIGHT**

### **§7**

1. Exercising the voting right by Means of Electronic Communication consists in recording, constituting a separate meaningful whole, a set of data arranged in a specific internal structure on a computer data carrier, i.e. a material or device used for recording, storing and reading data in digital or analogue form.
2. The means of access and the IT tools enabling the exercise of voting rights prior to or during the General Meeting shall be specified in each case by the convener of the General Meeting, in the content of the notice.
3. The system for casting and calculating votes used at the General Meeting shall ensure that votes are cast in a number corresponding to the number of votes held by the General Meeting Participant concerned, in such a way as to vote differently on each of the shares held by that Participant.
4. The system for casting and counting votes ensures that voting can be conducted by secret ballot, and thus the system eliminates the possibility of identifying the voting method and the votes cast by individual General Meeting Participants.

5. Where voting rights are exercised by Means of Electronic Communication, the Company shall immediately send an electronic confirmation of receipt to the shareholder.
6. At the request of a shareholder, made no later than 3 (three) months after the date of the General Meeting, the Company shall send a confirmation to the shareholder or his/her proxy that his/her vote has been duly registered and counted, unless such confirmation has been provided to the shareholder or his/her proxy earlier.

#### **§8**

1. In the notice convening the General Meeting, the convener may prejudge the admissibility of the exercise of voting rights before the opening of the General Meeting. In such a case, the provisions of this clause shall apply.
2. In the calculation of the quorum and the results of the voting, the votes cast prior to the General Meeting and received by the Company no later than the time the voting at the General Meeting is ordered shall be taken into account.
3. Voting against a resolution and lodging an objection before the General Meeting shall be equivalent to requesting that the objection be recorded by a General Meeting Participant present at the General Meeting and shall entitle the General Meeting Participant to challenge the resolution.
4. In the event that a General Meeting Participant casts a vote on a resolution before the General Meeting, he or she shall lose the right to cast a vote on that resolution at the General Meeting. However, a vote cast prior to the General Meeting may be revoked by a statement made to the Company. The statement shall be effective if it has reached the Company no later than the time at which the General Meeting is ordered to vote on the resolution in question.
5. In the event that the original content of a proposed resolution for which a vote has been cast by Means of Electronic Communication prior to the General Meeting is modified at the General Meeting, such vote shall be deemed invalid and shall not be taken into account in the calculation of the votes cast in favour of the resolution as modified.

### **REAL-TIME TRANSMISSION OF THE GENERAL MEETING**

#### **§9**

1. Real-time transmission of the General Meeting consists in the transmission of live video and audio recorded at the venue of the General Meeting via the selected transmission technique for this type of data.
2. The means of access and the IT tools for broadcasting the General Meeting in real time shall be indicated on a case-by-case basis by the convener of the General Meeting in the content of the notice.
3. The technical details related to the designation of the group of entities entitled to access the real-time transmission of the General Meeting shall be determined by the convener of the General Meeting, in the content of the notice. The convener shall decide whether the persons entitled to access the real-time transmission of the meeting shall be only those persons entitled to attend the General Meeting or

whether an unlimited number of persons have such a right, having regard to the Company's Good Practices. Third parties who are not participants in the General Meeting and to whom access to the real-time transmission of the proceedings will be made available shall not be able to speak or cast their vote.

4. The real-time transmission of the meeting shall not violate the disclosure obligations set out in the Offering Act and the MAR.

## **LIST OF SHAREHOLDERS**

### **§10.**

1. The minutes drawn up by a notary public shall be accompanied by an attendance list with the signatures of the participants in the General Meeting present at the place of the General Meeting and a list of shareholders or proxies voting by Means of Electronic Communication.
2. If so decided by the Chairperson of the General Meeting, a list shall also be drawn up of persons attending the General Meeting by means of real-time two-way communication who do not exercise their voting rights. The list referred to in the previous sentence shall not be drawn up if it is not possible to identify the group of people attending the General Meeting by means of real-time two-way communication.

## **ADJOURNMENT OF THE GENERAL MEETING**

### **§11**

1. In the event of:
  - a) disruption or interruption of the real-time transmission of the meeting,
  - b) impediments to real-time communication,
  - c) impediments to the exercise of voting rights, or
  - d) other significant technical problems– during the General Meeting, it is recommended that the Chairperson of the General Meeting order a technical adjournment of the General Meeting.
2. In the event of prolonged disruptions or impediments preventing the General Meeting from proceeding, it is recommended that the Chairperson of the General Meeting vote on a resolution of the General Meeting to order an adjournment pursuant to Art. 408 § 2 of the Code of Commercial Companies.

## **FINAL PROVISIONS**

### **§ 12**

1. For the avoidance of any doubt, it is specified that participation in the General Meeting by Means of Electronic Communication shall constitute an additional mode of participation in the General Meeting, in addition to the possibility to participate in the General Meeting under the general principles, i.e. by physical presence at the venue and time indicated in the notice convening the General Meeting.

2. The shareholder shall bear the sole risk of participating in the General Meeting by Means of Electronic Communication, including in particular the risk of lack of communication, inability to communicate, delays in transmission and inability to exercise the shareholder's rights due to technical difficulties and limitations associated with this form of participation in the General Meeting.
3. The shareholder shall also bear the sole risk of any misuse or unauthorised use of the authentication tools made available to him/her for the purpose of participating in the General Meeting, i.e. for example a login or password.
4. To the extent not covered by these Rules of Procedure, the provisions of the law, in particular the Code of Commercial Companies, the Articles of Association and the Rules of Procedure of the General Meeting shall apply.
5. In the event of any inconsistency between the provisions of the Rules of Procedure of the General Meeting and the provisions of these Rules of Procedure, the provisions hereof shall apply.
6. The Rules of Procedure shall enter into force as of the effective date of the resolution of the Supervisory Board adopting the Rules of Procedure, except that the Rules of Procedure shall apply as of the next General Meeting convened after the Rules of Procedure enter into force.