

#### DISCLAIMER

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The Management Board of SANOK RUBBER COMPANY SPÓŁKA AKCYJNA with its seat in Sanok (the "Company") at the address: 38-500 Sanok ul. Przemyska 24, entered in the Register of Entrepreneurs of the National Court Register under the KRS number 0000099813 on March 14, 2002, registration court: District Court in Rzeszów XII Economic Department of the National Court Register, share capital (fully paid up): PLN 5,376,384.40, Tax Identification Number (NIP) 687-00-04-321, acting pursuant to Article 399(1) of the Commercial Companies Code, hereby convenes the Ordinary General Meeting of Shareholders of the Company and, in accordance with Article 402<sup>(2)</sup> of the Commercial Companies Code, presents the following information:

#### **1. DATE, TIME AND PLACE OF THE GENERAL MEETING AND DETAILED AGENDA**

The Ordinary General Meeting will be held on June 16, 2025 at the Sanocki Dom Kultury (Sanok Cultural Center) in Sanok, Mickiewicza Street No. 24, at 1:00 pm, with the following agenda:

- 1) Opening of the General Assembly.
- 2) Election of the Chairman of the General Meeting.
- 3) Determination of the correctness of the convening of the General Meeting.
- 4) Election of the Scrutiny Committee.
- 5) Adoption of the agenda.
- 6) Adoption of a resolution on approval of the Financial Statements of Sanok Rubber Company Spółka Akcyjna for the year ended December 31, 2024 and the Management Report on the Operations of Sanok Rubber Company Spółka Akcyjna for 2024.
- 7) Adoption of a resolution on approval of the Consolidated Financial Statements of the Sanok Rubber Company Group for the year ended December 31, 2024 and the Management Report on the Operations of the Sanok Rubber Company Group for 2024.
- 8) Adoption of a resolution on approval of the Report of the Supervisory Board of Sanok RC S.A. for 2024.
- 9) Adoption of resolutions on granting discharge to members of the Supervisory Board for the performance of their duties in 2024.
- 10) Adoption of resolutions to discharge members of the Board of Directors for the performance of their duties in 2024.
- 11) Adoption of a resolution on the distribution of net profit reported in the financial statements of Sanok Rubber Company Spółka Akcyjna for 2024.
- 12) Adoption of a resolution on giving an opinion on the Report on remuneration of members of the Management Board and Supervisory Board of Sanok Rubber Company S.A. for 2024.
- 13) Adoption of resolutions on the appointment of members of the Company's Supervisory Board for a new term, including the Chairman and Deputy Chairman of the Supervisory Board.
- 14) Adoption of a resolution on determining the remuneration of members of the Supervisory Board.
- 15) Adoption of a resolution to amend §25(2)(8) of the Articles of Association of Sanok RC S.A.
- 16) Adoption of a resolution on authorizing the Supervisory Board to determine the unified text of the Articles of Association of Sanok RC S.A., taking into account the

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amendments made to the Articles of Association by the resolution of the Ordinary General Meeting of June 16, 2025.

- 17) Adoption of a resolution on the selection of an audit firm to attest sustainability reporting for fiscal years 2025 - 2026.
- 18) Adoption of a resolution to amend item III, point 3.3.2. of *the Remuneration Policy for Members of the Management and Supervisory Boards of Sanok Rubber Company Spółka Akcyjna*.
- 19) Closing of the General Assembly.

Pursuant to Article 402 §2 of *the Commercial Companies Code*, the Board of Directors provides below the contents of the proposed amendment to the Company's Articles of Association:

Existing content of §25.2.8) of the Articles of Association:

2. *The competence of the Supervisory Board, in addition to other matters reserved to its competence in accordance with the law or the Articles of Association, includes:*
  - 8) *Selection of an entity authorized to audit financial statements, which will be entrusted with auditing the Company's annual financial statements;*

Proposed content of §25.2.8) of the Articles of Association:

2. *The competence of the Supervisory Board, in addition to other matters reserved to its competence in accordance with the law or the Articles of Association, includes:*
  - 8) *Selection of an audit firm to audit financial statements and selection of an audit firm to attest/sustainability reporting;*

### **3. THE RIGHT OF A SHAREHOLDER TO REQUEST THE INCLUSION OF CERTAIN MATTERS ON THE AGENDA OF A GENERAL MEETING**

A Shareholder or Shareholders representing at least one-twentieth of the share capital may request the inclusion of particular items on the agenda of the General Meeting. The request should include a justification or a draft resolution regarding the proposed agenda item. The request should be submitted to the Management Board in writing or in electronic form (via e-mail with information identifying the requester), in accordance with the rules set forth in item 14 of this announcement. The request should be submitted to the Management Board no later than twenty-one days before the scheduled date of the General Meeting, i.e. no later than May 26, 2025. A request submitted after this date by a Shareholder representing at least one-twentieth of the share capital shall be treated as a request to convene another General Meeting, unless the requesting Shareholder withdraws its request.

The Board of Directors shall promptly, but no later than eighteen days prior to the scheduled date of the General Meeting, announce changes to the agenda made at the request of a Shareholder or Shareholders. The announcement shall be made in the manner appropriate for convening the General Meeting.

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The shareholder(s) should demonstrate ownership of the appropriate number of shares as of the date of the request by attaching to the request the certificate(s) of deposit or certificate(s) of right to attend the General Meeting and, in the case of:

- a) Shareholders who are natural persons - attach a copy of the Shareholder's identification document (if the request is made in electronic form),
- b) Shareholders who are not natural persons - attach a current copy of the relevant register in which the Shareholder is registered,
- c) make a request by a proxy - attach a power of attorney to make such a request signed by the Shareholder and the documents listed in items a) and b), respectively.

#### **4. THE SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS ON MATTERS ON THE AGENDA OF THE GENERAL MEETING OR MATTERS TO BE ADDED TO THE AGENDA BEFORE THE DATE OF THE GENERAL MEETING**

A Shareholder or Shareholders of the Company representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company in writing or in electronic form, in accordance with the rules set forth in item 14 of this announcement, draft resolutions concerning matters introduced into the agenda of the General Meeting or matters to be introduced into the agenda. The aforementioned draft resolutions must be submitted to the Company no later than 24 hours prior to the date of the General Meeting, i.e. by June 15, 2025 at 1:00 p.m., in connection with the due to the need for the Company to announce them on its website. The proper deadline for submission of the aforementioned notification will be evidenced by the date and time of its receipt by the Company, and, if electronic form is used, the date and time the above submission is placed in the Company's e-mail system (received on the Company's mail server) The Company shall promptly announce the draft resolutions on its website.

The shareholder(s) should demonstrate ownership of the appropriate number of shares as of the date of the request by attaching to the request the certificate(s) of deposit or certificate(s) of right to attend the General Meeting and, in the case of:

- a) Shareholders who are natural persons - attach a copy of the Shareholder's identification document (if the request is made in electronic form),
- b) Shareholders who are not natural persons - attach a current copy of the relevant register in which the Shareholder is registered,
- c) make a request by a proxy - attach a power of attorney to make such a request signed by the Shareholder and the documents listed in items a) and b), respectively.

#### **5. THE SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS ON THE ISSUES PLACED ON THE AGENDA AT THE GENERAL MEETING**

Each Shareholder of the Company may, during the General Meeting, until the Chairperson orders a vote, propose drafts of resolutions concerning matters placed on the agenda during the General Meeting. A Shareholder should notify the Chairman of the General Meeting of his intention to submit such drafts, providing him with the contents of the draft in writing, no later than after the General Meeting adopts the agenda.

#### **6. METHOD OF EXERCISING VOTING RIGHTS BY PROXY**

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A shareholder of the Company who is a natural person may participate in the General Meeting and exercise voting rights in person or by proxy. A shareholder at the General Meeting must have a document confirming his/her identity.

A Shareholder of the Company who is not a natural person may participate in the General Meeting and exercise the right to vote through the person(s) authorized to make declarations of intent on his behalf or through a proxy. The right to represent a Shareholder who is not a natural person should be evident from the copy of the appropriate register for the Shareholder (submitted in the original or a copy certified as true by a notary public) presented at the preparation of the attendance list, or alternatively a chain of powers of attorney and a copy of the appropriate register. A person granting a power of attorney on behalf of a Shareholder who is not a natural person should be disclosed in a current copy of the from the appropriate register for the Shareholder, or his appointment as a representative of a Shareholder that is not a natural person should result from a resolution of the competent body of that Shareholder authorizing him to act. Such resolution must be presented in the original or a copy certified for conformity with the original by a notary public.

A member of the Board of Directors and an employee of the Company may be proxies at the General Meeting.

If the proxy at the General Meeting is a member of the Management Board, a member of the Supervisory Board, an employee of the Company, or a member of the governing bodies or an employee of a subsidiary of the Company, the proxy may authorize representation at only one General Meeting, and furthermore: (i) the proxy is required to disclose to the Shareholder the circumstances indicating the existence or possibility of a conflict of interest, (ii) the granting of a further proxy is excluded, and (iii) the proxy shall vote in accordance with the instructions given by the Shareholder.

The proxy exercises all the rights of the Shareholder at the General Meeting, unless otherwise stated in the proxy.

A proxy who is not a member of the Board of Directors, a member of the Supervisory Board, an employee of the Company, or a member of the bodies or an employee of a subsidiary of the Company, may grant a further power of attorney, if it follows from the wording of the power of attorney.

A proxy may represent more than one Shareholder and vote differently on each Shareholder's shares.

A shareholder, holding shares credited to an omnibus account, may appoint separate proxies to exercise the rights of the shares credited to the account.

A shareholder with shares recorded in more than one securities account may appoint separate proxies to exercise rights from shares recorded in each account.

A proxy to attend the General Meeting and exercise voting rights must be granted in writing or in electronic form.

The granting of a power of attorney in electronic form does not require a secure electronic signature verified by a valid qualified certificate.

The Company should be notified of the granting of a power of attorney in electronic form by sending an e-mail to [kontakt@sanokrubber.pl](mailto:kontakt@sanokrubber.pl) in time to enable effective verification of the validity of the power of attorney, but no later than 8:00 a.m. on June 16, 2025, containing:

- a) Principal's data (name/company, residential/residential address),
- b) data of the proxy (name and surname, address of residence, identity card or passport number, PESEL number),
- c) contact information of the principal (telephone number, e-mail address),
- d) Contact information of the proxy (telephone number, e-mail address),

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and attaching the following documents in PDF format to this information:

- a) A power of attorney document signed by the principal (persons authorized to represent the principal),
- b) the identity card or passport of the principal in the part containing personal data of the principal who is a natural person, or a copy from the relevant register in which the principal who is not a natural person is registered,
- c) in the case of granting a power of attorney to a further proxy - documents of powers of attorney indicating their uninterrupted sequence, together with documents indicating authorization to act on behalf of previous proxies.

The Company will take appropriate measures to identify the shareholder and the proxy in order to verify the validity of the proxy granted in electronic form. This verification may consist, in particular, in a return question in electronic form and/or by telephone, addressed to the shareholder and/or proxy in order to confirm the fact that the proxy was granted and its scope. The Company stipulates that, in such a case, failure to answer the questions asked during the verification will be treated as an inability to verify the proxy granted and will constitute grounds for refusal to allow the proxy to participate in the General Meeting.

The above rules on how to grant a power of attorney shall apply mutatis mutandis to the revocation of a power of attorney.

Upon arrival at the General Meeting, and before signing the attendance list, the proxy should present:

- 1) a document of power of attorney granted in writing or a copy (printout) of a power of attorney granted in electronic form,
- 2) ID card or passport of the proxy cited in the power of attorney allowing to confirm the identity of the proxy,
- 3) a copy of the relevant register in which the principal, who is not a natural person, is registered, or a printout of such a copy if the power of attorney was granted in electronic form.

Documents should be submitted in the original or a notarized copy.

In the event that any document presented as proof of a power of attorney is in a language other than Polish, the submission of a translation of such document by a sworn translator is required.

On the Company's website: <https://sanokrubber.com/sanok-rc-akcje-i-obligacje/#sekcja-walne> under the "*General Meeting of Shareholders*" tab, sample proxy forms are provided, but their use is not mandatory. Participate at the General Meeting and exercise their rights will be able to any Shareholder entitled to participate in the Meeting, whose proxy submits a power of attorney in writing or granted in electronic form with the content allowing to determine: the person of the principal, the person of the proxy, the principal's will that the proxy represent him at the Company's General Meeting and exercise his rights, and the scope of the power of attorney granted, i.e. the number of shares from which the voting right will be exercised.

The rules for exercising voting rights by proxy shall apply to the exercise of voting rights by another representative of the Shareholder.

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#### **7. THE POSSIBILITY AND MANNER OF PARTICIPATING IN THE GENERAL MEETING AND SPEAKING AT THE GENERAL MEETING USING ELECTRONIC COMMUNICATION MEANS**

The Company does not provide for the possibility to participate in the General Meeting and to speak during the General Meeting using electronic communication means.

#### **8. THE METHOD OF EXERCISING THE VOTING RIGHT BY CORRESPONDENCE OR BY MEANS OF ELECTRONIC COMMUNICATION**

The Company does not have the option of voting at the General Meeting by mail or using electronic communications.

#### **9. SHAREHOLDER'S RIGHT TO ASK QUESTIONS ABOUT THE ISSUES ON THE AGENDA OF THE GENERAL MEETING**

A shareholder has the right to ask questions about the issues on the agenda of the General Meeting.

#### **10. DAY OF REGISTRATION OF PARTICIPATION IN THE GENERAL MEETING**

The record date for the General Meeting is May 31, 2025.

#### **11. THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING**

Pursuant to Articles 406<sup>1</sup>§1 and 406<sup>3</sup>§1 of the Commercial Companies Code, only persons who are Shareholders of the Company sixteen days prior to the date of the General Meeting, i.e. on May 31, 2025, have the right to participate in the General Meeting. ("date of registration of participation in the General Meeting"), and who do not earlier than after the announcement of the convening of the General Meeting, i.e., not earlier than May 15, 2025, and not later than the first weekday after the date of registration of participation in the General Meeting, i.e., not later on June 2, 2025, shall submit to the entity that maintains the securities account in which the Company's shares are recorded a request for the issuance of a registered certificate of the right to participate in the Company's General Meeting.

Shareholders are recommended to collect the aforementioned certificate of right to participate in the General Meeting and have it on the day and place of the General Meeting.

The Company shall determine the list of Shareholders entitled to participate in the Company's General Meeting (the "Shareholders' List") on the basis of the list provided to it by the National Depository for Securities (NDS) and prepared on the basis of registered certificates of right to participate in the Company's General Meeting issued at the request of the Shareholders by entities maintaining securities accounts.

Pursuant to Article 407 §1 of the Commercial Companies Code, the List of Shareholders entitled to participate in the General Meeting will be displayed at the Secretariat of the

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Company's Board of Directors for three weekdays prior to the General Meeting, i.e., on June 11, 12 and 13, 2025, from 8:00 am to 4:00 pm.

A shareholder may inspect the Shareholders' List at the Company's Secretariat of the Board of Directors and request a copy of the Shareholders' List against reimbursement of the cost of its preparation.

A shareholder may request that the Shareholders' List be sent to him or her free of charge by e-mail, specifying the address to which the list should be sent.

The request should be in writing and signed by the Shareholder or persons representing the Shareholder and, in the case of:

- a) Shareholders who are natural persons - a copy of the Shareholder's identification document should be attached (if the request is made in electronic form),
- b) Shareholders who are not natural persons - a current copy of the relevant register in which the Shareholder is registered must be attached,
- c) request by a proxy - a power of attorney for such a request signed by the Shareholder and the documents listed in items a) and b), respectively, must be attached.

A shareholder attending the General Meeting in person, before signing the attendance list, should present:

1) if the Shareholder is an individual:

- a) ID card or passport allowing to confirm the Shareholder's identity,

2) if the Shareholder who is not a natural person is represented by persons authorized to make statements of intent:

- a) a copy from the relevant register in which the Shareholder is registered, confirming the authority of the persons representing the Shareholder to make declarations of intent on its behalf,
- b) ID card or passport of persons representing the Shareholder allowing to confirm identity.

Documents should be submitted in the original or a notarized copy.

If any document presented as proof of entitlement to participate in the General Meeting is in a language other than Polish, the submission of a translation of such document by a sworn translator is required.

### **12. ACCESS TO DOCUMENTATION RELATED TO THE GENERAL ASSEMBLY**

The documentation to be presented to the General Meeting and draft resolutions will be posted on the Company's website as of the date of the General Meeting.

### **13. THE ADDRESS OF THE WEBSITE WHERE INFORMATION REGARDING THE GENERAL MEETING WILL BE MADE AVAILABLE**

Information regarding the General Meeting will be made available on the Company's website: <https://sanokrubber.com/sanok-rc-akcje-i-obligacje/#sekcja-walne> under the "General Meeting of Shareholders" tab.

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### **14. SHAREHOLDER COMMUNICATION WITH THE COMPANY ELECTRONICALLY**

In matters related to the General Assembly, in particular:

- a. informing about the granting of a power of attorney in electronic form,
- b. to request the inclusion of certain matters on the agenda of the General Meeting,
- c. submission of draft resolutions on matters on the agenda of the General Meeting or matters to be added to the agenda,

Shareholders may contact the Company's Board of Directors by writing to the e-mail address: [kontakt@sanokrubber.pl](mailto:kontakt@sanokrubber.pl)

The risks associated with a Shareholder's use of an electronic means of communication lie with the Shareholder.

Any documents sent to the Company electronically should be in PDF format.

### **15. RODO CLAUSE.**

The Company is the administrator of the personal data. Information related to the Company's processing of personal data is available on the Company's website: <https://sanokrubber.com/dane-osobowe/> under "*Shareholder Information Clause.*"