

The Management Board of "TALEX" S.A. located in Poznań (61-619) at the address of ul. Karpia 27d, entered in the Register of Entrepreneurs of National Court Register (KRS) kept with the District Court for Poznań – Nowe Miasto & Wilda in Poznań, VIII Business Department of National Court Register under the number KRS 0000048779, Tax Reference No. NIP 7820021045, National Economy Register No. REGON 004772751, paid-up share capital: 3,000,092.00 PLN, acting under Art. 399 § 1 and Art. 402<sup>1</sup> § 1 and § 2 of the Code of Commercial Companies (hereafter: CCC)

**c o n v e n e s**

**the Ordinary General Meeting of Shareholders of "TALEX" S.A. (Meeting),  
on 12 June 2025, at 10:00, in Poznań, ul. Karpia 27d.**

Agenda:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Adoption of a resolution on the Election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Confirmation of the proper convening of the Ordinary General Meeting of Shareholders.
4. Adoption of a resolution on the Appointment of the Credentials Committee
5. Adoption of a resolution on the Adoption of the Ordinary General Meeting of Shareholders' agenda.
6. Review and adoption of a resolution on the approval of the Report of the Company's Supervisory Board for the financial year 2024.
7. Review of the Independent Auditor's Report on the Financial Statement of the Company for the financial year 2024 and the Report of the Management Board of TALEX S.A. for the financial year 2024.
8. Review and adoption of a resolution on the approval of the Report of the Management Board on the Company's activities in financial year 2024.
9. Review and adoption of a resolution on the approval of the Company's Financial Statement for the financial year 2024.
10. Adoption of a resolution on profit coverage for the financial year 2024.
11. Adoption of a resolution on the payment of dividend for the financial year 2024.
12. Adoption of a resolution on granting a discharge to Mr. Janusz Gocałek for the fulfilment of duties in the financial year 2024.
13. Adoption of a resolution on granting a discharge to Mr. Jacek Klauziński for the fulfilment of duties in the financial year 2024.
14. Adoption of a resolution on granting a discharge to Mr. Andrzej Rózga for the fulfilment of duties in the financial year 2024.
15. Adoption of a resolution on granting a discharge to Mr. Rafał Szalek for the fulfilment of duties in the financial year 2024.
16. Adoption of a resolution on granting a discharge to Mr. Radosław Wesołowski for the fulfilment of duties in the financial year 2024.
17. Adoption of a resolution on granting a discharge to Ms. Bogna Pilarczyk for the fulfilment of duties in the financial year 2024.
18. Adoption of a resolution on granting a discharge to Mr. Witold Hołubowicz for the fulfilment of duties in the financial year 2024.
19. Adoption of a resolution on granting a discharge to Mr. Andrzej Kurc for the fulfilment of duties in the financial year 2024.

20. Adoption of a resolution on granting a discharge to Mr. Jacek Nowak for the fulfilment of duties in the financial year 2024.
21. Adoption of a resolution on granting a discharge to Ms. Małgorzata Poprawska for the fulfilment of duties in the financial year 2024.
22. Adoption of a resolution on the authorization of the Annual Report of the Supervisory Board of "TALEX" S.A. on remuneration.
23. Adoption of a resolution on amending the Company's Statute.
24. Adoption of a resolution to adopt the consolidated text of the Company's Statute.
25. Other motions.
26. Closing of the Ordinary General Meeting of Shareholders.

The Management Board of the Company, according to Art. 402<sup>2</sup> of CCC, provides information concerning the participation in the General Meeting of Shareholders:

- 1) A shareholder or shareholders representing at least 1/20 of the share capital may request that certain issues should be added to the agenda of the Meeting. Any such request should be submitted to the Management Board of the Company no later than 21 days prior to the day of the Meeting, i.e., until 22 May 2025. The request should contain the grounds of the request or a draft resolution concerning the proposed agenda item. The request may be submitted in the electronic form and sent to the following e-mail address of the Company: [wza@talex.pl](mailto:wza@talex.pl).
- 2) A shareholder or shareholders of the Company representing at least 1/20 of the share capital may, before the date of the Meeting, submit to the Company draft resolutions concerning items which have been or are to be placed on the agenda of the Meeting, in writing or using means of electronic communication.

The requests referred to in point 1) and draft resolutions described in point 2) should be sent by Shareholders along with documents confirming their ownership of the proper number of shares as at the day of submission of the request or draft resolution by attaching the certificate or certificates of deposit, and in case of the Shareholders that are legal persons and partnerships also confirmation of their right to act on behalf of the Shareholder by attaching current information from the National Court Registry.

- 3) Each Shareholder entitled to participate in the Meeting may propose draft resolutions related to the issues entered into the agenda.
- 4) Shareholders can attend the General Meeting and execute their voting rights in person or through representatives. The template of the form to execute the right to vote through a representative which includes information defined in Article 402<sup>3</sup> of CCC is presented on the Company's website at the address <https://www.talex.pl/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy/?rok=2025>.

The power to vote through a representative should be granted in writing or in the electronic form. The grant of the power of attorney in electronic form does not require a qualified electronic signature.

To inform the Company in the electronic form that a power of attorney has been granted in the electronic form, the Shareholder is obliged to send an e-mail to the following e-mail address: [wza@talex.pl](mailto:wza@talex.pl). However, the notification should be sent no later than three days before the day of the Meeting, that is until 9 June 2025. Shareholders shall be allowed to participate in the Meeting after presenting the identity card, and representatives after presenting the identity card and a valid power of attorney in writing or, in the case of power of attorney granted in the electronic form not provided with a qualified electronic signature, once the validity of the

power of attorney has been verified by the Management. Representatives of legal persons or partnerships should additionally present current information from the National Court Registry. The Company's Statute does not allow the participation of the Shareholders in the Meeting by means of electronic communication (Art. 406<sup>5</sup> § 1 of CCC).

The Company does not have the Rules of Procedure for the General Meeting of Shareholders and, therefore, it does not provide the possibility of voting by correspondence (Art. 411<sup>1</sup> § 1 of CCC)

- 5) The record date for participation in the Meeting is the day of 27 May 2025. Only the persons being the shareholders in the Company as at the record date for participation in the Meeting are entitled to participate therein (Art. 406<sup>1</sup> § 1 CCC). The record date for the participation in the Meeting is uniform for holders of bearer shares and registered shares
- 6) At the request of an eligible Shareholder, submitted no earlier than after the announcement of summoning the Meeting, that is from the date of 12 May 2025 and no later than on the first working day after the record date of the General Meeting, that is till 28 May 2025, the entity keeping the securities account shall issue a registered certificate confirming the entitlement to participate in the General Shareholders Meeting.
- 7) A list of Shareholders entitled to participate in the General Shareholders Meeting is established by the Company and based on the list provided by the National Depository for Securities and prepared on the basis of registered certificates confirming the right to participate in the Meeting issued by the entity keeping the securities account. The list of the Shareholders will be available for review at the Company's registered office three working days prior to the Meeting, that is from 9 June 2025.
- 8) Any correspondence related to the Meeting shall be directed exclusively to the below addresses:
  - postal address:  
Talex S.A.  
Management Board Office  
ul. Karpia 27d  
61-619 Poznań
  - e-mail address:  
[wza@talex.pl](mailto:wza@talex.pl).

Documents in the electronic form should be submitted in the form of a PDF file or in another format readable by MS Word, and in the case of documents with the attached image of a paper document to confirm its compliance with the original document - at the option of the sender- JPG or PDF.

- 9) All the information related to the General Shareholders Meeting, including the full text of the documentation which is to be presented at the Meeting, along with the draft resolutions, will be available on the website of the Company at the address: <https://www.talex.pl/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy/?rok=2025> and at the registered office of the Company at the address: Karpia 27d, 61-619 Poznan.

The Company's Statute is available on the Company's website at the address: <https://www.talex.pl/en/investor-relations/corporate-governance/>.

*Zarząd*