

**OGŁOSZENIE ZARZĄDU SPÓŁKI  
WIRTUALNA POLSKA HOLDING SPÓŁKA AKCYJNA**

**o zwołaniu  
ZWYCZAJNEGO WALNEGO ZGROMADZENIA**

The Management Board of WIRTUALNA POLSKA HOLDING SPÓŁKA AKCYJNA, with its registered office in Warsaw at 16 Żwirki i Wigury Street, 02-092 Warsaw, entered into the register of entrepreneurs of the National Court Register, maintained by the District Court for the capital city of Warsaw, 14th Commercial Division of the National Court Register under KRS number 0000407130 (hereinafter referred to as the **"Company"** ) (hereinafter referred to as the **" Management Board "**), acting under Article 395, Article 399 § 1 in conjunction with Article 402 <sup>1</sup> § 1 and Article 402 <sup>2</sup> of the Act of 15 September 2000 – the Commercial Companies Code (Journal of Laws No. 94, item 1037, as amended), hereby convenes the Annual General Meeting of the Company (hereinafter referred to as the **"General Meeting"** ):

**(1) Date, time and place of the General Meeting and detailed agenda:**

The General Meeting of the Company is convened for 2 June 2026 at 15:00 at the Company's registered office in Warsaw at 16 Żwirki i Wigury Street, 02-092 Warsaw, with the following agenda:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Confirmation that the Annual General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adoption of the agenda of the Annual General Meeting.
5. Presentation by the Management Board:
  - a) the Company's separate financial statements for the year ended 31 December 2025;
  - b) consolidated financial statements of the Wirtualna Polska Holding SA Capital Group for the year ended December 31, 2025, together with the Management Board's report on the

activities of the Company and the Wirtualna Polska Holding SA Capital Group for the 3 and 12 months ended December 31, 2025;

- c) the Management Board's proposal regarding the allocation of the Company's profits from previous years and coverage of the Company's loss for the financial year 2025.

6. Consideration:

- a) Reports of the Supervisory Board of the Company on the assessment results:
  - (1) the Company's separate financial statements for the year ended 31 December 2025;
  - (2) consolidated financial statements of the Wirtualna Polska Holding SA Capital Group for the year ended on December 31, 2025 together with the Management Board's report on the activities of the Company and the Wirtualna Polska Holding SA Capital Group for the 3 and 12 months ended on December 31, 2025;
  - (3) the Management Board's proposal regarding the allocation of the Company's profits from previous years and coverage of the Company's loss for the financial year 2025;
- b) Reports on the activities of the Supervisory Board and the Audit Committee of the Supervisory Board of the Company in the financial year 2025, together with an assessment of the Company's situation prepared in accordance with Article 382§3<sup>1</sup> items 2-5 of the Commercial Companies Code and in accordance with the Best Practices of Companies Listed on the Warsaw Stock Exchange.

- 7. Consideration and approval of the Company's separate financial statements for the year ended 31 December 2025.
- 8. Consideration and approval of the consolidated financial statements of the Wirtualna Polska Holding SA Capital Group for the year ended December 31, 2025 and the Management Board's report on the activities of the Company and the Wirtualna Polska Holding SA Capital Group for the 3 and 12 months ended December 31, 2025.
- 9. Adoption of resolutions on granting discharge to the members of the Company's Management Board for the performance of their duties in the financial year 2025.
- 10. Adoption of resolutions on granting discharge to members of the Supervisory Board of the Company for the performance of their duties in the financial year 2025.
- 11. Adoption of a resolution on the allocation of the Company's profits from previous years, coverage of the Company's loss for 2025 and payment of a dividend.

12. Adoption of a resolution amending resolution No. 6 of the Annual General Meeting of the Company of June 23, 2025 on authorizing the Company's Management Board to acquire its own shares and create reserve capital and adopting its consolidated text .
13. Adoption of a resolution on amendments to the Company's Articles of Association and adoption of the consolidated text of the Company's Articles of Association.
14. Adoption of a resolution giving an opinion on the Report on the remuneration of members of the Management Board and Supervisory Board of the Company for the financial year 2025.
15. Free conclusions.
16. Closing of the Annual General Meeting

**(2) Description of procedures for participating in the General Meeting and exercising voting rights:**

**a) Shareholders' right to request that specific matters be included in the agenda of the General Meeting:**

A shareholder or shareholders of the Company representing at least 1/20 (one twentieth) of the share capital have the right to request that specific matters be placed on the agenda of the General Meeting. The request should be submitted to the Management Board no later than 21 (twenty-one) days before the date of the General Meeting, i.e., by May 12, 2026, and should include a justification or draft resolution regarding the proposed agenda item. The request may be submitted:

- a. in writing (i.e. delivered in person with confirmation of receipt or sent to the Company with confirmation of sending and confirmation of receipt) to the following address: ul. Żwirki i Wigury 16, 02-092 Warsaw, or
- b. in electronic form (e-mail), by sending to the e-mail address: [WalneZgromadzenia@grupawp.pl](mailto:WalneZgromadzenia@grupawp.pl)

The shareholder(s) of the Company should demonstrate that they hold the appropriate number of shares of the Company as at the date of the request by attaching to the request a copy (scan) of the deposit certificate or certificate of the right to participate and the documents specified in point (8) of section 1 of this announcement.

The Management Board, no later than eighteen days before the scheduled date of the General Meeting, i.e. by 15 May 2026, will announce changes to the agenda introduced at the request of a shareholder or shareholders by publishing them in the form of a current report and by posting them on the Company's website at: <https://holding.wp.pl/inwestor/walne-zgromadzenie>

**b) Shareholders' right to submit draft resolutions concerning matters included in the agenda or matters to be included in the agenda before the date of the General Meeting:**

A shareholder or shareholders of the Company representing at least 1/20 (one twentieth) of the share capital may, before the date of the General Meeting, submit draft resolutions concerning matters included in the agenda of the General Meeting or matters to be included in the agenda in the following manner:

- a. in writing (i.e. delivered in person with confirmation of receipt or sent to the Company with confirmation of sending and confirmation of receipt) to the following address: ul. Żwirki i Wigury 16, 02-092 Warsaw, or
- b. in electronic form (e-mail), by sending to the e-mail address: [WalneZgromadzenia@grupawp.pl](mailto:WalneZgromadzenia@grupawp.pl)

The shareholder(s) of the Company should demonstrate that they hold the appropriate number of shares of the Company as at the date of submitting the application by attaching to the application a copy (scan) of the deposit certificate or certificate of the right to participate in the General Meeting and the documents specified in point (8) of section 1 of this announcement.

The Company will immediately announce draft resolutions submitted by a shareholder or shareholders by publishing them in the form of a current report and on the Company's website at: <https://holding.wp.pl/inwestor/walne-zgromadzenie>

**c) Shareholders' right to submit draft resolutions regarding matters included in the agenda during the General Meeting:**

Each of the Company's shareholders entitled to participate in the General Meeting may, during the General Meeting, submit draft resolutions regarding matters included in the agenda of the General Meeting.

**d) The shareholder's right to request copies of the management report on the Company's operations and the financial statements, together with a copy of the Supervisory Board's report and the auditor's opinion:**

Each shareholder entitled to participate in the General Meeting may request documents corresponding to the content of the management board's report on the company's activities, the financial report, the supervisory board report, or the audit report. This request may be submitted from the date the General Meeting is convened. Documents will be made available promptly, no later than two business days from the date the request is submitted. At the shareholder's request, documents will be made available in electronic form, including via electronic means of communication.

**e) Method of exercising voting rights by proxy:**

1. A shareholder of the Company may participate in the General Meeting and exercise the right to vote in person or through a proxy (proxies).

A proxy exercises all of the shareholder's rights at the General Meeting, unless the power of attorney stipulates otherwise. A proxy may grant further powers of attorney if the power of attorney so stipulates. A proxy may represent more than one shareholder and vote differently for each shareholder's shares. A shareholder holding shares in a collective account may appoint separate proxies to exercise the rights attached to the shares in that account. A shareholder holding shares in more than one securities account may appoint separate proxies to exercise the rights attached to the shares in each account.

A power of attorney to participate in the General Meeting and exercise voting rights must be granted in writing or electronically. Granting a power of attorney electronically does not require a secure electronic signature verified by a valid qualified certificate.

2. The granting of a power of attorney in electronic form must be reported to the Management Board using electronic means of communication.

The above notification may be sent by email to the Company's email address: [WalneZgromadzenia@grupawp.pl](mailto:WalneZgromadzenia@grupawp.pl) no later than 11:59 PM on the day preceding the General Meeting (failure to notify the Company of the granting of a power of attorney electronically does not prevent the proxy from participating in the General Meeting based on a written power of attorney). The notification of the granting of a power of attorney should include the precise identification of the proxy and the principal (including the first name, last name, telephone number, and email address of both). Information on the granting of a power of attorney should also include its scope, i.e., the number of shares from which voting rights will be exercised and the date and name of the general meeting at which these rights will be exercised.

The notification must be accompanied by a document confirming the granting of a power of attorney and the documents specified in point (8) of paragraph 1 of this announcement.

The Management Board has the right to verify submitted notifications and take steps to identify the shareholder and proxy and confirm proper authorization. Verification may include, in particular, a return question posed by telephone or electronically to the shareholder or proxy to confirm the granting of a power of attorney and its scope. In case of doubt, the Company may take further steps to verify the validity of the power of attorney granted electronically and to identify the shareholder and proxy. The Company reserves the right to fail to respond to the questions asked during the verification process, which will be treated as an inability to verify the granting of a power of attorney and will constitute grounds for refusing to allow the proxy to participate in the General Meeting.

Notifications that do not meet the above requirements will have no legal effect on the Company. The Company is not responsible for errors in completing the power of attorney document or the actions of the persons exercising the powers of attorney.

The above rules apply accordingly to the change or revocation of a granted power of attorney.

3. A proxy holding a written power of attorney should submit the original power of attorney, a notarized or officially certified copy of the power of attorney, or a certified copy prepared in accordance with the applicable regulations when preparing the attendance list for the General Meeting. For the purposes of identifying the shareholder and their proxy, the document confirming the granting of a power of attorney should be accompanied by, presented to, or submitted to the person(s) designated for shareholder registration.

4. A template form for exercising voting rights by proxy is available on the Company's website at: <https://holding.wp.pl/inwestor/walne-zgromadzenie>.

If instructions are given to the proxy regarding the exercise of voting rights, the Company will not verify whether the proxy exercises the voting rights in accordance with the principal's instructions.

**f) Possibility and method of participating in the General Meeting using electronic means of communication:**

The Management Board does not provide for the possibility of participating in the General Meeting using electronic means of communication.

**g) Method of speaking during the General Meeting using electronic means of communication:**

The Management Board does not provide for the possibility of speaking during the General Meeting using electronic means of communication.

**h) Method of exercising voting rights by correspondence or using electronic means of communication:**

The Management Board does not provide for the possibility of exercising voting rights by correspondence or using electronic means of communication during the General Meeting.

**i) Shareholder's right to ask questions regarding matters included in the agenda of the General Meeting:** A shareholder has the right to ask questions regarding matters included in the agenda of the General Meeting.

**j) Real-time broadcast of the General Meeting:**

The Management Board does not plan to provide real-time broadcasts of the General Meeting.

**(3) Date of registration for participation in the General Meeting:**

The registration date for participation in the General Meeting falls sixteen days before the date of the General Meeting, i.e. on May 17, 2026 (hereinafter referred to as the "Registration Date"). The Registration Date is the same for holders of bearer shares and registered shares.

**(4) The right to participate in the General Meeting:**

1. The right to participate in the General Meeting will be limited to persons who are shareholders of the Company sixteen days prior to the date of the General Meeting, i.e. on the Registration Date, which falls on May 17, 2026. Holders of registered shares and temporary certificates, as well as pledgees and users who are entitled to vote, have the right to participate in the General Meeting of the Company if they are entered in the register of shareholders on the Registration Date.

In the case of persons entitled under bearer shares, the following persons will be entitled to participate in the General Meeting:

- a. sixteen days before the date of the General Meeting, i.e. on 17 May 2026, the Company's shares will be recorded in the securities account;
- b. not earlier than after the publication of this announcement on convening the General Meeting and not later than by 18 May 2026, they will submit a request for the issuance of a personal certificate of the right to participate in the General Meeting to the entity maintaining the securities account;

The certificate should include:

- a. company name, registered office, address and stamp of the issuer and certificate number,
- b. number of shares,
- c. type and code of the action,
- d. the company name, registered office and address of the public company that issued the shares,
- e. nominal value of shares,
- f. name and surname or company name of the shareholder,
- g. registered office (place of residence) and address of the shareholder,
- h. purpose of issuing the certificate,
- i. date and place of issue of the certificate,
- j. signature of the person authorized to issue the certificate.

The Company determines the list of persons entitled to participate in the General Meeting based on a list prepared by the entity maintaining the securities depository in accordance with the regulations on trading in financial instruments (National Depository for Securities SA) and on the basis of the provisions of the Commercial Companies Code.

The list of shareholders entitled to participate in the General Meeting will be available at the Management Board's office – the Company's registered office in Warsaw at ul. Żwirki i Wigury 16, 02-092 Warsaw, for three weekdays before the General Meeting, i.e. on May 28, 29 and June 1, 2026, from 9:00 a.m. to 5:00 p.m.

2. A shareholder may inspect the list of shareholders at the Management Board's office and request a copy of the list, subject to reimbursement of the costs of its preparation. A shareholder may request that the list of shareholders be sent to them free of charge by email, providing the address to which the list should be sent. A shareholder's request may be made in the following manner:

- a. in writing (i.e. delivered in person with confirmation of receipt or sent to the Company with confirmation of sending and confirmation of receipt) to the following address: ul. Żwirki i Wigury 16, 02-092 Warsaw or
- b. in electronic form (e-mail), by sending to the e-mail address: [WalneZgromadzenia@grupawp.pl](mailto:WalneZgromadzenia@grupawp.pl)

The shareholder should attach to the request a copy (scan) of the certificate of the right to participate in the General Meeting and the documents specified in point (8) paragraph 1 of this announcement.

3. A shareholder of the Company who intends to participate in the General Meeting and exercise the right to vote in person should, for the purpose of identification, present or submit to the person or persons designated for the registration of shareholders the documents specified in point (8) paragraph 1 of this announcement.

If a shareholder grants a power of attorney to participate in the meeting and exercise the right to vote at the General Meeting, in order to identify the shareholder and the proxy representing him, the document confirming the granting of the power of attorney should be accompanied by and presented or submitted to the person or persons designated to register shareholders the originals or copies of the documents referred to in point 8, section 1 of this announcement.

After the person(s) designated for the registration of shareholders has verified the shareholder or his/her representative, the shareholder or the shareholder's representative confirms his/her presence by signing the attendance list displayed in the meeting room in the presence of the person(s) designated for the registration of shareholders and collects the voting card or electronic device used for casting votes, which is prepared in advance by the Company or the entity entrusted by the Management Board with the technical support of the General Meeting.

The attendance register shall mark each change in the composition of the General Meeting by signing the attendance register upon entering or leaving the meeting room during the meeting, and the person designated to register the shareholders shall mark the hour and minute of their entry or exit next to their signature. If an electronic vote counting system is used, a shareholder entering or leaving the General Meeting should also register or deregister their votes in the electronic vote counting system.

Identification and confirmation of the presence of a shareholder or his representative and participants in the General Meeting using electronic means of communication will be carried out in accordance with the rules and conditions of participation in the General Meeting using electronic means of communication, which are set out in Appendix No. 1 to this announcement.

**(5) Obtaining by persons entitled to participate in the General Meeting the full text of the documentation to be presented to the General Meeting and draft resolutions:**

Persons entitled to participate in the General Meeting of the Company may obtain the full text of the documentation to be presented to the General Meeting and draft resolutions at the Company's registered office in Warsaw at ul. Żwirki i Wigury 16, 02-092 Warsaw and on the Company's website at <https://holding.wp.pl/inwestor/walne-zgromadzenie>

The request must be accompanied by a copy (scan) of the deposit certificate or certificate of the right to participate in the General Meeting and the documents specified in point (8) of paragraph 1 of this announcement.

**(6) Website address where information regarding the General Meeting will be available:**

The Company will make all information regarding the General Meeting of the Company available on the Company's website at: <https://holding.wp.pl/inwestor/walne-zgromadzenie>

**(7) Communication between shareholders and the Company**

Documents related to the General Meeting may be submitted in writing to the Company's registered office in Warsaw at ul. Żwirki i Wigury 16, 02-092 Warsaw. Documents are deemed delivered to the Company upon their submission or receipt by the Company.

Shareholders may contact the Company via electronic means of communication. Communication is conducted at the Company's address: [WalneZgromadzenia@grupawp.pl](mailto:WalneZgromadzenia@grupawp.pl). Documents are deemed delivered to the Company via electronic means of communication upon their receipt on the Company's server. The risk associated with using electronic means of communication rests with the shareholder.

**(8) Documents submitted by the Company's shareholders in connection with activities carried out on the basis of this announcement**

1. In the cases specified in this announcement, shareholders voting in person or by proxy shall submit:

- a. in the case of a shareholder who is a natural person – a copy (scan) of the identity card, passport pages enabling identification or another valid official document confirming the identity of that shareholder;
  - b. in the case of a shareholder who is not a natural person – a copy (scan) of a current extract from the relevant register and/or another document confirming the existence of such a shareholder and the right of his or her representative or representatives to represent such shareholder;
  - c. in the case of a proxy who is a natural person – a copy (scan) of the identity card, passport pages enabling identification or another valid official document confirming the identity of the proxy;
  - d. in the case of a proxy who is not a natural person – a copy (scan) of a current extract from the relevant register and/or another document confirming the existence of such proxy and the right of his or her representative or representatives to represent him or her.
2. In the case of foreign entities in whose country of residence no appropriate registers are kept, instead of a copy or, respectively, a scan of an extract from the register referred to above, copies or, respectively, scans of documents confirming the existence of a given entity issued no earlier than 30 days before the date of their submission and valid documents confirming the right of its representative or representatives to represent it should be attached.
3. In the event of doubts as to the content or authenticity of copies of the documents referred to in sections 1 and 2 above, the Company or the person(s) designated by the Company to register shareholders may, before the commencement of the General Meeting, request the presentation of the originals of the documents in question or their copies certified by a notary or other entity authorized to certify compliance with the originals, and to allow the Company to prepare and retain copies thereof.
4. In the event of: (i) failure to present (or presentation of outdated) documents referred to in 1 and 2 above or (ii) refusal to present or failure to make it possible to prepare and retain copies of the originals of these documents or their certified copies in the situation referred to in § 3 above, the shareholder or the shareholder's proxy may not be allowed to participate in the General Meeting.
5. All documents referred to in this point 8 (or elsewhere in this announcement) drawn up in a foreign language should be accompanied by an appropriate translation into Polish prepared by a sworn translator.
6. Documents should be attached in a form appropriate to the form of the request (a paper document or a copy thereof or, in the case of documents sent electronically, a scan in PDF format).
7. The Company's Management Board may take the necessary steps to identify the shareholder or proxy and verify the validity of the submitted documents. Verification may include, in particular, a return question to the shareholder or proxy by telephone or electronically.

**(g) Amendments to the Company's Articles of Association**

The proposed amendments to the Company's Articles of Association are presented below:

- 1) § 16 section 1 shall be replaced by the following new wording :
  1. *The Supervisory Board shall consist of five to nine members. Members of the Supervisory Board are appointed and dismissed by the General Meeting, provided that as long as any of the shareholders: Orfe SA (KRS: 0000539906), 10X SA (KRS: 0000536364) and Albemuth Inwestycje SA (KRS: 0000536234) holds shares in the Company representing more than 15% of the total number of votes at the General Meeting of the Company, each such shareholder shall have the personal right to appoint and dismiss one member of the Supervisory Board.*
- 2) § 12 section 2 shall be replaced by the following:
  2. *The President of the Management Board is appointed and dismissed by the General Meeting from among the candidates indicated in the following manner:*
    - 1) *jointly by the shareholders holding the personal right referred to in § 16 section 1, provided that if these shareholders do not exercise their right to jointly nominate candidates for the President of the Management Board, each of the shareholders holding the personal right referred to in § 16 section 1 shall be entitled to individually nominate a candidate for the President of the Management Board; and*
    - 2) *in the event that none of the following shareholders: Orfe SA (KRS: 0000539906), 10X SA (KRS: 0000536364) and Albemuth Inwestycje SA (KRS: 0000536234) is entitled to the personal right referred to in § 16 section 1, each shareholder holding the Company's shares representing more than 15% of the total number of votes at the General Meeting of the Company is entitled to designate a candidate for the President of the Management Board.*
- 3) § 12 section 3 shall be replaced by the following:
  3. *Members of the Management Board other than the President of the Management Board are appointed and dismissed by the Supervisory Board, provided that all shareholders with the personal right referred to in § 16 section 1 are additionally entitled to the personal right to jointly appoint and dismiss three members of the Management Board of the Company other than the President of the Management Board.*