

NOTICE ON THE CONTENT OF THE AMENDMENT TO THE LAW ON INVESTMENT FUNDS AND ALTERNATIVE INVESTMENT FUND MANAGEMENT

RiO Alternatywna Spółka Inwestycyjna sp. z o.o. (the "**Company**"), as an internally managed ASI (Alternative Investment Company), in fulfilment of its obligation pursuant to Article 56 (4) of the Act of 16 August 2023 on the amendment of certain acts in connection with ensuring the development of the financial market and the protection of investors in that market (the "**Amendment**"), hereby informs its shareholders that article 14 of the Amendment introduced numerous amendments to the Act of 27 May 2004 on investment funds and management of alternative investment funds (the "**Act**"). The most important of the aforementioned amendments, from the point of view of the Company as an internally managed alternative investment company which is a limited company, include:

- 1) the addition of paragraphs (3) to (7) to Article 70k of the Act, which introduce additional criteria for alternative investment companies to treat investors as professional clients. The text of Article 70k of the Act as it currently stands is set out below:

Article 70k of the Act:

„1. The ASI manager, at the request of an entity other than those referred to in Article 2 (13a)(a-m) and to the extent specified in such request, may treat that entity as a professional client, provided that the entity has the knowledge and experience to take appropriate investment decisions and to properly assess the risks involved in those decisions and meets the condition referred to in paragraph (3). Before granting the request, the ASI manager shall identify the knowledge of that entity of the rules on the treatment of professional clients to the extent specified in such request.

2. The ASI manager may, at the request of the professional client and to the extent specified in such request, treat the professional client as a retail client. The ASI manager may treat the professional client as a retail client also in the absence of such request in the case of an alternative investment company which has been granted authorization as referred to in Article 5 (1) of Regulation 2015/760.

3. A natural person may be considered a professional client if the value of his contribution to the alternative investment company shall not be less than the equivalent in PLN of the amount of EUR 60,000.

4. The funds for the contribution or share by a natural person in the case referred to in paragraph 3 may not come from a loan, donation or other agreement of a similar nature concluded with the alternative investment company, the ASI manager or a related entity of those entities within the meaning of the accounting act.

5. The equivalent in PLN of the amount expressed in euro referred to in paragraph 3 shall be determined using the average exchange rate of the euro announced by the National Bank of Poland as at the date of the contribution or the share.

6. A legal act which has as its object participation rights in an alternative investment company, leading to the transfer of those rights or rights arising therefrom to an entity other than an investor in that alternative investment company and the ASI manager managing that alternative investment company shall require the consent in writing of the ASI manager managing alternative investment company. The ASI manager shall refuse to give consent if, after verification, the entity, as mentioned in the first sentence, does not meet the conditions for its recognition as a professional client, taking into account paragraphs 3 and 4. A legal act performed without the consent of the ASI manager is invalid.

7. *The articles of paragraphs (3) to (6) shall not apply where at least 50% of the participation rights of the alternative investment company are held by the professional clients referred to in Article 2 section 13a (a-m).*"

- 2) the addition of paragraph (4) to Article 8a of the Act, which introduces restrictions on the granting of loans by natural person to alternative investment companies. The content of the added paragraph is set out below:

Article 8a (4) of the Act:

"An alternative investment company may not enter into a loan agreement or other agreement of a similar nature, issue bonds or other securities which are not the participation rights of the alternative investment company, if the person granting the loan or entering into another agreement of a similar nature or subscribing for or acquiring the bonds or other security is a natural person. This restriction shall not apply to a natural person considered to be a professional client, taking into account Article 70k (1) and (3)."

In addition, Article 56 of the Amendment indicates that investors of alternative investment companies, who were treated as professional clients prior to the entry into force of the Amendment, and who do not meet the criteria set out in Article 70k (3) to (5) of the Act, remain investors in those alternative investment companies. However, these investors may not take up new participation rights of the alternative investment company, in particular participate in:

- a) increase of the nominal value of the existing shares - in a limited liability company,
 - b) acquisition of newly issued shares, sale of own shares, increase of the nominal value of shares - in a joint-stock company and a limited joint-stock partnership,
 - c) increase of the contribution of existing limited partners - in a limited partnership,
- if the value of the new contributions, counted together with the existing contributions of those investors, is less than that specified in Article 70k (3) of the Act, and unless a positive assessment of the investor is carried out in accordance with Article 70k (1) of the Act, as amended by the Amendment.

In view of the foregoing, any increase in the Company's share capital and transfer of ownership of shares in the Company will require an increase in the share capital in such a way that a shareholder of the Company who intends to acquire new shares or transfer shares makes a contribution to the Company with a total value of at least the PLN equivalent of EUR 60,000.

At the same time, the Amendment stipulates that loan agreements granted by a natural person to an alternative investment company and similar agreements concluded prior to the effective date of the Amendment may not be subject to novation or have extended payment terms due to natural persons, as of the effective date of this act.