

## MERGER PLAN

agreed on 25 May 2022

between

**Corteva Agriscience Poland sp. z o.o. with its registered office in Warsaw**

and

**DuPont Poland sp. z o.o. with its registered office in Warsaw**

### I. Introduction

The Companies Corteva Agriscience Poland spółka z ograniczona odpowiedzialnością and DuPont Poland spółka z ograniczoną odpowiedzialnością, represented by their management boards, acting in accordance with art. 498 and art. 499 § 1 and § 2 of the Commercial Companies Code, agree to this merger plan (hereafter „**Merger Plan**”) for the purpose of carrying out a merger on the principles set forth below.

### II. Type, name and registered office of merging Companies

The following companies will be subject to a merger:

#### Acquiring company:

**Corteva Agriscience Poland spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, at ul. Józefa Piłsudskiego 1, 00-728 Warszawa, entered in the Register of Entrepreneurs of the National Court Register maintained by District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Section of the National Court Register under number KRS 0000132947, with share capital of PLN 300,000,

hereinafter referred to as **Corteva Agriscience Poland sp. z o.o.** or “**Acquiring Company**”.

#### Acquired company:

**DuPont Poland spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, at ul. Józefa Piłsudskiego 1, 00-728 Warszawa, entered in the Register of Entrepreneurs of the National Court Register maintained by District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Section of the National Court Register under number KRS 0000007109, with share capital of PLN 50,000,

hereinafter referred to as **DuPont Poland sp. z o.o.** or “**Acquired Company**”.

The Acquiring Company and the Acquired Company shall hereafter be referred to as “**Companies**”.

### III. Manner of the merger

The merger will ensue in the manner foreseen in art. 492 § 1 point 1 of the Commercial Companies Code, i.e. through a transfer of all property of the Acquired Company, with simultaneous increase in the share capital of the Acquiring Company, through the creation of new shares, which will be issued to the shareholder of the Acquired Company. As a result of the merger, the Acquired Company will be deleted from the register.

The basis for merger will be appropriate resolutions of the extraordinary meeting of shareholders of the Acquiring Company and the extraordinary meeting of shareholders of the Acquired Company, whose drafts are presented in Annex to the Merger Plan.

The merger will result in an amendment of the articles of association of the Acquiring Company and a draft of respective extraordinary shareholders meeting resolution is provided in Annex to the Merger Plan.

It is assumed that the sole shareholder of both merging Companies will submit declarations in accordance with Art. 5031 §1 of the Commercial Companies Code abolishing the following requirements:

- preparation of reports of the Management Boards of the Companies justifying the merger, referred to in Art. 501 § 1;
- provision of information to the management boards of the Companies referred to in art. 501 § 2, i.e. about any significant changes in assets and liabilities that occurred between the date of drawing up the merger plan and the date of adopting the resolution on the merger;
- examination of the merger plan by an expert auditor and provision of his opinion.

#### **IV. Exchange of shares of Acquired Company for shares of the Acquiring Company. Principles governing the granting of shares in the Acquiring Company. Specification of date from which shares in the Acquiring Company provide for the right to participate in Acquiring Company profit**

The ratio (parity) of the exchange of shares of the Acquired Company to the shares of the Acquiring Company was determined as follows: shares of the Acquired Company in the amount of 100 with a nominal value of PLN 500 each, correspond to 32 shares of the Acquiring Company with a nominal value of PLN 6.000 each.

Based on the share exchange ratio defined above (parity), it is anticipated that in the merger process the shareholder of the Acquired Company will be granted new shares in the increased share capital of the Acquiring Company.

It is anticipated, that the shareholder of the Acquired Company in exchange for 100 shares in the Acquired Company, with a nominal value of PLN 500 each, will receive 32 shares in the Acquiring Company, with a nominal value of PLN 6.000 each.

It is anticipated, that as a result of the merger, the share capital of the Acquiring Company will be increased from the amount of PLN 300,000 to the amount of PLN 492,000, i.e. by the amount of PLN 192,000 through the creation of new shares in the number of 32 with a nominal value of PLN 6,000 each.

Acquisition of new shares of the Acquiring Company by the shareholder of the Acquired Company will be valid upon registration of the merger and increase of the share capital by the registry court proper for the Acquiring Company.

The shares granted to the shareholder of the Acquired Company will entitle him to a share in profit of the Acquiring Company from the first day of the financial year in which a final registration of the merger and increase of the share capital in the register of entrepreneurs of the National Court Register.

#### **V. Rights granted by the Acquiring Company to shareholders and persons specifically entitled at the Acquired Company.**

As the shareholder of both merging Companies is the same entity and it does not have any special rights in the Acquired Company, granting any special rights to shareholder or to other persons in the Acquiring Company, as noted in art. 499 § 1 point 5 of the Commercial Companies Code, is not foreseen in the planned merger.

## **VI. Specific benefits for members of merging companies bodies, as well as for other persons participating in the merger**

The planned merger does not foresee the granting of any specific benefits to members of company bodies or to other persons participating in the merger, as noted in art. 499 § 1 point 6 of the Commercial Companies Code.

## **VII. Filing of the Merger Plan at the registry court. Announcement of the Merger Plan**

Following the signing of the Merger Plan the Companies will without a delay file the Merger Plan with relevant registry courts.

In the month in which this Merger Plan has been signed, the Companies will made available it publicly and free-of-charge on their web sites ([www.dupont.corteva.pl](http://www.dupont.corteva.pl) and [www.corteva.pl](http://www.corteva.pl)) and continuously for more than one month before the day of holding Shareholders Meetings deciding on the merger and until the end of these Shareholders Meetings.

## **VIII. Notifications**

The management boards of the Companies shall twice notify Companies' shareholders of the intent to merge, in accordance with art. 504 of the Commercial Companies Code. In these notifications the management boards will indicate the place and time when a shareholder may review documents concerning the merger, in accordance with art. 505 of the Commercial Companies Code.

## **IX. Annexes**

Annexes to this Merger Plan are documents provided under art 499 § 2 of the Commercial Companies Code, i.e.:

- Annex no. 1a and 1b – draft resolutions on merger of the Companies,
- Annex no. 2 – draft amendments of the Acquiring Company articles of association,
- Annex no. 3a and 3b – assessment of the values of properties of the merging Companies, as at a set date in the month preceding the announcement of the Merger Plan on Companies' web sites,
- Annex no. 4a and 4b – declarations containing information on the accounting status of the merging Companies prepared for merger purposes,

As proof of the above, the Merger Plan was drafted and signed by management boards of the Companies in full composition in 4 identical copies in Polish and English language versions, with 2 copies of each version for each Company. In the event of any discrepancy between the language versions, the Polish version shall be prevailing.

**Corteva Agriscience Poland sp. z o.o.**

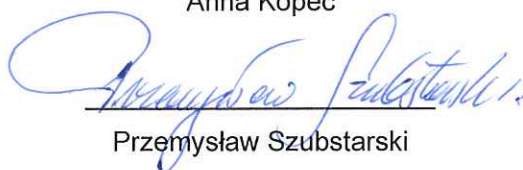
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Jean Philippe Riffat



Anna Kopeć



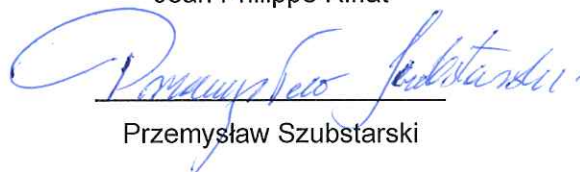
Przemysław Szubstarski

**DuPont Poland sp. z o.o.**

25/05/2022



Jean Philippe Riffat



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