

**DRAFT RESOLUTIONS OF THE
EXTRAORDINARY GENERAL MEETING OF
ONDE S.A. WITH ITS REGISTERED OFFICE
IN TORUŃ CONVENED FOR 16TH DECEMBER
2021**

**Resolution no [•] of the Extraordinary General Meeting of
ONDE Spółka Akcyjna/Joint Stock Company with its
registered office in Toruń of 16th December 2021 on the
election of the Chairperson of the Extraordinary General
Meeting**

§ 1

The Extraordinary General Meeting of the company under the trade name of ONDE Spółka Akcyjna/Joint Stock Company with its registered office in Toruń ("**Company**") acting pursuant to art. 409 § 1 of the 15th September 2000 Companies' Code, hereby elects [•] as Chairperson of the Extraordinary General Meeting.

§ 2

This resolution enters into force on the day of being adopted.

**Resolution no [•] of the Extraordinary General Meeting of
ONDE Spółka Akcyjna/Joint Stock Company with its
registered office in Toruń of 16th December 2021 on the
approval of the agenda of the Extraordinary General Meeting**

§ 1

The Extraordinary General Meeting of the company under the trade name of ONDE Spółka Akcyjna with its registered office in Toruń ("**Company**") hereby adopts the following agenda for the General Meeting:

1. Opening of the General Meeting.
2. Election of the Chairperson of the General Meeting.
3. Ascertainment that the General Meeting is properly held and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution on amendments to the Remuneration Policy related to Members of the Management Board and Supervisory Board of ONDE S.A.
6. Closing the General Meeting.

§ 2

This resolution enters into force on the day of being adopted.

Resolution no [·] of the Extraordinary General Meeting of ONDE Spółka Akcyjna/Joint Stock Company with its registered office in Toruń of 16th December 2021 on the amendments to the Remuneration Policy related to members of Management Board and Supervisory Board of ONDE S.A. Company

The Extraordinary General Meeting of the company under the trade name of ONDE Spółka Akcyjna with its registered office in Toruń ("**Company**"), acting pursuant to Art. 90e subpara. 4 of the 29th July, 2005 Act on public offers and conditions to introduce financial instruments to an organized trading system and on public companies, hereby decides as follows:

§ 1

1. The Extraordinary General Meeting of the Company decides to amend the "Remuneration Policy related to Members of the Management Board and Supervisory Board of ONDE S.A." adopted pursuant to Resolution No. 3 of the Company's Extraordinary General Meeting of Shareholders on 28th May, 2021 on the introduction in ONDE S.A. Company the Remuneration Policy related to Members of the Management Board and Supervisory Board of ONDE S.A. (**„Remuneration Policy"**), in the following manner:

- a) §4 subpara. 15 of the Remuneration Policy which reads as follows:

"The Fixed Remuneration shall make up such a part of the total remuneration of the members of the Management Board as to facilitate a flexible policy with regard to the Variable Remuneration, depending on the performance of the Company or the Person to whom the Remuneration Policy refers, including the reduction of the amount of these components or their non-payment."

is replaced by the following wording:

" The Fixed Remuneration shall make up such a part of the total remuneration of the members of the Management Board as to facilitate a flexible policy with regard to the Variable Remuneration, depending on the performance of the Company or the Person to whom the Remuneration Policy refers, including the reduction of the amount of these components or their non-payment. The Variable Remuneration of a Management Board member for a given financial year may not go beyond six times of the Fixed Remuneration due to that member of the Management Board for the same financial year. ";

- b) after §10 of the Remuneration Policy, a new §11 is added with the following wording:

"§11

Significant amendments to the Remuneration Policy

In relation to the Remuneration Policy adopted pursuant to Resolution No. 3 of the Company's Extraordinary General Meeting of Shareholders of 28th May, 2021 on the introduction in ONDE S.A. Company the Remuneration Policy related to Members of the Management Board and Supervisory Board of ONDE S.A. (**„Remuneration Policy"**), the following significant amendments have been introduced:

- a) by Resolution No. [·] of the Company's Extraordinary General Meeting of 16th December, 2021 in §4 subpara. 15 of the Remuneration Policy, the following provision was added: *" The Variable Remuneration of a Management Board member for a given financial year may not go beyond six times of the Fixed Remuneration due to that member of the Management Board for the same financial year." The said amendment was introduced before the Ordinary General Meeting adopted its first resolution, stating its opinion on the Financial Statements and therefore, the said amendment does not in any way reflect the content of such a resolution."*

2. The remaining provisions of the Remuneration Policy, unchanged directly pursuant to subpara. 1 above, are unchanged.

§ 2

The Extraordinary General Meeting of the Company decides to adopt the uniform text of the Remuneration Policy, taking into account the amendments to the Remuneration Policy made pursuant to this resolution and technical and linguistic corrections to the following provisions of the Remuneration Policy: (i) §1 subpara. 2 letter e), (ii) §1 subpara. 2 letter j), (iii) §1 subpara. 9 letter a), (iv) §2 subpara. 3, (v) §2 subpara. 3 letter c), (vi) §2 subpara. 5, (vii) §4 subpara. 10 and (viii) §7 subpara. 7. This uniform text of the Remuneration Policy constitutes Appendix No. 1 to this resolution.

§ 3

This resolution enters into force on the day of being adopted.

Justification of the draft resolution on amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A. :

Pursuant to Art. 90d subparagraph 3 point 2) of the 29th July, 2005 Act on public offers and conditions to introduce financial instruments to an organized trading system and on public companies (the "Act"), the remuneration policy includes, in particular, an indication of the mutual proportions of fixed and variable remuneration components. To be sure that the Company has complied with the requirement set out above, the Management Board of the Company recommends supplementing §4 subpara. 15 of the Remuneration Policy in accordance with the draft resolution in question. It is the opinion of the Management Board that fixing a proportion between the fixed and variable components of the remuneration at a given level (the remuneration of a member of the Management Board for a given financial year may not exceed six times of their Fixed Remuneration due to that member of the Management Board for the same financial year) complies with the other provisions of the Remuneration Policy and will facilitate the achievement of the objectives for introducing the variable remuneration component, at the same time not exposing the Company to excessively high costs of its payment. The addition of a new §11 to the Remuneration Policy meets the requirement set out in Art. 90d subparagraph 6 of the Act and §2 subpara. 2 of the Remuneration Policy. At the same time, bearing in mind the above amendments to the Remuneration Policy and the opportunity to make technical and linguistic corrections (not affecting the meaning of individual provisions) of certain provisions of the Remuneration Policy, i.e. (i) §1 subpara. 2 letter c), (ii) §1 subpara. 2 letter j), (iii) §1 subpara. 9 letter a), (iv) §2 subpara. 3, (v) §2 subpara. 3 letter c), (vi) §2 subpara. 5, (vii) §4 subpara. 10 and (viii) §7 subpara. 7, the Management Board suggests to adopt a uniform text of the Remuneration Policy, the above taken into account.