

Shareholder's voting rights form
(this form is not tantamount to a power of attorney document)

Shareholder's details:

First name and surname / company name:.....

Address:.....

PESEL / KRS number (or number from any other relevant register together with an indication of the said register):

.....

Type, series and number of identity document (pertains to a natural person who does have a PESEL number):

.....

NIP no:.....

Number of shares entitling the Shareholder to exercise their voting rights:

Shares' code:

Proxy's details:

First name and surname / company name:.....

Address:.....

PESEL / KRS number (or number from any other relevant register together with an indication of the said register):

.....

Type, series and number of identity document (pertains to a natural person who does not have a PESEL number):

.....

NIP no:.....

Number of shares, entitling the Proxy to exercise their voting rights:.....

Shares' code:

Proxy's details: (shall be filled-in in the case of a number of powers of attorney, depending on the need, by copying the part related to the proxy a relevant number of times)

First name and surname / company name:.....

Address:.....

PESEL / KRS number (or number from any other relevant register together with an indication of the said register):

.....

Type, series and number of identity document (pertains to a natural person who does not have a PESEL number):

.....

NIP no:.....

Number of shares entitling the Shareholder to exercise their voting rights:

Shares' code:

Proposed content of resolution:

Resolution no. [•]

of the Extraordinary General Meeting

of ONDE Spółka Akcyjna/Joint Stock Company with its office in Toruń

of 16th December 2021

on electing the Chairperson of the General Meeting

§ 1

The Extraordinary General Meeting of ONDE Spółka Akcyjna Joint Stock Company with its seat in Toruń (**“the Company”**), acting pursuant to Art. 409 § 1 of the 15th September 2000 *Companies Code*, hereby elects Mr/Ms. [•] to be the Chairperson of the General Meeting.

§ 2

This resolution enters into force on the day it is adopted.

Manner of voting:

	Number of votes:
For:	
Against:	
Abstained:	

Objection of a shareholder represented by a proxy:

.....
.....

Instructions on the manner of voting in relation to the above-mentioned resolution:

.....
.....

Shareholder's signature

Proxy's signature

Proposed content of resolution:

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

§ 1

The Extraordinary General Meeting of ONDE Spółka Akcyjna Joint Stock Company with its seat in Toruń (**"the Company"**), hereby adopts the following agenda of the General Meeting:

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

§ 2

This resolution enters into force on the day it is adopted.

Manner of voting:

	Number of votes:
For:	
Against:	
Abstained:	

Objection of a shareholder represented by a proxy:

.....
.....

Instructions on the manner of voting in relation to the above-mentioned resolution:

.....
.....

Shareholder's signature

Proxy's signature

Proposed content of resolution:

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.

Proposed content of resolution:

§ 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.

Manner of voting:

	Number of votes:
For:	
Against:	
Abstained:	

Objection of a shareholder represented by a proxy:

.....
.....

Instructions on the manner of voting in relation to the above-mentioned resolution:

.....
.....

Shareholder's signature

Proxy's signature

