

Attachment 1 - Content of the resolutions adopted by the Extraordinary General Meeting on 12th December 2021.

**Resolution No. 1
of the 16th December 2021 Extraordinary
General Meeting of
ONDE Spółka Akcyjna / joint-stock company
with its registered office in Toruń
on the election of the Chairperson of the 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 (the „**Company**”), acting pursuant to Article 409 § 1 of the 15th September 2000 Companies Code, hereby elects Ms. Magdalena Szeplik as the Chairperson of the General Meeting.

§ 2

This resolution enters into force on the day of its adoption.

- valid votes were cast from 39,868,265 shares, constituting 72.45% of the share capital,
- a total of 39,868,265 valid votes were cast,
- 39,868,265 votes were cast in favour of the resolution,
- 0 votes were cast against,
- 0 votes abstained.

**Resolution No. 2
of 16th December 2021 of the Extraordinary
General Meeting of
ONDE Spółka Akcyjna / joint-stock company
with its registered office in Toruń on adopting the agenda of the 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 (the „**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. Confirmation that the General Meeting has been properly held and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution to amend the Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A.
6. Closing of the General Meeting.

§ 2

This resolution enters into force on the day of its adoption.

- valid votes were cast from 39,868,265 shares, constituting 72.45% of the share capital,
- a total of 39,868,265 valid votes were cast,
- 39,868,265 votes were cast in favour of the resolution,
- 0 votes were cast against,
- 0 votes abstained.

Resolution No. 3
of the 16th December 2021 Extraordinary
General Meeting of
ONDE Spółka Akcyjna/joint-stock company
with its registered office in Toruń on amendments to the Remuneration Policy for
Members of the Management Board and Supervisory Board of ONDE S.A.

The Extraordinary General Meeting of the company under the trade name of ONDE Spółka Akcyjna / joint-stock company with its registered office in Toruń (the „**Company**”), acting pursuant to Article 90e subpara. 4 of the 29th July 2005 Public Offering Act and conditions for introducing 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 for Members of the Management Board and Supervisory Board of ONDE S.A.*” adopted on the basis of Resolution No. 3 of the Extraordinary General Meeting of the Company Shareholders of 28th May 2021 on the implementation of the Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A. for application in ONDE S.A. (the „**Remuneration Policy**”), in such a way that:

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

„The Fixed Remuneration shall constitute such a part of the total remuneration of the members of the Management Board for flexible policy to be possible to conduct, with regard to the Variable Remuneration, depending on the performance of the Company or the Person Policy Covered by the Remuneration Policy, including reducing the amount of these components or their non-payment.”

shall be replaced by the following:

„The Fixed Remuneration shall constitute such a part of the total remuneration of the members of the Management Board for flexible policy to be possible to conduct, with regard to the Variable Remuneration, depending on the performance of the Company or the Person Policy Covered by the Remuneration Policy, including reduction of the amount of these components or their non-payment. The Variable Remuneration of a member of the Management Board for a given financial year may not exceed six times the Fixed Remuneration of 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 changes to the Remuneration Policy

In relation to the Remuneration Policy adopted on the basis of Resolution No. 3 of the Company’s Extraordinary General Meeting of Shareholders of 28th May 2021 on the implementation of ONDE S.A. Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A., the following significant changes have been made:

a) by resolution No. [-] of the Company’s Extraordinary General Meeting of 16th December 2021, in §4 subpara. 15 of the Remuneration Policy, a provision was added that says ‘the Variable Remuneration of a Management Board member for a given financial year may not exceed six times the Fixed Remuneration of that Management Board member for the same financial year.’ The said amendment was introduced before the Ordinary General Meeting of Shareholders adopts the first resolution on the Statements, therefore the amendment does not reflect the content of such a resolution in any way.

2. The Other provisions of the Remuneration Policy, unchanged directly on the basis of subpara. 1 above, remain as they were.

§ 2

The Extraordinary General Meeting of the Company decides to adopt the uniform text of the Remuneration Policy, taking into account the changes in 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, and this uniform text of the Remuneration Policy constitutes Attachment No. 1 to this resolution.

§ 3

This resolution enters into force on the day of its adoption.

- valid votes were cast from 39,868,265 shares, constituting 72.45% of the share capital,
- a total of 39,868,265 valid votes were cast,
- 37,116,265 votes were cast in favour of the resolution,
- 2,752,000 votes were cast against,
- 0 votes abstained.

Attachment No. 1 to Resolution No. 3 of the 16th December 2021 Extraordinary General Meeting of ONDE S.A. - Consolidated text of the Remuneration Policy

Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A. („Remuneration Policy”)

§1

Definitions and general provisions

1. The Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A. with its registered office in Toruń (the „**Company**”) is hereby adopted.
2. Whenever this Remuneration Policy refers to:
 - a) **Act** - it shall be understood as the 29th July 2005 Public Offering Act and conditions for introducing financial instruments to an organized trading system and on public companies (Journal of Laws of 2019, item 2217, as amended).
 - b) **General Meeting** - it shall be understood as the General Meeting of the Company.
 - c) **Management Board** - it shall be understood as the Management Board of the Company.
 - d) **Supervisory Board** - it shall be understood as the Supervisory Board of the Company.
 - e) **Ordinary General Meeting** - it shall be understood as the General Meeting, the subject of which is the examination and approval of the management board report on the activities of the Company and the financial statements for the previous financial year, adopting resolutions on the distribution of profit or covering of losses, and discharging the members of the bodies from their duties.
 - f) **Articles of Association** - it shall be understood as the Articles of Association of the Company.
 - g) **The person Policy Covered by the Policy** - it shall be understood as a given member of the Management Board or a given member of the Supervisory Board.
 - h) **Legal Basis of Employment** - it shall be understood as an employment agreement, management agreement, mandate agreement, resolution on appointment or other legal

relationship of a similar nature between the Company and a member of the Management Board.

- i) **Capital Group** - it shall be understood as a group of companies whose parent company is the Company.
 - j) **Report** - it shall be understood as the remuneration report prepared by the Supervisory Board, referred to in Article 90g, subpara. 1 of the Act.
 - k) **Financial Statements** - it shall be understood as financial statements within the meaning of the 29th September 1994 Accounting Act (Journal of Laws of 2019, item 1680, as amended), approved by the Ordinary General Meeting.
3. The Remuneration Policy regulates the principles of remunerating the Policy Covered Person.
 4. The Company pays remuneration to the Policy Covered Person only on the terms described in the Remuneration Policy.
 5. The Company makes the Remuneration Policy available pursuant to the provisions of the Act, but no longer than for the period the Remuneration Policy is in force.
 6. The Remuneration Policy, in the scope regulated therein, constitutes a document superior to other documents, regulating the principles of remunerating the Policy Covered Person, which are in force in the Company.
 7. Without prejudice to the Remuneration Policy, the Policy Covered Person is also bound by the provisions of the relevant agreements and other documents regulating the remuneration principles that are in force in the Company.
 8. The Remuneration Policy contributes to the implementation of the Capital Group's development strategy, which sets out the directions of business activities, including the directions of the Company's business activities, its long-term interests and stability aspects („**Strategy**”). On the basis of the Strategy, market, performance or loyalty goals („**Goals**”) are set out, whose implementation is closely related to the level of remuneration of the Persons Policy Covered by the Remuneration Policy.
 9. The principles of remunerating the Policy Covered Person provided for in the Remuneration Policy contribute to the implementation of the Strategy and Goals by ensuring:
 - a) full involvement of the Policy Covered Person in fulfilling the function in the Company,
 - b) motivating the Policy Covered Person to implement the Strategy and Goals,
 - c) permanent linking the Policy Covered Person with the Company,
 - d) the amount of remuneration of the Policy Covered Person, which is adequate to the financial and business performance of the Capital Group, including the Company,
 - e) attitudes that exclude taking excessive risk by the Policy Person in fulfilling the function.
 10. When determining the remuneration of the Policy Covered Person, objective criteria are taken into account, including:
 - a) the scope of responsibility at a given position as well as the qualifications and experience of the Policy Covered Person,
 - b) extraordinary achievements of the Policy Covered Person, which, in the opinion of the Supervisory Board, contributed to faster and more effective implementation of the Strategy and Objectives,
 - c) market standards with regard to the structure of remuneration for a given position or group of positions.
 11. The Remuneration Policy takes into account the working and pay conditions of employees of the Company other than the Policy Covered Person by ensuring that the remuneration conditions of the Policy Covered Person are justified by the scope of responsibility that is associated with the function fulfilled by that person in the Company. In particular, the Remuneration Policy ensures that the amount of the variable remuneration is set out, taking into account the increased risk associated with the function fulfilled in the Company and the

consequences for the Company and the Policy Covered Person that may result from the materialization of this risk.

12. In order to avoid conflicts of interest related to the Remuneration Policy, the competences related to adopting, applying and verifying the Remuneration Policy are shared by individual bodies of the Company. The Policy Covered Person shall notify the Company of any conflict of their interests with those of the Company, or of the possibility of its arising. The Policy Covered Person shall refrain from participating in the discussion and from voting on a resolution on a matter related to the Remuneration Policy in relation to which such a conflict of interest has arisen or may arise. A conflict of interest may arise in particular when:
 - a) The Policy Covered Person may gain an advantage or avoid a loss related to their remuneration as a result of loss by the Company or the Capital Group or
 - b) the property interest of the Policy Covered Person, expressed at the amount of remuneration or the terms of its granting, is inconsistent with the interest of the Company or the Capital Group.

§2

Principles of accepting and applying the Remuneration Policy

1. The Remuneration Policy is adopted by the General Meeting at least once every 4 years.
2. In the case of a change in the Remuneration Policy, the new wording of the Remuneration Policy contains a description of significant changes introduced to the Remuneration Policy and a description of the manner in which the content of the resolution of the opinion on the Report was incorporated into it.
3. A significant change in the Remuneration Policy requires a resolution of the General Meeting. Any change related to:
 - a) the indication of the mutual proportions of the fixed and variable components of the remuneration of the Persons Covered by the Policy,
 - b) the premises and mode of temporary derogation from the Remuneration Policy, including elements from which a derogation from the Remuneration Policy may be applied,
 - c) changes to § 2 subpara. 3 of the Remuneration Policy
4. A change of the Remuneration Policy, which does not constitute a significant change of the Remuneration Policy, requires a resolution of the Management Board. The resolution of the Management Board may be adopted only after the Supervisory Board presents an affirmative opinion on the proposed changes of the Remuneration Policy.
5. In the case the General Meeting authorized the Supervisory Board to detail the elements of the Remuneration Policy pursuant to the provisions of the Act, the changes to these elements are made by the Supervisory Board, otherwise the change of these elements is reserved for the competence of the General Meeting.
6. The Management Board:
 - a) is responsible for developing, updating and implementing the Remuneration Policy and related documents,
 - b) changes the Remuneration Policy, to the extent which does not constitute a significant change to the Remuneration Policy,
 - c) provides the Supervisory Board with information necessary to verify the Remuneration Policy and its application, in particular with regard to the data included in the Report, within the time limit, enabling the Report to be drawn up on the terms described in §9 of the Remuneration Policy.

7. The tasks of the Supervisory Board related to establishing and implementing the Remuneration Policy include:
 - a) presenting recommendations to the Management Board with regard to the effectiveness of the provisions of the Remuneration Policy and their possible changes,
 - b) immediate development of the Remuneration Policy elements, within the limits of the authorization granted by the General Meeting,
 - c) presenting the Management Board with opinions on the proposed changes to the Remuneration Policy, which do not constitute a significant change in the Remuneration Policy.

§3

Remuneration Policy Review

1. The Remuneration Policy is reviewed and applied by the Supervisory Board, which undergoes a comprehensive review at least once a year and evaluates the operation of the Remuneration Policy from the point of view of achieving its goals and provisions. Having reviewed the Remuneration Policy, the Supervisory Board submits to the Management Board any recommendations with regard to its application or amendment. In particular, the Supervisory Board:
 - a) verifies the adequacy of the criteria and conditions justifying the award of variable remuneration to members of the Management Board,
 - b) reviews the annual compliance reports on the application of the Remuneration Policy.
2. The Review referred to in subpara. 1 above also covers the completeness of the content of the Report prepared by the Supervisory Board, in particular with regard to the obligatory elements indicated in the Act.

§4

Remuneration of a member of the Management Board

1. The remuneration of a member of the Management Board includes a fixed part, with the basic remuneration („**Fixed Remuneration**”). The amount of the Fixed Remuneration is set out individually for a Management Board member by the Supervisory Board in the Legal Basis of Employment or by way of a separate resolution, taking into account the provisions of the Remuneration Policy and the scope of responsibility of the member of the Management Board.
2. Irrespective of the Fixed Remuneration, a member of the Management Board may be entitled to variable remuneration, the award and amount of which is not guaranteed („**Variable Remuneration**”). The amount of the Variable Remuneration depends on the fulfillment of the conditions, relating to the performance of financial or non-financial criteria.
3. The Variable Remuneration is awarded individually to a given member of the Management Board.
4. The Supervisory Board sets out the amount and principles of awarding remuneration to members of the Management Board by specifying the following elements of the Remuneration Policy:
 - a) a description of the components of the Fixed Remuneration and Variable Remuneration, along with bonuses and other cash and non-cash benefits that may be awarded to Management Board members („**Description**”),
 - b) clear, comprehensive and diversified performance criteria for awarding Variable Remuneration („**Criteria**”),
 - c) periods of payment deferral related to the Variable Remuneration,
 - d) principles for demanding the return of the Variable Remuneration by the Company and

- e) rules related to awarding to Management Board members the variable remuneration in the form of financial instruments of the Company, including periods in which the entitlement to receive such remuneration is acquired, rules for the disposal of these financial instruments by Management Board members.
5. Criteria mean in particular the achievement of the Goals.
 6. The criteria shall be set out in a way that ensures that the incentives for achieving individual results by the Policy Covered Person are balanced with the fulfilment of the Goals and Strategies, with particular regard to the interests of the Capital Group, including the Company.
 7. The description may stipulate that the benefits granted to a member of the Management Board as part of the Variable Remuneration are pecuniary and non-pecuniary.
 8. The description defines the components of the Variable Remuneration in a balanced manner adapted to the Company's financial situation, capital resources and its liquidity ratios.
 9. If, in order to be awarded the Variable Remuneration, the beneficiary must have met the previously defined Criteria. The Supervisory Board, acting at the request of the President of the Management Board or another authorized person, confirms by a resolution that the Management Board member acquires the right to the Variable Remuneration and states the amount thereof. The Variable Remuneration, the allocation or amount of which is at the discretion of the Supervisory Board, is each time set out and settled on the basis of a resolution of the Supervisory Board.
 10. If this is provided for in the terms of the Variable Remuneration, the Variable Remuneration may be awarded on condition specific tasks have been performed during the evaluation period, used to evaluate the fulfillment of the Criteria by a member of the Management Board („**Evaluation Period**”). In such a case, The review of the fulfillment of the Criteria and setting out of the amount of the Variable Remuneration for a given Evaluation Period takes place not earlier than after the end of the Evaluation Period.
 11. The review of the fulfillment of the Financial Criteria is based on data from the Financial Statements of the Company, of the Capital Group or of the companies over which a given Management Board member exercises supervision.
 12. The review of the fulfillment of the Non-financial Criteria is based on data, confirming the fulfillment of standards and on objective measures of a specific task performance, allowing for the evaluation of the effectiveness of actions taken by a member of the Management Board in to meet such Criteria.
 13. The Variable Remuneration may also be granted in the form of financial instruments or derivative financial instruments as part of the Company's incentive program („**Incentive Program**”).
 14. The Supervisory Board sets out the periods for which the entitlement is acquired to receive the Variable Remuneration in the form of financial instruments or derivative financial instruments under the Incentive Scheme and the rules for the subsequent alienation of these instruments by members of the Management Board, where:
 - a) The Incentive Program or its regulations shall clearly define the detailed conditions of the Incentive Program,
 - b) The Incentive Program shall be structured so as to contribute to the implementation of the Strategy.
 15. The Fixed Remuneration shall constitute a part of the total remuneration of the Management Board members to make it possible to implement a flexible policy with regard to the Variable Remuneration, depending on the results of the Company or the Person Covered by the Remuneration Policy, including a reduction in the amount of these components or their non-payment. The Variable Remuneration of a Management Board member for a given financial year may not exceed six times the Fixed Remuneration of that member of the Management Board for the same financial year.

§5

Remuneration of a member of the Supervisory Board

1. Members of the Supervisory Board fulfil their functions on the basis of an appointment and are entitled to remuneration only on this account.
2. The remuneration of a member of the Supervisory Board is not related to the results of the Company or the Capital Group.
3. The remuneration of a member of the Supervisory Board is not granted in the form of financial instruments or other non-cash benefits.
4. The amount of remuneration of a member of the Supervisory Board is set out by the General Meeting by way of a resolution.
5. The resolution of the General Meeting may state that a member of the Supervisory Board is entitled to a monthly lump sum remuneration in a certain amount, regardless of the number of the Supervisory Board meetings attended by the member of the Supervisory Board. Alternatively, a resolution of the General Meeting may provide that for each meeting of the Supervisory Board attended by a given Supervisory Board member, they are entitled to remuneration at a set out amount.
6. The remuneration of Supervisory Board Members shall be adequate to the entrusted scope of activities and functions, in particular the Supervisory Board Member's functions in committees taken into consideration or delegation to perform supervisory functions in person.
7. Due to the performed function, in particular the chairman of the Supervisory Board or of a committee, taking into account the workload related to the performance of this type of function, the remuneration of a Supervisory Board member may be increased by the amount indicated in the resolution of the General Meeting.
8. The remuneration of the Supervisory Board members may be paid in advance for a calendar year.

§6

Variable remuneration of an exceptional nature

The Company does not grant individual benefits to Policy Covered Persons under pension or early retirement programs.

§7

Durability of the Legal Basis of Employment

1. The person covered by the Remuneration Policy performs the function by appointment. The Articles of Association define the rules for appointing and dismissing a Policy Covered Person.
2. The Management Board Members are appointed by the Supervisory Board for a joint term of office of three years.
3. The Supervisory Board Members are appointed by the General Meeting for a joint term of office of three years. A member of the Supervisory Board may resign or be dismissed by the General Meeting at any time.
4. The durability of the Legal Basis for Employment of a Management Board member depends on the period of their fulfilling this function. The company aims to conclude agreements with the Management Board members for an indefinite period.
5. The termination of the Legal Basis of Employment is possible with a notice period of not less than six months and not more than twelve months, effective at the end of the month, which requires a written form to be valid. Furthermore, the Employment Legal Basis may be terminated at any time by an agreement of the parties.

6. The Company has the right to terminate the agreement concluded with the Management Board member with immediate effect, for reasons set out therein, in particular, for serious breach of the obligations of the Policy Covered Person, causing damage to the Company or in the case of a gross breach of the law.
7. The Legal Basis for Employment of a Management Board member may provide that in the case of termination of the Legal Basis of Employment due to dismissal of a Management Board member before the end of the term of office, the Company shall pay compensation for the period and in the amount set out in the Employment Legal Basis.
8. The remuneration of a member of the Management Board may also include compensation for a member of the Management Board refraining from competitive activity after the termination of the Legal Basis of Employment. The non-competition clause covers a period of not less than 6 months and the Company has the option to extend or shorten it. The monthly compensation for a member of the Management Board shall be equal to the monthly amount of the Fixed Remuneration. Violation of the non-competition clause is connected with the Company's right to demand the payment of a contractual penalty.

§8

Derogation from the Remuneration Policy

1. If it is necessary to pursue the long-term interests and stability of the Company or to guarantee its profitability, the Company may temporarily derogate from the application of the Remuneration Policy in relation to a given Policy Covered Person („**Derogation**”).
2. The decision to apply the derogation is made by the Supervisory Board by way of a resolution.
3. Premises for the application of the Derogation are, in particular, issues related to the implementation of the Strategy and Goals and such actions whose failure to take could have a negative impact on the ability of the Company to meet its payable liabilities.
4. The Derogation may be requested by the Management Board, which then presents to the Supervisory Board the reasons to justify the necessity to apply the Derogation.
5. The Derogation Resolution specifies in particular:
 - a) the period for which the Derogation has been applied,
 - b) elements of the Remuneration Policy from which the Derogation has been applied,
 - c) reasons justifying the necessity to apply the Derogation.
6. Each derogation is disclosed in the Report along with the information referred to in section 5 above.
7. The Derogation from the Remuneration Policy may not apply to the elements of the Remuneration Policy referred to in § 2 subpara. 3 of the Remuneration Policy.

§9

Report

1. The report covers the Company's financial year.
2. The Supervisory Board prepares the Report in a deadline to make possible the inclusion in the agenda of the Ordinary General Meeting of an item expressing the opinion on the Report and subjecting the Report to the auditor's evaluation.
3. The Company makes the Report available on the terms stipulated in the provisions of the Act for a period not longer than provided for by these provisions.
4. The resolution of the General Meeting giving opinion on the Report is of an advisory nature.
5. The obligatory submission of the Report to be evaluated by a statutory auditor takes place as part of an audit of the Financial Statements. The Management Board ensures that the scope of

the agreement with the audit company with regard to the audit of the Financial Statements for a given financial year includes the assessment of the Report.

§10

Final provisions

The Remuneration Policy enters into force on the date of admitting at least one share of ONDE S.A. to trading on the regulated market.

§11

Significant changes to the Remuneration Policy

The following significant changes have been made in relation to the Remuneration Policy adopted on the basis of Resolution No. 3 of the Extraordinary General Meeting of the Company Shareholders of 28th May 2021 on the implementation of the ONDE S.A. Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A.:

- a) by resolution no. 3 of the Company's Extraordinary General Meeting of 16th December 2021, in §4 subpara. 15 of the Remuneration Policy, a provision was added that says „the Variable Remuneration of a Management Board member for a given financial year may not exceed six times the Fixed Remuneration of that Management Board member for the same financial year”. The amendment in question was introduced prior to the first resolution on the Report being adopted by the Ordinary General Meeting, and therefore the amendment in question does not reflect the content of this resolution in any way.