

## STATUTES

of

### ONDE Spółka Akcyjna/Joint Stock Company

#### I. GENERAL PROVISIONS

##### §1

1. The Company operates under the trade name of: **ONDE Spółka Akcyjna/Joint Stock Company.**
2. The Company may use a name in accordance with legal provisions shortened to: **ONDE S.A.**

##### §2

1. The seat of the Company is the City of Toruń.
2. The company operates in the territory of the Republic of Poland and abroad.
3. The company may establish, both in Poland and abroad daughter companies, establishments, branches, representations and other organizational units as well as participate in other companies and economic organizations.

##### §3

The term of the Company is indefinite.

#### II. OBJECT OF THE COMPANY'S ACTIVITIES

##### §4

1. The objects of the Company's activities are:
  - 1) Works related to the construction of roads and highways,
  - 2) Works related to the construction of railways and underground railways,
  - 3) Works related to the construction of other civil engineering structures, not elsewhere classified,
  - 4) Works related to the construction of bridges and tunnels,
  - 5) Works related to the construction of water engineering structures,
  - 6) Other specialized construction works, not elsewhere classified,
  - 7) Tearing down and demolition of buildings,
  - 8) Site preparation for construction,
  - 9) Excavations and geological and engineering drilling,
  - 10) Making of electrical installations,
  - 11) Maintenance and repair of motor vehicles, motorcycles excluded,
  - 12) Service activities to support land transportation,
  - 13) Retail sale of fuel for motor vehicles at petrol stations,

- 14) Road transport of goods,
  - 15) Repair and maintenance of machines,
  - 16) Manufacture of concrete construction products,
  - 17) Stone cutting, shaping and finishing,
  - 18) Wood, construction materials and sanitary equipment wholesale,
  - 19) Non-specialized wholesale,
  - 20) Manufacture of precast concrete mass,
  - 21) Manufacture of metal structures and their parts,
  - 22) Manufacture of remaining ready-made metal products not elsewhere classified,
  - 23) Extraction of gravel and sand; clay and kaolin mining,
  - 24) Service activities related to green areas development,
  - 25) Other cleaning,
  - 26) Activities in the field of architecture,
  - 27) Engineering activities and related technical consultancy,
  - 28) Renting and leasing of construction machinery and equipment,
  - 29) Extraction of decorative stones and those for construction purposes, limestone, gypsum, chalk and slate,
  - 30) Works related to the construction of transmission pipelines and distribution networks,
  - 31) Making of plumbing, heating, gas and air conditioning installations,
  - 32) Making of other construction installations,
  - 33) Retail sale via mail order houses or the Internet,
  - 34) Other retail sale out of stores, stalls and markets,
  - 35) Renting and leasing of passenger cars and vans,
  - 36) Renting and leasing of other motor vehicles, motorcycles excluded,
  - 37) Electricity generation,
  - 38) Electricity transmission,
  - 39) Electricity distribution,
  - 40) Electricity trade,
  - 41) Buying and selling of real estates on its own account,
  - 42) Renting and managing own or leased real estates,
  - 43) Wholesale of metals and metal ores,
  - 44) Works related to the construction of telecommunications and power lines.
2. If the commencement or conduct of business activity of one of the above-mentioned Company's objects requires being granted an appropriate permit or licence, the commencement or conduct of such activity may take place after such a permit or licence has been granted.
  3. Resolutions on a significant change in the object of the Company's activities do not require any share buyback pursuant to Art. 417 §4 of the Companies' Code, provided that they have been adopted by a majority of two thirds of votes at the attendance of those, representing at least a half of the share capital.

#### §5

1. The share capital of the Company amounts to PLN 1,090,255.18 (one million ninety thousand two hundred fifty five and 18/100 zloty) and is divided into 54,512,759.00 (fifty four million and fifty twelve thousand seven hundred fifty nine and 00/100 zloty ) series A ordinary bearer shares of a nominal value of PLN 0.02 (two grosh) each, marked with code PLONDE000018.
2. The share capital of the Company was fully paid up prior to the registration of the Company.
3. The Company may issue convertible bonds, bonds with pre-emptive rights and subscription warrants.

#### §6

1. The Company's shares may be registered or to bearer.
2. All Company's registered shares are converted into bearer shares upon dematerialization, pursuant to the provisions of the 29<sup>th</sup> July, 2005 *Act on trading in financial instruments*.
3. The registered shares may be converted into bearer shares or *vice versa* at the request of a shareholder. As long as the Company's shares are subject to dematerialization pursuant to the provisions of the 29<sup>th</sup> July, 2005 *Act on trading in financial instruments* and are listed on the regulated market, bearer shares must not be converted into registered shares.

#### §7

Shares may be redeemed subject to the consent of the shareholder by way of a resolution of the General Meeting of Shareholders.

### III. COMPANY'S AUTHORITIES

#### §8

Company's authorities are:

1. General Meeting of Shareholders,
2. Supervisory Board,
3. Management Board.

## General Meeting of Shareholders

### §9

1. The General Meeting of Shareholders may be ordinary/annual or extraordinary.
2. An Ordinary/Annual General Meeting of Shareholders convened by the Management Board shall be held within six months after the end of each Financial Year.
3. The Extraordinary General Meeting is convened by the Company's Management Board on its own initiative or at a written request of the Supervisory Board or else at the request of a shareholder or shareholders who represent at least one-twentieth of the share capital.
4. Convening of the Extraordinary General Meeting of Shareholders at the request of a shareholder or shareholders who represent at least one-twentieth of the share capital shall take place within two weeks from the date of submitting the request to the Company's Management Board.
5. Shareholders who represent at least one half of the Company's share capital or at least half of the total number of votes in the Company may convene an Extraordinary General Meeting of Shareholders informing the Management Board thereof not later than 30 days before the scheduled date when the Extraordinary General Meeting of Shareholders is convened. The Company's Management Board shall announce that the Extraordinary General Meeting has been convened by the shareholder referred to above in the manner provided for by the provisions of the Companies' Code and pursuant to the provisions of these Statutes.

### §10

1. Resolutions of the General Meeting on amending the Statutes and the sale and lease of the enterprise or its organized part and the establishment of a limited property right thereon require the presence of shareholders, representing at least one half of the Company's share capital.
2. Resolutions of the General Meeting are passed by a simple majority of votes, unless the provisions of the Companies' Code or these Statutes provide otherwise.

### §11

1. The competences of the General Meeting of Shareholders include:
  - 1) considering and approval of the Management Board's report on the Company's business and the Financial Statements for the previous Financial Year,
  - 2) adopting a resolution on the distribution of profits or covering of losses,
  - 3) granting acknowledgement to the Company authorities' members on their duties being fulfilled, adopting the Regulations for the Supervisory Board and establishing the principles for remunerating the Supervisory Board members,
  - 4) increasing or reducing the share capital,
  - 5) changes to the Company's Statutes,
  - 6) the Company's merger with another company,

- 7) dissolution and liquidation of the Company,
  - 8) issuing convertible bonds, bonds with priority rights or subscription warrants,
  - 9) alienation and lease of the enterprise or its organized part and establishing a limited property right thereon,
  - 10) considering matters initiated by the Supervisory Board, Management Board or the Company's shareholders,
  - 11) deciding on other matters which, pursuant to the provisions of the Companies' Code or those of these Statutes fall within the competence of the General Meeting of Shareholders.
2. The acquisition or alienation of a real estate, perpetual usufruct or a share in a real estate or the right of perpetual usufruct does not require a resolution of the General Meeting of Shareholders.

### **Supervisory Board**

#### **§12**

1. The Supervisory Board is composed of 5 to 7 members, including the Chairperson and Vice-Chairperson of the Supervisory Board.
2. The Supervisory Board's Members are appointed by the General Meeting for a joint three-year term of office. The General Meeting appoints the Chairperson and Vice-Chairperson of the Supervisory Board.
3. The competences of the Supervisory Board include:
  - 1) approving the strategic long-term budgets/plans of the Company,
  - 2) approving the Company's annual material and financial budgets/plans,
  - 3) approving the Company's investment plans,
  - 4) granting the consent for the acquisition, alienation and encumbrance of the real estate, perpetual usufruct or an interest either in the real estate or in the right of perpetual usufruct,
  - 5) granting the consent for founding and dissolving plants and branches,
  - 6) granting the consent to the Company for giving guarantees, property sureties, issuing promissory notes and incurring other off-balance sheet liabilities of a unit value of over EUR 2,000,000.00 (in words: EUR two million), except for: guarantees issued at the request of the Company by financial entities related to the normal course of business,
  - 7) granting the consent for capital investments above the equivalent of EUR 100,000.00 (in words: one hundred thousand euro), excluding capital deposits, treasury bills and bonds issued in Poland or in countries where the Company operates,
  - 8) granting the consent for the acquisition, alienation, encumbrance of shares or stocks in other entities,
  - 9) setting out the voting manner of the Company's representatives in the authorities of subsidiaries and associates on appointing and dismissing members of the subsidiaries and

- associates' authorities, dissolution or liquidation of these companies, change of the object of their enterprise, division or merger of subsidiaries and associates,
- 10) granting the consent to undertake any business not related to the object of the Company's activities and extraordinary activities of a value, exceeding the equivalent of EUR 100,000.00 (in words: one hundred thousand euro),
  - 11) granting the consent for investment projects above the equivalent of EUR 100,000.00 (in words: one hundred thousand euro), unless these investment projects are included in the investment projects plan approved by the Supervisory Board,
  - 12) granting the consent to conclude rental, lease and licence agreements for a term of more than 48 months, concluded outside the ordinary course of business and not provided for in the budget,
  - 13) granting the consent to submit bids and conclude construction contracts of a net value, exceeding the equivalent of EUR 30,000,000.00 (in words: thirty million euro). In the case of joint bids, the decisive factor is the net sum of the bid, and not the company's share therein,
  - 14) granting the consent to dispose of a right or incur a liability by the Company within one or more legal transactions related with the same entity of a total value during the Financial Year of above 5,000,000.00 EUR (in words: five million euro),
  - 15) granting the consent to employ an employee for an annual remuneration, exceeding the equivalent of EUR 150,000.00 (in words: one hundred and fifty thousand euro),
  - 16) granting the consent for the Company's Management Board members to sit on the management boards or supervisory boards of companies outside the company's capital group and in the cases set out in Art. 380 § 1 of the Companies' Code,
  - 17) election of the chartered auditor to audit the Financial Statements of the Company,
  - 18) other matters subject to the competence of the Supervisory Board in accordance with the provisions of law, those of these Statutes, transferred at the request of the Management Board or delegated by a resolution of the General Meeting of Shareholders.
4. "Equivalent" means the equivalent in EUR of an amount expressed in another currency, calculated pursuant to the average exchange rates published by the National Bank of Poland on the day immediately before that on which the Management Board submitted its application for the transaction to be approved by the Supervisory Board, and in the absence of such a request on the day of the transaction.

### **§13**

1. As long as the Company's shares are admitted to trading on the regulated market, at least two members of the Supervisory Board shall meet the criteria of independence from the Company and the entities significantly related to the Company, resulting from the corporate governance rules adopted by the Supervisory Board of Giełda Papierów Wartościowych w Warszawie SA/ the Stock Exchange in Warszawa Joint Stock Company, applicable on the

regulated market in the territory of the Republic of Poland, on which the Company's shares are listed.

2. Failure to meet the independence criteria referred to in subpara. 1 above, by any member of the Supervisory Board, or the loss of the status of an independent member of the Supervisory Board in the term of office, does not terminate their mandate and does not affect the ability of the Supervisory Board to fulfil the tasks provided for in the Companies' Code and in these Statutes.

#### **§14**

1. Since the Company's General Meeting of Shareholders adopted a resolution on applying for the Company's shares to be admitted to trading on the regulated market and as long as the Company is a public interest entity as understood by the provisions of the of 11<sup>th</sup> May, 2017 *Act on chartered auditors, audit firms and public supervision*, at least two members of the Supervisory Board shall be independent members and meet the independence criteria set out in Art. 129 subpara. 3 of the act cited ("Independent Supervisory Board's Members").
2. Failure to meet the independence criteria referred to in subpara. 1 above, by any member of the Supervisory Board, or the loss of the status of the Supervisory Board's Independent Member in the term of office, does not terminate their mandate nor does it affect the ability of the Supervisory Board to fulfil its tasks provided for in the Companies' Code and in these Statutes.
3. If the Management Board receives a statement of the Supervisory Board's Independent Member that they no longer meet the independence criteria set out in subpara.1 above or gets such information from another source, the Management Board, within two weeks of receiving the statement or becoming aware of the fact, will convene a General Meeting of Shareholders to appoint a new Supervisory Board's Independent Member.

#### **§15**

1. Since the Company's General Meeting of Shareholders adopted a resolution on applying for the Company's shares to be admitted to trading on the regulated market and as long as the Company is a public interest entity as understood by the provisions of the of 11<sup>th</sup> May, 2017 *Act on chartered auditors, audit firms and public supervision*, an Audit Committee has been acting in the Company, appointed by the Supervisory Board pursuant to the provisions of this Act. The Audit Committee consists of at least three members. Most of the Audit Committee's members shall meet the independence criteria referred to in §14 of the Statutes.
2. The tasks of the Audit Committee include in particular:
  - 1) monitoring financial reporting process,
  - 2) monitoring the effectiveness of internal control systems and risk management systems as well as internal audit, that of financial reporting included,
  - 3) monitoring financial audit activities, in particular the audit carried out by the audit firm,

- 4) controlling and monitoring the independence of the chartered auditor and the audit firm, in particular when other services than audit are provided to the Company by the audit firm,
  - 5) informing the Company's Supervisory Board on the results of the audit and explaining how the audit contributed to the reliability of the Company's financial reporting along with the role of the Audit Committee in the audit process,
  - 6) evaluating the independence of the chartered auditor and expressing the consent for them to provide thereby permitted non-audit services to the Company,
  - 7) developing a policy for selecting an audit firm to conduct the audit,
  - 8) developing a policy for the audit firm which conducts the audit, the entities related to that audit firm and a member of the audit firm's network to provide permitted non-audit services to the Company
  - 9) setting out the procedure for selecting an audit firm by the Company,
  - 10) presenting to the Supervisory Board pursuant to the policies developed by the Audit Committee as a result of the selection procedure carried out pursuant to the provisions of the 11<sup>th</sup> May, 2017 *Act on chartered auditors, audit firms and public supervision*,
  - 11) submitting recommendations so as to ensure the reliability of the Company's financial reporting process.
3. The Supervisory Board may also appoint other committees, in particular a *Nomination and Remuneration Committee*. Detailed tasks and rules for the appointment and operation of individual committees, including the Audit Committee, will be set out by the Supervisory Board.

#### §16

1. The Supervisory Board's Resolutions are adopted by an absolute majority of votes cast with at least one half of the Supervisory Board's members attending, unless the provisions of the Companies' Code or these Statutes provide otherwise. In the case of an equal number of votes, the Chairperson's vote prevails.
2. The Supervisory Board meetings shall be convened by the Supervisory Board's Chairperson on their own initiative and at the request of the Management Board, or of a Supervisory Board' member within two weeks of the request being submitted or, in the case a quick decision is required, within three days of the request being submitted. The request shall include the agenda suggested. The Supervisory Board meetings shall be convened on the 'as necessary' basis, but at least once every quarter of a Financial Year.
3. The Supervisory Board's members may participate in adopting resolutions of the Supervisory Board by casting their vote in writing with the help of another member of the Supervisory Board. Voting in writing may not apply to matters added to the agenda at the Supervisory Board's meeting.



4. The Supervisory Board's resolutions may be adopted in writing or by means of direct remote communication. The resolution is valid when all the Supervisory Board's members have been notified of the content of the draft resolution, and at least half of the Supervisory Board's members participated in its adopting.
5. The Supervisory Board's members have the right to remuneration set out by a resolution of the General Meeting of Shareholders.

#### **§17**

1. If, as a result of the expiry of the mandates of some Supervisory Board's members (for reasons other than dismissal), the number of the Supervisory Board's members in a given term of office falls below the number of members set out pursuant to the relevant provisions of the Statutes, below the statutory minimum included, the remaining Supervisory Board's members, at least two of them may, by co-option, appoint a new Supervisory Board's member. The Supervisory Board, whose panel is supplemented by co-opting, shall immediately convene the General Meeting of Shareholders so as to have the co-opted member approved or to have their successor elected. In the case the General Meeting of Shareholders failed to approve the co-opted Supervisory Board's member or to elect their successor within thirty days from the date of convening the General Meeting of Shareholders, the mandate of the co-opted Supervisory Board's member remains in force, according to general rules. The General Meeting retains the right to dismiss a co-opted member of the Supervisory Board.
2. The Supervisory Board's members co-opt a new member by means of a written statement of all Supervisory Board's members on the appointment of a new Supervisory Board's member. The moment when the statement on the appointment is received by the appointed person is considered the moment the Supervisory Board's member is appointed.

### **Management Board**

#### **§18**

1. The Management Board consists of 2 (two) to 5 (five) members.
2. The Management Board's Members are appointed and dismissed by the Company's Supervisory Board.
3. The joint term of office of the Management Board's members shall be three years.

#### **§19**

1. The Management Board of the Company runs the Company's matters and represents it.
2. All issues related to the management of the Company's matters, not subjected to the competence of the General Meeting of Shareholders or the Supervisory Board by the provisions of the Companies' Code or these Statutes, fall within the scope of the Management Board's competences.

3. The Management Board's Regulations shall set out the detailed principles for the Management Board's operations. The Management Board's Regulations, set out subject to the provisions of these Statutes, are adopted by the Management Board.

#### **§20**

Two Management Board's members, acting together or one Management Board's member acting together with a signing clerk are required to make statements on behalf of the Company.

### **IV. FINAL PROVISIONS**

#### **§21**

The Company's Financial Year is the same as the calendar year.

#### **§22**

1. As elements of its equity, the Company founds the following capitals:
  - 1) share capital,
  - 2) retained earnings capital,
  - 3) reserve capital,
  - 4) other capitals provided for by law.
2. Reserve capitals may be created to cover specific expenses or losses, pursuant to a resolution of the General Meeting or provisions of law which impose to found them.

#### **§23**

On the terms set out in Art. 349 of the Companies' Code, the Management Board is authorized to pay the shareholders, subject to the consent of the Supervisory Board, an advance dividend provided for at the end of the Financial Year, if the Company has sufficient resources for the payment.

#### **§24**

The organization of the Company's enterprise is set out in the Organizational Regulations of the Company adopted by the Management Board and approved by the Supervisory Board of the Company.

#### **§25**

In matters not dealt with in these Statutes, the relevant provisions of the Companies' Code and of other laws in force shall apply.