

**Resolution No. 1/2026
Of Annual General Meeting
of ONDE S.A. with its registered office in Toruń
on May 14th, 2026**

regarding: the election of the Chairman of the Annual general Meeting

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń, acting pursuant to Article 409(1) of the Commercial Companies Code, elects Mr. Filip Leśniak as Chairman of the Annual General Meeting.
- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 2/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
on May 14th, 2026**

regarding: Adoption of the Agenda for the Annual General Meeting

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("**the Company**"), adopts the agenda for the Company's Annual General Meeting as follows:
 1. Opening of the Annual General Meeting.
 2. Adoption of a resolution on the election of the Chairman of the General Meeting.
 3. Confirmation of the proper convening of the General Meeting and its capacity to adopt resolutions.
 4. Adoption of a resolution on the approval of the agenda of the Annual General Meeting.
 5. Presentation by the Management Board and consideration of:
 - the Management Board's report on the operations of ONDE S.A. and the ONDE S.A. Capital Group for the 2025 fiscal year, including the ONDE S.A. Capital Group's sustainability report,
 - the individual financial statement of ONDE S.A. for the fiscal year 2025,
 - the consolidated financial statement of the ONDE S.A. Capital Group for the fiscal year 2025,including the independent statutory auditor's report on the audit and the



- independent statutory auditor's report on the attestation of the sustainability reporting.
- the development of the ONDE S.A. Capital Group,
 - the individual financial statement of ONDE S.A. for the fiscal year 2025,
 - the consolidated financial statement of the ONDE S.A. Capital Group for the fiscal year 2025,
- including the independent statutory auditor's report on the audit and the independent statutory auditor's report on the attestation of the sustainability reporting.
6. Adoption of a resolution approving the report of the Management Board of ONDE S.A. on the operations of ONDE S.A. for the 2025 fiscal year and approving the individual financial statement of ONDE S.A. for the 2025 fiscal year.
 7. Adoption of a resolution on the approval of the report of the Management Board of ONDE S.A. on the operations of the ONDE S.A. Capital Group for the fiscal year 2025 and on the consolidated financial statement of the ONDE S.A. Capital Group for the fiscal year 2025.
 8. Presentation and consideration of the report of the Supervisory Board of ONDE S.A. on its operations in the financial year 2025.
 9. Adoption of a resolution regarding the approval of the report on the activities of the Supervisory Board of ONDE S.A. for the fiscal year 2025.
 10. Adoption of a resolution regarding the allocation of the Company's net profit earned in the fiscal year 2025.
 11. Adoption of resolutions on granting approval to the Members of the Management Board for the performance of their duties in the fiscal year 2025.
 12. Adoption of resolutions on granting approval to the Members of the Supervisory Board for the performance of their duties in the fiscal year 2025.
 13. Adoption of a resolution regarding the setting of the number of Members of the Supervisory Board of ONDE S.A. for the new term.
 14. Adoption of resolutions regarding the appointment of Members of the Supervisory Board of ONDE S.A. for the new term.
 15. Adoption of a resolution regarding amendments to the Articles of Association of ONDE S.A.
 16. Adoption of a resolution regarding the adoption of the consolidated text of the Articles of Association of ONDE S.A.
 17. Adoption of a resolution regarding amendments to the Remuneration Policy for Members of the Management Board and the Supervisory Board of ONDE S.A.
 18. Adoption of a resolution regarding the adoption of the consolidated text of the Remuneration Policy for Members of the Management Board and the Supervisory Board of ONDE S.A.
 19. Any other business and open motions
 20. Closing of the General Meeting.

II. The resolution enters into force upon its adoption.



Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 3/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

regarding: approval of the report of the Management Board of ONDE S.A. on the operations of ONDE S.A. for the 2025 fiscal year and approval the individual financial statement of ONDE S.A. for the 2025 fiscal year.

- I. The Annual General Meeting of the company under the name ONDE S.A. with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395 § 2(1) of the Commercial Companies Code, Article 53(1) of the Accounting Act, and § 11(1)(1) of the Company's Articles of Association, hereby approves:
1. the Management Board's report on the operations of ONDE S.A. for the fiscal year ended December 31, 2025.
 2. the Company's separate financial statements for the fiscal year ended December 31, 2025, comprising
 - a. the introduction to the financial statements,
 - b. the balance sheet as of December 31, 2025, with total assets and liabilities amounting to 658.792.882.77 PLN (in words: six hundred fifty-eight million seven hundred ninety-two thousand eight hundred eighty-two zlotys and seventy-seven groszy),
 - c. the profit and loss statement for the period from January 1 to December 31, 2025, showing a net profit of PLN 27,703,568.92 (in words: twenty-seven million seven hundred three thousand five hundred sixty-eight zlotys and ninety-two groszy),
 - d. cash-flow statement showing a decrease in funds during the fiscal year ending December 31, 2025, by the amount of 20,304. 064.95 PLN (in words: twenty million three hundred four thousand sixty-four zlotys and ninety-five groszy).
 - e. a summary of changes in equity showing an increase in equity during the fiscal year ending December 31, 2025, in the amount of PLN 10,804,613.63 (in words: ten million eight hundred four thousand six hundred thirteen zlotys and sixty-three groszy),
 - f. additional information on the adopted accounting principles and other explanatory information.



II. The resolution shall enter into force upon its adoption.

Voting results:

- valid votes were cast from 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 4/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: approval of the report of the Management Board of ONDE S.A. on the operations of the ONDE S.A. Capital Group for the fiscal year 2025 and on the consolidated financial statement of the ONDE S.A. Capital Group for the fiscal year 2025

- I. The Ordinary General Meeting of the company operating under the name ONDE S.A. with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395 § 2(1), Article 395 § 5 of the Commercial Companies Code, Article 63c(4) and Article 63x(1) of the Accounting Act, and § 11(1)(1) of the Company's Articles of Association, hereby approves:
1. the Management Board's report on the operations of the ONDE S.A. Capital Group for the fiscal year ended December 31, 2025, including the ONDE S.A. Capital Group's sustainability report;
 2. the consolidated financial statements of the ONDE S.A. Capital Group for the fiscal year ended December 31, 2025, including:
 - a. Introduction to the consolidated financial statements,
 - b. Consolidated balance sheet of the ONDE S.A. Capital Group as of December 31, 2025, with total assets and liabilities amounting to 730,297, 582.42 PLN (in words: seven hundred thirty million two hundred ninety-seven thousand five hundred eighty-two zlotys and forty-two groszy),
 - c. the consolidated profit and loss statement of the ONDE S.A. Capital Group for the period from January 1 to December 31, 2025, showing a net profit of 18,946.340.51 PLN (in words: eighteen million nine hundred forty-six thousand three hundred forty-one and fifty-one groszy),
 - d. the consolidated cash-flow statement of the ONDE S.A. Capital Group showing a decrease in cash and cash equivalents during the fiscal year ending December 31, 2025, by the amount of PLN 15,115, 091.54 PLN (in words: fifteen million one hundred fifteen thousand ninety-one zlotys and fifty-four groszy),
 - e. summary of changes in consolidated equity showing an increase in equity during



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the fiscal year ending on December 31, 2025, by the amount of PLN 2,073,539.80 (in words: two million seventy-three thousand five hundred thirty-nine zlotys and eighty groszy),

- f. supplementary information on the adopted accounting principles and other explanatory information.

II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- A total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 5/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: approval of the report on the operations of the Supervisory Board of ONDE S.A. for the fiscal year 2025.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Principle No. 2. 11 of the corporate governance code "Best Practices of Companies Listed on the Warsaw Stock Exchange 2021," and Article 395 § 5 of the Commercial Companies Code, hereby approves the report on the operations of the Supervisory Board of ONDE S.A. for the fiscal year 2025.
- II. The resolution enters into force upon its adoption.

Wynik głosowania:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- A total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 6/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**



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Regarding: allocation of the Company's net profit earned in the fiscal year 2025.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Article 395 § 2(2) of the Commercial Companies Code, as well as pursuant to § 11(1)(2) the Company's Articles of Association, hereby resolves that the net profit earned by the Company in the fiscal year 2025 ended on December 31, 2025, in the amount of **27,703,568.92** PLN (in words: twenty-seven million seven hundred three thousand five hundred sixty-eight zlotys and ninety-two groszy) shall be distributed as follows:
 - kwotę the amount of **16,898,955.29** PLN (in words: sixteen million eight hundred ninety-eight thousand nine hundred fifty-five zlotys and twenty-nine groszy), that is, PLN 0.31 (in words: thirty-one groszy) gross per share, shall be allocated to the payment of dividends to the Company's shareholders,
 - the amount of **10,804,613.63** PLN (ten million eight hundred four thousand six hundred thirteen zlotys and sixty-three groszy) shall be allocated to the Company's reserve capital.
- II. 54,512,759 (fifty-four million five hundred twelve thousand seven hundred fifty-nine) Series A bearer shares are entitled to receive the dividend.
- III. Shareholders holding shares in the Company as of May 19, 2026 (the dividend record date) shall be entitled to receive the dividend.
- IV. The dividend shall be paid on May 22, 2026 (the dividend payment date).
- V. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 7/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: granting approval to Mr. Paweł Przybylski for the performance of duties on Management Board of the Company.

- I. The Annual General Meeting of the company operating under the name ONDE S.A. with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395(2)(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Paweł Przybylski a vote of approval for the performance of his duties as President of the Management Board during his term of office in the 2025 fiscal year, that is, from January 1 to December 31, 2025.



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II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 8/2026
of the Annual general Meeting
of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: granting approval to Mr. Paweł Średniawa for the performance of duties on Management Board of the Company.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Paweł Średniawa a vote of approval for the performance of his duties as Vice President of the Company's Management Board in the fiscal year 2025, that is, for the period from January 1 to December 31, 2025.
- II. The resolution enters into force upon its adoption.

Voting results:

- w głosowaniu oddano ważne głosy z 44 190 510 akcji, stanowiących 81,06% w kapitale zakładowym,
- valid votes were cast for 44,190,510 shares, representing 81.06% of the share capital,
- a total of 44,190,510 valid votes were cast,
- 44,190,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 9/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

w sprawie: granting approval to Mr. Marek Marzec for the performance of duties on Management Board of the Company.

- I. The Annual General Meeting of the company operating under the name ONDE S.A.,



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with its registered office in Toruń ("the Company"), acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Marek Marc a discharge from his duties as Vice President of the Company's Management Board for the fiscal year 2025, that is, for the period from January 1 to December 31, 2025.

II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 10/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: granting approval to Mr. Bartosz Sobolewski for the performance of duties on Management Board of the Company.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("the Company"), acting pursuant to Article 393(1) in conjunction with Article 395(2)(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Bartosz Sobolewski a vote of approval for the performance of his duties as Vice President of the Company's Management Board during his term of office in the 2025 fiscal year, that is, from June 2, 2025, to December 31, 2025.

II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.



Resolution No. 11/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026

Regarding: granting approval to Mr. Piotr Gutowski for the performance of duties on Management Board of the Company.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395(2)(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Piotr Gutowski a vote of approval for the performance of his duties as Vice President of the Company's Management Board during his term of office in the 2025 fiscal year, that is, from January 1 to March 31, 2025.

II. Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

Resolution No. 12/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026

Regarding: granting approval to Mr. Jacek Leczkowski, Chairman of the Supervisory Board.

- I. The Annual General Meeting of the company operating under the name ONDE S.A. with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395(2)(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Jacek Leczkowski a vote of approval for the performance of his duties as Chairman of the Company's Supervisory Board in the fiscal year 2025, that is, for the period from January 1 to December 31, 2025.



II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast representing 40,786,898 shares, constituting 74.82% of the share capital,
- a total of 40,786,898 valid votes were cast,
- 40,786,898 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 13/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On the May 14th, 2026**

Regarding: granting approval to Mr. Jacek Socha, Vice-Chairman of the Supervisory Board.

I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395(2)(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Jacek Socha a vote of approval for the performance of his duties as Vice-Chairman of the Company's Supervisory Board in the fiscal year 2025, that is, for the period from January 1 to December 31, 2025.

II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 14/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**



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Regarding: granting approval to Mrs. Agnieszka Głowacka, Member of the Supervisory Board.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395(2)(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Ms. Agnieszka Głowacka a vote of approval for the performance of her duties as a Member of the Company's Supervisory Board in the fiscal year 2025, that is, for the period from January 1 to December 31, 2025.

- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Uchwała Nr 15/2026
Zwyczajnego Walnego Zgromadzenia
ONDE Spółka Akcyjna z siedzibą w Toruniu
z dnia 14 maja 2026 r.**

Regarding: granting approval to Mr. Michał Otto, Member of the Supervisory Board.

- I. The Annual General Meeting of the company operating under the name ONDE S.A. with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395(2)(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Michał Otto vote of approval for the performance of his duties as a Member of the Company's Supervisory Board in the fiscal year 2025, that is, for the period from January 1 to December 31, 2025.

- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,



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VII Wydział Gospodarczy Krajowego Rejestru Sądowego, Kapitał zakładowy 1.090.255,18 zł, wpłacony w całości.

- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 16/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: granting approval to Mr. Mirosław Godlewski, Member of the Supervisory Board.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1) in conjunction with Article 395(2)(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Mirosław Godlewski a vote of approval for the performance of his duties as a Member of the Company's Supervisory Board in the fiscal year 2025, that is, during the period from January 1 to December 31, 2025.

- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 17/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: granting approval to Mr. Michał Hulbój, Member of the Supervisory Board.

- I. . The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Article 393(1)



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in conjunction with Article 395(2)(3) of the Commercial Companies Code and § 11(1)(3) of the Company's Articles of Association, hereby grants Mr. Michał Hulbój a vote of approval for the performance of his duties as a Member of the Supervisory Board in 2025, that is, for the period from January 1 to December 31, 2025.

II. Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 18/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: expression of opinion on the Supervisory Board's report on the remuneration of the Management Board and Supervisory Board members of ONDE S.A. for the year 2025.

- I. The Annual General Meeting of the company named ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Article 395(2)¹ of the Commercial Companies Code in conjunction with Article 90g(6) of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and on Public Companies, as well as pursuant to § 9(4) of the Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A., hereby approves the report of the Company's Supervisory Board on the remuneration of the Members of the Management Board and Supervisory Board of the Company for the year 2025.
- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.



**Resolution No. 19/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: establishing the number of Members of the Supervisory Board of ONDE S.A. for the new term.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("the Company"), acting pursuant to § 14(1) of the Rules of Procedure of the General Meeting of the Company in conjunction with § 12(1) of the Company's Articles of Association, hereby establishes the number of members of the Company's Supervisory Board for the new term of office at 6 (in words: six) Members.
- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 20/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: appointment of the Chairman of the Supervisory Board of ONDE S.A. for a new, unified, 3-year term.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("the Company"), acting pursuant to Art. 385(1) of the Commercial Companies Code in conjunction with § 12(2) of the Company's Articles of Association, hereby appoints Mr. Jacek Piotr Leczkowski, effective May 14, 2026, to serve as Chairman of the Company's Supervisory Board for a new, joint, 3-year term of the Company's Supervisory Board.
- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.



**Resolution No. 21/2026
of the Annual General Meeting
of ONDE S.A. with its registered office
On May 14th, 2026**

Regarding: appointment of the Vice-Chairman of the Supervisory Board of ONDE S.A. for a new, unified, 3-year term.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń (the "Company"), acting pursuant to Article 385(1) of the Commercial Companies Code in conjunction with § 12(2) of the Company's Articles of Association, hereby appoints Ms. Agnieszka Głowacka, effective May 14, 2026, to serve as Vice-Chair of the Company's Supervisory Board for the term of the new, joint, 3-year term of the Supervisory Board.
- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against.

**Resolution No. 22/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On may 14th, 2026**

Regarding: appointment of the Member of the Supervisory Board of ONDE S.A. for a new, unified, 3-year term.

- I. The Annual General Meeting of the company known as ONDE S.A., with its registered office in Toruń ("the Company"), acting pursuant to Article 385(1) of the Commercial Companies Code in conjunction with § 12(2) of the Company's Articles of Association, hereby appoints Mr. Michał Otto, effective May 14, 2026, to serve as a Member of the Company's Supervisory Board for the term of the new, joint, 3-year term of the Company's Supervisory Board.



- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 23/2026
Of the annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: appointment of the Member of the Supervisory Board of ONDE S.A. for a new, unified, 3-year term.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("the Company"), acting pursuant to Article 385(1) of the Commercial Companies Code in conjunction with § 12(2) of the Company's Articles of Association, hereby appoints Mr. Mirosław Godlewski, effective May 14, 2026, to serve as a Member of the Company's Supervisory Board for the term of the new, unified, 3-year term of the Company's Supervisory Board.
- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 24/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: appointment of the Member of the Supervisory Board of ONDE S.A. for a new, unified, 3-year term.



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- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("the Company"), acting pursuant to Article 385(1) of the Commercial Companies Code in conjunction with § 12(2) of the Company's Articles of Association, hereby appoints Mr. Michał Karol Hulbój, effective May 14, 2026, to serve as a Member of the Company's Supervisory Board for the term of the new, unified, 3-year term of the Company's Supervisory Board.
- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 25/2026
of the annual General Meeting
Of ONDE S.A. with its registered office in Toruń
on May 14th, 2026**

Regarding: appointment of the Member of the Supervisory Board of ONDE S.A. for a new, unified, 3-year term.

- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń (the "Company"), acting pursuant to Article 385(1) of the Commercial Companies Code in conjunction with § 12(2) of the Company's Articles of Association, hereby appoints Mr. Rafał Wojciech Markiewicz, effective May 14, 2026, to serve as a Member of the Company's Supervisory Board for the term of the new, unified, 3-year term of the Company's Supervisory Board.
- II. The resolution enters into force upon its adoption.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 26/2026
of the Annual General Meeting
of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

Regarding: establishment of remuneration for the Members of the Supervisory Board of ONDE S.A.



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- I. The Annual General Meeting of the company operating under the name ONDE S.A., with its registered office in Toruń ("the Company"), acting pursuant to Article 392(1) of the Commercial Companies Code in conjunction with § 11(1)(3) and § 16(5) of the Company's Articles of Association, in conjunction with § 5(4) of the Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A., hereby sets the monthly gross lump-sum remuneration for Members of the Company's Supervisory Board in the following amounts:
1. Chairman of the Supervisory Board – PLN 12,000.00 (in words: twelve thousand zlotys) gross per month;
 2. Vice-Chairman of the Supervisory Board – PLN 11,000.00 (in words: eleven thousand zlotys) gross per month;
 3. Member of the Supervisory Board – PLN 10,000.00 (in words: ten thousand zlotys) gross per month.
- The resolution enters into force upon its adoption.

Votin results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 27/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

regarding: amendments to the Company's Articles of Association

- I. The Annual General Meeting of the company operating under the name ONDE S.A. with its registered office in Toruń ("**the Company**"), acting pursuant to Article 430 § 1 of the Commercial Companies Code and §11(1)(5) of the Company's Articles of Association, hereby resolves as follows:

a) The current wording of § 4(1) of the Articles of Association of ONDE S.A. is amended as follows:

§4

1. The scope of the Company's business is:
 - 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 classified elsewhere,
 - 4) Works related to the construction of bridges and tunnels,



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- 5) Works related to the construction of hydraulic engineering structures,
- 6) Other specialized construction works, not classified elsewhere,
- 7) Demolition and dismantling of buildings,
- 8) Site preparation for construction,
- 9) Geological and engineering excavation and drilling,
- 10) Electrical installation work,
- 11) Maintenance and repair of motor vehicles, excluding motorcycles,
- 12) Services supporting land transport,
- 13) Retail sale of motor vehicle fuels at gas stations,
- 14) Road transport of goods,
- 15) Repair and maintenance of machinery,
- 16) Manufacture of concrete construction products,
- 17) Cutting, shaping, and finish of stone,
- 18) Wholesale of wood, construction materials, and sanitary equipment,
- 19) Non-specialized wholesale trade,
- 20) Manufacture of prefabricated concrete products,
- 21) Manufacture of metal structures and parts thereof,
- 22) Manufacture of other fabricated metal products, not elsewhere classified,
- 23) Extraction of gravel and sand; extraction of clay and kaolin,
- 24) Services related to the development of green areas,
- 25) Other cleaning services,
- 26) Architectural activities,
- 27) Engineering activities and related technical consulting,
- 28) Rental and leasing of construction machinery and equipment,
- 29) Quarrying of ornamental stone and stone for construction purposes, limestone, gypsum, chalk, and slate,
- 30) Construction of transmission pipelines and distribution networks,
- 31) Installation of water and sewage, heating, gas, and air conditioning systems,
- 32) Installation of other building systems,
- 33) Retail sales conducted by mail-order houses or via the Internet,
- 34) Other retail sales conducted outside of store chains, market stalls, and marketplaces,
- 35) Rental and leasing of cars and vans,
- 36) Rental and leasing of other motor vehicles, excluding motorcycles,
- 37) Electricity generation,
- 38) Electricity transmission,
- 39) Electricity distribution,
- 40) Electricity trading,
- 41) Purchase and sale of real estate on own account,



- 42) Rental and management of own or leased real estate,
- 43) Wholesale of metals and metal ores,
- 44) Construction work related to telecommunications and power lines.

to the following:

§4

1. The Company's business activities include:
 - 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 classified elsewhere,
 - 4) Works related to the construction of bridges and tunnels,
 - 5) Works related to the construction of hydraulic engineering structures,
 - 6) Other specialized construction works, not classified elsewhere,
 - 7) Demolition and dismantling of buildings,
 - 8) Site preparation for construction,
 - 9) Excavation and geological and engineering drilling,
 - 10) Electrical installation work,
 - 11) Mechanical repair and maintenance of motor vehicles, excluding motorcycles,
 - 12) Other support services for land transport,
 - 13) Retail sale of motor vehicle fuels,
 - 14) Road transport of goods,
 - 15) Repair and maintenance of machinery,
 - 16) Manufacture of concrete construction products,
 - 17) Manufacture of other stone products and cutting, shaping, and finish of stone
 - 18) Wholesale of wood, construction materials, and sanitary equipment,
 - 19) Non-specialized wholesale trade,
 - 20) Manufacture of prefabricated concrete products,
 - 21) Manufacture of metal structures and parts thereof,
 - 22) Manufacture of other fabricated metal products, not elsewhere classified,
 - 23) Extraction of gravel, sand, clay, and kaolin,
 - 24) Services related to the development of green areas,
 - 25) Other cleaning activities not classified elsewhere,
 - 26) Architectural activities,
 - 27) Other engineering activities and related technical consulting,
 - 28) Rental and leasing of construction machinery and equipment,
 - 29) Quarrying of ornamental stone, limestone, gypsum, slate, and other stones and rocks,



- 30) Construction work related to transmission pipelines and distribution networks,
- 31) Installation of water supply, sewerage, heating, and air conditioning systems,
- 32) Installation of other building systems,
- 33) Rental and leasing of cars and light motor vehicles, including motorcycles,
- 34) Rental and leasing of trucks,
- 35) Wind power,
- 36) Solar power,
- 37) Electricity generation from other renewable sources,
- 38) Electricity storage,
- 39) Electricity transmission,
- 40) Electricity distribution,
- 41) Electricity trading,
- 42) Purchase and sale of real estate on own account,
- 43) Rental and management of owned or leased real estate,
- 44) Wholesale of metals and metal ores,
- 45) Works related to the construction of telecommunications and power lines.

I. The amendment to the Articles of Association shall enter into force upon the date of its registration by the District Court in Toruń, 7th Commercial Division of the National Court Register.

II. The resolution enters into force upon its adoption, subject to point II above.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 28/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

regarding: the adoption of the consolidated text of the Company's Articles of Association

I. The Annual General Meeting of the company operating under the name ONDE S.A. with its registered office in Toruń ("**the Company**"), acting pursuant to Article 430(1) of the Commercial Companies Code and §11(1)(5) of the Company's Articles of Association, hereby adopts the consolidated text of the Company's Articles of Association, constituting



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an appendix to this resolution.

- II. The amendment to the Articles of Association shall enter into force upon the date of its registration by the District Court in Toruń, 7th Commercial Division of the National Court Register.
- III. The resolution shall enter into force upon its adoption, without prejudice to the necessity of registration by the District Court in Toruń, 7th Commercial Division of the National Court Register, of the amendments to the Company's Articles of Association resulting from Resolution No. 27/2026 of the Company's Annual General Meeting of May 14, 2026.

Appendix to Resolution No.28/2026

Articles of Association

ONDE S.A.

I. GENERAL PROVISIONS

§1

The Company operates under the name: ONDE

- 1.The Company operates under the name: ONDE Spółka Akcyjna
- 2.The Company may use an abbreviated name permitted by law: ONDE S.A.

§2

1. The Company's registered office is in the city of Toruń.
2. Company operates within the territory of the Republic of Poland and abroad.
3. The Company may establish, both domestically and abroad, branches, plants, subsidiaries, representative offices, and other organizational units, and may participate in other companies and business organizations.

§3

The duration of the Company is indefinite.

II. SUBJECT OF THE COMPANY'S BUSINESS

§4

1. The scope of the Company's business is:

- 1) Works related to the construction of roads and highways,



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- 2) Works related to the construction of railways and underground railways,
- 3) Works related to the construction of other civil engineering structures, not classified elsewhere,
- 4) Work related to the construction of bridges and tunnels,
- 5) Work related to the construction of hydraulic engineering structures,
- 6) Other specialized construction work, not classified elsewhere,
- 7) Demolition and dismantling of buildings,
- 8) Site preparation for construction,
- 9) Excavation and geological and engineering drilling,
- 10) Electrical installation work,
- 11) Repair and maintenance of motor vehicles, excluding motorcycles,
- 12) Other support services for land transport,
- 13) Retail sale of motor vehicle fuels,
- 14) Road transportation of goods,
- 15) Repair and maintenance of machinery,
- 16) Manufacture of concrete construction products,
- 17) Manufacture of other stone products and cutting, shaping, and finish of stone
- 18) Wholesale of wood, construction materials, and sanitary equipment,
- 19) Non-specialized wholesale trade,
- 20) Manufacture of prefabricated concrete products,
- 21) Manufacture of metal structures and parts thereof,
- 22) Manufacture of other fabricated metal products, not elsewhere classified,
- 23) Extraction of gravel, sand, clay, and kaolin,
- 24) Services related to the development of green areas,
- 25) Other cleaning activities not classified elsewhere,
- 26) Architectural activities,
- 27) Other engineering activities and related technical consulting,
- 28) Rental and leasing of construction machinery and equipment,



- 29) Quarrying of ornamental stone, limestone, gypsum, slate, and other stone and rock,
- 30) Construction of transmission pipelines and distribution networks,
- 31) Installation of water supply, sewerage, heating, and air conditioning systems,
- 32) Installation of other building systems,
- 33) Rental and leasing of passenger cars and light motor vehicles, including motorcycles,
- 34) Rental and leasing of trucks,
- 35) Wind power,
- 36) Solar power,
- 37) Electricity generation from other renewable sources,
- 38) Electricity storage,
- 39) Electricity transmission,
- 40) Electricity distribution,
- 41) Electricity trading,
- 42) Purchase and sale of real estate on own account,
- 43) Rental and management of owned or leased real estate,
- 44) Wholesale of metals and metal ores,
- 45) Works related to the construction of telecommunications and power lines.

2. If the commencement or conduct of business activities within the scope of the Company's business defined above requires obtaining the appropriate permit or license, such activities may be commenced or conducted after obtaining such permit or license.

3. Resolutions regarding a significant change in the subject of the Company's business do not require the redemption of shares pursuant to Article 417(4) of the Commercial Companies Code, provided they are adopted by a two-thirds majority of votes in the presence of persons representing at least half of the share capital.

§5

1. The Company's share capital amounts to PLN 1,090,255.18 (one million ninety thousand two hundred fifty-five zlotys eighteen groszy) and is divided into 54,512,759 (fifty-four million five hundred twelve thousand seven hundred fifty-nine) Series A ordinary bearer shares, with a nominal value of PLN 0.02 (two groszy) each, designated by the code PLONDE000018.



2. The Company's share capital was fully paid up prior to the Company's registration.
3. The Company may issue convertible bonds, bonds with preemptive rights, and subscription warrants.

§6

1. The Company's shares may be registered or bearer shares.
2. All registered shares of the Company shall be converted into bearer shares upon dematerialization in accordance with the provisions of the Act of July 29, 2005, on Trading in Financial Instruments.
3. The conversion of registered shares into bearer shares, or vice versa, may be made at the request of a shareholder. As long as the Company's shares are subject to dematerialization in accordance with the provisions of the Act of July 29, 2005, on Trading in Financial Instruments and are listed on a regulated market, the conversion of bearer shares into registered shares is impermissible.

§7

The shares may be redeemed with the consent of the shareholder through a resolution of the General Meeting.

III. THE COMPANY'S BODIES

§8

The Company's bodies are:

1. The General Meeting,
2. The Supervisory Board,
3. The Management Board.

§9

1. The General Meeting shall convene as an annual or extraordinary meeting.
2. An Annual General Meeting convened by the Management Board shall be held within six months after the end of each fiscal year.
3. An Extraordinary General Meeting is convened by the Company's Management Board on its own initiative, upon a written motion of the Supervisory Board, or at the request of a shareholder or shareholders representing at least one-twentieth of the share capital.
4. An Extraordinary General Meeting convened at the request of a shareholder or shareholders representing at least one-twentieth of the share capital shall be held within two weeks of the date on which the request is submitted to the Company's Management Board.
5. Shareholders representing at least half of the Company's share capital or at least half of the total votes in the Company may convene an Extraordinary General Meeting upon notifying the Company's Management Board no later than 30 days prior to the planned date of the Extraordinary General Meeting. The Company's Management Board is required to announce the convening of an Extraordinary General Meeting by the shareholder referred to above in the manner prescribed by the provisions of the Commercial Companies Code and in accordance with the provisions of the Articles of Association.



§10

1. Resolutions of the General Meeting regarding amendments to the Articles of Association, as well as the sale or lease of the enterprise or its organised part, and the establishment of a limited property right thereon, require the presence of shareholders representing at least half of the Company's share capital.
2. Resolutions of the General Meeting are adopted by a simple majority of votes, unless the provisions of the Commercial Code or the Articles of Association provide otherwise.

§11

1. The competences of the General Meeting include:
 - 1) reviewing and approving the Management Board's report on the Company's operations and the financial statements for the previous fiscal year,
 - 2) adopting a resolution on the distribution of profits or coverage of losses,
 - 3) granting approval to the members of the Company's bodies for the performance of their duties, adopting the regulations of the Supervisory Board, and establishing the rules for the remuneration of Supervisory Board members,
 - 4) increasing or decreasing the share capital,
 - 5) amending the Company's Articles of Association,
 - 6) merging the Company with another commercial entity,
 - 7) dissolving and liquidating the Company,
 - 8) issuing convertible bonds, pre-emptive bonds, or subscription warrants,
 - 9) selling or leasing the enterprise or an organized part thereof, and establishing a limited property right thereon,
 - 10) consideration of matters submitted by the Supervisory Board, the Management Board, or the Company's shareholders,
 - 11) decision-making on other matters which, in accordance with the provisions of the Commercial Companies Code or the wording of the Articles of Association, fall within the competence of the General Meeting.
2. The acquisition or disposure of real property, perpetual usufruct, or a share in real property or a right of perpetual usufruct does not require a resolution of the General Meeting.

Supervisory Board

§12

1. The Supervisory Board consists of 5 to 7 members, including the Chairman and Vice Chairman of the Supervisory Board.
2. Members of the Supervisory Board are appointed by the General Meeting for a joint three-year term. The General Meeting appoints the Chairman and Vice-Chairman of the Supervisory Board.
3. The competences of the Supervisory Board include:
 - 1) approving the Company's long-term strategic plans,
 - 2) approving the Company's annual operational and financial plans,
 - 3) approving the Company's investment plans,
 - 4) granting consent for the acquisition, disposure, and encumbrance of real estate, perpetual usufruct rights, or shares in real estate or perpetual usufruct rights,
 - 5) granting consent for the establishment and dissolution of branches and subsidiaries,
 - 6) granting consent for the Company to issue guarantees, financial sureties, promissory notes, and incur other off-balance-sheet liabilities with a unit value exceeding EUR 2,000,000.00 (in words: two million euros), with the exception of:



guarantees issued at the Company's request by financial institutions in connection with the normal conduct of business,

7) granting consent to capital investments exceeding the equivalent of EUR 100,000.00 (in words: one hundred thousand euros), excluding capital deposits, treasury bills, and government bonds issued in Poland or in countries where the Company operates,

8) granting consent to the acquisition, disposal, or encumbrance of shares in other entities,

9) determining the voting policy of the Company's representatives in the bodies of subsidiaries and associates regarding the appointment and dismissal of members of the bodies of subsidiaries and associates, the dissolution or liquidation of such companies, changes to the scope of business, and the division or merger of subsidiaries and associates,

10) granting consent to undertake any activities not related to the Company's business scope and extraordinary activities with a value exceeding the equivalent of EUR 100,000.00 (in words: one hundred thousand euros),

11) granting consent for investments exceeding the equivalent of EUR 100,000.00 (in words: one hundred thousand euros), unless such investments are included in an investment plan approved by the Supervisory Board,

12) granting consent to enter into lease, tenancy, and license agreements with a term exceeding 48 months, concluded outside the ordinary course of business and not provided for in the budget,

13) granting consent to submit bids and enter into construction contracts with a net value exceeding the equivalent of EUR 30,000,000.00 (in words: thirty million euros); in the case of joint bids, the net bid amount shall be decisive, not the Company's share in the bid,

14) granting consent for the Company to exercise a right or incur a liability as part of one or more related legal transactions with the same entity, with a total value during the fiscal year exceeding EUR 5,000,000.00 (in words: five million euros),

15) granting consent to the employment of an employee with an annual salary exceeding the equivalent of EUR 150,000.00 (in words: one hundred fifty thousand euros),

16) granting consent for members of the Company's Management Board to serve on the management boards or supervisory boards of companies outside the Company's capital group, and in the cases specified in Article 380(1) of the Commercial Companies Code,

17) selecting and changing the audit firm conducting the audit of the Company's financial statements and the attestation of sustainability reporting

18) other matters reserved for the Supervisory Board's competence by law, the provisions of the Articles of Association, referred at the request of the Management Board, or delegated by a resolution of the General Meeting. "Equivalent" means the equivalent in euros of an amount expressed in another currency, calculated in accordance with the average exchange rates announced by the National Bank of Poland on the day immediately preceding the day on which the Management Board submitted a request to the Supervisory Board for consent to enter into the transaction, and in the absence of such a request, the day on which the transaction was entered into.

§13

1. As long as the Company's shares are admitted to trading on a regulated market, at least two members of the Supervisory Board should meet the criteria for independence from the Company and entities having a material connection with the Company, as set forth in the corporate governance rules adopted by the



Supervisory Board of the Warsaw Stock Exchange S.A., applicable on the regulated market within the territory of the Republic of Poland on which the Company's shares are listed.

2. Failure by any member of the Supervisory Board to meet the independence criteria referred to in paragraph 1 above, or the loss of the status of an independent member of the Supervisory Board during the term of office, shall not result in the expiration of their term of office and shall not affect the Supervisory Board's ability to exercise the powers provided for in the Commercial Companies Code and in these Articles of Association.

§14

1. From the moment the Company's General Meeting adopts a resolution regarding the application for admission of the Company's shares to trading on a regulated market, and for as long as the Company is a public interest entity within the meaning of the Act of May 11, 2017, on Statutory Auditors, Audit Firms, and Public Oversight, at least two members of the Supervisory Board shall be independent members and shall meet the independence criteria set forth in Article 129(3) of the aforementioned Act ("Independent Members of the Supervisory Board").

2. Failure by any member of the Supervisory Board to meet the independence criteria referred to in paragraph 1 above, or the loss of the status of Independent Member of the Supervisory Board during the term of office, shall not result in the termination of their term of office and shall not affect the Supervisory Board's ability to exercise the powers provided for in the Commercial Companies Code and in these Articles of Association.

3. If the Management Board receives a statement from an Independent Member of the Supervisory Board that he or she no longer meets the independence criteria set forth in paragraph 1 above, or obtains such information from another source, the Management Board shall, within two weeks of receiving the statement or obtaining the information, convene a General Meeting to appoint a new Independent Member of the Supervisory Board.

§15

1. From the moment the Company's General Meeting adopts a resolution regarding the application for admission of the Company's shares to trading on a regulated market and for as long as the Company is a public interest entity within the meaning of the provisions of the Act of May 11, 2017, on Certified Public Accountants, Audit Firms, and Public Oversight, the Company shall have an audit committee appointed by the Supervisory Board, composed in accordance with the provisions of said Act. The audit committee shall consist of at least three members. A majority of the audit committee members shall meet the independence criteria referred to in §14 of the Articles of Association.

2. The tasks of the audit committee shall include, in particular:

- 1) monitoring the financial reporting process and sustainability reporting,
- 2) monitoring the effectiveness of internal control systems, risk management systems, and internal audit, including in the areas of financial reporting and sustainability reporting
- 3) monitoring the performance of financial audit activities, in particular the audit firm's examination of financial statements or attestation of sustainability reporting,
- 4) control and monitoring the independence of the certified public accountant and the audit firm, particularly in cases where the audit firm provides services to the Company other than the audit or attestation of sustainability reporting,
- 5) informing the Company's supervisory board of the results of the audit of financial statements or the attestation of sustainability reporting, and explaining how such audit or attestation contributed to the reliability of financial reporting at the Company, as well as the role of the audit committee in the audit or attestation process,



- 6) assessing the independence of the independent statutory auditor and approving the provision by the auditor of permitted non-audit services to the Company,
- 7) developing a policy for selecting an audit firm to audit financial statements and a policy for selecting an audit firm to perform attestations of sustainability reporting,
- 8) developing policies regarding the provision of permitted non-audit or non-attestation services by the audit firm conducting the audit of financial statements or the attestation of sustainability reporting, by entities affiliated with that audit firm, and by a member of the audit firm's network,
- 9) determining the procedure for the Company's selection of an audit firm,
- 10) presenting to the supervisory board, in accordance with the policies developed by the audit committee, as a result of the selection procedure conducted in accordance with the provisions of the Act of May 11, 2017, on Certified Public Accountants, Audit Firms, and Public Oversight,
- 11) submitting recommendations aimed at ensuring the reliability of the financial reporting or sustainability reporting process within the Company.³ The Supervisory Board may also appoint other committees, in particular a nomination and remuneration committee. The specific tasks and rules governing the appointment and operation of individual committees, including the audit committee, shall be determined by the Supervisory Board.

§16

1. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast in the presence of at least half of the members of the Supervisory Board, unless the provisions of the Commercial Companies Code or the Articles of Association provide otherwise. In the event of a tie, the Chairperson shall have the casting vote.

2. Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board on his own initiative or at the motion of the Management Board or a member of the Supervisory Board within two weeks of the submission of the motion or, in situations requiring a prompt decision, within three days of the submission of the motion.

The request must include the proposed agenda. Meetings of the Supervisory Board should be convened as needed, but no less frequently than once per quarter of the fiscal year.

3. Members of the Supervisory Board may participate in the adoption of Supervisory Board resolutions by casting their vote in writing through another member of the Supervisory Board. Voting in writing may not apply to matters added to the agenda during a Supervisory Board meeting.

4. Resolutions of the Supervisory Board may be adopted in writing or using means of direct remote communication. A resolution is valid when all members of the Supervisory Board have been notified of the content of the draft resolution and at least half of the members of the Supervisory Board have participated in the adoption of the resolution.

5. Members of the Supervisory Board are entitled to remuneration determined by a resolution of the General Meeting.

§17

1. If, as a result of the expiration of the terms of office of some members of the Supervisory Board (for reasons other than dismissal), the number of members of the Supervisory Board for a given term falls below the number of members specified in accordance with the relevant provisions of the Articles of Association, including below the statutory minimum, the remaining members of the Supervisory Board, numbering at least two, may appoint a new member of the Supervisory Board by co-optation. The Supervisory Board, with its composition supplemented by co-



optation, shall immediately convene a General Meeting to approve the co-opted member or to elect his or her successor. If the General Meeting fails to approve the co-opted member of the Supervisory Board or to elect his or her successor within thirty days from the date of convening the General Meeting, the term of office of the co-opted member of the Supervisory Board shall proceed in accordance with general rules. The General Meeting retains the right to dismiss the co-opted member of the Supervisory Board.

2. Members of the Supervisory Board shall co-opt a new member by means of a written statement from all members of the Supervisory Board regarding the appointment of the new member. The moment of appointment of a member of the Supervisory Board shall be deemed to be the moment the statement of appointment is received by the person appointed.

Management Board

§18

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

§19

1. The Company's Management Board manages the Company's affairs and represents it externally.
2. All matters related to the management of the Company's affairs not reserved by the provisions of the Commercial Companies Code or these Articles of Association for the competence of the General Meeting or the Supervisory Board fall within the scope of the Management Board's activities.
3. The Management Board's Regulations shall set forth the detailed rules of operation of the Management Board. The Management Board's Regulations, established subject to the provisions of these Articles of Association, shall be adopted by the Management Board.

§20

Two members of the Management Board acting jointly, or one member of the Management Board acting jointly with a proxy, are authorized to make declarations of will on behalf of the Company.

IV. FINAL PROVISIONS

§21

The Company's fiscal year coincides with the calendar year.



§22

1. Within its equity, the Company establishes the following funds:

- 1) share capital,
- 2) supplementary capital,
- 3) reserve capital,
- 4) other funds specified by law.

2. Reserve funds may be established to cover specific expenses or losses, pursuant to a resolution of the General Meeting or legal provisions requiring their establishment.

§23

Pursuant to the provisions of Article 349 of the Commercial Companies Code, the Management Board is authorized to pay shareholders, with the consent of the Supervisory Board, an advanced payment toward the dividend anticipated at the end of the fiscal year, provided the Company has sufficient funds for such payment.

§24

The organizational structure of the Company is defined by the Company's organizational regulations adopted by the Management Board and approved by the Company's Supervisory Board.

§25

In matters not covered by the Articles of Association, the relevant provisions of the Commercial Companies Code and other applicable laws shall apply.

Voting results:

- valid votes were cast for 44,317,510 shares, representing 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**ResolutionNo. 29/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

regarding: amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A.



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VII Wydział Gospodarczy Krajowego Rejestru Sądowego, Kapitał zakładowy 1.090.255,18 zł, wpłacony w całości.

I. The Annual General Meeting of the company named ONDE S.A., with its registered office in Toruń ("**the Company**"), acting pursuant to Article 90e(4) of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies, hereby adopts what follows:

a) the current wording of § 1(2) is amended as follows:

1. Whenever this Remuneration Policy refers to:

a) **the Act** – this shall be understood to mean the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System, and on Public Companies (Journal of Laws of 2019, position 2217, as amended).

b) **General Meeting** – this shall be understood to mean the Company's General Meeting.

c) **Management Board** – this shall be understood to mean the Company's Management Board.

d) **Supervisory Board** – this shall be understood to mean the Company's Supervisory Board.

e) **Annual General Meeting** – this shall be understood to mean the General Meeting whose purpose is to review and approve the Management Board's report on the Company's operations and the financial statements for the previous fiscal year, to adopt resolutions regarding the distribution of profits or the coverage of losses, and to grant discharge to the members of the governing bodies for the performance of their duties.

f) **Articles of Association** – this refers to the Company's Articles of Association.

g) **Covered Person** – this refers to a given member of the Management Board or a given member of the Supervisory Board.

h) **Legal Basis of Employment** – this refers to an employment contract, a management contract, a mandate agreement, a resolution on appointment, or any other legal relationship of a similar nature between the Company and a member of the Management Board.

i) **Capital Group** – this shall be understood to mean the group of companies in which the Company is the parent company.

j) **Report** – this shall be understood to mean the remuneration report prepared by the Supervisory Board, referred to in Article 90g(1) of the Act.

k) **Financial Statements** – this shall be understood to mean the financial statements within the meaning of the Act of September 29, 1994, on Accounting (Journal of Laws of 2019, position 1680, as amended), approved by the Annual General Meeting.

as follows:

2. Whenever this Remuneration Policy refers to:

a) the Act – this shall be understood to mean the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies.

b) General Meeting – this shall be understood to mean the Company's General Meeting.



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VII Wydział Gospodarczy Krajowego Rejestru Sądowego, Kapitał zakładowy 1.090.255,18 zł, wpłacony w całości.

- c) Management Board – this shall be understood to mean the Company’s Management Board.
- d) Supervisory Board – this shall be understood to mean the Company’s Supervisory Board.
- e) Ordinary General Meeting – this shall be understood to mean the General Meeting whose purpose is to review and approve the Management Board’s report on the Company’s operations and the financial statements for the previous fiscal year, to adopt resolutions regarding the distribution of profits or the coverage of losses, and to grant approval to the members of the governing bodies for the performance of their duties.
- f) Articles of Incorporation – this refers to the Company’s Articles of Association.
- g) Person Covered by the Policy – this refers to a given member of the Management Board or a given member of the Supervisory Board.
- h) Legal Basis of Employment – this refers to an employment contract, a management contract, a mandate agreement, a resolution on appointment, or any other legal relationship of a similar nature between the Company and a member of the Management Board.
- i) Capital Group – this shall be understood to mean the group of companies in which the Company is the parent company.
- j) Report – this shall be understood to mean the remuneration report prepared by the Supervisory Board, referred to in Article 90g(1) of the Act.
- k) Financial Statements – this shall be understood to mean the financial statements within the meaning of the Accounting Act of September 29, 1994, approved by the Annual General Meeting.

b) The current wording of § 4(15) of the Remuneration Policy for Members of the Management Board and the Supervisory Board of ONDE S.A. is amended as follows:

§4

15. Wynagrodzenie Stałe powinno stanowić taką część łącznego wynagrodzenia członków Zarządu, aby było możliwe prowadzenie elastycznej polityki dotyczącej Wynagrodzenia Zmiennego uzależnionego od wyników Spółki lub Osoby Objętej Polityką Wynagrodzeń, w tym zmniejszenie wysokości tych składników lub ich niewypłacenie. Wynagrodzenie Zmienne członka Zarządu za dany rok obrotowy nie może przekraczać sześciokrotności Wynagrodzenia Stałego przysługującego temu członkowi Zarządu za ten sam rok obrotowy.

na następujące:

§4

15. Fixed Remuneration should constitute such a portion of the total remuneration of Management Board members as to allow for the implementation of a flexible policy regarding Variable Remuneration dependent on the results of the Company or the Person Covered by the Remuneration Policy, including a reduction in the amount of



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these components or their non-payment. The Variable Remuneration of a Management Board member for a given fiscal year may not exceed six times the Fixed Remuneration to which that Management Board member is entitled for the same fiscal year.

as follows:

§4

15. Fixed Remuneration should constitute such a portion of the total remuneration of Management Board members as to allow for the implementation of a flexible policy regarding Variable Remuneration dependent on the results of the Company or the Person Covered by the Remuneration Policy, including a reduction in the amount of such components or their non-payment. The Variable Remuneration of a Management Board member for a given fiscal year may not exceed twice the Fixed Remuneration to which that Management Board member is entitled for the same fiscal year.

II. The resolution shall enter into force upon adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

**Resolution No. 30/2026
Of the Annual General Meeting
Of ONDE S.A. with its registered office in Toruń
On May 14th, 2026**

regarding: adoption of the Consolidated Text of the Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A.

- I. The Annual General Meeting of the company operating under the name ONDE S.A. with its registered office in Toruń ("the Company"), acting pursuant to Article 90d(1) of the Act of July 29, 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies, hereby adopts the consolidated text of the Remuneration Policy for Members of the Management Board and Supervisory Board of ONDE S.A., constituting an appendix to the resolution.



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II. The resolution enters into force upon its adoption

Appendix to the Resolution No. 30/2026

**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) The Act – this shall be understood to mean the Act of July 29, 2005, on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies.
 - b) General Meeting – this shall be understood to mean the General Meeting of the Company.
 - c) Management Board – this shall be understood to mean the Management Board of the Company.
 - d) Supervisory Board – this shall be understood to mean the Supervisory Board of the Company.
 - e) Annual General Meeting – this shall be understood to mean the General Meeting whose purpose is to review and approve the Management Board's report on the Company's operations and the financial statements for the previous fiscal year, to adopt resolutions regarding the distribution of profits or the coverage of losses, and to grant approval to the members of the governing bodies for the performance of their duties.
 - f) Articles of Association - this refers to the Company's Articles of Association.
 - g) Person Covered by the Policy - this refers to a given member of the Management Board or a given member of the Supervisory Board.
 - h) Legal Basis of Employment – this refers to an employment contract, a management contract, a mandate agreement, a resolution on appointment, or any other legal relationship of a similar nature between the Company and a member of the Management Board.
 - i) Capital Group – this shall be understood to mean the group of companies in which the Company is the parent company.
 - j) Report – this shall be understood to mean the remuneration report prepared by the Supervisory Board, referred to in Article 90g(1) of the Act.
 - k) Financial Statements – this shall be understood to mean the financial statements within the meaning of the Accounting Act of September 29, 1994, approved by the



Annual General Meeting.

3. The Remuneration Policy governs the rules for remunerating a Person Covered by the Policy.
4. The Company pays remuneration to a Person Covered by the Policy exclusively in accordance with the rules described in the Remuneration Policy.
5. The Company makes the Remuneration Policy available in accordance with the provisions of the Act, but for no longer than the term of the Remuneration Policy.
6. The Remuneration Policy, to the extent regulated therein, shall take precedence over other documents governing the rules for remunerating Policy-Covered Persons that are in effect at the Company.
7. Without prejudice to the Remuneration Policy, the Policy-Covered Person is also bound by the provisions of relevant agreements and other documents governing remuneration rules in effect at the Company.
8. The Remuneration Policy contributes to the implementation of the Capital Group's development strategy, which sets the directions of business operations, including the directions of the Company's business operations, its long-term interests, and aspects of stability ("Strategy"). Based on the Strategy, market, performance, or loyalty targets ("Targets") are set, the achievement of which is closely linked to the level of remuneration of Persons Covered by the Remuneration Policy.
9. The rules for the remuneration of a Person Covered by the Policy, as provided for in the Remuneration Policy, contribute to the implementation of the Strategy and Targets by ensuring:
 - a) the full commitment of the Person Covered by the Policy to performing their functions in the Company,
 - b) motivating the Person Covered by the Policy to implement the Strategy and Targets,
 - c) the Policy-Covered Person's lasting commitment to the Company,
 - d) the amount of the Policy-Covered Person's remuneration, which is appropriate to the financial and business results of the Capital Group, including the Company,
 - e) conduct that excludes the Policy Covered Person from taking excessive risks while performing their duties.
10. When determining the Policy Covered Person's remuneration, objective criteria are taken into account, including:
 - a) the scope of responsibility in a given position, as well as the Policy Covered Person's qualifications and experience,
 - b) exceptional achievements of the Policy-Covered Person, which, in the Supervisory Board's assessment, contributed to the faster and more effective implementation of the Strategy and Objectives,
 - c) market standards regarding the remuneration structure for a given position or group of positions.
11. The Remuneration Policy takes into account the working and pay conditions of the Company's employees other than the Policy-Covered Person by ensuring that



the remuneration terms of the Policy-Covered Person are justified by the scope of responsibility associated with that person's role in the Company. In particular, the Remuneration Policy ensures that the amount of variable remuneration is determined by taking into account the increased risk associated with performing functions within the Company and the consequences for the Company and the Policy-Covered Person that may result from the materialization of such risk.

12. To avoid conflicts of interest related to the Remuneration Policy, the competences related to the adoption, application, and review of the Remuneration Policy are distributed among the Company's various bodies. A Policy-Covered Person is required to notify the Company of any existing conflict between their interests and those of the Company, or of the possibility of such a conflict arising. A Person Covered by the Policy should refrain from participating in discussions and from voting on a resolution regarding a matter related to the Remuneration Policy in connection with 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 a benefit or avoid a loss regarding their remuneration as a result of a loss incurred by the Company or the Capital Group, or
 - b) the financial interest of a Person Covered by the Policy, expressed in the amount of remuneration or the conditions for its award, conflicts with the interest of the Company or the Capital Group.

§2

Rules of Adoption and Application of the Remuneration Policy

1. The Remuneration Policy is adopted by the General Meeting at least once every four years.
2. In the event of an amendment to the Remuneration Policy, the new version of the Remuneration Policy shall include a description of the significant changes made to the Remuneration Policy and a description of how the content of the resolution providing an opinion on the Report has been incorporated into it.
3. A significant amendment to the Remuneration Policy requires a resolution of the General Meeting. Any change concerning the following shall be considered a significant change to the Remuneration Policy:
 - a) the indication of the relative proportions of fixed and variable components of the remuneration of Persons Covered by the Policy,
 - b) the grounds and procedure for a temporary deviation from the Remuneration Policy, including the elements for which a deviation from the Remuneration Policy may be applied,
 - c) an amendment to § 2(3) of the Remuneration Policy
4. An amendment to the Remuneration Policy that does not constitute a significant amendment to the Remuneration Policy requires a resolution of the Management Board. A resolution of the Management Board may be adopted only after the Supervisory Board has issued a positive opinion on the proposed amendments to the Remuneration Policy.



5. In the event that the General Meeting has authorized the Supervisory Board to specify the elements of the Remuneration Policy pursuant to the provisions of the Act, amendments to these elements shall be made by the Supervisory Board; otherwise, the authority to amend these elements is reserved for the General Meeting.
6. The Management Board:
 - a) is responsible for developing, updating, and implementing the Remuneration Policy and related documents,
 - b) amends the Remuneration Policy to the extent that such amendments do not constitute a significant change to the Remuneration Policy,
 - c) provides the Supervisory Board with the information necessary to verify the Remuneration Policy and its application, in particular regarding the data covered by the Report, within a timeframe that allows for the preparation of the Report in accordance with the principles described in §9 of the Remuneration Policy.
7. The duties of the Supervisory Board regarding the establishment and implementation of the Remuneration Policy include:
 - a) presenting recommendations to the Management Board regarding the effectiveness of the provisions of the Remuneration Policy and any potential changes thereto,
 - b) promptly developing elements of the Remuneration Policy, within the limits of the authorization granted by the General Meeting,
 - c) presenting to the Management Board opinions on proposed amendments to the Remuneration Policy that do not constitute a significant change to the Remuneration Policy.

§3

Review of the Remuneration Policy

1. The Supervisory Board is responsible for reviewing the Remuneration Policy and its implementation; at least once a year, it conducts a comprehensive review of the Policy and assesses its performance in terms of achieving its objectives and provisions. Following the review of the Remuneration Policy, the Supervisory Board shall provide the Management Board with any recommendations regarding 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 verification referred to in paragraph 1 above also covers the completeness of the content of the Report prepared by the Supervisory Board, in particular with regard to the mandatory elements specified by the Act.



§4

Remuneration of a Member of the Management Board

1. The remuneration of a Member of the Management Board consists of a fixed component, comprising the base salary ("Fixed Remuneration"). The amount of the Fixed Remuneration is determined individually for each member of the Management Board 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 the Management Board member's responsibility.
2. Regardless of the Fixed Remuneration, a member of the Management Board may be entitled to variable remuneration, the award and amount of which are not guaranteed ("Variable Remuneration"). The amount of the Variable Remuneration depends on the fulfillment of conditions regarding the achievement of financial or non-financial criteria.
3. Variable Remuneration is awarded individually to a given member of the Management Board.
4. The Supervisory Board determines the amount and rules for awarding remuneration to members of the Management Board by defining the following elements of the Remuneration Policy:
 - a) a description of the components of Fixed Remuneration and Variable Remuneration, as well as bonuses and other monetary and non-monetary benefits that may be awarded to members of the Management Board ("Description"),
 - b) clear, comprehensive, and differentiated criteria regarding financial and non-financial performance for the granting of Variable Remuneration ("Criteria"),
 - c) deferral periods for the payment of Variable Remuneration,
 - d) rules governing the Company's right to demand the return of Variable Remuneration, and
 - e) rules regarding the granting of variable remuneration to members of the Management Board in the form of the Company's financial instruments, including the periods during which the right to receive remuneration in this form is acquired, and the rules for the disposal of these financial instruments by members of the Management Board.
5. The Criteria shall include, in particular, the achievement of the Targets.
6. The Criteria should be established in a manner that ensures a balance between incentives for the Policy Holder to achieve individual results and the achievement of the Targets and Strategy, with particular regard to the interests of the Capital Group, including the Company.
7. The Description may provide that benefits granted to a member of the Management Board as part of Variable Remuneration are monetary and non-monetary in nature.
8. The Description defines the components of Variable Remuneration in a balanced manner and in line with the Company's financial situation, capital resources, and liquidity ratios.
9. If the granting of Variable Remuneration requires the fulfillment of predefined Criteria, the Supervisory Board, acting upon a motion by the President of the



Management Board or another authorized person, shall adopt a resolution confirming the Management Board member's entitlement to Variable Remuneration and the amount thereof. Variable Remuneration, the award or amount of which is at the discretion of the Supervisory Board, shall be determined and settled in each case on the basis of a resolution of the Supervisory Board.

10. Variable Remuneration, to the extent provided for in the terms and conditions of the Variable Remuneration, may be granted in connection with the performance of specific tasks during the assessment period used to evaluate a member of the Management Board's fulfillment of the Criteria ("**Assessment Period**"). In such a case, verification of the fulfillment of the Criteria and determination of the amount of Variable Remuneration for a given Assessment Period shall take place no earlier than after the end of the Assessment Period.
11. Verification of compliance with financial Criteria is based on data from the Financial Statements of the Company, the Capital Group, or the companies over which the relevant member of the Management Board exercises supervision.
12. Verification of compliance with non-financial Criteria involves obtaining data confirming compliance with standards and objective measures of the completion of a specific task, allowing for an assessment of the effectiveness of the actions taken by the Management Board member in meeting such Criteria.
13. Variable Remuneration may also be granted in the form of financial instruments or derivative financial instruments under the incentive program in effect at the Company ("**Incentive Program**").
14. The Supervisory Board shall determine the periods for which the right to receive Variable Remuneration in the form of financial instruments or derivative financial instruments under the Incentive Program is acquired, as well as the rules for the subsequent disposal of such instruments by members of the Management Board, provided that:
 - a) The Incentive Program or its regulations should clearly specify the detailed terms and conditions of the Incentive Program,
 - b) The Incentive Program should be structured in such a way as to contribute to the implementation of the Strategy.
15. Fixed Remuneration should constitute such a portion of the total remuneration of Management Board members as to allow for the implementation of a flexible policy regarding Variable Remuneration dependent on the results of the Company or the Person Covered by the Remuneration Policy, including the reduction of the amount of such components or their non-payment. A member of the Management Board's Variable Remuneration for a given fiscal year may not exceed twice the Fixed Remuneration to which that member of the Management Board is entitled for the same fiscal year.

§5

Remuneration of Supervisory Board Members

1. Members of the Supervisory Board serve on the basis of appointment and are entitled to remuneration solely on that basis.



2. The remuneration of a Supervisory Board member is not dependent on the performance of the Company or the Capital Group.
3. Remuneration for members of the Supervisory Board is not granted in the form of financial instruments or other non-monetary benefits.
4. The amount of remuneration for a member of the Supervisory Board is determined by the General Meeting by way of a resolution.
5. A resolution of the General Meeting may provide that a member of the Supervisory Board is entitled to a monthly lump-sum remuneration in a specified amount, regardless of the number of Supervisory Board meetings in which the member of the Supervisory Board participated. Alternatively, a resolution of the General Meeting may provide that for each meeting of the Supervisory Board in which a given member of the Supervisory Board participated, he or she is entitled to remuneration in a specified amount.
6. The remuneration of Supervisory Board members should be adequate to the scope of activities entrusted to them and the functions they perform, in particular taking into account the role of a Supervisory Board member on committees or in the event of being delegated to personally perform supervisory functions.
7. Due to the function performed, in particular that of the Chairman of the Supervisory Board or a committee, and taking into account the workload associated with performing such functions, the remuneration of a member of the Supervisory Board may be increased by the amount specified in a resolution of the General Meeting.
8. The remuneration of Supervisory Board members may be paid upfront for the calendar year.

§6

Exceptional Variable Remuneration

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

§7

Durability of the Legal Basis of Employment

1. A Person Covered by the Remuneration Policy holds office by appointment. The Articles of Association set forth the rules for the appointment and dismissal of a Person Covered by the Policy.
2. Members of the Management Board are appointed by the Supervisory Board for a joint term of office of three years.
3. Members of the Supervisory Board are appointed by the General Meeting for a joint term of three years. A member of the Supervisory Board may resign from their position at any time or be dismissed by the General Meeting.
4. The durability of the Legal Basis of Employment of a member of the Management Board depends on the duration of their term of office. The Company strives to enter into indefinite-term contracts with members of the Management Board.



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5. Termination of the Legal Basis of Employment is possible subject to a notice period of no less than six months and no more than twelve months, effective at the end of the month, which must be in writing for it to be valid. Furthermore, the Legal Basis of Employment may be terminated at any time by agreement between the parties.
6. The Company has the right to terminate the agreement concluded with a member of the Management Board with immediate effect, for reasons specified in the agreement, including, in particular, serious breaches of the Person Covered by the Policy's duties, causing harm to the Company, or a gross violation of the law.
7. The Legal Basis of Employment of a member of the Management Board may provide that, in the event of termination of the Legal Basis of Employment due to the dismissal of a member of the Management Board before the end of their term of office, the Company shall be obligated to pay compensation for the period and in the amount specified in the Legal Basis of Employment.
8. The compensation of a member of the Management Board may also include compensation for the member's refraining from competitive activities following the termination of the Legal Basis for Employment. The non-competition clause covers a period of no 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. A breach of the non-competition clause entitles the Company to demand payment of a contractual penalty.

§8

Odstąpienie od Polityki Wynagrodzeń

1. If necessary to pursue the Company's long-term interests and stability or to ensure its profitability, the Company may temporarily derogate from the application of the Remuneration Policy with respect to a given Person Covered by the Policy ("**Derogation**").
2. The decision to apply a Derogation is made by the Supervisory Board by way of a resolution.
3. The grounds for applying a Derogation include, in particular, matters related to the implementation of the Strategy and Targets, as well as actions which, if not taken, could negatively impact the Company's ability to meet its due financial obligations.
4. The Management Board may request the application of the Derogation, in which case it shall present to the Supervisory Board the reasons justifying the necessity of applying the Derogation.
5. The resolution on the Derogation shall specify, in particular:
 - a) the period for which the Derogation is applied,
 - b) the elements of the Remuneration Policy from which the Derogation applies,
 - c) the grounds justifying the necessity of applying the Derogation.
6. Each instance of a Derogation shall be disclosed in the Report, together with the information referred to in paragraph 5 above.
7. Derogation from the Remuneration Policy may not apply to the elements of the Remuneration Policy referred to in § 2(3) of the Remuneration Policy.



§9

Report

1. The Report covers the Company's fiscal year.
2. The Supervisory Board shall prepare the Report in a timely manner to allow for the inclusion on the agenda of the Annual General Meeting of an item regarding the expression of an opinion on the Report and the submission of the Report for review by a statutory auditor.
3. The Company shall make the Report available in accordance with the provisions of the Act for a period not longer than that provided for in those provisions.
4. Resolution of the General Meeting expressing an opinion on the Report is of an advisory nature.
5. The mandatory audit of the Report by a statutory auditor takes place as part of the audit of the Financial Statements. The Management Board ensures that the scope of the agreement with the audit firm regarding the audit of the Financial Statements for a given fiscal year includes the audit of the Report by a statutory auditor.

§10

Final Provisions

The Remuneration Policy enters into force upon its adoption.

Voting results:

- valid votes were cast representing 44,317,510 shares, constituting 81.30% of the share capital,
- a total of 44,317,510 valid votes were cast,
- 44,317,510 votes were cast in favor of adopting the resolution,
- 0 votes were cast against,
- 0 votes were abstained.

