

**DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF  
ELEKTROTIM S.A. SCHEDULED FOR OCTOBER 8, 2024**

**Resolution No. 1/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
based in Wrocław ("Company") dated October 8, 2024  
on the appointment of the Chairman of the General Meeting of ELEKTROTIM S.A.**

1. Pursuant to Article 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of ELEKTROTIM S.A. appoints ..... as the Chairman of the Extraordinary General Meeting.
2. The resolution comes into force upon adoption.

**JUSTIFICATION:**

Draft resolution on a formal matter not requiring justification.

**Resolution No. 2/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław ("Company") dated  
October 8, 2024  
on the adoption of the agenda**

1. The Extraordinary General Meeting of ELEKTROTIM S.A. adopts the agenda as determined and announced by the Management Board of ELEKTROTIM S.A. in accordance with applicable legal regulations.
2. The resolution comes into force upon adoption.

**JUSTIFICATION:**

Draft resolution on a formal matter not requiring justification.

**Resolution No. 3/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław ("Company") dated  
08.10.2024 regarding the amendment of § 14 of the  
Company's Articles of Association**

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 26 point 8) of the Articles of Association of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Extraordinary General Meeting of ELEKTROTIM S.A. resolves to amend § 14 of the Company's Articles of Association to read as follows:

**„§ 14**

1. The Management Board shall consist of at least one and no more than five Members, including the President of the Management Board, appointed and dismissed by the Supervisory Board. The size of the Management Board is determined by the number of individuals appointed within the limits specified in the preceding sentence.
2. The President of the Management Board shall manage the work of the Management Board.
3. The Members of the Management Board are appointed for a joint term of office lasting no more than 5 years; the term of office includes annual periods calculated based on calendar years from the date of appointment.
4. The number of Members of the Management Board, the length of their term of office, and the remuneration of the President of the Management Board and the other Members of the Management Board are determined by resolutions of the Supervisory Board.
5. The mandate of a Member of the Management Board expires:
  - a) at the latest on the day of the General Meeting approving the financial statements for the last full financial year of serving as a Member of the Management Board (where such a year is considered the financial year preceding the one in which the term of office ends, if the term expires no later than the day of such an Ordinary General Meeting),
  - b) as a result of death,
  - c) as a result of dismissal,
  - d) as a result of resignation.
6. The mandate of a Member of the Management Board appointed before the end of a given term expires simultaneously with the expiration of the mandates of the other Members of the Management Board appointed for that term.
7. The Supervisory Board or the General Meeting may suspend or dismiss a Member of the Management Board before the end of their term."

2. The resolution shall enter into force immediately upon adoption, with effect from the date of registration by the commercial court of the changes to the Company's Statute covered by this resolution.

**JUSTIFICATION:**

The proposed change to the current wording of paragraph 1 is of a clarifying and editorial nature.

The changes proposed in paragraph 3 aim to specify that the adopted model of the joint term for Members of the Management Board is based on the mechanism of calculating the term within the framework of the exception allowed by Article 369 § 1, second sentence of the Commercial Companies Code (KSH), which permits deviation from the principle of considering fiscal years in favor of calendar years.

The changes in paragraph 4 are of a clarifying and editorial nature.

**DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF ELEKTROTIM S.A.  
SCHEDULED FOR OCTOBER 8, 2024**

The change in paragraph 5 involves specifying the moment of expiration of the term for a Member of the Management Board appointed during the fiscal year, where the end of the term (measured in calendar years) occurs before or at the latest on the date of the Ordinary General Meeting for that fiscal year, which precedes the year in which the term expires.

As for the change in paragraph 6, its previous content has been designated as paragraph 7. The new wording of paragraph 6 is based on the provisions of Article 369 § 3 of the Commercial Companies Code, relating to the operation of a joint term for Management Board Members.

In light of the above, the Management Board of ELEKTROTIM S.A. requests the amendment of the Statute in this regard.

**Resolution No. 4/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
seated in Wrocław (the "Company") dated October 8, 2024  
regarding the amendment to § 15 of the Company's Statute**

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 26 point 8) of the Statute of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Extraordinary General Meeting of ELEKTROTIM S.A. decides to amend § 15 of the Company's Statute, which shall read as follows:

**§ 15.**

1. The Management Board conducts the affairs of the Company and represents the Company.
  2. All matters not reserved by law or the Statute for the competence of other bodies of the Company fall within the scope of the Management Board's duties.
  3. The Management Board may pay advances to shareholders on account of the anticipated dividend at the end of the financial year, subject to the conditions and in the manner specified in Article 349 of the Commercial Companies Code.
  4. Resolutions of the Management Board are adopted by a simple majority of votes. In the event of a tie, the vote of the President of the Management Board shall decide.
  5. [The Management Board is required to provide the Supervisory Board, upon its request, with information referred to in Article 380<sup>1</sup> § 1 and 2 of the Commercial Companies Code concerning the Company as well as its subsidiaries and associated companies. The Supervisory Board may delegate the execution of these information-gathering rights in whole or in part to a standing or ad hoc committee of the Supervisory Board.](#)
  6. The Management Board adopts its own regulations, which are then approved by the Supervisory Board.
2. The resolution shall come into effect at the moment of adoption, with effect from the date of registration by the commercial court of the amendments to the Company's Articles of Association covered by this resolution.

**JUSTIFICATION:**

A new paragraph 5 is added to § 15, stating that the first sentence is derived from Article 380<sup>1</sup> § 5 of the Commercial Companies Code, i.e., the Articles of Association may exclude or limit the informational obligations specified in § 1 or 2 of Article 380<sup>1</sup> of the Commercial Companies Code.

The company has consistently adhered to a transparent information policy towards the Supervisory Board, which is reflected in the annual evaluation of the Management Board's performance, both in the activity reports and in the review of resolutions at the annual general meeting concerning the discharge of duties for the Management Board members. The amendment to the Commercial Companies Code introduced on October 13, 2022, is applied by the Management Board, which proactively fulfills the imposed obligations, thereby determining and shaping the agenda of each Supervisory Board meeting.

The proposed change aims to provide flexibility regarding the Management Board's informational obligations (which remains in continuous contact with the Supervisory Board), specifically by requiring information to be provided upon the Supervisory Board's request. The Supervisory Board of the Company, guided by the Good Practices of Companies Listed on the Warsaw Stock Exchange 2021, continuously and as needed analyzes the Company's situation based on materials provided by the Management Board as well as internal systems and functions of the Company, and external sources, utilizing the results of the Audit Committee's work.

The existing para. 5 will be renumbered as 6.

In light of the above, the Management Board of ELEKTROTIM S.A. requests the amendment of the Statute in this regard.

**Resolution No. 5/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław ("Company") dated  
October 8, 2024  
on the amendment to § 19 of the Company's Statute**

In accordance with Article 430 § 1 of the Commercial Companies Code and § 26 item 8) of the Statute of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Extraordinary General Meeting of ELEKTROTIM S.A. decides to amend § 19 of the Company's Statute, which shall read as follows:

**§ 19.**

1. The Supervisory Board consists of no fewer than five and no more than seven members, including the Chairman of the Supervisory Board, who are appointed and removed by the General Meeting. The number of members of the Supervisory Board at any given time is determined by the number of persons appointed to its composition within the limits set in the preceding sentence.
2. The Supervisory Board may elect from among its members a Vice Chairman and a Secretary of the Supervisory Board.

***DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF ELEKTROTIM S.A.  
SCHEDULED FOR OCTOBER 8, 2024***

3. The term of office of a member of the Supervisory Board lasts no longer than 5 years and includes annual periods counted according to calendar years; the term of office begins separately for each member of the Supervisory Board from the date of their appointment.
  4. In the resolution appointing a member of the Supervisory Board, the General Meeting specifies the length of their term within the limits set in paragraph 3.
  5. The number of members of the Supervisory Board and the remuneration of the Chairman and other members of the Supervisory Board are determined by resolutions of the General Meeting.
  6. The term of office of a member of the Supervisory Board expires:
    - a) no later than the date of the Ordinary General Meeting approving the financial statements for the last full financial year of their term of office (where such a year is considered the financial year preceding the year in which the term expires, provided that the expiration of the term occurs no later than the date of such an Ordinary General Meeting),
    - b) due to death,
    - c) due to dismissal,
    - d) due to resignation.
  7. In the event of the expiration of a member's term on the Supervisory Board during their term, the appointment of a new member to the Supervisory Board occurs for the remaining term of the member whose term has expired.
  8. The Supervisory Board appoints the Audit Committee. Members of the Audit Committee are selected from among the members of the Supervisory Board.
  9. The Audit Committee's tasks include, in particular:
    - a) Monitoring the financial reporting process,
    - b) Monitoring the effectiveness of internal control systems, internal audit, and risk management,
    - c) Monitoring the performance of financial audit activities,
    - d) Monitoring the independence of the audit firm authorized to review financial statements,
    - e) Submitting recommendations to the Supervisory Board regarding the audit firm selected for auditing the financial statements.
  10. At least two members of the Supervisory Board should be independent members of the Company within the meaning of the provisions of the Act of May 11, 2017, on statutory auditors, audit firms, and public supervision, and should also have no actual or significant connections with a shareholder holding at least 5% of the total number of votes in the Company.
  11. A member of the Supervisory Board should possess high qualifications and experience and be able to dedicate the necessary amount of time to performing their duties.
2. With respect to members of the Supervisory Board serving on the date of registration by the commercial court of the changes to the Company's Articles of Association covered by this resolution, the effects of their appointment to the Board prior to that date remain in force.
  3. The resolution enters into force upon adoption, with effect from the date of registration by the commercial court of the changes to the Company's Articles of Association covered by this resolution.

**JUSTIFICATION:**

***DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF ELEKTROTIM S.A.  
SCHEDULED FOR OCTOBER 8, 2024***

The proposed amendment to paragraph 1 includes the possibility of expanding the composition of the Supervisory Board from five to seven members. This change is being considered in preparation for aligning the Company's Articles of Association with the requirements of Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving gender balance among directors of listed companies and related measures. The Directive aims to enhance the application of the principle of equal opportunities for women and men in executive positions by establishing requirements for the selection process of candidates for these positions.

The proposed amendment to paragraph 2 concerns the addition of the possibility for the Supervisory Board to elect a Vice-Chairman and a Secretary of the Supervisory Board from among its members. This provision is currently included in the Supervisory Board's Rules of Procedure and is being incorporated into the Company's Articles of Association as confirmation of the existing practice in the primary legal document governing the operations of the Company's bodies.

The proposed changes in paragraphs 3 and 4 aim to ensure proper alignment with the relevant provisions of the Commercial Companies Code concerning the term and mandate of Supervisory Board members, assuming that the individual nature of each Supervisory Board member's term is maintained. The model for calculating the term is based on the option provided in Article 369 § 1, second sentence (in conjunction with Article 386 § 2 of the Commercial Companies Code), which allows for deviation from the principle of using financial years in favor of calendar years. Otherwise, the changes are editorial and clarifying in nature.

The changes proposed in paragraph 5 are editorial and clarifying in nature.

The modification in paragraph 6 letter a) involves clarifying the determination of the expiration of a Supervisory Board member's mandate appointed during the financial year, in cases where the term (measured in calendar years) expires before or no later than the date of the Annual General Meeting for that financial year, which precedes the year in which the term ends. Considering the current method of determining the term of Supervisory Board members (based on the years between Annual General Meetings), the impact of introducing this new solution should remain neutral for the terms of Supervisory Board members appointed before the proposed amendment to the Statute.

The proposed change in paragraph 10 (the independence criteria for a Supervisory Board member) is in accordance with point 2.3 of the Good Practices of Listed Companies on the Warsaw Stock Exchange 2021. This point refers to the Act on Statutory Auditors, Audit Firms, and Public Oversight, as well as to the connections with shareholders holding at least 5% of the total voting rights in the Company.

The transitional provision in paragraph 2 of the resolution stipulates that for Supervisory Board Members who are in office on the date the court registers the amendments to the Company's Statute in the business register, the effects of their appointment to the Board before that date shall remain in force.

In light of the above, the Management Board of ELEKTROTIM S.A. requests the amendment of the Statute in this regard.

**Resolution No. 6/NWZA/2024 of the Extraordinary General Meeting of ELEKTROTIM S.A. with its registered office in Wrocław ("Company") dated October 8, 2024 on the amendment of § 20 of the Company's Statute**

**DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF ELEKTROTIM S.A.  
SCHEDULED FOR OCTOBER 8, 2024**

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 26 point 8) of the Statute of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Extraordinary General Meeting of ELEKTROTIM S.A. decides to amend § 20 of the Company's Statute, which shall have the following wording:

**§ 20.**

1. The Supervisory Board shall convene as needed, but no less than once per quarter of the financial year.
  2. The work of the Supervisory Board is directed by the Chairperson of the Supervisory Board, who is responsible for properly organizing its work, in particular, for convening meetings of the Supervisory Board. If the Chairperson of the Board is unable to fulfill their duties, the Vice-Chairperson of the Board shall assume their functions and powers.
  3. The Management Board or a member of the Supervisory Board may request the convening of a Supervisory Board meeting, providing a proposed agenda.
  4. The Chairperson of the Supervisory Board shall convene a meeting with an agenda in accordance with the request, which shall take place no later than two weeks from the date the request is received.
  5. If the Chairperson of the Supervisory Board does not convene the meeting in accordance with para. 4, the party making the request may convene the meeting independently, specifying the date, location, and proposed agenda.
  6. Meetings of the Supervisory Board shall be convened by inviting all Members of the Supervisory Board at least seven days before the scheduled date of the meeting.
  7. All notices to each Member of the Supervisory Board shall be made in writing to the address provided by the respective Member of the Supervisory Board or delivered personally with written confirmation of receipt, or via email to the address provided by the Member of the Supervisory Board. Any change of address must be communicated by the Members of the Supervisory Board to the Chairperson of the Supervisory Board and the Company.
  8. The Supervisory Board may hold meetings without formal convening if all Members consent to it and no objections are raised regarding the inclusion of specific matters on the agenda.
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2. The resolution enters into force upon its adoption, with binding effect from the date of registration of the amendments to the Company's Articles of Association in the register of entrepreneurs by the registry court.

**JUSTIFICATION:**

The proposed amendment involves directly transferring the provisions from Article 389 of the Commercial Companies Code in order to reorganize the entire §20.

In light of the above, the Management Board of ELEKTROTIM S.A. requests an amendment to the Articles of Association in this regard.

**Resolution No. 7/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
based in Wrocław ("Company")  
dated October 8, 2024  
on the amendment of § 21 of the Company's Articles of  
Association**

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 26 point 8) of the Articles of Association of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Extraordinary General Meeting of ELEKTROTIM S.A. decides to amend § 21 of the Company's Articles of Association, which shall read as follows:

**§ 21.**

1. The Supervisory Board adopts resolutions by an absolute majority of votes, provided that at least half of its Members are present at the meeting, and all its Members have been invited. The Supervisory Board may adopt resolutions in writing or by using means of remote communication. The Chairperson of the Supervisory Board may order voting in writing or by means of remote communication.
  2. A resolution adopted in writing or by means of remote communication is valid if all Members of the Supervisory Board have been notified of the content of the draft resolution, and at least half of the Members have participated in the decision-making process.
  3. Members of the Supervisory Board may participate in the adoption of resolutions by casting their votes in writing through another Member of the Supervisory Board. Voting in writing cannot be applied to matters introduced to the agenda of a Supervisory Board meeting.
  4. In the event of a tie vote, the Chairman of the Supervisory Board will cast the deciding vote.
  5. Participation in Supervisory Board meetings is also allowed through the use of remote communication methods.
  6. The election of the Vice-Chairman and the Secretary of the Supervisory Board, as well as the appointment, dismissal, or suspension of Members of the Management Board, may only be conducted at a Supervisory Board meeting.
2. The resolution shall come into effect immediately upon adoption and will be effective from the date of registration by the commercial register court of the changes to the Company's Articles of Association covered by this resolution..

**JUSTIFICATION:**

The proposed change involves redrafting the entire § 21 without making any substantive modifications.

In light of the above, the Management Board of ELEKTROTIM S.A. requests an amendment to the Statute in this regard.

**Resolution No. 8/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław ("Company")  
dated October 8, 2024  
concerning the amendment of § 22 of the Company's  
Statute**

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 26 point 8) of the Statute of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Extraordinary General Meeting of ELEKTROTIM S.A. resolves to amend § 22 of the Company's Statute, which will have the following wording:

**§ 22.**

1. The Supervisory Board exercises continuous supervision over the Company's activities in all areas of its operations.
2. The specific duties of the Supervisory Board include:
  - 1) Assessing the Management Board's report on the Company's operations for the previous financial year in terms of its compliance with the books and documents, as well as the actual state of affairs,
  - 2) Assessing the Company's financial statements for the previous financial year in terms of their compliance with the books and documents, as well as the actual state of affairs,
  - 3) Assessing the report on the Capital Group's operations for the previous financial year in terms of its compliance with the books and documents, as well as the actual state of affairs,
  - 4) Assessing the consolidated financial statements of the Capital Group for the previous financial year in terms of their compliance with the books and documents, as well as the actual state of affairs,
  - 5) Assessing the Management Board's proposals regarding the distribution of profit or coverage of loss,
  - 6) [Preparing and submitting an annual written report to the General Meeting for the previous financial year \(the Supervisory Board's report\),](#)
  - 7) Reviewing and providing opinions on matters to be considered by resolutions of the General Meeting,
  - 8) [Selecting or changing the auditing firm for conducting the audit/review of the Company's and Capital Group's financial statements,](#)
  - 9) Approving annual business plans and multi-year development plans of the company,
  - 10) [Appointing and dismissing Members of the Management Board, determining their remuneration, and setting their terms of office,](#)
  - 11) Suspending, for important reasons, individual or all Members of the Management Board from their duties,
  - 12) Delegating one or more Members of the Supervisory Board, for a period not exceeding three months, to temporarily perform the duties of Management Board members who have been dismissed, resigned, or are otherwise unable to fulfill their duties,

- 13) Adopting the Rules of Procedure for the Supervisory Board,
  - 14) Approving the Rules of Procedure for the Management Board,
  - 15) Giving consent for taking out loans, borrowing, as well as issuing bonds, excluding the issuance of convertible bonds or bonds with preemption rights, with a total value exceeding 20% of the equity capital shown in the most recently approved financial statements of the Company,
  - 16) Giving consent for the acquisition or disposal of fixed assets with a value exceeding 10% of the equity capital shown in the most recently approved financial statements of the Company,
  - 17) Giving consent for the acquisition, subscription, and disposal of shares or interests in commercial companies, as well as joining or withdrawing from commercial or civil partnerships,
  - 18) Giving consent for the acquisition or disposal of real estate, perpetual usufruct rights, or shares in real estate or perpetual usufruct, [with a value not exceeding 10% of the equity capital determined based on the most recent audited and approved financial statements of the Company](#),
  - 19) Granting consent for the Company to provide a loan, guarantee, or other encumbrance of the Company's assets to third parties,
  - 20) Granting consent for the Company to enter into a significant, non-standard transaction or agreement with a related party under terms other than market conditions (non-routine),
  - 21) Other matters entrusted to the Supervisory Board by mandatory provisions of law,
  - 22) Granting consent for Members of the Company's Management Board to serve on the boards of directors or supervisory boards of companies outside the Company's Capital Group,
  - 23) Establishing, in the form of regulations, detailed rules for participating in Management Board meetings using means of direct remote communication;
  - 24) Establishing, in the form of regulations, detailed rules for participating in Supervisory Board meetings using means of direct remote communication;
  - 25) Establishing, in the form of regulations, detailed rules for participating in the General Meeting using electronic communication means.
3. The Supervisory Board performs its duties collectively but may delegate its members to independently carry out specific supervisory tasks [or establish an ad hoc or permanent committee of the Supervisory Board, composed of members of the Supervisory Board, to perform specific supervisory functions \(Supervisory Board Committee\)](#).
  4. [The Supervisory Board may, by resolution, appoint an advisor to the Supervisory Board as referred to in Article 382<sup>1</sup> of the Commercial Companies Code. The costs associated with the appointment and activities of such an advisor shall be borne by the Company, with the total remuneration for all appointed advisors to the Supervisory Board in a given financial year not exceeding 0.05% of the Company's sales revenue as reported in the most recent audited and approved financial statements.](#)
2. The resolution shall come into force upon adoption, with effect from the date of entry into the register of entrepreneurs by the court of the amendments to the Company's Statute covered by this resolution.

**JUSTIFICATION**

The proposal involves:

1. Revising the following points in paragraph 2: 2), 6), 8), and 10) – without altering the substance;
2. Amending point 18) to clarify that the acquisition and disposal of real estate (etc.) with a value not exceeding 10% of the equity determined based on the latest audited and approved financial statements of the Company requires the approval of the Supervisory Board. This means that any transaction exceeding this value requires the approval of the General Meeting of the Company;
3. Adding a second part to paragraph 3 in accordance with Article 390<sup>1</sup> § 1 point 2 of the Commercial Companies Code;
4. Adding a new paragraph 4 in accordance with Article 382<sup>1</sup> of the Commercial Companies Code, i.e., regulating the issue of the supervisory board advisor and specifying in the Statute (according to Article 382<sup>1</sup> § 8 of the Commercial Companies Code) the maximum total cost of remuneration for all advisors to the Supervisory Board that the Company may incur during the financial year.

Considering the above, the Management Board of ELEKTROTIM S.A. requests an amendment to the Statute in this regard.

**Resolution No. 9/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław (the “Company”)  
dated October 8, 2024  
on the amendment of § 25 section 3 of the Company’s  
Statute**

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 26 item 8) of the Statute of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Extraordinary General Meeting of ELEKTROTIM S.A. decides to amend § 25 section 3 of the Company’s Statute, which will have the following wording:

**§ 25 para. 3**

Participation in the General Meeting can also be conducted using electronic communication methods. [The decision to allow participation in the General Meeting in the manner described in the first sentence is made by the person convening the Meeting.](#) Such participation includes, in particular:

- 1) Real-time two-way communication between all participants in the General Meeting, allowing them to speak during the proceedings of the General Meeting while being in a location different from the meeting venue, and
  - 2) The exercise of voting rights personally or by proxy before or during the General Meeting.
2. The resolution comes into effect immediately upon adoption, with effect from the date of registration by the commercial register court of the changes to the Company’s Statute covered by this resolution.

**JUSTIFICATION**

The sentence directly transferred from Article 406<sup>5</sup> of the Commercial Companies Code has been added to section 3 to clarify the existing provision that the decision regarding participation in the General Meeting using electronic communication methods is made by the person convening the meeting.

In light of the above, the Management Board of ELEKTROTIM S.A. requests the amendment of the Statute in this regard.

**Resolution No. 10/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław (the “Company”) dated  
October 8, 2024**

**regarding the amendment to § 26 of the Company's Statute**

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 26 item 8 of the Statute of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Extraordinary General Meeting of ELEKTROTIM S.A. decides to amend § 26 of the Company's Statute, which shall now read as follows:

**§ 26.**

1. Resolutions of the General Meeting require matters specified in the Commercial Companies Code, including in particular:
  - 1) Review and approval of the Management Board's report on the Company's activities for the previous financial year,
  - 2) Review and approval of the Company's financial statements for the previous financial year,
  - 3) Review and approval of the report on the activities of the Capital Group for the previous financial year,
  - 4) Review and approval of the consolidated financial statements of the Capital Group for the previous financial year,
  - 5) Resolution on the allocation of profits or coverage of losses,
  - 6) Granting discharge to members of the Company's governing bodies for the performance of their duties,
  - 7) [Adoption of the Remuneration Policy for the Members of the Management Board and the Supervisory Board,](#)
  - 8) [Review of the report on the remuneration of the Members of the Management Board and the Supervisory Board for the previous financial year, unless, pursuant to separate legal provisions, the General Meeting decides to replace the resolution with a discussion on the remuneration report,](#)
  - 9) Change of the Company's business activity,
  - 10) Amendment of the Company's Statute,
  - 11) Increase or decrease of the share capital,
  - 12) Decisions regarding claims for damages arising from the establishment of the Company or from the supervision or management of the Company,
  - 13) Sale or lease of the Company's enterprise or its organized part, as well as establishment of limited property rights on them,
  - 14) Issuance of convertible bonds or bonds with preemptive rights and issuance of subscription warrants,
  - 15) Dissolution and liquidation of the Company,
  - 16) Merger with another company,
  - 17) Election of the Chairman and subsequently the Members of the Supervisory Board, as well as determination of their remuneration and term of office,
  - 18) Removal or suspension of Members of the Management Board before the end of their term,
  - 19) Removal of Members of the Supervisory Board before the end of their term,

- 20) Election and removal of liquidators, as well as determination of their remuneration,
  - 21) Determination of the dividend date and the dividend payment date.
2. The acquisition and disposal of real estate, perpetual usufruct rights, shares in real estate, or shares in perpetual usufruct rights, each not exceeding 10% of the equity capital determined based on the last audited and approved financial statements of the Company, does not require a resolution of the General Meeting, but only the consent of the Supervisory Board of the Company as specified in § 22 sec. 2 point 18) of the Statute. Transactions exceeding 10% of the equity capital determined based on the last audited and approved financial statements of the Company require the consent of the General Meeting.
2. The resolution comes into effect immediately upon adoption, with effect from the date of registration by the commercial court of the changes to the Company's Statute covered by this resolution.

## **JUSTIFICATION**

Proposal includes:

1. Within § 26, two editorial units are distinguished: paragraph 1 and paragraph 2, with paragraph 2 being a new unit;
2. Two points are added to paragraph 1: (i) point 7, which concerns the General Meeting adopting the Remuneration Policy; and (ii) point 8, which concerns the General Meeting passing a resolution to review the report on the remuneration of the Management Board and Supervisory Board members;
3. The new paragraph 2 clarifies existing statutory provisions to align with Article 393(4) of the Commercial Companies Code, specifying that the sale or purchase of real estate (etc.) exceeding 10% of the equity established based on the last audited and approved financial statements requires the approval of the General Meeting.

The current points from 7) to 19) in paragraph 1 will be renumbered to 9) to 21) respectively.

In light of the above, the Management Board of ELEKTROTIM S.A. requests an amendment to the Statute in this regard.

**Resolution No. 11/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław ("Company") dated  
October 8, 2024  
regarding the amendment of § 27 of the Company's Statute**

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 26 item 8) of the Statute of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

***DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF ELEKTROTIM S.A.  
SCHEDULED FOR OCTOBER 8, 2024***

1. The Extraordinary General Meeting of ELEKTROTIM S.A. resolves to amend § 27 of the Company's Statute, which shall have the following wording:

**§ 27.**

The fiscal and tax year of the Company consists of a period lasting 12 (twelve) consecutive full calendar months, starting on April 1st of the given calendar year and ending on March 31st of the following calendar year.

2. In connection with the change in the fiscal and tax year referred to above in para. 1, the fiscal and tax year of the Company starting on January 1, 2025, will end on March 31, 2026.
3. The first fiscal and tax year of the Company, reflecting the change mentioned above in para. 1, will start on April 1, 2026, and end on March 31, 2027.
4. This resolution shall come into effect immediately upon adoption and shall be applicable from the date of registration by the commercial register court of the changes to the Company's Statute covered by this resolution.

**JUSTIFICATION**

The proposal to change the Company's fiscal and tax year from the current period running from January 1 to December 31 to the new period running from April 1 to March 31, would take effect starting from 2025.

The Management Board indicates that, due to the cyclical nature of the Company's operations, the first quarter of the calendar year typically shows lower results compared to the remaining quarters. Shifting the fiscal year to start on April 1 and end on March 31 will allow for the alignment of the annual investment cycle with standard reporting dates of December 31, which will prevent disruption in the market evaluation of the Company and stabilize its market value.

The transitional fiscal and tax year will last from January 1, 2025, to March 31, 2026, which is a period of 15 calendar months. The first full fiscal and tax year following the change will last 12 months, starting on April 1, 2026, and ending on March 31, 2027.

**Resolution No. 12/NWZA/2024  
of the Extraordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław (the "Company") dated  
October 8, 2024  
regarding the authorization of the Company's Supervisory  
Board to establish a consolidated text of the Statute of  
ELEKTROTIM S.A.**

Pursuant to Article 430 § 5 of the Commercial Companies Code and § 26 point 8) of the Statute of ELEKTROTIM S.A., the Extraordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

**DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF ELEKTROTIM S.A.  
SCHEDULED FOR OCTOBER 8, 2024**

1. The Extraordinary General Meeting authorizes the Supervisory Board of the Company to prepare a consolidated text of the amended Statute of ELEKTROTIM S.A. in connection with the resolutions adopted by the Extraordinary General Meeting of ELEKTROTIM S.A. on October 8, 2024.
2. The Extraordinary General Meeting authorizes the Supervisory Board of the Company to standardize the editorial text of the Statute of the Company by changing lowercase letters to uppercase in the names of the Company's governing bodies.
3. This resolution takes effect immediately upon adoption.

**JUSTIFICATION:**

In connection with the amendments made to the Company's Statute by the resolutions adopted by the General Meeting, it is necessary to prepare a consolidated text of the Statute of the Company. According to Article 430 § 5 of the Commercial Companies Code, the General Meeting may authorize the Supervisory Board to prepare a consolidated text of the amended Statute or to introduce other editorial changes specified in the resolution of the meeting.

**The Management Board of ELEKTROTIM S.A.**

Artur Więżnowski - President of the Management Board	
Dariusz Kozikowski - Member of the Management Board	
Marek Piotrowski - Member of the Management Board	
Maciej Posadzy - Member of the Management Board	
Krzysztof Wójcikowski - Member of the Management Board	