

**RESOLUTION PROPOSALS  
FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A.  
TO BE HELD ON JUNE 25, 2024**

**after the agenda change**

**Resolution No. 1/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
headquartered in Wrocław ("the Company"),  
dated June 25, 2024,  
on the election of the Chairman of the General Meeting  
of ELEKTROTIM S.A.**

1. In accordance with Article 409 § 1 of the Commercial Companies Code, the Ordinary General Meeting of ELEKTROTIM S.A. elects ..... as the Chairman of the Ordinary General Meeting.
2. This resolution shall take effect on the day it is adopted.

**JUSTIFICATION:**

Draft resolution on a formal matter that does not require justification.

**Resolution No. 2/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A., headquartered in Wrocław  
("the Company"), dated June 25, 2024,  
on the election of the Scrutiny Committee of the General Meeting of  
ELEKTROTIM S.A.**

1. In accordance with § 15 section 1 of the General Meeting Regulations of the Company, the Ordinary General Meeting of ELEKTROTIM S.A. elects the Scrutiny Committee of the Ordinary General Meeting in the following composition:
  1. ....
  2. ....
2. This resolution shall take effect on the day it is adopted.

**JUSTIFICATION:**

Draft resolution on a formal matter that does not require justification.

**Resolution No. 3/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
headquartered in Wrocław ("the Company"),  
dated June 25, 2024,  
on the adoption of the agenda**

1. The Ordinary 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.

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

2. This resolution shall take effect on the date of its adoption.

**JUSTIFICATION:**

Draft resolution on a formal matter that does not require justification.

**Resolution No. 4/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
headquartered in Wrocław ("the Company"), dated June 25, 2024,  
on the approval of the Management Board's Report  
on the activities of ELEKTROTIM S.A.  
and the ELEKTROTIM Capital Group for the year 2023**

In accordance with Article 395 § 2 point 1 and Article 395 § 5 of the Commercial Companies Code, as well as § 26 points 1 and 3 of the Statutes of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A., after consideration, approves the Management Board's Report on the activities of ELEKTROTIM S.A. and the ELEKTROTIM Capital Group for the year 2023.
2. This resolution shall come into effect on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 2 point 1 and Article 395 § 5 of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes, among other matters, the review and approval of the Management Board's report on the company's activities and the activities of the capital group for the previous financial year.

**Resolution No. 5/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
headquartered in Wrocław ("the Company"), dated June 25, 2024,  
on the approval of the Financial Statements of the Company for the year 2023**

In accordance with Article 395 § 2 point 1 of the Commercial Companies Code and § 26 point 2 of the Statutes of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A., after consideration, approves the Financial Statements of ELEKTROTIM S.A. for the year 2023, which include:
  - a) **The Statement of Financial Position** as of December 31, 2023, showing total assets and liabilities of **PLN 256,128 thousand** (in words: two hundred fifty-six million one hundred twenty-eight thousand zlotys),
  - b) **The Statement of Profit or Loss and Other Comprehensive Income** for the period from January 1, 2023, to December 31, 2023, showing a net profit of **PLN 40,737 thousand** (in words: forty million seven hundred thirty-seven thousand zlotys) and other comprehensive income of **PLN -142 thousand** (in words: minus one hundred forty-two thousand zlotys),
  - c) **The Statement of Cash Flows** for the period from January 1, 2023, to December 31, 2023, showing a decrease in cash by **PLN 22,661 thousand** (in words: twenty-two million six hundred sixty-one thousand zlotys),

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

- d) **The Statement of Changes in Equity** for the period from January 1, 2023, to December 31, 2023, showing an increase in equity by **PLN 25,620 thousand** (in words: twenty-five million six hundred twenty thousand zlotys),
  - e) **The Notes to the Financial Statements, including the adopted accounting policies and other explanatory information.**
2. This resolution shall come into effect on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 2 point 1 of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes, among other items, the review and approval of the financial statements for the previous financial year.

**Resolution No. 6/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
headquartered in Wrocław ("the Company"),  
dated June 25, 2024,  
on the approval of the Consolidated Financial  
Statements  
of the ELEKTROTIM Capital Group for the year 2023**

In accordance Article 395 § 5 of the Commercial Companies Code and § 26 point 4 of the Statutes of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A., after consideration, approves the Consolidated Financial Statements of the ELEKTROTIM Capital Group for the year 2023, which include:
- a) **The Consolidated Statement of Financial Position** as of December 31, 2023, showing total assets and liabilities of **PLN 268,603 thousand** (in words: two hundred sixty-eight million six hundred three thousand zlotys),
  - b) **The Consolidated Statement of Profit or Loss** for the period from January 1, 2023, to December 31, 2023, showing a net profit attributable to shareholders of the parent company of **PLN 22,373 thousand** (in words: twenty-two million three hundred seventy-three thousand zlotys) and other comprehensive income of **PLN -159 thousand** (in words: minus one hundred fifty-nine thousand zlotys),
  - c) **The Consolidated Statement of Cash Flows** for the period from January 1, 2023, to December 31, 2023, showing a decrease in cash and cash equivalents of **PLN 23,573 thousand** (in words: twenty-three million five hundred seventy-three thousand zlotys),
  - d) **The Consolidated Statement of Changes in Equity** for the period from January 1, 2023, to December 31, 2023, showing an increase in equity of **PLN 4,050 thousand** (in words: four million fifty thousand zlotys),
  - e) **The Notes to the Consolidated Financial Statements, including the adopted accounting policies and other explanatory information.**
2. The resolution shall come into effect on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 5 of the Commercial Companies Code, the agenda of the ordinary general meeting may include the consideration and approval of the financial report of the Capital Group for the previous financial year.

**Resolution No. 7/WZA/2024**  
**of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. with its registered office in Wrocław ("Company") dated June 25, 2024,**  
**regarding the approval of the Supervisory Board's Report**  
**on activities in 2023**

In accordance Article 382 § 3 of the Commercial Companies Code and § 22 para. 2 point 6) of the Statute of ELEKTROTIM S.A., the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. The Ordinary General Meeting of Shareholders of ELEKTROTIM S.A., after consideration, approves the Report of the Supervisory Board of ELEKTROTIM S.A. on its activities in 2023.
2. The resolution shall enter into force on the date of its adoption.

**JUSTIFICATION:**

According to Article 382 § 3 of the Commercial Companies Code, one of the specific duties of the supervisory board is to assess the reports referred to in Article 395 § 2 point 1 of the Commercial Companies Code, in terms of their compliance with the books and documents, as well as the factual state, and the management's proposals regarding the distribution of profits or coverage of losses, and to submit to the general meeting an annual written report on the results of this assessment, indicating - in accordance with Article 382 § 31 point 1 of the Commercial Companies Code - the result of the assessment conducted by the supervisory board.

Additionally, in accordance with point 2.11 of the document "Good Practices of Companies Listed on the Warsaw Stock Exchange 2021", the supervisory board presents to the ordinary general meeting for approval the annual report, which is the subject of the above resolution.

**Resolution No. 8/WZA/2024**  
**Ordinary General Meeting of Shareholders of**  
**ELEKTROTIM S.A.**  
**with its registered office in Wrocław ("Company")**  
**dated June 25, 2024**  
**on the distribution of profit for the year 2023**

In accordance with Article 395 § 2 point 2 of the Commercial Companies Code and Article 26 point 5) of the Statute of ELEKTROTIM S.A., the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. resolves that the net profit for the year 2023 in the amount of PLN **40,736,714.33** (forty million seven hundred thirty-six thousand seven hundred fourteen zloty 33/100) shall be distributed as follows:
  - a) An amount of PLN **24,957,522.50** (twenty-four million nine hundred fifty-seven thousand five hundred twenty-two zloty 50/100) shall be allocated for the payment of dividends, namely PLN **2.50** (two zloty fifty groszy) **per share** of ELEKTROTIM S.A.;
  - b) An amount of PLN **15,779,191.83** (fifteen million seven hundred seventy-nine thousand one hundred ninety-one zloty 83/100) shall be allocated for the increase of the Company's reserve capital.

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

2. The resolution shall enter into force on the date of adoption.

**JUSTIFICATION:**

The proposal by the Management Board of ELEKTROTIM S.A. regarding profit distribution is in line with the "Dividend Policy of ELEKTROTIM S.A. for the years 2023-2025," adopted in March 2023.

ELEKTROTIM S.A. possesses sufficient cash reserves to finance the planned investment objectives.

The Management Board of ELEKTROTIM S.A. intends to allocate a portion of the net profit generated in the year 2023 for dividend payments, while another portion will be allocated to reserve capital.

The Supervisory Board of the Company has positively assessed the Management Board's proposal regarding profit distribution for the year 2023.

The profit distribution is determined by the General Meeting through consideration of the Management Board's proposal, evaluated by the Supervisory Board, regarding profit distribution.

**Resolution No. 9/WZA/2024  
of the Ordinary General Meeting of Shareholders of  
ELEKTROTIM S.A. with its registered office in Wrocław  
("Company") dated June 25, 2024,  
regarding dividend payment for the year 2023**

According to Article 348 of the Commercial Companies Code, in conjunction with Article 395 § 2 point 2 of the Commercial Companies Code and § 26 point 19 of the Statute of ELEKTROTIM S.A., and also taking into account:

- a) the provisions of the "Detailed Principles of Operation of the National Depository for Securities",
- b) principle 4.14 of the "Good Practices of Companies Listed on the Warsaw Stock Exchange 2021"

Ordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Ordinary General Meeting resolves to pay a dividend in the amount of PLN **24,957,522.50** (in words: twenty-four million nine hundred fifty-seven thousand five hundred twenty-two zlotys 50/100), i.e., **PLN 2.50** (in words: two zlotys fifty grosz) **per share** of ELEKTROTIM S.A.
2. The dividend will be financed from a portion of the net profit generated in 2023, divided based on the resolution of the Ordinary General Meeting of ELEKTROTIM S.A. No. 8/WZA/2024 dated June 25, 2024;
3. The Ordinary General Meeting resolves that the shareholders entitled to receive the dividend for the year 2023 are those who are the owners of the Company's shares on **July 25, 2024 (dividend day)**. The dividend will be paid to the shareholders on **September 4, 2024 (dividend payment day)**.
4. The resolution shall enter into force on the date of adoption.

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

**JUSTIFICATION:**

Taking into account the Resolution regarding profit distribution, as well as the regulations related to the dividend date and the dividend payment date, specified in the 'Detailed Operating Rules of KDPW,' the Management Board recommends that the OGM approve the above-mentioned dividend entitlement realization dates.

According to the current 'Dividend Policy of ELEKTROTIM S.A. for the years 2023-2025,' the Management Board of the Company, when determining the dividend amount and the recommended dividend payment date, took into account various factors, including business assessment, growth prospects and related needs of the Company, liquidity position, cost of debt financing, as well as analysis of current and projected market conditions.

**Resolution No. 10/WZA/2024 of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A., headquartered in Wrocław ("Company"), dated June 25, 2024, regarding granting discharge to the President of the Management Board, Mr. Artur Więżnowski, for the performance of duties in the year 2023**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies and § 26 point 6) of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. grants discharge to the President of the Management Board, Mr. Artur Więżnowski, for the performance of his duties in the year 2023.
2. This resolution enters into force on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies, the agenda of the ordinary general meeting includes granting discharge to the members of the company's governing bodies for the performance of their duties.

**Resolution No. 11/WZA/2024 of the Annual General Meeting of ELEKTROTIM S.A., based in Wrocław (the "Company"), dated June 25, 2024, on the matter of granting discharge to the Company's Board Member, Mr. Dariusz Kozikowski, for the performance of his duties in the year 2023.**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies and § 26 point 6) of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. grants discharge to the Member of the Management Board, Mr. Dariusz Kozikowski, for the performance of his duties in the year 2023.
2. This resolution enters into force on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies, the agenda of the Ordinary General Meeting includes granting discharge to the members of the company's governing bodies for the performance of their duties.

**Resolution No. 12/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław (the "Company") dated June 25, 2024  
regarding the granting of discharge to the Member of the Management Board  
Mr. Krzysztof Wójcikowski for the performance of his duties in the year 2023**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies and § 26 point 6) of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. grants discharge to the Member of the Management Board, Mr. Krzysztof Wójcikowski, for the performance of his duties in the year 2023.
2. This resolution enters into force on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies, the agenda of the Ordinary General Meeting includes granting discharge to the members of the company's governing bodies for the performance of their duties.

**Resolution No. 13/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław (the "Company") dated June 25, 2024  
regarding the granting of discharge to the Chairman of the Supervisory Board  
Mr. Maciej Posadzy for the performance of his duties in the year 2023**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies and § 26 point 6) of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. grants discharge to the Chairman of the Supervisory Board, Mr. Maciej Posadzy, for the performance of his duties in the year 2023.
2. This resolution enters into force on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies, the agenda of the Ordinary General Meeting includes granting discharge to the members of the company's governing bodies for the performance of their duties.

**Resolution No. 14/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław (the "Company")  
dated June 25, 2024  
regarding the granting of discharge to  
the Member of the Supervisory Board  
Mr. Jan Walulik for the performance of his duties  
in the year 2023**

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies and § 26 point 6) of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. grants discharge to the Member of the Supervisory Board, Mr. Jan Walulik, for the performance of his duties in the year 2023.
2. This resolution enters into force on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies, the agenda of the Ordinary General Meeting includes granting discharge to the members of the company's governing bodies for the performance of their duties.

**Resolution No. 15/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered office in Wrocław (the "Company") dated June 25, 2024  
regarding the granting of discharge to the Member of the Supervisory Board  
Mr. Krzysztof Kaczmarczyk for the performance of his duties in the year 2023**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies and § 26 point 6) of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. grants discharge to the Member of the Supervisory Board, Mr. Krzysztof Kaczmarczyk, for the performance of his duties in the year 2023.
2. This resolution enters into force on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 2 point 3 of the Code of Commercial Companies, the agenda of the Ordinary General Meeting includes granting discharge to the members of the company's governing bodies for the performance of their duties.

**Resolution No. 16/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
based in Wrocław ("the Company"), dated June 25, 2024  
on granting discharge to the Supervisory Board Member  
Mr. Marek Gabryjelski for the performance of his duties in the year 2023**

In accordance Article 395 § 2 item 3 of the Commercial Companies Code and § 26 item 6) of the Statute of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. grants discharge to Mr. Marek Gabryjelski, a member of the Company's Supervisory Board, for the performance of his duties in the year 2023.
2. This resolution shall enter into force on the date of its adoption.



**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

**JUSTIFICATION:**

In accordance with Article 395 § 2 item 3 of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes granting discharge to the members of the company's governing bodies for the performance of their duties.

**Resolution No. 17/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
based in Wrocław ("the Company"), dated June 25, 2024  
on granting discharge to the Supervisory Board Member  
Mr. Lesław Kula for the performance of his duties in the  
year 2023**

In accordance with Article 395 § 2 item 3 of the Commercial Companies Code and § 26 item 6) of the Statute of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. grants discharge to Mr. Lesław Kula, a member of the Company's Supervisory Board, for the performance of his duties in the year 2023.
2. This resolution shall enter into force on the date of its adoption.

**JUSTIFICATION:**

In accordance with Article 395 § 2 item 3 of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes granting discharge to the members of the company's governing bodies for the performance of their duties.

**Resolution No. 18/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
based in Wrocław ("the Company"), dated June 25, 2024  
on determining the term length for two newly appointed members  
of the Supervisory Board of ELEKTROTIM S.A.**

1. In accordance with Article 386 § 1 of the Commercial Companies Code and § 19 subsection 5 of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. resolves that the two newly appointed members of the Supervisory Board of ELEKTROTIM S.A. will be appointed for a term beginning the day after the Ordinary General Meeting of ELEKTROTIM S.A. that approves the financial statement for ELEKTROTIM S.A. for 2023 and ending on the day of the Ordinary General Meeting of ELEKTROTIM S.A. that approves the financial statement for the year 2026.
2. The term of each newly appointed member of the Supervisory Board will begin the day after the Ordinary General Meeting of ELEKTROTIM S.A. that approves the financial statement for ELEKTROTIM S.A. for 2023 and will expire no later than the day of the Ordinary General Meeting of ELEKTROTIM S.A. that approves the financial statement for the year 2026.
3. This resolution shall enter into force on the date of its adoption.

**JUSTIFICATION:**

On the day of this Ordinary General Meeting of the Company, which approves the financial statement for the year 2023, the terms of two members of the Supervisory Board will expire, namely:

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

1. Mr. Krzysztof Kaczmarczyk, a member of the Supervisory Board of the Company, appointed by Resolution No. 22/WZA/2021 of the Ordinary General Meeting of the Company on June 24, 2021.

and

2. Mr. Jan Walulik, a member of the Supervisory Board of the Company, appointed by Resolution No. 23/WZA/2021 of the Ordinary General Meeting of the Company on June 24, 2021.

According to the current Articles of Association of the Company, the Supervisory Board consists of five members elected by the General Meeting.

§ 19 subsection 5 of the Articles of Association stipulates that the duration of the term of each member of the Supervisory Board is determined by a resolution of the General Meeting.

**Resolution No. 19/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A., based in Wrocław  
("the Company"), dated June 25, 2024  
on the appointment of a member to the Supervisory Board of ELEKTROTIM S.A.**

In accordance with Article 385 § 1 of the Commercial Companies Code and § 26 item 15 of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. appoints ..... (PESEL .....) as a member of the Supervisory Board of ELEKTROTIM S.A.
2. The term of the member of the Supervisory Board of ELEKTROTIM S.A. will begin the day following the Ordinary General Meeting of ELEKTROTIM S.A. that approves the financial statement for the year 2023.
3. The term of the member of the Supervisory Board of ELEKTROTIM S.A. will expire no later than the day of the Ordinary General Meeting of ELEKTROTIM S.A. that approves the financial statement for the year 2026.
4. This resolution shall enter into force on the date of its adoption.

**JUSTIFICATION:**

In connection with the expiration of the term of a member of the Supervisory Board, the General Meeting conducts a supplementary election to fill the statutorily five-member Supervisory Board of ELEKTROTIM S.A.

**Resolution No. 20/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
based in Wrocław ("the Company"), dated June 25, 2024  
on the appointment of a member to the Supervisory Board of ELEKTROTIM S.A.**

In accordance with Article 385 § 1 of the Commercial Companies Code and § 26 item 15 of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. appoints ..... (PESEL .....) as a member of the Supervisory Board of ELEKTROTIM S.A.
2. The term of the member of the Supervisory Board of ELEKTROTIM S.A. will begin the day following the Ordinary General Meeting of ELEKTROTIM S.A. that approves the financial statement for the year 2023.

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

3. The term of the member of the Supervisory Board of ELEKTROTIM S.A. will expire no later than the day of the Ordinary General Meeting of ELEKTROTIM S.A. that approves the financial statement for the year 2026.
4. This resolution shall enter into force on the date of its adoption.

**JUSTIFICATION:**

In connection with the expiration of the term of a member of the Supervisory Board, the General Meeting conducts a supplementary election to fill the statutorily five-member Supervisory Board of ELEKTROTIM S.A.

**Resolution No. 21/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
based in Wrocław ("the Company"), dated June 25, 2024  
on the appointment of the Chairman of the Supervisory  
Board of ELEKTROTIM S.A.**

Based on Article 385 § 1 of the Commercial Companies Code and § 26 item 15 of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. appoints ..... (PESEL:.....) as the Chairman of the Supervisory Board of ELEKTROTIM S.A.
2. The term of the Chairman of the Supervisory Board, appointed by this resolution, has been set by the Resolution of the Ordinary General Meeting of ELEKTROTIM S.A. No. 20/WZA/2023 dated June 20, 2023, on "Determining the Term Length for the Newly Appointed Chairman of the Supervisory Board of ELEKTROTIM S.A."
3. In light of the above, the term of the Chairman of the Supervisory Board of ELEKTROTIM S.A. .... will expire no later than the day of the Ordinary General Meeting of ELEKTROTIM S.A. that approves the financial statement for the year 2025.
4. This resolution shall enter into force on the date of its adoption.

**JUSTIFICATION:**

Draft resolution submitted on June 4, 2024, pursuant to Article 401 § 1 of the Commercial Companies Code, at the request of a shareholder representing more than one-twentieth of the company's share capital.

**Resolution No. 22/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A.,  
based in Wrocław ("the Company"), dated June 25, 2024  
on determining the remuneration  
for the Chairman and Members of the Supervisory Board of ELEKTROTIM S.A.**

In accordance with Article 392 § 1 of the Commercial Companies Code and § 26 item 15 of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. determines that the Chairman of the Supervisory Board of ELEKTROTIM S.A. shall receive a monthly remuneration of PLN

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

- 12,000.00 gross (in words: twelve thousand złoty), payable by the 10th day of the following month for the previous month.
2. The Ordinary General Meeting of ELEKTROTIM S.A. determines that each member of the Supervisory Board of ELEKTROTIM S.A., with the exception of the Chairman of the Supervisory Board, shall receive a monthly remuneration of PLN 10,000.00 gross (in words: ten thousand złoty), payable by the 10th day of the following month for the previous month.
  3. The resolution of the Ordinary General Meeting of ELEKTROTIM S.A. No. 22/WZA/2023 dated June 20, 2023, is hereby repealed.
  4. This resolution shall come into effect on the day of its adoption.

**JUSTIFICATION:**

In connection with Article 392 § 1 of the Commercial Companies Code, the General Meeting determines the remuneration due to the members of the Supervisory Board.

**Resolution No. 23/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A., based in Wrocław  
("the Company"), dated June 25, 2024  
on determining the remuneration  
for the Chairman and Members of the Audit Committee of ELEKTROTIM S.A.**

In accordance with Article 392 § 1 of the Commercial Companies Code and § 26 item 15 of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. determines that the Chairman of the Audit Committee of ELEKTROTIM S.A. shall receive a monthly remuneration of PLN 3,000.00 gross (in words: three thousand złoty), payable by the 10th day of the following month for the previous month.
2. The Ordinary General Meeting of ELEKTROTIM S.A. determines that each member of the Audit Committee of ELEKTROTIM S.A., excluding the Chairman of the Audit Committee, shall receive a monthly remuneration of PLN 2,000.00 gross (in words: two thousand złoty), payable by the 10th day of the following month for the previous month.
3. The resolution of the Ordinary General Meeting of ELEKTROTIM S.A. No. 24/WZA/2022 dated June 23, 2022, is hereby repealed.
4. This resolution shall enter into force on the day of its adoption.

**JUSTIFICATION:**

In connection with Article 392 § 1 of the Commercial Companies Code, the General Meeting determines the remuneration due to the members of the Supervisory Board. Members of the Audit Committee are selected from among the members of the Supervisory Board.

**Resolution No. 24/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A., based in Wrocław ("the  
Company"), dated June 25, 2024  
on the matter of the opinion regarding the "Report on Remuneration of the Members  
of the Management Board and the Members of the Supervisory Board of  
ELEKTROTIM S.A. for the year 2023"**

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

1. Acting under Article 395 § 21 of the Commercial Companies Code and Article 90g paragraph 6 of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to organized trading and on public companies (consolidated text, Journal of Laws of 2024, item 620; hereafter: Act on Public Offering), the Ordinary General Meeting of ELEKTROTIM S.A. expresses a positive opinion about the "Report on Remuneration of the Members of the Management Board and the Members of the Supervisory Board of ELEKTROTIM S.A. for the year 2023", which was prepared by the Company's Supervisory Board and evaluated by the certified auditor from Grant Thornton Polska Prosta joint-stock company with respect to including the information required under Article 90g paragraphs 1-5 and 8 of the Act on Public Offering.
2. This resolution shall come into force on the date of its adoption.

**JUSTIFICATION:**

To fulfill the obligation set forth in the Act of July 29, 2005, on public offerings and conditions for introducing financial instruments to organized trading and on public companies, the "Report on Remuneration of the Members of the Management Board and the Members of the Supervisory Board of ELEKTROTIM S.A. for the year 2023" was prepared by the Company, compiled by the Company's Supervisory Board, and assessed by a certified auditor regarding the inclusion of information required under Articles 90g paragraphs 1-5 and 8 of the Act on Public Offering.

In accordance with Article 90g paragraph 6 of the Act on Public Offering, the "Report on Remuneration of the Members of the Management Board and the Members of the Supervisory Board of ELEKTROTIM S.A. for the year 2023" is reviewed by the Company's General Meeting, which is the subject of the aforementioned resolution.

The resolution is advisory in nature.

Additional explanation regarding the "Remuneration Policy for the Members of the Management Board and Supervisory Board of ELEKTROTIM S.A.": In accordance with Article 90e paragraph 4 of the Act on public offerings, a resolution on the remuneration policy is adopted at least every four years. The "Remuneration Policy" was adopted by the General Meeting of ELEKTROTIM S.A. in 2020 and was amended twice - in 2021 and 2022. Due to significant changes, a consolidated text was also adopted. According to the assessment of the Management Board of ELEKTROTIM S.A., this means that the four-year period for reviewing the "Remuneration Policy" can be counted from 2022. Therefore, the agenda of the Ordinary General Meeting convened for June 25, 2024, does not include an item concerning the review of the "Remuneration Policy."

**Resolution No. 25/WZA/2024  
of the Ordinary General Meeting of ELEKTROTIM S.A., based in Wrocław ("the  
Company"), dated June 25, 2024  
on amending the Articles of Association of ELEKTROTIM S.A. by  
repealing the current content of the Articles in their entirety and  
adopting a new content, which also constitutes a consolidated text**

In accordance with Article 430 of the Commercial Companies Code and § 26 item 8 of the Articles of Association of ELEKTROTIM S.A., the Ordinary General Meeting of ELEKTROTIM S.A. hereby resolves as follows:

**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

1. The Ordinary General Meeting of ELEKTROTIM S.A. repeals in entirety the current content of the Articles of Association of ELEKTROTIM S.A., which was adopted by the Ordinary General Meeting of ELEKTROTIM S.A. under resolution No. 34/WZA/2020 dated June 30, 2020, and adopts a new content of the Articles of Association of ELEKTROTIM S.A., which also constitutes a consolidated text.
2. This resolution shall enter into force on the day of its adoption, with effectiveness from the moment the change in the Articles of Association is registered by the registry court.

**JUSTIFICATION:**

The planned changes to the Articles of Association of the Company include:

- a) **In § 15:** a new subsection 5 has been added (the first sentence based on Art. 3801 § 5 of the Commercial Companies Code, hereinafter: CCC); the existing subsection 5 has been renumbered to 6;
- b) **In § 19:** a second sentence has been added to subsection 2 (possibility of electing a Vice Chairman and Secretary from among the members of the Supervisory Board); change in subsection 10 (independence criterion of a Supervisory Board member in accordance with item 2.3 of the Good Practices of Companies Listed on the Warsaw Stock Exchange, which refers to the act on statutory auditors, audit firms, and public oversight);
- c) **In § 20:** provisions have been moved directly from Art. 389 CCC to organize the entire paragraph;
- d) **In § 21:** the entire paragraph has been reworded without substantive changes;
- e) **In § 22:** items 6), 8), and 10) have been reworded; a second part of the sentence has been added to subsection 3 (Art. 3901 § 1 item 2 CCC) and a new subsection 4 (Art. 3821 CCC; advisor to the Supervisory Board; specifying the maximum annual remuneration for advisors).
- f) **In § 25:** a sentence directly transferred from Art. 4065 CCC has been added to subsection 3, clarifying the current provision that the decision on participating in the General Meeting using electronic communication means is made by the convener of the meeting;
- g) **In § 26:** two subsections have been separated – subsection 1 and (new) subsection 2; to subsection 1, two points have been added (i) item 7 accepting the Remuneration Policy by the OGM and (ii) item 8 making a resolution by the OGM on the opinion of the remuneration report of the Members of the Management Board and the Supervisory Board; new subsection 2 specifies existing provisions of the Articles to the wording of Art. 393 item 4 CCC, indicating that the disposal and acquisition of real estate do not require the consent of the OGM, only the consent of the Supervisory Board of the Company;
- h) **Change in § 27:** change of the fiscal year in the Company from the calendar year to a period lasting 12 consecutive, full calendar months, beginning on April 1 of a given calendar year and ending on March 31 of the following calendar year.

The remaining changes are editorial in nature (including rewording in § 22 subsection 2 items 6 and 8, without substantive change) and/or typographical (such as changing lowercase letters to uppercase) and have been clearly marked in the change tracking mode in the draft of the Articles of Association.

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

President of the Management Board – Artur Więżnowski	
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**RESOLUTION DRAFTS FOR THE ORDINARY GENERAL MEETING OF ELEKTROTIM S.A. TO BE HELD ON JUNE 25, 2024 - AFTER THE AGENDA HAS BEEN AMENDED -**

Member of the Management Board – Dariusz Kozikowski	
Member of the Management Board – Krzysztof Wójcikowski	