

**CONTENT OF THE DRAFT RESOLUTION SUBMITTED FOR VOTING,
WHICH WAS NOT ADOPTED BY THE EXTRAORDINARY GENERAL MEETING
OF ELEKTROTIM S.A.
ON 26 FEBRUARY 2026**

**Resolution No. 5/NWZA/2026
of the Extraordinary General Meeting of ELEKTROTIM S.A.
with its registered office in Wrocław (the
“Company”) dated 26 February 2026
regarding the authorization of the Management Board to increase the Company’s
share capital within the authorized capital, with the pre-emptive rights of existing
shareholders being fully excluded, and regarding the amendment of the Company’s
Articles of Association**

The Extraordinary General Meeting of the Company, in connection with the adoption, pursuant to Resolution No. 4/NWZA/2026 of the Extraordinary General Meeting of the Company dated 26 February 2026, of the Incentive Program (hereinafter: the “**Incentive Program**”), acting pursuant to Article 430 § 1, Article 444 § 1, and Article 447 § 1, second sentence of the Act of 15 September 2000 - Commercial Companies Code (consolidated text: Journal of Laws 2024, item 18) (hereinafter: the “**Commercial Companies Code**”), and pursuant to § 26(1)(11) of the Company’s Articles of Association, resolves as follows:

§ 1

**Authorization of the Management Board to increase the Company’s share capital within
the authorized capital, with the pre-emptive rights of existing shareholders being fully
excluded.**

1. The Extraordinary General Meeting of the Company authorizes the Management Board to increase the Company’s share capital by an amount not exceeding PLN 300,000 (in words: three hundred thousand zlotys) through the issuance of no more than 300,000 (in words: three hundred thousand) ordinary bearer shares of series E with a nominal value of PLN 1.00 (in words: one zloty) each (hereinafter: the “**Shares**”), from the date of adoption of the first resolution of the Supervisory Board regarding the allocation of Shares to the participants of the Incentive Program who meet the conditions for entitlement to Shares until a date falling three years after such date, but no later than 31 December 2031 (hereinafter: the “**Authorized Capital**”), by carrying out one or more subsequent increases of the Company’s share capital within the Authorized Capital, solely for the purpose of implementing the Incentive Program and in accordance with the principles and conditions of the Incentive Program set out in Resolution No. 4/NWZA/2026 of the Extraordinary General Meeting of the Company dated 26 February 2026 regarding the adoption of the Incentive Program (hereinafter: the “**Resolution on the Adoption of the Incentive Program**”) and the Incentive Program Rules to be adopted by the Supervisory Board of the Company (hereinafter: the “**Incentive Program Rules**”).
2. Pursuant to Article 445 § 1, third sentence of the Commercial Companies Code, the justification for granting the Management Board the authorization to increase the Company’s share capital within the Authorized Capital is to enable the implementation of the Incentive Program directed at the Program Participants through the issuance of Shares at a time contingent upon the

fulfillment of the criteria of the Incentive Program, as set out in the Resolution on the Adoption of the Incentive Program.

3. The Shares shall be subscribed by the Program Participants in accordance with the provisions set forth in the Resolution on the Adoption of the Incentive Program, the Incentive Program Rules, and any documents stipulated therein.
4. The Shares shall be subscribed solely for cash contributions at a subscription price per Share equal to the nominal value of the Share.
5. The Shares shall be dematerialized through their registration with the **National Depository for Securities** (Krajowy Depozyt Papierów Wartościowych S.A., hereinafter: the “**KDPW**”), with its registered office in Warsaw.
6. The Shares shall participate in dividends in accordance with the following rules: Shares registered in a shareholder’s securities account no later than on the record date for the dividend, as determined by a resolution of the Company’s General Meeting, shall be entitled to receive the dividend starting from the financial year immediately preceding the financial year in which such Shares were registered in the shareholder’s securities account. Shares registered in a shareholder’s securities account after the record date for the dividend, as determined by a resolution of the Company’s General Meeting, shall be entitled to receive the dividend starting from the dividend for the financial year in which such Shares were registered in the shareholder’s securities account.
7. Having considered the opinion of the Management Board of ELEKTROTIM S.A. justifying the authorization of the Management Board to fully exclude the pre-emptive rights of existing shareholders with respect to the Series E ordinary bearer shares to be issued within the Authorized Capital, as well as the proposed issue price, the General Meeting hereby authorizes the Management Board, with the consent of the Supervisory Board, to fully exclude the pre-emptive rights of existing shareholders in relation to the Shares issued pursuant to each increase of the Company’s share capital carried out within the Authorized Capital. The rationale for granting the Management Board such authorization is to ensure the effective implementation of the Incentive Program in accordance with the provisions of this resolution, the Resolution on the Adoption of the Incentive Program, and the Incentive Program Rules.
8. The Management Board is hereby authorized to undertake all necessary legal and factual actions required for the admission and introduction of the Shares to trading on the regulated market, including, in particular:
 - a) to perform all actions with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A., “**KDPW**”) necessary for the implementation of this resolution, including concluding an agreement for the registration of the Shares in the securities deposit maintained by the KDPW,
 - b) to perform all actions with the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A., “**WSE**”), including submitting applications for the admission and introduction of the Shares to trading on the regulated market operated by the WSE; and
 - c) to undertake any other actions necessary for the admission and introduction of the Shares to trading on the regulated market operated by the WSE.

§ 2

Amendment to the Company's Articles of Association

In connection with the introduction of the authorization for the Management Board to increase the Company's share capital within the Authorized Capital, the Extraordinary General Meeting of the Company hereby resolves to amend the Articles of Association of the Company by adding the following paragraphs to § 8 of the Articles of Association:

- „4. The Management Board is authorized to increase the Company's share capital by an amount not exceeding PLN 300,000 (in words: three hundred thousand zlotys) through the issuance of no more than 300,000 (in words: three hundred thousand) ordinary bearer shares of series E with a nominal value of PLN 1.00 (in words: one zloty) each (hereinafter: the “**Shares**”), from the date of adoption of the first resolution of the Supervisory Board regarding the allocation of Shares to the participants of the Incentive Program who meet the conditions for entitlement to Shares, until a date falling three years after such date, but no later than 31 December 2031 (hereinafter: the “**Authorized Capital**”).
5. The Management Board may exercise the authorization granted under section 4 above to increase the Company's share capital by carrying out one or more subsequent increases of the share capital within the Authorized Capital solely for the purpose of implementing the Incentive Program established by the Company pursuant to a resolution of the Extraordinary General Meeting of the Company (hereinafter: the “**Incentive Program**”) and in accordance with the principles and conditions of the Incentive Program set forth in the Incentive Program Rules adopted by the Supervisory Board of the Company (hereinafter: the “**Incentive Program Rules**”), as well as in the documents provided therein and in the Company's Articles of Association.
6. The Extraordinary General Meeting of the Company hereby authorizes the Management Board, with the consent of the Supervisory Board of the Company, to fully exclude the pre-emptive rights of existing shareholders with respect to the Shares issued in connection with each increase of the share capital carried out within the Authorized Capital, subject to the provisions of section 7 below.
7. The purpose of increasing the share capital within the Authorized Capital is to grant the right to subscribe for Shares to the Participants of the Program.
8. The persons entitled to subscribe for the Shares shall be those among the Program Participants who have fulfilled the conditions and criteria set forth in the Incentive Program Rules, as well as in the relevant agreements governing participation in the Incentive Program.

§ 3

Final provisions

The resolution shall enter into force upon its adoption, provided that the provisions regarding the amendment of the Articles of Association shall take effect from the date on which the registry court enters the changes to the Company's Articles of Association contained in this resolution in the register of entrepreneurs.

In the secret ballot, a total of 5,433,129 valid votes were cast from 5,433,128 shares, representing 54.42% of the Company's share capital. The votes were cast as follows:

for:	-	4.339.892	(79,88%)
against	-	1.093.237	(20,12%)
abstaining	-	0	(0%)
not participating in the vote:		0	

No objections were raised.

The resolution was not adopted.