

**RESOLUTIONS ADOPTED  
BY THE EXTRAORDINARY GENERAL MEETING OF ELEKTROTIM S.A.  
ON 26 FEBRUARY 2026**

**Resolution No. 1/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 election of the Chairperson  
of the General Meeting of ELEKTROTIM S.A.**

1. Pursuant to Article 409 § 1 of the Polish Commercial Companies Code, the Extraordinary General Meeting of ELEKTROTIM S.A. hereby elects Maciej Posadzy as Chairperson of the Extraordinary General Meeting.
2. This Resolution shall enter into force upon its adoption.

In the secret ballot, 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:	-	5,433,129	(100%)
against	-	0	(zero)
abstaining	-	0	(zero)
not participating in the vote:	0		

The resolution was adopted.

No objections were raised.

**Resolution No. 2/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 adoption of the agenda**

1. The General Meeting of ELEKTROTIM S.A. adopts the agenda as established and announced by the Management Board of ELEKTROTIM S.A. in accordance with applicable law.
2. The resolution shall enter into force upon its adoption.

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, with the votes cast as follows:

for:	-	5,433,129	(100%)
against	-	0	(zero)
abstaining	-	0	(zero)
not participating in the vote:	0		

The resolution was adopted.

No objections were raised.

**Resolution No. 3/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 adoption of amendments to the “Remuneration Policy for  
Members of the Management Board and Supervisory Board of  
ELEKTROTIM S.A.”**

1. The Extraordinary General Meeting of ELEKTROTIM S.A. resolves to amend the “Remuneration Policy for Members of the Management Board and Supervisory Board of ELEKTROTIM S.A.,” originally adopted by the General Meeting of ELEKTROTIM S.A. pursuant to Resolution No. 23/WZA/2020 of the Ordinary General Meeting dated 30 June 2020, and subsequently amended by Resolution No. 26/WZA/2021 of the Ordinary General Meeting dated 24 June 2021, and by Resolution No. 26/WZA/2022 of the Ordinary General Meeting dated 23 June 2022, by adopting the “Remuneration Policy for Members of the Management Board and Supervisory Board of ELEKTROTIM S.A.” in the form set out in Annex No. 1 to this Resolution.
2. The Extraordinary General Meeting of ELEKTROTIM S.A. authorizes the Supervisory Board of ELEKTROTIM S.A. to specify the details of the Remuneration Policy for Members of the Management Board and Supervisory Board of ELEKTROTIM S.A., including the description of fixed and variable components of remuneration, as well as bonuses and other cash and non-cash benefits that may be granted to Members of the Management Board, with regard to the criteria for financial and non-financial performance, the granting of variable remuneration components, the determination of vesting periods for remuneration in the form of financial instruments, the rules for disposing of such financial instruments, and an explanation of how remuneration granted to Members of the Management Board in the form of financial instruments contributes to the implementation of the Company’s business strategy, long-term interests, and stability.
3. The resolution shall enter into force upon its adoption.

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, with the votes cast as follows:

for:	-	4,339,893	(79.88%)
against	-	509,236	(9.37%)
abstaining	-	584,000	(10.75%)
not participating in the vote:	0		

The resolution was adopted.

No objections were raised.

**Resolution No. 4/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 adoption of the Incentive Program.**

**§ 1**

**Principles of the Incentive Program**

Considering that the engagement and effective work of key employees, collaborators, and members of the governing bodies of companies within the ELEKTROTIM Group (hereinafter: the “**Group**”) has a significant impact on the operations of ELEKTROTIM S.A., with its registered office in Wrocław (hereinafter: the “**Company**” or “**ELEKTROTIM S.A.**”), the implementation by the Company of its business strategy for 2026-2030, the financial results of the Company and the Group, and, consequently, the value of the Company’s shares, and acting in the interest of the Company and its shareholders in order to maximize returns on investments in securities issued by the Company, the purpose is:

- a) to motivate key employees and collaborators of the ELEKTROTIM Group to effectively implement the Company’s business strategy for 2026-2030, to act in the interest of the Group, and to contribute to the sustained growth in the value of the companies within the ELEKTROTIM Group, and, consequently, to the increase in the value of the Company’s shares,
- b) to ensure the long-term engagement of the individuals referred to in point a) in the implementation of ELEKTROTIM S.A.’s strategy and in activities supporting the Company and the Group,
- c) to provide the individuals referred to in point a) with the opportunity to participate in the expected increase in the value of the companies within the ELEKTROTIM Group by enabling them to acquire shares of ELEKTROTIM S.A.

The Extraordinary General Meeting of the Company resolves as follows:

1. The Extraordinary General Meeting of the Company resolves to adopt an incentive program (hereinafter: the “**Incentive Program**”) for the members of the Company’s Management Board (hereinafter: the “**Management Board**”) and other employees and collaborators of the Group, as designated by the Management Board, who are key to the implementation of ELEKTROTIM S.A.’s business strategy for 2026-2030 (hereinafter: the “**Management Personnel**”), collectively referred to as the “**Program Participants**,” in order to enable the Program Participants to acquire shares of the Company.
2. Under the Incentive Program, the Program Participants shall have the right to subscribe for a total of no more than 300,000 (three hundred thousand) shares of the Company (hereinafter: the “**Shares**”), representing 3.01% of the Company’s share capital. These Shares will be issued by the Company through one or more subsequent increases of the Company’s share capital within

the authorized capital, carried out by the Management Board under the authorization granted by the resolution of the Extraordinary General Meeting of the Company 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.

3. The Incentive Program shall be implemented over a period of three (3) years, during the financial years 2026-2028, as follows:
  - a) under the first tranche (hereinafter: the "**Tranche**") for 2026, 100,000 (one hundred thousand) Shares shall be allocated for subscription;
  - b) under the second Tranche for 2027, 100,000 (one hundred thousand) Shares shall be allocated for subscription;
  - c) under the third Tranche for 2028, 100,000 (one hundred thousand) Shares shall be allocated for subscription.
4. The detailed terms and conditions of the Incentive Program shall be determined by the Supervisory Board of the Company (hereinafter: the "**Supervisory Board**") in the rules of the Incentive Program (hereinafter: the "**Incentive Program Rules**").
5. Under the Incentive Program, the Company shall grant the Program Participants an option to subscribe for a total of no more than 300,000 (three hundred thousand) Shares at a price of PLN 1 (one zloty) per Share (hereinafter: the "**Share Subscription Option**"), on the terms set out in this resolution and in the Incentive Program Rules.
6. The Share Subscription Options shall be granted as follows:
  - a) under each Tranche, the right to subscribe for 50% of the Shares shall be granted collectively to the members of the Company's Management Board; and
  - b) the right to subscribe for the remaining 50% of the Shares allocated under a given Tranche shall be granted to the other Program Participants designated by the Management Board, i.e., the Management Personnel, provided that the pool of Share Subscription Options to be granted over all years of the Program to the members of the Management Board, totaling 150,000 (one hundred fifty thousand) Shares, shall be divided equally among all members of the Management Board as of the date of adoption of the Incentive Program Rules.
7. The Share Subscription Options under each Tranche shall be granted to the Program Participants in the first year of the Incentive Program, subject to the possibility of granting Share Subscription Options at a later date in the event that a Program Participant loses their status as a Program Participant or fails to subscribe for the Shares.
8. The Shares shall be subscribed by the Program Participants in accordance with their Share Subscription Options, upon fulfillment of the conditions set out in the Incentive Program Rules and on the terms specified therein.
9. The Share Subscription Option is non-transferable and, therefore, may not be disposed of, pledged, or otherwise transferred by a Program Participant, except in the case of inheritance.
10. The Company shall present an offer to subscribe for Shares to Program Participants who have met the conditions set out in the Incentive Program Rules for a given Program year (hereinafter: the "**Eligible Participants**"). The number of Shares offered shall be determined by the

Supervisory Board (for Program Participants who are members of the Management Board) or by the Management Board (for Program Participants who are not members of the Management Board, i.e., the Management Personnel).

11. The subscription of Shares by an Eligible Participant for a given financial year of the Program may not take place earlier than twelve (12) months after the end of that financial year, provided, however, that in the event of a change of control over the Company, the Management Board, and, in the case of the Management Board, the Supervisory Board, shall be obliged to present an offer to the Program Participants to subscribe for Shares no later than two (2) months from the occurrence of the event resulting in the change of control (Program Acceleration). A change of control means that an entity (or a group of entities acting in concert) other than the shareholders of the Company who, as of the date of adoption of the Incentive Program Rules, hold more than 10% of the total voting rights in the Company, reaches or exceeds the threshold of 50% of the total voting rights in the Company. For the calculation of the voting rights referred to above, the rules set out in the Act of 29 July 2005 on Public Offering and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies (consolidated text: Journal of Laws 2025, item 592) shall apply. In the event of Program Acceleration, the provisions regarding the requirement to meet the condition referred to in section 13 below shall not apply.
12. If an Eligible Participant does not accept the offer to subscribe for Shares within 30 days of its receipt, they shall lose the right to subscribe for those Shares without any entitlement to compensation.
13. The fundamental condition for enabling Eligible Participants to subscribe for Shares, applicable to all Program Participants, is the attainment by the Company, in the relevant financial year or in the financial years specified below during the term of the Incentive Program, of the gross profit amounts set forth herein:
  - a) **First Tranche for 2026** - the gross profit generated by the Company in 2026 must be equal to or greater than **PLN 43,000,000**; provided that if the gross profit generated by the Company in 2026 is less than **PLN 43,000,000** but equal to or greater than **PLN 41,000,000**, the number of Shares available for subscription under the First Tranche shall be reduced proportionally (assumption for the purpose of calculating the reduction ratio: gross profit of **PLN 41,000,000** / 75% of the Shares in the First Tranche available for subscription);
  - b) **Second Tranche for 2027** - the sum of the gross profit generated by the Company in 2026 and the gross profit generated by the Company in 2027 must be equal to or greater than **PLN 91,000,000**; provided that if the sum of the gross profit generated by the Company in 2026 and 2027 is less than **PLN 91,000,000** but equal to or greater than **PLN 88,000,000**, the number of Shares available for subscription under the Second Tranche, taking into account any Shares not subscribed for under the First Tranche that are added to the Second Tranche, shall be reduced proportionally (assumption for the purpose of calculating the reduction ratio: gross profit of **PLN 88,000,000** / 75% of the Shares in the Second Tranche, including any unsubscribed Shares from the First Tranche); and
  - c) **Third Tranche for 2028** - the sum of the gross profit generated by the Company in 2026, 2027, and 2028 must be equal to or greater than **PLN 145,000,000**; provided that if the sum of the gross profit generated by the Company in 2026, 2027, and 2028 is less

than **PLN 145,000,000** but equal to or greater than PLN 139,000,000, the number of Shares available for subscription under the Third Tranche, taking into account any Shares not subscribed for under the First and Second Tranches that are added to the Third Tranche, shall be reduced proportionally (assumption for the purpose of calculating the reduction ratio: gross profit of **PLN 139,000,000** / 75% of the Shares in the Third Tranche, including any unsubscribed Shares from the First and Second Tranches);

subject to the provisions of sections 14, 15, and 17 below.

14. In the event that the Company's financial statements, audited by a statutory auditor authorized to audit the Company's financial statements, for any year of the Program show a negative net result ("Loss"), the Program Participants shall lose the right to subscribe for Shares for the year in which the Company generated the Loss and for subsequent years.
15. In the event that the Company's financial statements, audited by a statutory auditor authorized to audit the Company's financial statements, for any year of the Program show a net profit of less than PLN 20,000,000, the Program Participants shall lose the right to subscribe for Shares for that Program year. In such a case, the provisions of section 17 below shall not apply.
16. For the purposes of assessing the fulfillment of the condition referred to in section 13 of this resolution, "gross profit" means the gross profit for the relevant financial year as reported in the Company's financial statements, audited by a statutory auditor authorized to audit the Company's financial statements, adjusted for the costs of the Incentive Program.
17. In the event that Shares are not offered for subscription due to the failure to meet the condition for the year(s) specified in section 13 of this resolution, or if the number of Shares offered for subscription is reduced in accordance with the provisions of section 13, the unsubscribed Shares for the relevant year(s) may be offered for subscription in subsequent years of the Program, subject to the fulfillment of the conditions for subscribing for Shares in the subsequent years of the Program.
18. The Extraordinary General Meeting of the Company authorizes the Supervisory Board to:
  - a) establish the Incentive Program Rules specifying the detailed principles of operation of the Incentive Program,
  - b) designate the Eligible Participants covered by the Incentive Program from among the Program Participants;
  - c) determine the detailed terms and conditions of participation in the Program, including, in particular:
    - the number of Shares each Eligible Participant shall be entitled to subscribe for,
    - the rules for granting Share Subscription Options to individual Program Participants, as well as the rules for termination of participation in the Program resulting in the forfeiture of Share Subscription Options by Program Participants,
    - the rules for exercising the Share Subscription Options; and
    - other terms and conditions of participation by Program Participants in the Incentive Program necessary for its proper functioning;

- d) to perform all necessary legal and administrative actions in connection with the implementation, administration, and oversight of the Incentive Program for the Eligible Participants, subject to the provisions of section 19 below.
- 19.** The Management Board is authorized to perform all necessary legal and administrative actions in connection with the implementation, administration, and oversight of the Incentive Program for the Eligible Participants who are part of the Management Personnel.
- 20.** The Program shall be launched subject to the adoption by the Company's General Meeting of a resolution authorizing the Management Board to increase the Company's share capital within the authorized capital through the issuance of no more than 300,000 (three hundred thousand) Shares.

## **§ 2 Final provisions**

The resolution shall enter into force upon its adoption.

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		

The resolution was adopted.

No objections were raised.