

RESOLUTION NO. 5
OF THE EXTRAORDINARY GENERAL MEETING
OF THE COMPANY ERBUD S.A. IN WARSAW
DATED 26 NOVEMBER 2021

on adopting of the Supervisory Board Diversity Policy in the Company

- I. Acting pursuant to § 15 section 1 item 10) of the Company's Statutes, bearing in mind the guidelines of the Corporate Governance Committee of the WSE as regards application of the rules of "Best Practices of WSE Listed Companies 2021" (DPSN), including application of rules No. 2.1 and 2.2 of DPSN 2021, the Extraordinary General Meeting of ERBUD S.A. (the "**Company**") hereby **adopts the Supervisory Board Diversity Policy in the Company** with the following wording:

"SUPERVISORY BOARD DIVERSITY POLICY IN ERBUD S.A.

§ 1

DEFINITIONS

The following terms have the following meanings in this Policy:

- 1) **Shareholders** – stands for Shareholders of the Company;
- 2) **Criteria** - stands for the Supervisory Board diversity criteria listed in § 3 of this Supervisory Board Diversity Policy;
- 3) **Supervisory Board Diversity Policy** - stands for this Supervisory Board Diversity Policy in ERBUD S.A.;
- 4) **Management Board Diversity Policy** - stands for the Management Board Diversity Policy in ERBUD S.A.;
- 5) **Supervisory Board** - stands for the Supervisory Board of the Company;
- 6) **Company** - stands for ERBUD Spółka Akcyjna with registered office in Warsaw at ul. Franciszka Klimczaka 1, 02-797 Warsaw, registered in the Register of Entrepreneurs of the National Court Register, maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under KRS No. 0000268667, using REGON (statistical number): 005728373, NIP (tax identification number): 8790172253;
- 7) **ESG Strategy** - stands for the ESG Strategy of ERBUD S.A.;
- 8) **General Meeting** – stands for the General Meeting of the Company;
- 9) **Management Board** - stands for the Management Board of the Company.

§ 2

POLICY OBJECTIVES AND APPLICATION

1. Highly valuing diversity as an important social and business value, the Company is committed to ensuring diversity in its governing bodies, including the Supervisory Board.
2. In the Company's opinion, the diversity of the members of the Supervisory Board provides access to a wide range of views, experiences and perspectives that develop and improve the Company's decision-making process, contributing to the growth of the Company's and its capital group's value.

3. The purpose of this Supervisory Board Diversity Policy is to set out the principles and criteria for ensuring diversity on the Supervisory Board as well as to formulate guidelines and instructions as regards selecting members of this body with respect to the principles of diversity.
4. The rules and guidelines set out in this Supervisory Board Diversity Policy are consistent with the Company's ESG Strategy and are aimed at achieving its objectives in terms of ensuring diversity within the Company and its capital group.
5. The principles and criteria for ensuring diversity of the Management Board members are regulated by the Management Board Diversity Policy.

§ 3

DIVERSITY CRITERIA

1. Diversity of the members of the Supervisory Board should be understood as diversity of the composition of the body, in particular with respect to gender, field of study, specialist knowledge, age and professional experience.
2. At all times, the Supervisory Board should include individuals with specialized expertise in the field:
 - a) industries that constitute the main spheres of the Company's activity;
 - b) finance;
 - c) financial reporting;
 - d) ESG (*Environmental, Social and Governance*);
 - e) risk management.
3. The Company will strive to diversify the composition of the Supervisory Board in terms of gender; to ensure diversity of the Supervisory Board, the share of the underrepresented gender in the composition of the body must be maintained in the proportion of at least 30% of all members of the Supervisory Board.

§ 4

ELECTION OF SUPERVISORY BOARD MEMBERS

1. When submitting candidates to the Supervisory Board and taking a decision on the selection of the members of the Supervisory Board, the Shareholders should be guided by the need to ensure diversity of this body through the selection of persons meeting the Criteria, in particular ensuring the achievement of the gender diversity index referred to in § 3.3.
2. When submitting candidates for members of the Supervisory Board and electing them, irrespective of the Criteria, the Shareholders should take into account competences, skills and other qualities and factors concerning the candidate for the member of the Supervisory Board which justify the conviction that they will duly fulfil the duties connected with performing the function in that body.

§ 5

MONITORING POLICY IMPLEMENTATION

1. The Supervisory Board monitors the implementation of the Supervisory Board Diversity Policy on an annual basis, passing a resolution to that effect together with the adoption of the annual report of the Supervisory Board.
2. A resolution on the status of implementation of the Supervisory Board Diversity Policy includes an indication of the number of persons serving on the Supervisory Board, information on the implementation of the objectives of the Supervisory Board Diversity Policy and, if not achieved, an explanation and information on actions taken to achieve those objectives in the future, as well as a description of the degree of diversity of the Supervisory Board in terms of

- a) gender - presentation of numerical values or percentages of the proportion of women and men on the Supervisory Board;
- b) field of education - presenting the areas of competence of Supervisory Board members (e.g. technical, economic, managerial education);
- c) specialist knowledge - presentation of the professional and industry-specific knowledge possessed by members of the Supervisory Board, including that confirmed by certificates, postgraduate studies, as well as their academic work or experience gained;
- d) age - presenting the number or percentage of the Supervisory Board members whose age is within the following ranges: below 30 years of age, between 30 and 50 years of age, above 50 years of age;
- e) experience and education of members of the Supervisory Board in the context of the competencies of the Management Board - indication whether the competencies of the Supervisory Board extend the competencies of the Management Board, and if so, in what areas.

§ 6

FINAL PROVISIONS

1. This Supervisory Board Diversity Policy becomes effective upon its adoption by resolution of the General Meeting.
 2. Any amendments to this Supervisory Board Diversity Policy require their adoption by the General Meeting.”
- I.** The resolution becomes effective upon its adoption.

After the vote, the Chairman announced the results:

- valid votes were cast from 9,025,958 shares, representing 72.79% of the share capital,
- a total of 9,025,958 valid votes were cast,
- 9,025,958 votes were cast for the resolution,
- 0 votes were cast against,
- 0 votes abstained.