

Resolution No. MB.2026.001

**of the Management Board of DataWalk S.A. with its registered office in
Wrocław dated February 12, 2026**

**on increasing the Company's share capital within the limits of the authorized
capital through the issue of series T ordinary bearer shares, with the full exclusion
of pre-emptive rights of existing shareholders, amending the Company's articles of
association and applying for the admission and introduction of series T shares and
rights to series T shares to trading on the regulated market operated by the
Warsaw Stock Exchange**

The Management Board of DataWalk S.A. with its registered office in Wrocław, acting pursuant to the authorization contained in § 6a of the Company's articles of association and pursuant to Article 446, Article 447 § 1 and Article 453 § 1 of the Act of September 15, 2000, Commercial Companies Code (the "**Commercial Companies Code**"), considering that by resolution no. SB.2026.001 of February 12, 2026, the Company's Supervisory Board consented to the Management Board depriving the existing shareholders of the Company of all their preemptive rights to no more than 750,000 (seven hundred and fifty thousand) series T ordinary bearer shares of the Company issued on the basis of a resolution of the Company's Management Board as part of an increase in the Company's share capital within the limits of the authorized capital specified in § 6a(1) of the Company's articles of association, hereby adopts the following resolution:

§ 1

The Management Board of the Company resolves to increase the share capital of the Company by an amount not lower than PLN 0.10 (ten groszy) and not higher than PLN 75,000 (seventy-five thousand zloty) by issuing not less than 1 (one) and not more than 750,000 (seven hundred and fifty thousand) series T ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each ("**Series T Shares**").

§ 2

1. Series T Shares will be offered by the Company for subscription in a private placement (within the meaning of Article 431 § 2(1) of the Commercial Companies Code), conducted by way of a public offering within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council (EU) 2017/1129 of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Regulation 2017/1129**"), which does not require the preparation, approval, and disclosure of a prospectus or other information document (offer document) in accordance with Article 1(4)(a) or (d) of Regulation 2017/1129 (the "**Offer**").
2. The Offer will be conducted through IPOPEMA Securities S.A. with its registered office in Warsaw (the "**IPOPEMA**") on the terms specified in this resolution, taking into account the provisions of agreements concluded between the Company and IPOPEMA concerning the organization of the Offer, in particular the agreement for the placement of Series T Shares, which will be concluded between the Company and IPOPEMA prior to the commencement of the Offer.
3. The Offer will be addressed exclusively to investors selected by the Company's Management Board:
 - a) qualified investors within the meaning of Article 2(e) of Regulation 2017/1129 or
 - b) investors who will subscribe for Series T Shares with a total value of at least EUR 100,000 (one hundred thousand euros) per investor;

collectively (the "**Eligible Investors**"), following a book building process for Series T Shares (the "**Book Building Process**"). The Book Building Process will be conducted through IPOPEMA among Eligible Investors who are parties to an agreement concluded with IPOPEMA enabling IPOPEMA to accept and transmit orders to purchase and sell financial instruments.

4. The Offer will be conducted based on exemptions from registration requirements under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") in accordance with Regulation S (as amended) issued thereunder. The Series T Shares have not been and will not be registered under the U.S. Securities Act and will not be offered or sold in the United States or to investors who are "U.S. persons" as defined in Regulation S, or in Australia, Canada or Japan, or in any other jurisdiction where such offer or sale would be contrary to law.
5. The Offer will be conducted in accordance with other applicable laws and regulations, in particular, Series T Shares will not be offered to entities subject to sanctions imposed or enforced by the government of the United States of America (including the Office of Foreign Assets Control of the U.S. Department of the Treasury (Office of Foreign Assets Control of the U.S. Department of Treasury) or the U.S. Department of State, the Security Council of the United Nations, the European Union, the Minister of Internal Affairs and Administration or other relevant sanctions authorities (the "**Sanctions**"), including Series T Shares will not be offered to entities with their registered office or place of residence in a country, region or territory subject to Sanctions, including, but not limited to, the Crimean region of Ukraine, the so-called Donetsk People's Republic, the so-called Luhansk People's Republic, Cuba, Iran, North Korea, Myanmar, Syria, Sudan, South Sudan, Russia, and Belarus, including those resulting from the provisions of Council Regulation (EU) No. 833/2014 of July 31, 2014, concerning restrictive measures in view of Russia's actions destabilizing the situation in Ukraine (as amended) and Council Regulation (EC) No. 765/2006 of May 18, 2006 concerning restrictive measures against President Alexander Lukashenko and certain officials of Belarus (as amended).
6. Agreements for the acquisition of Series T Shares may be concluded by the Company until March 31, 2026.

§ 3

1. The issue price of Series T Shares will be determined by the Company's Management Board, with the consent of the Company's Supervisory Board, after considering the results of the Book Building Process, in the form of a separate resolution adopted in addition to and in execution of this resolution.
2. Series T Shares shall be covered in full by cash contributions made prior to the registration of the increase in the Company's share capital in the register of entrepreneurs of the National Court Register. The surplus of the issue price at which Series T Shares are subscribed over their nominal value shall be transferred in full to the Company's reserve capital.

§ 4

1. Series T shares will participate in dividends for the financial year ending on December 31, 2025, i.e. starting from January 1, 2025.
2. Series T Shares and, if the legal requirements are met and the Company's Management Board (in consultation with IPOPEMA) so decides, rights to Series T Shares (the "**PDA**"), will be securities without a document form and will be subject to dematerialization within the meaning of the provisions of the Act of July 29, 2005, on Trading in Financial Instruments, i.e. registration in the securities depository maintained by Krajowy Depozyt Papierów Wartościowych S.A. (National Securities Depository) (the "**KDPW**").

3. Series T Shares and, if the Company's Management Board (in consultation with IPOPEMA) so decides, PDAs, will be subject to an application for their admission and introduction to trading on the regulated market operated by the Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange) (the "**WSE**"), after meeting the relevant criteria and conditions for the admission and introduction of Series T Shares and PDA to trading on that market, as required by applicable laws and WSE regulations.

§ 5

1. Acting pursuant to Article 447 § 1 of the Commercial Companies Code and § 6a(1)(e) of the Company's Articles of Association, in the interest of the Company and with the consent of the Company's Supervisory Board expressed in the form of resolution no. SB.2026.001 of February 12, 2026, the existing shareholders are deprived of their preemptive rights to Series T Shares in their entirety.
2. Depriving the Company's existing shareholders of their preemptive rights to Series T Shares is entirely in the best interests of the Company, as it enables the optimization of the process of obtaining the financing necessary for the further development of the Company's operations, including activities aimed at growing and strengthening the Company's market position in geographical and sectoral terms. The issue of Series T Shares by way of a private placement addressed (i) to qualified investors or (ii) to investors who will acquire Series T Shares with a total value of at least EUR 100,000 (one hundred thousand euros) per investor, excluding in full the preemptive rights of existing shareholders, will allow the Series T Shares to be offered without the need to prepare, approve, and publish a prospectus in accordance with Regulation 2017/1129 or any other information (offer) document, and thus in the most optimal manner from the perspective of time (speed of the process) and the cost of raising capital. In addition, the issue of Series T Shares with the exclusion of all pre-emptive rights of existing shareholders: (i) will allow the offer to be addressed also to new investors meeting the criteria indicated above and including the same on expanding the group of shareholders of the Company and maximizing the proceeds from the offer of Series T Shares, and (ii) is justified in the opinion of the Company's Management Board in light of the current market conditions in the context of the level of financing expected to be obtained by the Company as a result of the offering of Series T Shares. The issue price of Series T Shares will be determined by the Company's Management Board primarily on the basis of the results of the book building process conducted among investors selected by the Company who meet the above criteria, taking into account all circumstances affecting the determination of the issue price, including, in particular, the economic situation on the capital markets, the market valuation of the Company, and the financial situation and current events at the Company, as well as based on the recommendation of IPOPEMA as the investment firm acting as an intermediary in the offering of Series T Shares.

§ 6

The final number of Series T Shares offered in the Offer and the final number of Series T Shares to be offered by the Company to individual Eligible Investors will be determined by the Company's Management Board, after consultation with IPOPEMA, based on the results of the Book Building Process. The share capital increase will be carried out within the limits specified in § 1 of this resolution, in an amount corresponding to the number of Series T Shares acquired through a private placement pursuant to Article 431 § 2(1) of the Commercial Companies Code. Pursuant to § 6a(2)(d) of the Company's Articles of Association, the Company's Management Board is authorized and obliged to submit, prior to reporting the share capital increase to the register of entrepreneurs of the National Court Register, a statement pursuant to Article 310 § 2 in conjunction with Article 431 § 7 of the Commercial Companies Code, on the amount of the Company's share capital taken up.

§ 7

In connection with the increase in the Company's share capital through the issue of Series T Shares, the Company's Articles of Association shall be amended so that § 6(1) of the Company's Articles of Association shall read as follows:

"§ 6

The share capital amounts to no less than PLN 638,298.90 (in words: six hundred and thirty-eight thousand, two hundred and ninety-eight zloty and ninety groszy) and no more than PLN 713,298.80 (in words: seven hundred and thirteen thousand two hundred and ninety-eight zloty and eighty groszy) and is divided into no less than 6,382,989 (in words: six million three hundred eighty-two thousand nine hundred eighty-nine) and no more than 7,132,988 (in words: seven million one hundred and thirty-two thousand nine hundred and eighty-eight) shares with a nominal value of PLN 0.10 (in words: ten groszy) per share, including:

- 1) 725,000 (in words: seven hundred twenty-five thousand) registered series A shares, numbered consecutively from 1 to 725,000, with voting rights such that each share carries two votes,*
- 2) 525,000 (in words: five hundred and twenty-five thousand) series B ordinary bearer shares, numbered consecutively from 1 to 525,000,*
- 3) 150,000 (in words: one hundred and fifty thousand) series C ordinary bearer shares, numbered consecutively from 1 to 150,000,*
- 4) 70,000 (in words: seventy thousand) series D ordinary bearer shares, numbered consecutively from 1 to 70,000,*
- 5) 150,000 (in words: one hundred and fifty thousand) series E ordinary bearer shares, numbered consecutively from 1 to 150,000,*
- 6) 167,000 (in words: one hundred and sixty-seven thousand) series F ordinary bearer shares, numbered consecutively from 1 to 167,000,*
- 7) 220,000 (in words: two hundred and twenty thousand) series G ordinary bearer shares, numbered consecutively from 1 to 220,000,*
- 8) 321,500 (in words: three hundred and twenty-one thousand five hundred) series H ordinary bearer shares, numbered consecutively from 1 to 321,500,*
- 9) 207,000 (in words: two hundred and seven thousand) series I ordinary bearer shares, numbered consecutively from 1 to 207,000,*
- 10) 470,000 (in words: four hundred and seventy thousand) series J ordinary bearer shares with consecutive numbers from 1 to 470,000,*
- 11) 320,000 (in words: three hundred and twenty thousand) series K ordinary bearer shares, numbered consecutively from 1 to 320,000,*
- 12) 355,000 (in words: three hundred and fifty-five thousand) series L ordinary bearer shares, numbered consecutively from 1 to 355,000,*
- 13) 457,548 (in words: four hundred fifty-seven thousand five hundred forty-eight) series M ordinary bearer shares, numbered consecutively from 1 to 457,548,*
- 14) 327,000 (in words: three hundred and twenty-seven thousand) series N ordinary bearer shares with consecutive numbers from 1 to 327,000,*
- 15) 421,000 (in words: four hundred twenty-one thousand) series O ordinary bearer shares with consecutive numbers from 1 to 421,000,*
- 16) 246,940 (in words: two hundred forty-six thousand nine hundred forty) series P ordinary bearer shares with consecutive numbers from 1 to 246,900,*

- 17) *500,000 (in words: five hundred thousand) series R ordinary bearer shares with consecutive numbers from 1 to 500,000,*
- 18) *750,000 (in words: seven hundred and fifty thousand) series S ordinary bearer shares, numbered consecutively from 1 to 750,000,*
- 19) *not less than 1 (in words: one) and not more than 750,000 (in words: seven hundred and fifty thousand) series T ordinary bearer shares, numbered consecutively from 1 to a number not exceeding 750,000."*

§ 8

This resolution shall enter into force upon its adoption, with the proviso that the amendments to the Company's articles of association resulting from this resolution shall take effect upon their registration in the register of entrepreneurs of the National Court Register.