TERMS AND CONDITIONS OF THE MAKARONY POLSKIE SA EQUITY SHARE BUYBACK PROGRAMME WITH ITS REGISTERED OFFICE IN RZESZÓW

§ 1 LEGAL BASIS

1. Regulations of the Makarony Polskie S.A. equity share buyback programme. (‘Regulations’ and ‘the Company") was adopted by the Management Board of the Company based on the authority resulting from the Resolution No. 26 of the Annual General Meeting of the Company of 24 June 2024 regarding the authorisation of the Management Board of the Company to purchase equity shares of Makarony Polskie S.A. (‘Programme’).
2. The legal basis for these Regulations is Resolution No. 26 of the Annual General Meeting of the Company of 24 June 2024, Art. 362 § 1(8) of the Act of 15 September 2000. Code of Commercial Companies (‘Code of Commercial Companies’), and the Act of 29 July 2005 on trading in financial instruments.

§ 2 TERMS AND CONDITIONS FOR THE BUYBACK OF EQUITY SHARES

1. Pursuant to Resolution No. 26 of the Ordinary General Meeting of the Company of 24 June 2024, the Board of Directors of the Company is authorised to purchase the Company's equity shares (‘Equity Shares’) by the Company and to take other necessary factual and legal actions to purchase Equity Shares on the following terms and conditions:
   a) under the consent covered by Resolution No. 26 of the Company's Annual General Meeting of 24 June 2024, the Company's Board of Directors is authorised to purchase a maximum of 1,000,000 (one million) Equity Shares with a nominal value of PLN 3.00 (in words: three zlotys 00/100) each, representing no more than 20% of the shares in the Company's share capital;
   b) the total amount earmarked by the Company for financing the sale price of all Equity Shares and the costs of their purchase will not exceed PLN 25,000,000 (say: twenty-five million 00/100 zlotys);
   c) the price at which the Company will purchase Equity Shares may not be less than PLN 6.00 (say: six zlotys 00/100) per share and not more than PLN 20.00 (say: twenty zlotys 00/100) per share;
   d) the purchase of Equity Shares shall be made through an investment company; the Company's Management Board shall be entitled to select an investment company and determine the terms and conditions of cooperation;
   e) The Company may purchase Equity Shares pursuant to Resolution No. 26 of the Ordinary General Meeting of the Company of 24 June 2024 until 24 June 2029, but not longer than until the funds earmarked for their purchase are exhausted pursuant to (b) above.
2. The Company may purchase Equity Shares on one or more occasions as follows: (i) in transactions concluded on the regulated market of the Warsaw Stock Exchange, or (ii) in a transaction or transactions concluded outside the organised

financial instruments trading system, carried out through a public invitation or invitations to tender for the sale of the Equity Shares by all shareholders of the Company ('Invitation'). Equity Shares may be purchased directly by the Company or through an investment firm.

3. In the case of purchase of Equity Shares in transactions on the regulated market referred to in paragraph 2(i) above, the price per share shall be determined taking into account Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC ('MAR Regulation') and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016. supplementing the MAR Regulation with regard to regulatory technical standards on conditions applicable to buy-back programmes and stabilisation measures (the 'Standard').
4. In the case of the purchase of Equity Shares through the transactions referred to in para. 2 item (ii):
   1) the purchase price per Equity Share shall be determined by the Management Board taking into account the market conditions prevailing at the time the Company announces the Invitation;
   2) the number of Equity Shares to be purchased by the Company and the contents of the Invitation shall be each time determined by the Management Board of the Company by way of a resolution and then announced to the public in the relevant current report of the Company;
   3) the purchase shall be subject to the following conditions:
      (i) the purchase price of the Equity Shares under the Invitation shall be the same for all shareholders;
      (ii) the purchase of the Equity Shares under the Invitation shall take place while ensuring equal access of shareholders to the exercise of the right to sell the Equity Shares;
      (iii) if the number of Equity Shares offered by shareholders to be purchased by the Company under the Invitation is higher than the total number of Equity Shares indicated by the Company in the Invitation, the Management Board shall reduce the offers of shareholders proportionally, rounding down the fractional number of Equity Shares to the nearest whole number, so that the total number of Equity Shares equals the maximum number indicated by the Company in the Invitation, while observing the principle of equal treatment of all shareholders; if the application of the above rule of rounding down the fractional number of Equity Shares to the nearest whole number (the allocation rule) does not allow for covering the entire number of Equity Shares to be purchased by the Company in the Invitation, to that extent the Company shall purchase the remaining Equity Shares after the application of the above rounding down (i.e. shares in the number constituting the difference between the maximum number of Equity Shares indicated in the Invitation and the total number of Equity Shares covered by the reduced and rounded down bids of shareholders) from the shareholder who submitted a sale offer for the highest number of Equity Shares and, in the case of offers for the same number of Equity Shares, from the shareholder who submitted the offer earlier.

5. The funds earmarked for the purchase of treasury shares will come from the reserve capital created for this purpose under Resolution No. 27 of 24 June 2024 of the Annual General Meeting of the Company on the creation of a reserve capital for the purchase of treasury shares. Based on the resolution in question, the reserve capital for financing the purchase of Equity Shares amounts to PLN 25,000,000.00 (in words: twenty-five million zlotys 00/100).
6. The Management Board, guided by the interests of the Company, may: (i) terminate the purchase of Equity Shares at any time, (ii) abandon the purchase of Equity Shares in whole or in part, (iii) withdraw from the implementation of this resolution at any time, (iv) decide to continue or resume the purchase of Equity Shares on the terms and conditions provided for in this resolution, if the Management Board of the Company has previously exercised the right referred to in points (i)-(iii) above.

§ 3 PURPOSE OF A BUYBACK OF EQUITY SHARES

1. The Company may purchase, inter alia, Equity Shares for the purpose of:
   a) redemption;
   b) further resale,
   c) conversion.
2. The Company may also purchase Equity Shares for a purpose other than the one indicated in § 3.1 above, provided that such purpose is consistent with Resolution No. 26 of the Company's Annual General Meeting of 24 June 2024 and Article 362 § 8 of the Code of Commercial Companies.

§ 4 REDEMPTION OF EQUITY SHARES

1. The Equity Shares purchased by the Company for cancellation shall be cancelled by way of reduction of the Company's share capital, in accordance with Articles 359 and 360 of the Code of Commercial Companies.
2. In order to redeem the purchased Equity Shares, immediately after the expiry of the deadline for the purchase of Equity Shares, the Management Board of the Company will convene the General Meeting of the Company with an agenda including at least the adoption of a resolution on the redemption of Equity Shares and reduction of the share capital of the Company as a result of redemption of Equity Shares.

§ 5 PUBLICATION OF INFORMATION ABOUT THE PROGRAM

1. The Company's Management Board will publish detailed information about the buyback of Equity Shares, taking into account the requirements of the MAR Regulation and the Standard, in the form of relevant current reports.
2. The Management Board of the Company, upon completion of the buyback of the Shares subject to the Programme, will announce to the public

   in the form of a current report a collective, detailed report on the implementation of the buyback.
3. The Company's Management Board will keep the public informed about all other events related to the implementation of the Programme in separate current reports.