

Draft Resolutions for the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

RESOLUTION No. 1
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: election of Chairman of the General Meeting

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company), acting on the basis of art. 409§1 of the Commercial Companies Code and §2 item 2 of the Bylaws of the Company's General Meeting of Shareholders, hereby elects Mr/Mrs..... as the Chairman of the General Meeting.

§2

The resolution shall enter into force upon its adoption.

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RESOLUTION No. 2
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: adoption of the agenda for the General Meeting of Shareholders

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company), acting on the basis of §9 item 6 of the Bylaws of the Company's General Meeting of Shareholders, hereby adopts the following agenda:

1. Opening of the General Meeting and election of the Chairman.
2. Determining whether the General Meeting was properly convened and whether it is able to adopt resolutions.
3. Adoption of the agenda for the General Meeting.
4. Consideration of the report on operations of Asseco Poland S.A. and the Asseco Capital Group in the financial year 2019.
5. Consideration of the financial statements of Asseco Poland S.A. and the Asseco Capital Group for the financial year 2019.

6. Getting familiar with the certified auditor's opinion and report from their audit of the financial statements of Asseco Poland S.A. and the Asseco Capital Group for the financial year 2019.
7. Getting familiar with the report of the Supervisory Board on its activities in the year 2019.
8. Adoption of resolutions on approval of the report on operations of Asseco Poland S.A. and the Asseco Capital Group and on approval of the financial statements of Asseco Poland S.A. and the Asseco Capital Group for the financial year 2019.
9. Adoption of a resolution on distribution of the net profit generated by Asseco Poland S.A. for the financial year 2019 and on the payment of a dividend.
10. Adoption of resolutions on acknowledging the fulfillment of duties by Members of the Management Board of Asseco Poland S.A. during the financial year 2019.
11. Adoption of resolutions on acknowledging the fulfillment of duties by Members of the Supervisory Board of Asseco Poland S.A. during the financial year 2019.
12. Adoption of a resolution on the merger of Asseco Poland S.A. with SKG S.A.
13. Adoption of a resolution on amendment of the Articles of Association of Asseco Poland S.A.
14. Adoption of a resolution on appointment of a Member of the Supervisory Board.
15. Adoption of a resolution on adopting the Remuneration Policy for Members of the Management Board and Supervisory Board.
16. Adoption of a resolution on the sale of a real estate property
17. Closure of the General Meeting.

§2

The resolution shall enter into force upon its adoption.

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RESOLUTION No. 3
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: approval of the report on operations of Asseco Poland S.A. and the Asseco Capital Group in the financial year 2019

§1

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 1) and 395 §5 of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 1) of the Company's Articles of Association, after due consideration, hereby approves the report on operations of Asseco Poland S.A. and the Asseco Capital Group in the financial year 2019.

§2

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 4
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: approval of the financial statements of Asseco Poland S.A. for the financial year 2019

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 1) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 1) of the Company's Articles of Association, after due consideration, hereby approves the financial statements of Asseco Poland S.A. including key financial data, a profit and loss statement, a statement of comprehensive income, a statement of financial position, a statement of changes in equity, a cash flow statement and additional explanations to the financial statement for the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 5
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: approval of the financial statements of the Asseco Poland S.A. Capital Group in the financial year 2019

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §5 of the Commercial Companies Code, after due consideration, hereby approves the financial statements of the Asseco Poland S.A. Capital Group in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 6
of the General Meeting of Shareholders

of Asseco Poland S.A. on May 27, 2020

on: distribution of the profit generated by Asseco Poland S.A. in the financial year 2019 and payment of a dividend

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 2), art. 348 §4 and art. 396 §5 of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 2) of the Company's Articles of Association, hereby resolves that:

- 1) it allocates the net profit generated by the Company in the financial year 2019 in the amount of **PLN 206,798,620.21** (in words: two hundred and six million seven hundred and ninety eight thousand six hundred and twenty zlotys and 21/100) fully for the distribution to the Shareholders, i.e. for the payment of a dividend.
- 2) it allocates the amount of **PLN 43,032,291.82** (in words: forty three million thirty two thousand two hundred and ninety one zlotys and 82/100), from the part of funds accumulated on the reserve capital, fully for the distribution to the Shareholders, i.e. for the payment of a dividend.
- 3) the full amount allocated for the distribution to the Shareholders, i.e. for the payment of a dividend, amounts to **PLN 249,830,912.03** (in words: two hundred and forty nine million eight hundred and thirty thousand nine hundred and twelve zlotys and 03/100), or **PLN 3.01** (in words: three zlotys and 01/100) per share.
- 4) the dividend right shall be acquired on **June 5, 2020** and that the dividend shall be paid out on **June 17, 2020**.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 7
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect.

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4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by President of the Management Board of Asseco Poland S.A., namely **Adam Góral**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 8
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Andrzej Dopierała**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 9
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Tadeusz Dyrğa**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 10
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Krzysztof Groyecki**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 11
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Rafał Kozłowski**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 12
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Marek Panek**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 13
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Paweł Piwowar**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 14
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by

Vice President of the Management Board of Asseco Poland S.A., namely **Zbigniew Pomianek**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 15
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Sławomir Szmytkowski**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 16
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Artur Wiza**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

*

RESOLUTION No. 17
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Gabriela Żukowicz**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

*

RESOLUTION No. 18
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Chairman of the Supervisory Board of Asseco Poland S.A., namely **Jacek Duch**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

*

RESOLUTION No. 19
of the General Meeting of Shareholders

of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice Chairman of the Supervisory Board of Asseco Poland S.A., namely **Adam Noga**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

*

RESOLUTION No. 20
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Member of the Supervisory Board of Asseco Poland S.A., namely **Dariusz Brzeski**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

*

RESOLUTION No. 21
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Member of the Supervisory Board of Asseco Poland S.A., namely **Artur Kucharski**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 22
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020**

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Member of the Supervisory Board of Asseco Poland S.A., namely **Izabela Albrycht**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

*

**RESOLUTION No. 23
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020**

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the

Company's Articles of Association, hereby acknowledges the fulfillment of duties by Member of the Supervisory Board of Asseco Poland S.A., namely **Piotr Augustyniak**, in the financial year 2019.

§2

This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 24
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: merger of Asseco Poland S.A. and SKG S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, entered in the Register of Entrepreneurs maintained by the District Court in Rzeszów, XII Commercial Department of the National Court Register, under the number 0000033391 (in accordance with the Merger Plan of March 2020 - the Acquiring Company), acting on the basis of art. 506 of the Commercial Companies Code in conjunction with art. 492 § 1 item 1 of the Commercial Companies Code and art. 516 § 6 of the Commercial Companies Code, and taking into account art. 514 § 1 of the Commercial Companies Code, hereby decides:

1. on the merger with SKG Spółka Akcyjna with its registered office in Bielsko-Biała, 336 Armii Krajowej Av, 43-30, Bielsko-Biała, entered into the Register of Entrepreneurs kept by the District Court in Bielsko-Biała, VIII Commercial Department of the National Court Register, under the number 0000047940, NIP 547-12-57-936, with the share capital of PLN 500,000, which shall be divided into 500 registered ordinary shares with a par value of PLN 1,000 each (the Acquired Company), by transferring all the assets of the Acquired Company to the Acquiring Company without increasing the share capital of Asseco Poland SA, i.e. the merger pursuant to art. 492 § 1 item 1 of the CCC and art. 516 § 6 of the CCC, taking into account art. 514 § 1 of the CCC. As a result of such merger the Acquired Company shall be dissolved without liquidation (art. 493 § 1 of the CCC).
2. to give consent to the Merger Plan of SKG Spółka Akcyjna and Asseco Poland S.A. agreed in writing on March 16, 2020 between the merging companies and published on their websites pursuant to art. 500 § 2¹ of the Commercial Companies Code as of (March 17, 2020) (the "**Merger Plan**"), and in particular to give consent to:
 - a) no increase of share capital in the Acquiring Company
 - b) no changes in the Articles of Association of the Acquiring Company

§2

The Management Board is authorized to take all necessary steps to implement this Resolution.

§3

The Resolution shall come into force on the date of its adoption, effective from the date of entry into the National Court Register.

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RESOLUTION No. 25
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: amendment of §13 of the Company's Articles of Association

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("Asseco"), acting on the basis of art. 430 §1 and §5 of the Commercial Companies Code as well as pursuant to §12 sect. 4 item (8) of the Company's Articles of Association, adopts the following:

The Company's Articles of Association shall be amended so that §13 section 2 with the following wording:

"The Supervisory Board shall be composed of five (5) to six (6) members"

is amended, with the following new wording being inserted:

"The Supervisory Board shall be composed of five (5) to eight (8) members"

§2

The Resolution shall come into force on the date of its adoption, effective from the date of registration in the National Court Register.

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RESOLUTION No. 26
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: on appointment of a Member of the Supervisory Board of Asseco Poland S.A. for the ongoing term of office spanning from 2017 to 2021

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("Asseco Poland S.A."), acting on the basis of art. 385 § 1 of the Commercial Companies Code (the "CCC") as well as § 13 sections 2 and 3 of the Articles of Association of Asseco, hereby decides:

To appoint Mr./Mrs. to the Supervisory Board of Asseco Poland S.A. - to perform the function

of a Member of the Supervisory Board.

A Member of the Supervisory Board shall be appointed to serve during the five-year joint term of office spanning from 2017 to 2021.

§2

This Resolution shall come into effect from the day when the amendments to §13 of the Articles of Association are registered in the National Court Register as a result of adopting Resolution No. 25 of the General Meeting of Shareholders of Asseco Poland S.A. of May 27, 2020.

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RESOLUTION No. 27
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: adoption of the Remuneration Policy for the Members of the Management Board and Supervisory Board

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 393 of the Commercial Companies Code and § 12 of the Company's Articles of Association in connection with art. 90d section 1 of the Act of July 29, 2005 on public offering, conditions governing the introduction of financial instruments to organized trading, and on public companies, hereby decides to adopt the Remuneration Policy for the Members of the Management Board and Supervisory Board of Asseco Poland S.A. - in the wording specified in the Appendix to this Resolution.

§2

The resolution shall enter into force upon adoption.

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RESOLUTION No. 28
of the General Meeting of Shareholders
of Asseco Poland S.A. on May 27, 2020

on: granting consent to the sale of real estate property

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 393 item 4) of the Commercial Companies Code, hereby decides to grant its consent to the sale of:

1. the right of perpetual usufruct of the land property no. 2121 located in section 212 in Rzeszów - Staroniwa I, at 13 Przemysłowa St, with the total area of 0.2314 hectares, for

which the District Court in Rzeszów maintains the land and mortgage register under the number RZ1Z/00072443/8.

2. ownership title to the buildings erected on the land property no. 2121:
 - administrative freestanding, four-storey, partially cellared building, made in a frame-concrete-reinforced structure, with an area of 514 m²,
 - a single-storey, two-bay garage, made in a steel structure with a development area of 38 m²,


The sale price of the above mentioned real estate will be determined on the basis of the appraiser's valuation taking into account its market value, but not lower than the book value.

§2

The resolution shall enter into force upon adoption.

Substantiation of the resolution:

The resolution applies to the sale of real estate, where the Company's second office in Rzeszów is currently located at ul. Przemysłowa 13. All employees of this office will be relocated to new offices at ul. Olchowa 14, in 3 Q2020, in connection with the completion of the ongoing construction of the new Asseco Poland building at this address. After the removal, office space at ul. Przemysłowa will be redundant. The company intends to sell the property so as not to bear the costs of maintaining it.

	Document name	
	Remuneration Policy for the Members of the Management Board and Supervisory Board of Asseco Poland S.A.	
	Symbol: PL-WYN	Version: 1.0

1. The Policy objective.

The Remuneration Policy for the Members of the Management Board and Supervisory Board of Asseco Poland S.A., hereinafter referred to as "the Policy", sets out the basis, principles and procedures for determining, calculating and paying remuneration to the Members of the Management Board and Supervisory Board. The solutions adopted in the Remuneration Policy should contribute to the implementation of the business strategy, long-term interests and stability of the Company.

2. Definitions of terms.

- **Company** – Asseco Poland S.A. seated in Rzeszów;
- **Management Board** – the Management Board of the Company;
- **Supervisory Board** – the Supervisory Board of the Company;
- **Committee** – the standing Audit Committee appointed by the Supervisory Board of the Company;
- **Division** – the part of the Company's structure led by one of the Members of the Management Board according to the division of tasks and responsibilities among the Members of the Management Board;
- **Act** – the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies.
- **Regulations** – the regulations for Bonuses for Members of the Management Board, determined by a resolution of the Supervisory Board;
- **Employment** - provision of work and/or services and/or performance of a function by a Member of the Management Board for the Company under an appropriate legal basis.

Remuneration for Members of the Management Board.

3. The legal basis for remuneration of the Management Board Members.

The legal basis for remuneration of Members of the Management Board is the legal relationship between the Company and a Member of the Management Board. The Company provides for entrusting the management of the Company based on three legal relations:

- the employment relationship performed under an employment contract concluded for an indefinite period;
- the assignment of the Company's management services (managerial contract) concluded for the period of holding the position of a Member of the Management Board;

- the appointment to perform the function of a Member of the Management Board for the duration of holding the position of a Member of the Management Board.

A Member of the Management Board giving consent to perform the function may determine the preferred form of legal relationship constituting the basis for the performance of management. The Supervisory Board, in the course of negotiations with a Member of the Management Board, shall determine the legal basis for the established management relationship and the rules of remunerating a Member of the Management Board. The legal basis for managing the Company by a Member of the Management Board shall be determined by way of a resolution of the Supervisory Board. The Supervisory Board may establish different legal basis for the established management relationship for individual Members of the Management Board, as well as different basis for remunerating a Member of the Management Board for managing the Company and direct managing the Division. Concurrently, the basic principles for remuneration of a Member of the Management Board concerning the fixed and variable parts of remuneration must remain the same, irrespective of the legal basis applied.

4. Remuneration components for Members of the Management Board.

Regardless of the legal form of the relationship between a Member of the Management Board and the Company, a Member of the Management Board may receive financial remuneration consisting of two parts, i.e. a fixed part and a variable part. When appointing a Member of the Management Board, the Supervisory Board shall determine the basic components of the financial remuneration of a Member of the Management Board, including the amount of fixed and variable remuneration, as well as the rules for determining the variable remuneration depending on financial performance, in a resolution appointing a Member of the Management Board or in a separate resolution.

The Supervisory Board may also grant a Management Board Member the right to other non-financial benefits.

5. The fixed part of the Management Board Member's remuneration.

Each Member of the Company's Management Board may receive a fixed remuneration, paid monthly in the amount specified in a resolution of the Supervisory Board on the date of payment of remuneration to the Company's employees. The amount of monthly remuneration shall be determined in the gross amount. If the Company concludes an employment contract or managerial contract with a Management Board Member, the amount of fixed remuneration shall be clearly indicated in their content.

If a fixed part of the remuneration is separated, the fixed remuneration paid by the Company for the financial year may not exceed 30.00% (thirty percent) of the maximum amount of remuneration provided for that financial year.

6. The variable part of the Management Board Member's remuneration.

Each Member of the Company's Management Board receives variable remuneration, depending on the financial results or other business objectives resulting from the Company's business strategy. The dependence on the financial results may concern the results of the entire Company and/or its Capital Group and/or the Division directly managed by a given Management Board Member. Detailed rules of determining, calculating and paying variable remuneration are

contained in the Bylaws. The Supervisory Board, upon appointment and at the beginning of each financial year of the current term of office, determines:

- the amounts taking into account the dependence of the variable remuneration of a Management Board Member on the Company's adopted budget, including the division of the dependence of this part of the remuneration on the financial results of the entire Company and/or its Capital Group and/or the Division managed by a given Management Board Member; alternatively
- other business objectives and measures of their achievement on which the variable remuneration of the Board Member depends.

The amounts of variable remuneration are presented as gross value. The variable part of the remuneration is paid after the end of the financial year for which the remuneration is calculated and paid on the basis of data from the financial statements confirmed by the auditor's report and, respectively, on the basis of the outcome of the business objectives in accordance with the designated measure. The Supervisory Board may establish the right to an advanced payment of a portion of the variable remuneration, but no more than 90 percent (ninety percent) of its maximum amount for that financial year, subject to the timely achievement of budgetary targets and the achievement of the business objectives, as appropriate.

The rules of calculating and paying the variable remuneration, to which a Management Board Member is entitled, are specified in resolutions of the Supervisory Board, including the Bylaws, and in case of concluding an employment contract or management contract, are also specified in these documents. The Bylaws also set out detailed rules for possible reimbursement of overpaid remuneration in the variable part.

If it is found that during the financial year there are no grounds for paying a given Management Board Member a part of the variable remuneration, the President of the Management Board is obliged to notify the Chairman of the Supervisory Board of such circumstances. The notification shall withhold the payment of advances. The Supervisory Board shall immediately decide whether the suspension of advance payments is justified.

If the Supervisory Board confirms that the notification is justified, the Management Board Member shall be obliged to return the overpaid part of the variable remuneration. A Board Member is obliged to accept in writing the rules of settling the overpaid advances by way of deduction.

7. Non-financial benefits for a Member of the Management Board.

Each Member of the Management Board may also receive other non-financial benefits from the Company, including:

- The right to use specific Company assets;

- The right to additional insurance;
- The right to take advantage of additional non-wage benefits provided to persons employed by the Company and constantly cooperating with the Company;
- The right to participate on general terms in the Company's pension schemes (including the Employee Capital Plan).

The scope and principles of non-monetary benefits to which a Member of the Management Board is entitled are set out in detail in a resolution of the Supervisory Board, and in the case of concluding an employment contract or managerial contract also in these documents.

8. Change in the remuneration.

President of the Management Board and each Member of the Management Board, in justified cases, may submit a request to the Supervisory Board to change the legal basis for the established management relationship and the rules of remuneration of a Member of the Management Board, including determination of a different value of the fixed part and the variable part of remuneration, as well as a different scope and different value of non-financial benefits.

Remuneration for Members of the Supervisory Board.

9. Legal basis for remuneration of the Supervisory Board Members.

Resolutions of the General Meeting of Shareholders shall be the sole legal basis for remuneration of Members of the Supervisory Board for performing their functions in a supervisory body. The principles for remuneration of Members of the Supervisory Board may be set forth in a resolution appointing a Member of the Supervisory Board or in a separate resolution.

10. Remuneration components for Members of the Supervisory Board.

A Member of the Supervisory Board may receive remuneration from the Company for the performance of his/her functions in a supervisory body exclusively in the form of a fixed, flat-rate monthly gross amount determined by a resolution of the General Meeting, subject to the following sentence. The Supervisory Board Chairman and Vice Chairman may receive remuneration higher than that paid to other Supervisory Board Members, taking into account the additional workload connected with their functions.

11. Remuneration for Members of the Audit Committee.

A Supervisory Board Member, who is also a Member of the Audit Committee, receives a monthly additional remuneration in the form of a fixed, flat-rate monthly gross amount determined by resolution of the General Meeting.

12. Limitation of remuneration.

Members of the Management Board for managing the Company and possibly managing the Division and performing functions in the management body, as well as Members of the Supervisory Board for performing functions in the supervisory body, may not receive from the Company any other remuneration - neither financial nor non-financial - than described above.

13. Taking into account working conditions and wages of other employees.

In its core business, the Company operates on the basis of extensive personnel resources, providing work/services on the basis of employment contracts or contracts of a nature similar to the contracts of mandate, including those with sole business owners. The use of various forms of cooperation with expert staff enables flexible selection of the best staff and quick response to the constantly changing labor market. It also allows to adjust the conditions of cooperation with the expert staff to the tasks being carried out, in particular the close correlation between the amount of remuneration and the economic effects achieved by the Company.

The fact that Management Board Members are employed on similar terms, i.e. they are authorized not only on the basis of the Supervisory Board's resolutions, but also on the basis of employment contracts concluded for an indefinite period of time with the possibility of their termination with a maximum of six months' notice, as well as contracts of the nature of orders concluded for longer periods with the possibility of their early termination with a maximum of six months' notice, while maintaining the possibility of early termination of both types of contracts with payment of an equivalent severance pay (the severance pay may also apply to termination of an appointment), underlines the Company's high flexibility in the area of formal and legal approach to employment. The applied division of cash remuneration of Members of the Management Board into fixed and variable parts, the amount of which depends on the economic effects of the Company and the results of its individual organizational structures to an even greater extent than in the case of other employees (where the proportion of fixed and variable cash remuneration for the Company's employees is the opposite of the proportion of the fixed and variable part of the remuneration for the Company's employees and amounts to 70% of the fixed part to 30% of the variable part) encourages Members of the Management Board to take actions resulting in the Company achieving better and better economic effects, while ensuring stability of its operations over longer periods. The Management Board Members, as well as other employees may be covered by an additional non-competition agreement after the termination of employment on the basis of generally applicable legal regulations provided for employees.

The Members of the Management Board, as well as other employees of the Company may have an established non-competition ban after the termination of employment with the obligation of the Company to pay compensation for this period, not longer than 12 months, in the amount not greater than the last remuneration received from the employment relationship.

Setting a fixed lump-sum remuneration for Members of the Supervisory Board at a level that takes into account the manner and level of remuneration in the entire Company, guarantees a smooth functioning of the Supervisory Board, where its Members, not being directly dependent on the financial result, will exercise supervision over the current activities of the Company and the actions of the Management Board and its Members with due caution and without unnecessary risks.

14. Authorization granted by the General Meeting.

The General Meeting authorizes the Supervisory Board to specify the elements of the Policy set out in items 4-8, including, in particular, the determination of the part of variable remuneration, subject to taking into account the changes in the amount of such remuneration, adequate to the financial results of the entire Company and/or its Group and/or Division, directly managed by a given

Management Board Member. The Supervisory Board, on the basis of this authorization, may also adopt the Bylaws.

In case of a threat to the financial stability of the Company and inability to guarantee its profitability, resulting from the failure to implement the budget assumptions in a significant part, as well as in case of other circumstances preventing or significantly hindering the functioning of the Company or its part under the existing rules, the Supervisory Board may temporarily withdraw from applying the Policy in whole or in part. The withdrawal from application of the Policy may not be adopted at once for a period longer than three financial years.

15. Remuneration reports.

Each year the Supervisory Board shall prepare a remuneration report presenting a comprehensive overview of remuneration, including all benefits, regardless of their form, received by individual Members of the Management Board and Supervisory Board or due to individual Members of the Management Board and Supervisory Board in the last financial year, in accordance with the remuneration policy.

The Board will prepare its first remuneration report jointly for years 2019 and 2020.

The Supervisory Board Members are responsible for the information contained in the remuneration report.

The remuneration report for each Member of the Management Board and the Supervisory Board shall include in particular:

1. the total amount of remuneration, divided to the components referred to in Article 90d section 3 item 1 of The Act, and the mutual proportions between those components;
2. explanation of the manner in which the total remuneration is consistent with the adopted Policy, including the manner in which it contributes to the Company's long-term results;
3. information on the manner in which the performance criteria were applied;
4. information on changes, on an annual basis, in the remuneration, performance of the Company and the average remuneration of employees of that Company who are not members of the Management Board or the Supervisory Board over the last five financial years, on a total basis, in a manner allowing for comparison;
5. the amount of remuneration from entities belonging to the same capital group within the meaning of the Accounting Act of September 29, 1994 (Journal of Laws of 2019, items 351, 1495, 1571, 1655 and 1680);
6. the number of financial instruments granted or offered and the main conditions for exercising the rights from these instruments, including the price and date of exercise and their changes;
7. information on the use of the possibility to demand the return of variable remuneration components;
8. information on deviations from the procedure of implementation of the remuneration policy and deviations applied in accordance with Article

90f of The Act, including an explanation of the conditions and procedure, and an indication of the elements from which the deviations were applied.

16. The Policy establishment and implementation. Conflict resolution.

The Policy as an act of the Company's internal law was created in a standard process for the Company with the participation of legal service and relevant Members of the Management Board responsible for the everyday functioning of corporate bodies and organizational structures, together with the Supervisory Board's opinion. The final decision on the Policy was made by the General Meeting. The implementation of the Policy and current supervision over its functioning is carried out and conducted by the Management Board in accordance with the division of competences.

The Supervisory Board carries out general supervision over the implementation of the Policy on an ongoing basis. While preparing the report, the Supervisory Board performs a comprehensive review of the Policy.

The entities implementing the Policy examine on a current basis the possibility of a conflict of interest related to the Policy, taking into account the provisions of the Company's internal law documents.

The Bylaws adopted by the Supervisory Board should contain provisions aimed at avoiding the conflict of interests related to the Policy, as well as allowing for the settlement of possible disputes arising from the Policy and management of such conflicts.

17. Application of the Policy.

The provisions of this Policy shall be binding from the date of adoption of this Policy by a resolution of the General Meeting of Shareholders. The rules determined by resolutions of the Supervisory Board adopted before the date of entry into force of this Policy, shall apply to determine, calculate and pay the variable part of the remuneration of the Management Board Members for the financial year 2019 and 2020, taking into account the principle of acquired rights in relation to the Management Board Members employed under an employment contract.

The provisions of this Policy with respect to Members of the Supervisory Board shall be effective from the date of adoption of the Policy by a resolution of the General Meeting of Shareholders. The existing rules shall apply to the determination, calculation and payment of remuneration of the Supervisory Board Members for the financial years 2019 and 2020, unless the General Meeting of Shareholders considers that they are contrary to the basic principles of this Policy.

Related documents:

- The Company's Articles of Association
- The General Meeting Bylaws
- The Supervisory Board Bylaws
- The Management Board Bylaws
- The Management Board Bonus Bylaws