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Asseco Business Solutions S.A.

dated 1 March 2022

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**Report of the Supervisory Board of Asseco Business Solutions S.A. seated in Lublin on the Remuneration of Members of the Management Board and Supervisory Board for 2021**

1. Introduction

This Report on the Remuneration of Members of the Management Board and Supervisory Board (“Remuneration Report”) was prepared by the Supervisory Board of Asseco Business Solutions S.A. (“Company”) pursuant to Article 90g of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into organized trade and on public companies (“Act”) (Journal of Laws of 2021, item 1983). The Remuneration Report offers a comprehensive overview of employment-related remuneration, regardless of its form and including all benefits, received or due to the individual Members of the Management Board and Supervisory Board in the year 2021, in accordance with the Remuneration Policy of the Management Board and Supervisory Board of Asseco Business Solutions S.A. adopted in the Company (“Remuneration Policy”). The Remuneration Policy was adopted by a resolution of the General Meeting of Asseco Business Solutions S.A. on 28 April 2020. The Remuneration Policy defines the grounds, rules and procedures for establishing, calculating, and disbursing remuneration to the Members of the Management Board and Members of the Supervisory Board of the Company with the aim of contributing to the Company’s business strategy, long-term interests, and stability.

In 2021 the composition of the Management Board did not change and was as follows:

Wojciech Barczentewicz President of the Management Board

Piotr Masłowski Vice-president of the Management Board

Mariusz Lizon Member of the Management Board

In the period from 1 January to 9 June 2021, the Supervisory Board of the Company was as follows:

Jozef Klein Chairman of the Supervisory Board,

Adam Góral Vice-chairman of the Supervisory Board,

Zbigniew Pomianek Member of the Supervisory Board,

Romuald Rutkowski Member of the Supervisory Board,

Piotr Stępniak Member of the Supervisory Board.

On 16 April 2021, Mr Piotr Stępniak resigned as Member of the Supervisory Board of the Company, effective as from the date of the nearest General Meeting of Shareholders of the Company. Moreover, on 11 May 2021, Mr Jozef Klein resigned as Member of the Supervisory Board of the Company, effective as from the date of the nearest Ordinary General Meeting of Shareholders of the Company. On 9 June 2021, the General Meeting of Asseco Business Solutions S.A. appointed Mr Rafał Kozłowski and Mr Marcin Murawski as Members of the Supervisory Board of the Company (to maintain the full composition thereof). Additionally, at the meeting held on 16 June 2021, the Supervisory Board appointed Mr Rafał Kozłowski Chairman of the Supervisory Board.

In the period from 9 June to 31 December 2021, the composition of the Supervisory Board of the Company was as follows:

Rafał Kozłowski Member of the Supervisory Board, from 16 June 2021 - Chairman of the Supervisory Board,

Adam Góral Vice-chairman of the Supervisory Board,

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Marcin Murawski Zbigniew Pomianek Romuald Rutkowski

Member of the Supervisory Board,  
Member of the Supervisory Board,  
Member of the Supervisory Board.

1. The total remuneration of the Members of the Management Board and the Supervisory Board broken down into the components referred to in Article 90d(3)(1) of the Act and proportions between these components

In the reporting period of 2021, the Members of the Management Board received remuneration consisting of two parts: fixed and variable.

The fixed (basic) remuneration of the Members of the Management Board was decided by the Supervisory Board (by a resolution) in the contracts of employment of the Members of the Management Board as payable on a monthly basis in the amounts clearly provided for in the contracts; it is paid on the day of payment of remuneration to the Company’s employees.

The Members of the Management Board also took advantage of additional benefits available in the Company, such as private medical care, Internet expenses, as well as occasional benefits available under the Company’s Social Benefits Fund (e.g. holiday gifts packages for the employees or their children, etc.) on the same terms as other Company’s employees.

In accordance with the Remuneration Policy, the fixed remuneration paid by the Company to the Member of the Management Board did not exceed 50.00 % (fifty percent) of the total remuneration provided for in a given financial year.

The variable remuneration of the Members of the Management Board depended, in accordance with the Remuneration Policy, on the Company’s financial results.

Detailed terms governing the establishment, calculation, and disbursement of the variable remuneration for Members of the Management Board were agreed on by the Supervisory Board (through a resolution) and provided in contracts concluded with each Member of the Management Board (i.e. employment contracts concluded between the Company and each individual Member of the Management Board). Accordingly, the variable remuneration for the individual members of the Management Board is calculated as the total of the minimum/fixed amount specified in the contract concluded with the Member of the Management Board and the amount tied to the net profit earned by the Company (calculated as % of the basis). When determining the terms of remuneration for a Member of the Management Board, the Supervisory Board indicated both the minimum/fixed amount as a component of the variable remuneration and the percentage values taking into account the dependence of the variable remuneration of the Member of the Management Board in relation to the Company’s financial result (net profit). The amounts of variable remuneration are stated/set as gross amounts.

The contracts of employment of the Members of the Management Board provide for the option of advance payments towards variable remuneration (an annual bonus), pursuant to a resolution of the Supervisory Board adopted at the request of any Member of the Management Board. The final decision, including in particular the amount of the advance payment, is exclusively the Supervisory Board’s.

The full settlement and payment of the variable remuneration of the Members of the Management Board takes place after the closure of the financial year for which such variable remuneration is due. This portion of the remuneration is paid on the basis of data contained in the Company’s financial statements audited by a statutory auditor and following a relevant resolution adopted by the Supervisory Board.

In the reporting period, i.e. in 2020, the Members of the Supervisory Board were paid only fixed remuneration. The amount of the fixed remuneration was established in a resolution adopted by the General Meeting of Asseco Business Solutions S.A. on 22 May 2017. The Members of the Supervisory Board do not earn variable remuneration, nor are they entitled to receive any other cash or non-cash benefits.

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In the reporting period, members of the executive bodies (the Management Board and the Supervisory Board) were not paid remuneration other than provided for in the Remuneration Policy and listed in this Report (including cash and non-cash components) for the management of the Company and the performance of functions in their respective executive bodies as well as for the performance of the related contracts (i.e. contracts of employment) or for carrying a function in the Supervisory Body.

The amount of the total remuneration of the Members of the Management Board and Members of the Supervisory Board is presented in this Remuneration Report broken down into components referred to in Article 90d(3)(1) of the Act, i.e. fixed and variable, bonuses and other additional (fringe) benefits, as well as reflecting mutual proportions between the fixed and variable remuneration components. The table below shows a list of all the above-mentioned components and proportions for each Member of the Management Board and Supervisory Board paid remuneration by the Company.

All the amounts given are gross.

Table 1: Remuneration of Members of the Management Board and Supervisory Board in the reporting period received and/or due in PLN.

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| name and surname, function | year | fixed remuneration | | variable remuneration | extraordinary allowances | retirement expenses (PPK: employer’s contribution) | total  remuneration | proportion between fixed remuneration with retirement expenses (PPK) and variable remuneration (with extraordinary allowances) |
|  |  | basic remuneration  **[1]** | fringe benefits  [2] | (annual bonus) [3] | [4] | [5] | [1+2+3+4+S] | [(1+2+5) / (3+4)] |
| Management Board | | | | | | | | |
| Wojciech Barczentewicz, President MB | 2021 | 420,000.00 | 2,678.09 | 3,325,913.00 |  |  | 3,748,591.09 | 11/89 |
| Piotr Masłowski,  Vice-president MB | 2021 | 419,747.62 | 8,068.32 | 3,325,913.00 |  | 55,017.67 | 3,808,746.61 | 12/88 |
| Mariusz Lizon,  Member MB | 2021 | 300,000.00 | 3,693.27 | 1,531,661.00 |  |  | 1,835,354.27 | 17/83 |
| Supervisory Board | | | | | | | | |
| Jozef Klein,  Chairman of the Supervisory Board | 2021 | 37,100.00 |  |  |  |  | 37,100.00 | 100/0 |

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|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Rafał Kozłowski,  Chairman of the Supervisory Board | 2021 | 47,126.00 |  |  |  |  | 47,126.00 | 100/0 |
| Adam Góral, Vice-chairman of the Supervisory Board | 2021 | 66,000.00 |  |  |  |  | 66,000.00 | 100/0 |
| Marcin Murawski, Member of the Supervisory Board | 2021 | 26,926.00 |  |  |  |  | 26,926.00 | 100/0 |
| Zbigniew Pomianek, Member of the Supervisory Board | 2021 | 48,000.00 |  |  |  |  | 48,000.00 | 100/0 |
| Romuald Rutkowski, Member of the Supervisory Board | 2021 | 48,000.00 |  |  |  |  | 48,000.00 | 100/0 |
| Piotr Stępniak, Member of the Supervisory Board | 2021 | 21,200.00 |  |  |  |  | 21,200.00 | 100/0 |

The table above shows the amounts of variable remuneration for the Members of the Management Board for the reporting period of 2021 (amounts due for the period). For each Member of the Management Board, approximately 93% of the variable remuneration is the pay received until the end of the reporting period and disbursed as advance payments.

The amounts for 2021 shown in the table above and relating to: Jozef Klein, Rafał Kozłowski, Marcin Murawski and Piotr Stępniak include the remuneration due and received by these Members of the Supervisory Board for the period of carrying functions in the Supervisory Board in 2021.

The proportion between the fixed remuneration (including retirement expenses - PPK) and the variable remuneration (including extraordinary allowance) given in the table above indicates the share of these components in the total remuneration.

The “fringe benefits" column covers such additional benefits as private medical healthcare, Internet expenses, as well as additional occasional benefits made available under the Company’s Social Benefits Fund (e.g. occasional gifts for employees or employees’ children, etc.). The Members of the Management Board take advantage of these fringe benefits on the same terms as other Company’s employees (including on the basis of their contracts of employment as well as other documents in force in the Company, e.g. regulations, procedures, rules, etc.).

The “fringe benefits” column also includes pecuniary or non-pecuniary benefits for the closest relatives of the Members of the Management Board; such benefits, if any, were awarded to each Member of the Management Board on the same terms as to the relatives of other Company’s employees (e.g. occasional gifts for employees’ children, healthcare subscription plans for family members).

The table above lists the following fringe benefits offered in the reporting period to the closest relatives of the Members of the Management Board listed below (including medical subscription packages for family members and holiday gifts employees’ children):

1. Wojciech Barczentewicz in 2021 - of PLN 778.09,

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1. Piotr Masłowski in 2021 - of PLN 3,638.40,
2. Mariusz Lizon in 2021 - of PLN 778.09.

During the reporting period, the Members of the Management Board did not use Company cars; therefore, the costs of using Company cars are not included in the table above.

The “variable remuneration” (annual bonus) column includes annual bonuses due to each Member of the Management Board for the reporting year (even if paid after the end of that reporting year). The variable remuneration shown in the above table covers all the components described in the table contained in Part IV of this Report (including the minimum/fixed amount as a component of the variable remuneration and paid together with the variable remuneration, based on the terms specified for the calculation and disbursement of the variable remuneration).

The “extraordinary allowances” column includes benefits such as severance pay in the event of termination of employment, retirement benefits, death gratuities, non-competition fees, relocation costs, entry fees for membership in associations, etc. if such occurred in the reporting period.

1. Remuneration from members of the same capital group

NOT APPLICABLE – Asseco BS does not run a capital group (subsidiaries).

1. Explanation of why the total remuneration is in line with the adopted Policy, including how it contributes to achieving its long-term results by the Company and information on how the Company’s performance criteria are applied

The total remuneration of the Members of the Management Board and Members of the Supervisory Board of the Company is aligned with the Remuneration Policy adopted by the Company. The grounds, rules, and procedures of establishing, calculating, and disbursing remuneration for the Members of the Management Board and Members of the Supervisory Board are consistent with the provisions of the Remuneration Policy (and are provided for in the resolutions of the relevant Company bodies: in the case of the Members of the Supervisory Board, resolutions of the General Meeting, and in the case of the Members of the Management Board, resolutions of the Supervisory Board) and are included in the contracts of employment of each Member of the Management Board. The proportion of the fixed remuneration of the Members of the Management Board to the variable one, as well as the method of calculation and disbursement of the remuneration, including, in particular the variable remuneration (bonuses), comply with the terms of the Remuneration Policy.

In the reporting period, members of the executive bodies (the Management Board and the Supervisory Board) were not paid remuneration other than provided for in the Remuneration Policy (including cash and non-cash components) for the management of the Company and the performance of functions in their respective executive bodies as well as for the performance of the related contracts (i.e. contracts of employment) or for carrying a function in the Supervisory Body.

The variable remuneration of the Members of the Management Board of the Company depends on the Company’s performance (financial results). Pursuant to the Remuneration Policy, dependence on financial results may apply to the results of the entire Company or the organizational unit managed and supervised by the Members of the Management Board (pursuant to the terms set out by the Supervisory Board in those Members’ contracts of employment).

The variable component of the remuneration (annual bonus) is paid after the end of the financial year for which the remuneration is due and is calculated based on the financial statements adopted by the Supervisory Board and audited by a statutory auditor.

Given that the greater part of the remuneration of the Members of the Management Board is a variable component, which depends on the Company’s financial goals and is paid in proportion to the Company’s actual results, it directly contributes to the achievement of the Company’s long-term goals (i.e. achieving increasingly better economic results and raising the Company’s net profit).

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The division of remuneration of the Members of the Management Board into a fixed and variable component, the amount of which depends on the business results of the Company and the results of its individual organizational units significantly encourages the Members of the Management Board to take action towards achieving the Company’s superior business results while ensuring its stability in the long run.

The criteria for the Company’s financial result were applied to determine the variable component of remuneration in accordance with the terms set out by the Supervisory Board in the contracts of employment of the Members of the Management Board.

The table below shows the detailed variable remuneration, including a description of business goals, the achievement of which guarantees variable remuneration (annual bonus) in 2021.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name and surname, function | Year | Description of criteria (business goals) and remuneration type | Weight | Lower limit of satisfying the criterion | Upper limit of satisfying the criterion |
| Wojciech Barczentewicz, President of the Management Board | 2021 | Net profit  Variable remuneration (annual bonus) is calculated as:  minimum/fixed amount provided for in the contract (PLN 100,000.00) + amount depending on the net profit earned by the Company (calculated as % of the above basis) | 100% | no minimum amount of net profit that guarantees the annual bonus; the bonus is paid regardless of the amount of earned profit | - no upper limit, the bonus is calculated on the actual achievement of the goal (i.e. net profit earned) |
| Piotr Masłowski,  Vice-president of  the Management Board | 2021 | Net profit  Variable remuneration (annual bonus) is calculated as:  minimum/fixed amount provided for in the contract (PLN 100,000.00) + amount depending on the net profit earned by the Company (calculated as % of the above basis) | 100% | no minimum amount of net profit that guarantees the annual bonus; the bonus is paid regardless of the amount of earned profit | - no upper limit, the bonus is calculated on the actual achievement of the goal (i.e. net profit earned) |
| Mariusz Lizon, Member of the Management Board | 2021 | Net profit  Variable remuneration (annual bonus) is calculated as: fixed minimum among/amount provided for in the contract (PLN 80,000.00) + amount depending on the net profit earned by the Company (calculated as % of the above basis) | 100% | no minimum amount of net profit that guarantees the annual bonus; the bonus is paid regardless of the amount of earned profit | - no upper limit, the bonus is calculated on the actual achievement of the goal (i.e. net profit earned) |

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1. Information on changes, on an annual basis, to the remuneration, the Company’s results and the average remuneration of the Company employees who are not Members of the Management Board or the Supervisory Board, in 2019-2021

The table below lists the items of remuneration of the Members of the Management Board and Supervisory Board, as well as showing the Company’s financial results and the average remuneration of the Company’s employees who are not members of the Company’s governing bodies to enable the comparison of this data for recent years.

To enable effective comparison, the following list covers both fixed and variable remuneration (annual bonuses, awards) received (or/and due) in the indicated reporting period by the members of the Company’s governing bodies and employees who are not Members of the Management Board and Supervisory Board.

The figures on employment given in the table below shows the average number of Company’s employees (who are not Members of the Management Board or Supervisory Board) in salaried FTEs, i.e. full-time jobs adjusted (reduced) by the number of FTEs for which the Company does not pay remuneration (e.g. unpaid leave, maternity leave, etc.).

The average remuneration was calculated as the quotient of total remuneration paid (or/and due) to employees who are not Members of the Management Board or Supervisory Board for the reporting period and the average number of employees of the Company in that period (other than Members of the Management Board and Supervisory Board), calculated as explained in the previous sentence.

When calculating the average remuneration of employees, the basic pay received (and/or due) by the employees (including overtime, sick pay, night work allowances, holiday allowances) and variable remuneration (awards, bonuses) were taken into account without fringe benefits.

The remuneration (basic and variable) includes amounts due to employees for the financial year (even if paid after the end of that year). All the amounts given above are gross.

The table below shows information only for the years 2019-2021. Because the Supervisory Board was not obliged to prepare remuneration reports for the previous years, the data for the previous years was omitted (in accordance with Article 90g(3) of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into organized trade and on public companies).

Table: Comparison of remuneration and the Company’s financial results over the last three financial years (2019-2021):

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | remuneration (basic + variable (annual bonus) - in PLN | | change in 2019-2020  (%) | remuneration (basic + variable (annual bonus) - in PLN | change in 2020-2021 (%) |
| 2019 | 2020 | 2021 |
| remuneration of Members of the Management Board | | | | | |
| Wojciech Barczentewicz, President of the Management Board | 3,457,550.00 | 3,576,228.00 | 3.43% | 3,745,913.00 | 4.74% |
| Piotr Masłowski, Vice-president of the Management Board | 3,457,550.00 | 3,576,228.00 | 3.43% | 3,745,660.62 | 4.74% |

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|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Andreas Enders, Vice-president of the Management Board | 1,614,650.05 | 1,113,268.44 | -31.05% | - | - |
| Mariusz Lizon, Member of the Management Board | 1,701,897.00 | 1,755,303.00 | 3.14% | 1831661.00 | 4.35% |
| remuneration of Members of the Supervisory Board | | | | | |
| Jozef Klein, Chairman of the Supervisory Board | 84,000.00 | 84,000.00 | 0.00% | 37,100.00 | -55.83% |
| Rafał Kozłowski, Chairman of the Supervisory Board | - | - | - | 47,126.00 | n/a |
| Adam Góral, Vice-chairman of the Supervisory Board | 66,000.00 | 66,000.00 | 0.00% | 66,000.00 | 0.00% |
| Marcin Murawski, Member of the Supervisory Board | - | - | - | 26,926.00 | n/a |
| Zbigniew Pomianek, Member of the Supervisory Board | 48,000.00 | 48,000.00 | 0.00% | 48,000.00 | 0.00% |
| Romuald Rutkowski, Member of the Supervisory Board | 48,000.00 | 48,000.00 | 0.00% | 48,000.00 | 0.00% |
| Piotr Stępniak, Member of the Supervisory Board | 48,000.00 | 48,000.00 | 0.00% | 21,200.00 | -55.83% |
| Company results | | | | | |
| net profit | 73,438,748.45 | 76,405,707.58 | 4.04% | 80,647,834.10 | 5.55% |
| employment (Company’s employees who are not Members of the Management Board or Supervisory Board) | | | | | |
| the average number of Company’s employees who are not Members of the Management Board or the Supervisory Board | 869 | 903 | 3.91% | 946 | 4.76% |
| average remuneration (Company’s employees who are not Members of the Management Board or the Supervisory Board) | | | | | |
| average remuneration of the Company’s employees who are not Members of the Management Board or the Supervisory Board | 112,908.13 | 118,049.44 | 4.55% | 125,844.59 | 6.60% |

The table above includes Member of the Management Board Andreas Enders and data on his remuneration paid (or due) for the period of carrying a function in the Management Board of the Company in 2020 (i.e. for the period from 1 January to 28 August 2020).

The amounts given in the table above and relating to: Jozef Klein and Piotr Stępniak cover data on their remuneration paid (or due) for the period of carrying functions in the Supervisory Board of the Company in 2021 (i.e. for the period from 1 January to 9 June 2021).

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The amounts given in the table above and relating to: Mr Rafał Kozłowski and Mr Marcin Murawski include data on their remuneration paid (or due) for the period of carrying functions in the Supervisory Board of the Company in 2021 (i.e. for the period from 9 June to 31 December 2021).

Due to the fact that Mr Rafał Kozłowski and Mr Marcin Murawski assumed their functions in the Supervisory Board in 2021, and there is no comparative data available, information about changes to their remuneration on an annual basis for the period 2020-2021 is not disclosed (not applicable; n/a).

1. Awarded or offered financial instruments and main conditions for the exercise of rights under these instruments

Not applicable. In the reporting period, no financial instruments were awarded or offered to the Members of the Management Board or the Supervisory Board

1. Information on exercising the right to request return of variable remuneration components

Not applicable. In the reporting period, no such rights were exercised.

1. Information on deviations from the procedure of implementing the Remuneration Policy

Not applicable. There were no deviations from the application of the Remuneration Policy in the reporting period.

1. Additional explanation: information on inclusion of the resolution of the General Meeting on the opinion on the previous Report on the Remuneration of Members of the Management Board and Supervisory Board

Having examined its content, the Ordinary General Meeting of Asseco Business Solutions S.A. held on 9 June 2021 issued a positive opinion on the Report on the Remuneration of Members of the Management Board and Supervisory Board of Asseco Business Solutions for 2019-2020.

Lublin, 1 March 2022

…………………………………….

Rafał Kozłowski

Chairman of the Supervisory Board

……………………………………

Romuald Rutkowski

Member of the Supervisory Board

………………………………………

Zbigniew Pomianek

Member of the Supervisory Board

……………………………………..

Adam Góral

Vice-chairman of the Supervisory Board

……………………………………….

Marcin Murawski, Member of the Supervisory Board