

**Resolutions adopted by the Ordinary General Meeting
of
Asseco Business Solutions S.A.
on 27 June 2024**

**RESOLUTION NO. 1 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024
concerning: election of Chairperson of the Ordinary General Meeting**

Section 1

Acting pursuant to Article 409(1) of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of Asseco Business Solutions S.A., having its registered office in Lublin, elects Mr Kamil Hamelusz Chairperson of the Ordinary General Meeting.

Section 2

The resolution comes into force upon adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 2 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024
concerning: adoption of the agenda**

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., having its registered office in Lublin, adopts the following agenda: 1. The opening of the General Meeting;

2. Election of the Chairperson of the General Meeting;
3. Confirmation that the General Meeting has been properly convened and has the capacity to adopt resolutions; a decision on the appointment of the Returning Committee;
4. Adoption of the agenda;
5. Examination of the Report of the Management Board on the Company's Operations in the Financial Year 2023, the Company's Financial Statements for the Year Ended 2023 and the Independent Auditor's Report on the Company's Annual Financial Statements for the Financial Year 2023;
6. Adoption of a resolution approving the Report of the Management Board on the Company's Operations in the Financial Year 2023;
7. Adoption of a resolution approving the Company's Financial Statements for the Year Ended 2023;
8. Examination of the content of the Annual Report of the Supervisory Board for the year 2023 covering: the Supervisory Board's Report on Operations in 2023 and the Report of the Supervisory Board on the Assessment of the Report of the Management Board on the Company's Operations in the Financial Year 2023 and of the Assessment of Company's Financial Statements for the Year Ended 2023 and of the Proposal of the Management Board regarding the Distribution of Profit for the Financial Year 2023;
9. Adoption of resolutions on giving a vote of approval to the Members of the Management Board for the performance of their duties during the financial year 2023;
10. Adoption of resolutions on giving a vote of approval to the Members of the Supervisory Board for the discharge of their duties in the financial year 2023;
11. Adoption of a resolution on the distribution of profit earned by Asseco Business Solutions S.A. in the financial year 2023 and the payment of dividend;
12. Review of the Report on the Remuneration of Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A. for 2023, prepared by the Supervisory Board of the Company;
13. Adoption of a resolution on an opinion on the Report on the Remuneration of Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A. for 2023;

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14. Adoption of a resolution on amendments to the Articles of Association;
 15. Adoption of a resolution on a mandate to the Company's Management Board to acquire own shares and to create a reserve capital;
 16. Adoption of a resolution on creating an Executive Share Scheme intended for the Members of the Management Board and Company's key executive persons;
 17. Adoption of a resolution on the adoption of the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A.;
 18. The closing of the General Meeting.

Section 2

The resolution comes into force upon adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 3 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

on approving the Management Board's Report on the Company's Operations in the Financial Year 2023

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(1) of the Code of Commercial Companies and Partnerships and Article 12(5)(1) of the Company's Articles of Association, having examined the Report of the Management Board on the Company's Operations in the Financial Year 2023, approves the said report.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 4 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

concerning: adoption of a resolution approving the Company's Financial Statements for the Year Ended 2023

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., seated in Lublin, acting pursuant to Article 395(2)(1) of the Code of Commercial Companies and Partnerships and Article 12(5)(1) of the Company's Articles of Association, having examined the Company's financial statements for the financial year ended 31 December 2023, approves the financial statements for the financial year ended 31 December 2023, including:

- 1) balance sheet as at 31 December 2023, with total assets and liabilities amounting to PLN 493,219 thousand,
- 2) statement of comprehensive income for the period from 1 January 2023 to 31 December 2023 with the net profit of PLN 95,030 thousand,
- 3) the statement of comprehensive income for the period from 1 January 2023 to 31 December 2023 showing an increase in net cash by PLN 4,717 thousand
- 4) and additional explanatory notes.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 5 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

**concerning: a vote of approval to President of the Management Board of the Company Wojciech Barcentewicz
for the performance of his duties in the financial year 2023**

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the President of the Management Board, Mr Wojciech Barcentewicz, for the discharge of his duties in the financial year 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 6 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

**concerning: a vote of approval to Vice-president of the Management Board of the Company Piotr Masłowski for
the performance of his duties in the financial year 2023**

Section 1

Acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, the Ordinary General Meeting of Asseco Business Solutions S.A. hereby gives a vote of approval to Mr Piotr Masłowski, acting as Vice-President of the Management Board, for the discharge of his duties in the financial year 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 7 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

**concerning: a vote of approval to Member of the Management Board of the Company Mariusz Lizon for the
performance of his duties in the financial year 2023**

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives

a vote of approval to the Member of the Management Board, Mr Mariusz Lizon, for the discharge of his duties in the financial year 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 8 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

**concerning: a vote of approval to Member of the Management Board of the Company Jacek Lisowski for the
performance of his duties in the financial year 2023**

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Member of the Management Board, Mr Jacek Lisowski, for the discharge of his duties in the financial year 2023, i.e. between 1 April 2023 and 31 December 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 9 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

**concerning: a vote of approval to Member of the Management Board of the Company Renata Łukasik for the
performance of her duties in the financial year 2023**

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Member of the Management Board, Ms Renata Łukasik, for the discharge of her duties in the financial year 2023, i.e. between 1 April 2023 and 31 December 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 10 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

concerning: a vote of approval to Member of the Management Board of the Company Rafał Mróz for the performance of his duties in the financial year 2023

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Member of the Management Board, Mr Rafał Mróz, for the discharge of his duties in the financial year 2023, i.e. between 1 April 2023 and 31 December 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 11 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

concerning: a vote of approval to Chairman of the Supervisory Board of the Company Rafał Kozłowski for the performance of his duties in the financial year 2023

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Chairman of the Supervisory Board, Mr Rafał Kozłowski, for the discharge of his duties in the financial year 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 12 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

concerning: a vote of approval to Vice-chairman of the Supervisory Board of the Company Adam Góral for the performance of his duties in the financial year 2023

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Vice-Chairman of the Supervisory Board, Mr Adam Góral, for the discharge of his duties in the financial year 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 13 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,**

of 27 June 2024

concerning: a vote of approval to Member of the Supervisory Board of the Company Zbigniew Pomianek for the performance of his duties in the financial year 2023

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Member of the Supervisory Board, Mr Zbigniew Pomianek, for the discharge of his duties in the financial year 2023.

Section 2

The resolution comes into force upon its adoption."

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 14 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

concerning: a vote of approval to Member of the Supervisory Board of the Company Romuald Rutkowski for the performance of his duties in the financial year 2023

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Member of the Supervisory Board, Mr Romuald Rutkowski, for the discharge of his duties in the financial year 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 15 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

concerning: a vote of approval to Member of the Supervisory Board of the Company Marcin Murawski for the performance of his duties in the financial year 2023

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Member of the Supervisory Board, Mr Marcin Murawski, for the discharge of his duties in the financial year 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 16 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

**concerning: a vote of approval to Member of the Supervisory Board of the Company Artur Osuchowski for the
discharge of his duties in the financial year 2023**

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Member of the Supervisory Board, Mr Artur Osuchowski, for the performance of his duties in the financial year 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 17 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

concerning: distribution of profit earned by the Company in the financial year 2023 and payment of dividend

Section 1

Acting pursuant to Article 395(2)(2) of the Code of Commercial Companies and Partnerships and Article 12(5)(2) of the Company's Articles of Association, the Ordinary General Meeting of Asseco Business Solutions S.A., seated in Lublin, resolves to divide the net profit earned by the Company during the financial year 2023 of PLN **95,030,198.22** (ninety five million thirty thousand one hundred and ninety eight zlotys 22/100) as follows:

- 1) part of the net profit for the financial year 2023 in the amount of PLN **86,887,301.80** (eighty six million eight hundred and eighty seven thousand three hundred and eighty zlotys 80/100) to be distributed among the Company's shareholders as the dividend in the amount of PLN 2.60 (two zlotys 60/100) per share;
- 2) the remainder of the net profit for the financial year 2023 in the amount of **PLN 8,142,896.42** (eight million one hundred and forty two thousand eight hundred and ninety six zlotys 42/100) be allocated to supplementary capital.

Section 2

The Ordinary General Meeting of Asseco Business Solutions S.A. sets the dividend date to **5 July 2024** and the dividend payment date to **16 July 2024**.

Section 3

The resolution comes into force upon adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 18 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

**concerning: adoption of a resolution on an opinion on the Report on the Remuneration of Members of the
Management Board and Supervisory Board of Asseco Business Solutions S.A. for 2023.**

Section 1

Acting pursuant to Article 393 of the Code of Commercial Companies and Partnerships and Article 12 of the Company's Articles of Association, in conjunction with the provisions of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading and on public companies, the Ordinary General Meeting of Asseco Business Solutions S.A., with its registered office in Lublin, resolves to express a positive opinion on the Report on the Remuneration of Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A. for 2023.

Section 2

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 19 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024
concerning: amendments to the Articles of Association**

Section 1

Acting pursuant to Article 430(1) of the Code of Commercial Companies and Article 12(5)(9) of the Company's Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions S.A., seated in Lublin, resolves to make the following amendment to the Articles of Association:

1) Article 5(1) of the Articles of Association which reads:

"1. The object of the Company's activity shall be any manufacturing, trading, service, and research and development, particularly in the areas of (in accordance with the Polish Classification of Activities – PKD – equivalent of NACE):

- a) Manufacture of paper stationery (17.23.Z),*
- b) Other printing (18.12.Z),*
- c) deleted,*
- d) Service activities related to preparation for print (18.13.Z),*
- e) Reproduction of recorded media (18.20.Z),*
- f) Manufacture of electronic components and boards (26.1),*
- g) Manufacture of computers and peripheral equipment (26.2),*
- h) Manufacture of communication equipment (26.3),*
- i) Manufacture of consumer electronics (26.4),*
- j) Repair of machinery (33.12.Z),*
- k) Repair of electronic and optical equipment (33.13.Z),*
- l) Repair of electrical equipment (33.14.Z),*
- m) Installation of industrial machinery and equipment (33.20.Z),*
- n) Development of building projects (41.10.Z),*
- o) Construction of residential and non-residential buildings (41.20.Z),*
- p) Construction of transmission pipelines and distribution networks (42.21.Z),*
- q) Construction of utility projects for electricity and telecommunications (42.22.Z),*
- r) Wholesale and retail trade of cars and vans (45.11.Z),*
- s) Wholesale and retail trade of other vehicles, excluding motorcycles (46.14.Z),*

- t) *Agents involved in the sale of machinery, industrial equipment, ships and aircraft (46.14.Z),*
- u) *Agents involved in the sale of variety of goods (46.19.Z),*
- v) *Wholesale of computers, computer peripheral equipment and software (46.51.Z),*
- w) *Wholesale of electronic and telecommunications equipment and parts (46.52.Z),*
- x) *Wholesale of office furniture (46.65.Z),*
- y) *Wholesale of other office machinery and equipment (46.66.Z),*
- z) *Wholesale of other machinery and equipment (46.69.Z),*
- aa) *Non-specialised wholesale trade (46.90.Z),*
- bb) *Retail sale of computers, peripheral units and software in specialized stores (47.41.Z),*
- cc) *Retail sale of telecommunications equipment in specialized stores (47.42.Z),*
- dd) *Retail sale of audio and video equipment in specialized stores (47.43.Z),*
- ee) *Retail sale of furniture, lighting equipment and other household articles in specialised stores (47.59.Z),*
- ff) *Retail sale of second-hand goods in specialized stores (47.79.Z),*
- gg) *Retail sale via mail order houses or via Internet (47.91.Z),*
- hh) *Other retail sale not in stores, stalls or markets (47.99.Z),*
- ii) *Warehousing and storage (52.10.B),*
- jj) *Book publishing (58.11.Z),*
- kk) *Publishing of directories and mailing lists (e.g. address, telephones) (58.12.Z),*
- ll) *Publishing of newspapers (58.13.Z),*
- mm) *Publishing of journals and periodicals (58.14.Z),*
- nn) *Other publishing activities (58.19.Z),*
- oo) *Other software publishing (58.29.Z),*
- pp) *Sound recording and music publishing activities (59.20.Z),*
- qq) *Radio broadcasting (60.10.Z),*
- rr) *Television programming and broadcasting activities (60.20.Z),*
- ss) *Wired telecommunications activities (61.10.Z),*
- tt) *Wireless telecommunications activities, excluding satellite telecommunications (61.20.Z),*
- uu) *Satellite telecommunications activities (61.30.Z),*
- vv) *Other telecommunications activities (61.90.Z),*
- ww) *Computer programming activities (62.01.Z),*
- xx) *Computer consultancy activities (62.02.Z),*
- yy) *Computer facilities management activities (62.03.Z),*
- zz) *Other information technology and computer service activities (62.09.Z),*
- aaa) *Data processing, hosting and related activities (63.11.Z),*
- bbb) *Web portals (63.12.Z),*
- ccc) *Financial leasing (64.91.Z),*
- ddd) *Buying and selling of own real estate (68.10.Z),*
- eee) *Renting and operating of own or leased real estate (68.20.Z),*
- fff) *Management of real estate on a fee or contract basis (68.32.Z),*
- ggg) *Activities of head offices and holding companies, excluding financial holding companies (70.10),*
- hhh) *Business and other management consultancy activities (70.22.Z),*
- iii) *Other research and experimental development on natural sciences and engineering (72.19),*
- jjj) *Renting and leasing of cars and vans (77.11.Z),*
- kkk) *Renting and leasing of trucks, excluding motorcycles (77.12.Z),*
- lll) *Renting of video tapes and disks (77.22.Z),*
- mmm) *Renting and leasing of office machinery and equipment (including computers) (77.33.Z),*
- nnn) *Renting and leasing of other machinery, equipment and tangible goods n.e.c. (77.39.Z),*

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- ooo) *Leasing of intellectual property and similar products, except copyrighted works, excluding copyrighted works (77.40.Z),*
 - ppp) *Combined facilities support activities (81.10.Z),*
 - qqq) *Office administrative and support activities (82.1),*
 - rrr) *Other education n.e.c. (85.59.B),*
 - sss) *Educational support activities (85.60.Z),*
 - ttt) *Repair of computers and peripheral equipment (95.11.Z),*
 - uuu) *Repair of communication equipment (95.12.Z),*
 - vvv) *Other personal service activities n.e.c. (96.09.Z)."*

will read as follows:

"1. The object of the Company's activity shall be any manufacturing, trading, service, and research and development, particularly in the areas of (in accordance with the Polish Classification of Activities – PKD – equivalent of NACE):

- 1) *Manufacture of paper stationery (17.23.Z),*
- 2) *Other printing (18.12.Z),*
- 3) *Service activities related to preparation for print (18.13.Z),*
- 4) *Reproduction of recorded media (18.20.Z),*
- 5) *Manufacture of electronic components and boards (26.1),*
- 6) *Manufacture of computers and peripheral equipment (26.2),*
- 7) *Manufacture of communication equipment (26.3),*
- 8) *Manufacture of consumer electronics (26.4),*
- 9) *Repair of machinery (33.12.Z),*
- 10) *Repair of electronic and optical equipment (33.13.Z),*
- 11) *Repair of electrical equipment (33.14.Z),*
- 12) *Installation of industrial machinery and equipment (33.20.Z),*
- 13) *Development of building projects (41.10.Z),*
- 14) *Construction of residential and non-residential buildings (41.20.Z),*
- 15) *Construction of transmission pipelines and distribution networks (42.21.Z),*
- 16) *Construction of utility projects for electricity and telecommunications (42.22.Z),*
- 17) *Wholesale and retail trade of cars and vans (45.11.Z),*
- 18) *Wholesale and retail trade of other vehicles, excluding motorcycles (46.14.Z),*
- 19) *Agents involved in the sale of machinery, industrial equipment, ships and aircraft (46.14.Z),*
- 20) *Agents involved in the sale of variety of goods (46.19.Z),*
- 21) *Wholesale of computers, computer peripheral equipment and software (46.51.Z),*
- 22) *Wholesale of electronic and telecommunications equipment and parts (46.52.Z),*
- 23) *Wholesale of office furniture (46.65.Z),*
- 24) *Wholesale of other office machinery and equipment (46.66.Z),*
- 25) *Wholesale of other machinery and equipment (46.69.Z),*
- 26) *Non-specialised wholesale trade (46.90.Z),*
- 27) *Retail sale of computers, peripheral units and software in specialized stores (47.41.Z),*
- 28) *Retail sale of telecommunications equipment in specialized stores (47.42.Z),*
- 29) *Retail sale of audio and video equipment in specialized stores (47.43.Z),*
- 30) *Retail sale of furniture, lighting equipment and other household articles in specialised stores (47.59.Z),*
- 31) *Retail sale of second-hand goods in specialized stores (47.79.Z),*

- 32) *Retail sale via mail order houses or via Internet (47.91.Z),*
- 33) *Other retail sale not in stores, stalls or markets (47.99.Z),*
- 34) *Warehousing and storage (52.10.B),*
- 35) *Book publishing (58.11.Z),*
- 36) *Publishing of directories and mailing lists (e.g. address, telephones) (58.12.Z),*
- 37) *Publishing of newspapers (58.13.Z),*
- 38) *Publishing of journals and periodicals (58.14.Z),*
- 39) *Other publishing activities (58.19.Z),*
- 40) *Other software publishing (58.29.Z),*
- 41) *Sound recording and music publishing activities (59.20.Z),*
- 42) *Radio broadcasting (60.10.Z),*
- 43) *Television programming and broadcasting activities (60.20.Z),*
- 44) *Wired telecommunications activities (61.10.Z),*
- 45) *Wireless telecommunications activities, excluding satellite telecommunications (61.20.Z),*
- 46) *Satellite telecommunications activities (61.30.Z),*
- 47) *Other telecommunications activities (61.90.Z),*
- 48) *Computer programming activities (62.01.Z),*
- 49) *Computer consultancy activities (62.02.Z),*
- 50) *Computer facilities management activities (62.03.Z),*
- 51) *Other information technology and computer service activities (62.09.Z),*
- 52) *Data processing, hosting and related activities (63.11.Z),*
- 53) *Web portals (63.12.Z),*
- 54) *Financial leasing (64.91.Z),*
- 55) *Buying and selling of own real estate (68.10.Z),*
- 56) *Renting and operating of own or leased real estate (68.20.Z),*
- 57) *Management of real estate on a fee or contract basis (68.32.Z),*
- 58) *Activities of head offices and holding companies, excluding financial holding companies (70.10.Z),*
- 59) *Business and other management consultancy activities (70.22.Z),*
- 60) *Other research and experimental development on natural sciences and engineering (72.19),*
- 61) *Renting and leasing of cars and vans (77.11.Z),*
- 62) *Renting and leasing of trucks, excluding motorcycles (77.12.Z),*
- 63) *Renting of video tapes and disks (77.22.Z),*
- 64) *Renting and leasing of office machinery and equipment (including computers) (77.33.Z),*
- 65) *Renting and leasing of other machinery, equipment and tangible goods n.e.c. (77.39.Z),*
- 66) *Leasing of intellectual property and similar products, except copyrighted works, excluding copyrighted works (77.40.Z),*
- 67) *Combined facilities support activities (81.10.Z),*
- 68) *Office administrative and support activities (82.1),*
- 69) *Other education n.e.c. (85.59.B),*
- 70) *Educational support activities (85.60.Z),*
- 71) *Repair of computers and peripheral equipment (95.11.Z),*
- 72) *Repair of communication equipment (95.12.Z),*
- 73) *Other personal service activities n.e.c. (96.09.Z),*
- 74) *Production of electricity (35.11.Z),*
- 75) *Trade of electricity (35.14.Z)."*

Section 2

The resolution enters into force upon its adoption and becomes effective from the date of registration of the amendments in the Companies Register.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 25,074,118 votes for, 0 votes against and 0 votes abstaining.

**RESOLUTION NO. 20 OF THE ORDINARY GENERAL MEETING OF
 ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
 of 27 June 2024**

concerning: a mandate to the Company's Management Board to acquire own shares and to create a reserve capital

Section 1

1. The Ordinary General Meeting of Shareholders of Asseco Business Solutions S.A., seated in Lublin ("Company"), acting under Article 362§1(8) of the Code of Commercial Companies and Partnerships and Article 12(5)(2) and (13) of the Company's Articles of Association, resolves to authorize the Company's Management Board to acquire the Company own shares in accordance with Article 362§1(8) of the Code of Commercial Companies and Partnerships and to perform any legal and factual actions for the purpose of acquisition of such shares under the terms laid down therein.
2. The acquisition will cover no more than 1,000,000 (one million) fully paid shares of the Company of the nominal value of PLN 5.00 (five zlotys) each, which makes the total nominal value of PLN 5,000,000.00 (five million zlotys), marked with ISIN code PLABS0000018 ("Shares").
3. The acquisition of the Shares will be transacted as follows:
 - 1) the total nominal value of the acquired Shares will be no more than PLN 5,000,000.00 (five million zlotys), which represents no more than ca. 2.99% (two and ninety nine hundredths per cent) of the Company's share capital and will not at any time exceed 20% (twenty per cent) of the Company's share capital, together with other Company own shares already held by the Company which have not been disposed of by the Company;
 - 2) the total purchase price of the Shares, plus the costs of acquisition, will not exceed the reserve capital of PLN 60,500,000.00 (sixty million five hundred thousand zlotys) established for this purpose pursuant to Section 3 hereof;
 - 3) the unit purchase price of the Shares may not be less than PLN 5.00 (five zlotys) and may not be more than PLN 60.00 (sixty zlotys); 4) the Shares acquired by the Company may be:
 - a) allocated to the fulfilment of obligations under the Executive Share Scheme established by Resolution No. 21 of the Company's Ordinary General Meeting of 27 June 2024 concerning the creation of an Executive Share Scheme for the Members of the Management Board and Company's key executive persons;
 - b) in the event that the Shares are not allocated to the Executive Share Scheme referred to in para. 3(4)(a) above, upon completion of the purchase of the Shares due to the funds earmarked for the acquisition, which, for this purpose, have been transferred to the reserve capital established pursuant to Section 3 hereof, having been used up, or upon expiry of the authorisation to acquire own Shares hereunder, set aside for redemption or use for future incentive schemes intended for the key management of the Company that are likely to be established by resolutions of the General Meeting, which, in both cases, will require the prior approval of the Supervisory Board;

The Shares may be acquired in accordance with with provisions of the Code of Commercial Companies and Partnerships and Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) 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 (OJ L 173, p. 1) (“**MAR**”) in either of the following manners:

- a) through a transactions or transactions outside the organised trading venue that do not directly affect the price formation on the stock exchange, carried out via a public invitation or invitations to sell the Shares by all shareholders of the Company, and;
 - b) through an organized market transaction during a stock exchange session at the Warsaw Stock Exchange, while the Company is obliged to comply with the relevant laws, including any price and volume requirements; 6) the Shares will be purchased through an investment entity.
4. The authorisation to acquire the Shares will be valid as from the date of this resolution until 31 December 2027, however, not longer than until the running out of the funds earmarked for the acquisition of the Shares which, for this purpose, have been transferred to the reserve capital created under Section hereof.

Section 2

The Ordinary General Meeting of the Company hereby authorises the Management Board to undertake all legal and actual measures necessary for the acquisition of the Shares pursuant to Article 362§1(8) of the Code of Commercial Companies and Partnerships and to:

- a) determine the detailed rules for the acquisition of the Shares, in particular if not provided for herein;
- b) to enter into an agreement with an investment entity to act as an intermediary in the purchase of the Shares;
- c) to convene a General Meeting of Shareholders for the purpose of adopting resolutions on the redemption of the Shares and on the reduction of the Company’s share capital or on the establishment of a future (different) incentive scheme, for which the Shares will also be used, if, after the expiry of the period of the authorisation to acquire own shares or after their acquisition has ended due to the absence of the funds allocated therefore hereunder, the Shares will not be transferred under the incentive scheme established by Resolution No. 21 of the General Meeting of the Company of 27 June 2024 concerning the creation of an Executive Share Scheme for the Members of the Management Board and Company’s key executive persons.

Section 3

The Ordinary General Meeting of the Company, acting pursuant to Article 396§4 of the Code of Commercial Companies and Partnerships and Article 15(4) of the Company’s Articles of Association, in conjunction with Article 362§2(3) and Article 348§1 of the Code of Commercial Companies and Partnerships, resolves to create a reserve capital of PLN 60,500,000.00 (sixty million five hundred zlotys) by transferring funds from the supplementary capital, the funds being available for distribution among the shareholders, and to allocate this entire capital to the acquisition of the Shares in accordance herewith.

Section 4

This resolution enters into force upon adoption subject to the adoption of Resolution No. 21 of the Company’s Ordinary General Meeting of 27 June 2024 concerning the creation of an Executive Share Scheme for the Members of the Management Board and Company’s key executive persons.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 23,074,887 votes for, 1,650,231 votes against and 0 votes abstaining.

**RESOLUTION NO. 21 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

**concerning: the creation of an Executive Share Scheme for the Members of the Management Board and
Company’s key executive persons**

Section 1

1. The Ordinary General meeting of Asseco Business Solutions S.A., having its registered office in Lublin (“**Company**”), acting under Article 395(5) of the Code of Commercial Companies and Partnerships, establishes

an Executive Share Scheme for the Members of the Management Board and key executives of the Company for the years 2024-2026 ("**Executive Share Scheme**" or "**ESS**").

2. The Executive Share Scheme will span 3 (three) financial years of the Company, i.e. 2024-2026 ("**Scheme Duration**"), subject to the condition that it will have been implemented by 31 December 2027.
3. The goal of the ESS is to create incentives for the Management Board Members and Company's key executives to pursue the Company's strategy and commit to the Company's business and interest on a long term, which should be conducive to the Company's operational efficiency, financial performance, and stability as a going concern. The objectives of the ESS shall be, in particular:
 - 1) to tie the interest of the Management Board Members and Company's key executives with the Company by their direct participation in the Company's share capital;
 - 2) to enhance motivation to build a long-term shareholder value in the Company, to support corporate governance and investor relations in the Company;
 - 3) to create attractive financial incentives for the Members of the Management Board and key executives in order to attract and retain knowledgeable, competent, and experienced individuals who guarantee of proper performance of corporate duties.

Section 2

1. The ESS shall be intended for the Members of the Management Board and persons designated by the Management Board as the key executives within the Company, all of them meeting the requirements specified herein, in the ESS rules and in the ESS participation agreement ("**Eligible Persons**").
2. The number of Eligible Persons may not exceed 149 (one hundred and forty nine).
3. The Eligible Person shall be immediately advised by the Supervisory Board (or by the Management Board if they are not Members of the Management Board) of whether they meet the entry conditions to participate in the ESS and that they can join it. The Eligible Person shall join the ESS upon signing the ESS participation agreement.
4. The Eligible Person shall begin their participation in the ESS in the year in which they entered into the participation agreement.

Section 3

1. The ESS shall involve the transfer of the Company shares to Eligible Persons who have joined the ESS ("**Participants**") pursuant to the terms set out herein, in the ESS rules, and in the ESS participation agreement.
2. The ESS shall be implemented by, in particular:
 - 1) the conclusion of a participation agreement between the Company and the Eligible Person who is joining the ESS, resulting in the Eligible Person's entry into the same;
 - 2) transfer to the Participant of a number of Company shares determined by the Supervisory Board (or by the Management Board if the Participant is not a Member of the Management Board), upon the fulfilment by the Participant of the conditions set out herein, in the ESS rules, and in the ESS participation agreement;
 - 3) the acquisition by the Participant of Company shares awarded by the Supervisory Board (or by the Management Board if the Participant is not a Member of the Management Board), under the terms set out herein, in the ESS rules, and in the ESS participation agreement.
3. The shares for the Participants shall belong to the pool of own shares previously acquired by the Company mandated by the General Meeting of Shareholders in Resolution No. 20 of the Company's Ordinary General Meeting of 27 June 2024 concerning a mandate to the Company's Management Board to acquire own shares and to create a reserve capital. The Participants shall be awarded no more than 1,000,000 (one million) fully paid shares of the Company of the nominal value of PLN 5.00 (five zlotys) each, which makes the total nominal value of PLN 5,000,000.00 (five million zlotys), marked with ISIN code PLABS0000018.
4. The shares shall be acquired by the Participants free of charge.

5. The value of the shares awarded under the ESS shall be determined at arm's length.
6. The shares awarded under the ESS shall be subject to a temporary share transfer restrictions as follows:
 - 1) a total of 50% (fifty per cent) of shares awarded each time shall be subject to a one-year restriction on transferability; and, at the same time,
 - 2) a total of 50% (fifty per cent) of shares awarded each time shall be subject to a two-year restriction on transferability.

The detailed terms of the restrictions to transfer shares awarded under the ESS shall be set out in the ESS rules.

7. Shares other than those allocated to the performance of the ESS obligations shall, in accordance with Resolution 20 of the Company's Ordinary General Meeting of concerning a mandate to the Company's Management Board to acquire own shares and to create a reserve capital, be redeemed or used for future incentive schemes for the Company's executives created by a resolution of the General Meeting, which, in either case, shall require the approval of the Supervisory Board.

Section 4

1. The acquisition of shares under the ESS in any given year of the Scheme Duration shall be subject to the collective fulfilment of the following criteria:
 - 1) between 1 January to 31 December of the relevant year of the ESS, the Participant must:
 - a) if they are a Member of the Management Board, sit on the Company's Management Board;
 - b) if they are the Company's key executive, be in an employment relationship with the Company, i.e. a relationship between the Eligible Person and the Company under a contract of employment, managerial contract, or other civil-law contract, under which the Eligible Person performs work for the Company ("**Employment Relationship**");

however, the ESS rules may provide for the award of shares to the Participants who have been serving in the Management Board or have been in an Employment Relationship with the Company (in the case of key executives) for part of the year of the Scheme Duration ("**Loyalty Criterion**");
 - 2) achieve a target set by the Supervisory Board (or by the Management Board if the Participant is not a Member of the Management Board) for the Participant, this target being a certain level of the Company's net profit for the given financial year of the Scheme Duration or another financial indicator relating to the performance of a specific organisational unit of the Company, calculated on the basis of data used for the preparation of the Company's financial statements for the given financial year of the Scheme Duration, as validated by an auditor's report, at the level specified in the ESS rules and in the ESS participation agreement ("**Financial Criteria**"); the Loyalty Criterion and the Financial Criteria shall be referred to collectively as "**Scheme Criteria**."
2. The Supervisory Board (or by the Management Board if the Participant is not a Member of the Management Board) shall determine a Financial Criterion with respect to each Participant, as referred to in para. 1(2) above, the achievement of which shall determine the acquisition of shares under the ESS, and the method of calculating the number of shares to be awarded to the Participant depending on the Company's or Company's organizational unit's financial performance. The Supervisory Board (or by the Management Board if the Participant is not a Member of the Management Board) may set other individual criteria for the Participants, the fulfilment of which shall be required to enjoy the benefits of the ESS, in particular the achievement of specific objectives relating to the Company's business and strategic goals or the achievement of the Company's long-term and short-term financial or non-financial objectives.
3. The ESS rules shall lay down the terms for proportional allocation of the number of shares awarded to each Participant in the event that the total number of shares to be transferred to all the Participants exceeds the number of shares referred to in Section 3(3) hereof.
4. In the event of proportional allocation of the number of shares referred to in para. 3 above, the Participant shall be entitled to receive a cash equivalent (cash compensation) measured in accordance with the ESS rules.
5. The Supervisory Board (or by the Management Board if the Participant is not a Member of the Management Board) shall take all necessary legal and actual action to transfer shares to the Participant, who is entitled to

receive them under the ESS, once they have fulfilled the Scheme Criteria for a given year of the Scheme Duration.

6. The shares shall be acquired in accordance with the relevant provisions governing the transfer of shares, i.e. under the terms and conditions provided for in the Act of 29 July 2005 on trading in financial instruments (Journal of Laws of 2023, item 646, as amended).

Section 5

The Ordinary General Meeting of the Company authorises the Supervisory Board to determine the detailed terms of implementation of the Executive Share Scheme in its rules and authorises the Supervisory Board and the Management Board to perform all legal and actual transactions required for the implementation hereof.

Section 6

This resolution enters into force upon adoption subject to the adoption of Resolution No. 20 of the Company's Ordinary General Meeting of 27 June 2024 concerning a mandate to the Company's Management Board to acquire own shares and to create a reserve capital.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 20,063,356 votes for, 1,650,231 votes against and 3,360,531 votes abstaining.

**RESOLUTION NO. 22 OF THE ORDINARY GENERAL MEETING OF
ASSECO BUSINESS SOLUTIONS SPÓŁKA AKCYJNA, SEATED IN LUBLIN,
of 27 June 2024**

**concerning: adoption by the amended Remuneration Policy for Members of the Management Board and
Supervisory Board of Asseco Business Solutions S.A.**

Section 1

Acting pursuant to Article 12 of the Company's Articles of Association, in conjunction with the provisions of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading and on public companies, the Ordinary General Meeting of Asseco Business Solutions S.A., with its registered office in Lublin, resolves to adopt the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A., the text of which is attached in an appendix hereto.

Section 2

Resolution No. 16 of the Ordinary General Meeting of 28 April 2020 concerning the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A. is deemed repealed.

Section 3

The resolution comes into force upon its adoption.

25,074,118 valid votes were cast from 25,074,118 shares, which constitute 75.03% of the share capital, including 23,423,887 votes for, 1,650,231 votes against and 0 votes abstaining.

“The Remuneration Policy for Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A.

Aim of the Policy.

The Remuneration Policy for Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A., hereinafter “Policy,” lays down the foundations, principles and procedures for setting, calculating and paying remuneration to the Members of the Management Board and Members of the Supervisory Board. The solutions adopted in the Remuneration Policy are intended to contribute to the implementation of the Company’s business strategy as well as advancing its long-term interest and stability.

Definitions.

- 1) **Company** – Asseco Business Solutions S.A., having its registered office in Lublin;
- 2) **MB** – the Management Board of the Company;
- 3) **SB** – the Supervisory Board of the Company;
- 4) **AC** – a fixed Audit Committee appointed by the Company’s SB;
- 5) **Division** – part of the Company’s organizational structure managed by one of the Members of the MB in accordance with the internal delegation of tasks and responsibilities among the MB Members;
- 6) **Act** – the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into organized trade and on public companies;
- 7) **Employment** – performance of work or services or serving functions by an MB Member for the benefit of the Company under applicable laws.

Remuneration of MB Members.

Legal Basis.

The legal basis for remuneration of the Company's MB Members shall be the legal relationship between the Company and an individual MB Member. The management of the Company may be performed under three legal relationships:

- 1) an employment relationship under a contract of employment for an unlimited period of time;
- 2) performance of management services (management contract) concluded for the time of serving the function of a MB Member;
- 3) appointment to the position of an MB Member for the time of serving the function of an MB Member.

Moreover, the legal basis for remunerating the MB Members may be the legal relationship arising from a MB Member joining an Executive Share Scheme, established by a resolution of the General Meeting and providing for the award of Company shares to the MB Members (“Executive Share Scheme”).

By giving their consent to serving as an MB Member, the Member may determine their preferred form of legal relationship for performing the management services. During negotiation with an MB Member, the SB shall determine the legal basis of their management services and the principles of remuneration for the MB Member. The legal basis for the management services rendered by the MB Member shall be determined by a resolution of the SB. In establishing the legal basis for the MB Member’s remuneration, the SB shall rely upon the actual commercial substance of the established relationship as agreed between the parties (i.e. the Company and the MB Member). The SB may opt for different legal bases for the management relationship established for individual MB Members as well as selecting different grounds for remuneration of the MB Member for managing the Company and the relevant Division. However, irrespective of the foregoing, the rules of dividing the remuneration into a fixed and variable portion must remain the same regardless of the selected legal basis.

Components of MB Members' Remuneration.

Regardless of the legal form of employment relationship established between the MB Member and the Company, they may be paid monetary remuneration for management services made up of two components: fixed and variable. When appointing a MB Member, in the relevant appointment resolution or in a separate resolution, the SB shall identify the basic component of the MB Member's monetary remuneration, including the amount of fixed and variable components and the terms of dependence of the variable component upon financial results.

A MB Member who has joined the Executive Share Scheme may also be paid variable remuneration in securities, i.e. Company shares. In its resolution, the SB shall determine whether a MB Member will be able to join the Executive Share Scheme and shall determine the terms thereof; however, the value of the shares allocated under the scheme shall be determined at arm's length.

In addition, a MB Member may be paid by the Company: remuneration for the time of incapacity for work due to sickness – up to a maximum of 100% of the remuneration calculated as the average monthly pay for the 12 calendar months preceding the month in which the incapacity for work occurred and, in the case of payment of sickness allowance under applicable law, a supplementary benefit up to a maximum of 100% of the remuneration calculated as the average monthly pay for the 12 calendar months preceding the month in which the incapacity for work occurred. The aforesaid remuneration components shall be granted under a SB's resolution.

The SB may also grant a MB Member the right to other non-pecuniary benefits.

Fixed Component of MB Member's Remuneration.

Each MB Member shall receive a fixed monthly remuneration in the amount specified in the relevant resolution of the SB. The remuneration shall be payable on the date of payment of wages to other Company employees. The amount of monthly remuneration shall be stated in a gross amount. If the Company concludes a management contract with a MB Member, the amount of permanent remuneration shall be explicitly stated in the contract.

The fixed component of monetary remuneration paid for the financial year may not exceed 50.00% (fifty percent) of the total remuneration payable for that financial year.

Variable Component of MB Member's Remuneration.

Each MB Member may be paid variable remuneration depending on the financial results of the Company. That dependence may relate both to the results of the entire Company or its Capital Group or the results of the Division managed directly by the remunerated MB Member. Detailed rules of establishing, calculating and paying variable remuneration shall be set out by the SB in a relevant resolution or in the separately adopted Management Board Bonus Rules. Upon appointment of a MB Member, the SB shall set the percentage ratio of the MB Member's variable remuneration and the adopted Company budget, including the ratio of dependence of this component on the financial results of the entire Company or its Capital Group or the Division managed by the remunerated MB Member. The amounts of variable remuneration shall be stated in a gross amount. The variable remuneration component shall be paid after the end of the financial year for which the remuneration is due. It shall be paid based on data from the relevant financial statement reviewed by a statutory auditor. The SB may approve an advance payment of part of the variable remuneration but no more than 95% (ninety five percent) of its total value for the relevant financial year, provided that the budget objectives have been met.

The rules of calculating and paying variable remuneration due to a MB Member shall be set out in the SB's resolutions or in employment contracts or management contracts, if applicable.

If during the financial year there seem to be no grounds to pay variable remuneration to a MB Member, the President of the MB shall notify the Chairperson of the SB of such circumstances. The notification shall suspend the payment of any advances. The SB shall immediately make a decision whether to suspend advance payments.

If the SB confirms that the notification is well-grounded, the affected MB Member shall return the undue amount of variable remuneration. The MB Member shall accept in writing the rules of settlement of undue advances by deduction.

The foregoing provisions of para. 6 shall apply mutatis mutandis to the terms of granting benefits under the Executive Share Scheme, unless the provisions of a resolution of a corporate body establishing or revising any such scheme provides otherwise.

Non-pecuniary Benefits for MB Member.

Each MB Member may also be awarded other non-pecuniary benefits from the Company, including:

- The right to make use of specific Company assets;

- The right to additional insurance;

- The right to take advantage of additional non-pecuniary benefits intended for persons employed at the Company and cooperating with the Company on a permanent basis;

- The right to participate in the pension schemes offered by the Company on general terms (including the Employee Capital Plans).

The scope and rules of awarding non-pecuniary benefits to a MB Member shall be set out in detail in the relevant SB's resolution or in employment contracts or management contracts, if applicable.

Change in Remuneration Volume.

The President of the MB and any MB Member may, in justified cases, request the SB to change the legal basis of the established management relationship and the remuneration policy applicable to MB Members, including modification of the fixed and variable remuneration components as well as modification of the scope and value of non-pecuniary benefits.

Remuneration of SB Members.

Legal Basis.

The sole legal basis for remuneration of SB Members for exercising their functions in the supervisory body shall be resolutions of the General Meeting. The rules of remuneration of a SB Member may be set out in a resolution appointing a SB Member or in a separate resolution.

Components of SB Members' Remuneration.

A SB Member may be paid remuneration for performing their functions in the supervisory body only in the form of a fixed, gross, monthly flat-rate amount determined by a resolution of the General Meeting, subject to the provision contained in the next sentence. The Chairperson and Vice-Chairperson of the SB may receive higher remuneration than other SB Members taking into account any extra workload related to their function.

Remuneration of AC Members.

A SB Member, who also sits on AC, may receive additional monthly remuneration in fixed, gross, monthly flat-rate amount determined by a resolution of the General Meeting.

Limitations of Remuneration.

The MB Members for managing the Company and possibly managing a specific Division and for performing functions in the Company's management body, as well as SB Members for performing functions in the Company's supervisory body, shall not be paid any other pecuniary and non-pecuniary remuneration by the Company besides that mentioned above.

Working and Remuneration Conditions of Other Employees.

In its core business, the Company operates owing to extensive human resources performing work/services under employment contracts or civil-law contracts, among them also self-employed individuals. Such diverse forms of cooperation with expert staff enables flexible selection of personnel and quick response to the volatile economic setting with varied availability of personnel on the labour market at a given time, which typifies the Company's business sector. It also facilitates adjustment of the expert staff's working conditions and remuneration to their entrusted tasks, in particular the close connection of the amount of remuneration with the Company's measurable business results.

The option of employment of MB Members on similar terms, i.e. enlisting their services not only based on SB's resolutions but also on employment contracts concluded for an indefinite period or employment contracts concluded for longer periods, with the option of termination upon notice of up to six months and with the option of early termination of both types of contracts along with payment of severance pay (the severance pay may also be paid upon termination of appointment to the management body), testifies to the great flexibility of the Company in the area of formal and legal approach to employment relationships. MB Members, just as other key employees of the Company, may also be subject to a non-competition clause upon termination of employment for a period not longer than 12 months. The Company is obliged to pay them compensation for that period in an amount not higher than the equivalent of the total gross remuneration paid or due for the year preceding the year in which the employment is terminated. The division of pecuniary remuneration of the MB Members 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 to an even greater extent than in the case of other employees (in whose pay the fixed remuneration component prevails) encourages the MB Members to take more intense action to help the Company achieve superior business results while ensuring its stability in the long run.

An additional mechanism strengthening the MB Members' ties with the Company as well as reaffirming their commitment to the Company, its long-term interest, stability and sustainability, is the opportunity to join the Executive Share Scheme. The Executive Share Scheme may set out additional provisions regarding the aforesaid objective, such as, in particular, a prohibition to dispose of the Company's shares held for a specified period of time (lock-up), including exceptions to this prohibition, justified in particular by the law or by the existence of compelling reasons on the part of a scheme participant or the Company.

Adoption of a fixed flat-rate remuneration for the SB Members guarantees a smooth operation of the SB as a supervisory body whose Members, who are not directly dependent on the financial result, may, in a reasonable and risk-free manner, exercise due supervision over the current operations of the Company and the activities of the MB and MB Members.

Authorization by the General Meeting.

The General Meeting shall authorize the SB to refine the provisions of the Policy, in particular regarding the variable component of pecuniary remuneration, subject to taking into account any changes in the amount of this remuneration corresponding to the financial results of the entire Company or its Capital Group or Division managed directly by a given MB Member.

Under this authorization, the SB may also decide to further refine this Policy by adopting the Management Board Bonus Rules.

The General Meeting may authorise the SB to provide more details of the terms of the Executive Share Scheme by supplementing the relevant resolution.

If the financial stability of the Company is exposed to a threat and its profitability can no longer be guaranteed due to failure to meet budget objectives to a significant extent, as well as in the event of other circumstances preventing or significantly obstructing the operation of the Company or part of as before, the SB may temporarily withdraw from the application of the Policy in whole or in part. Such withdrawal may not be introduced by a single resolution for a period longer than three financial years.

Remuneration Reports.

The SB shall draw up an annual remuneration report containing a comprehensive overview of salaries, including all benefits, irrespective of their form, received by individual MB Members and the SB Members or due to individual MB Members and SB Members in the previous financial year, in accordance with the Policy.

The SB shall draw up its first remuneration report for the years 2019 to 2020, inclusive.

The SB Members shall be responsible for information contained in the report.

The remuneration report shall address each MB Member and SB Member and shall contain, in particular:

- 1) the amount of total remuneration broken down into the components referred to in Article 90d(3)(1) of the Act and the proportions between these components;
- 2) an 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;
- 3) information on the application of financial result criteria;
- 4) information on any changes, on a yearly basis, to remuneration, Company's results and the average remuneration of Company employees who have not been MB Members or SB Members in the period of at least the last five financial years – in aggregate and in a manner permitting comparison;
- 5) the amount of remuneration from entities belonging to the same capital group within the meaning of the Act of 29 September 1994 on Accounting (Journal of Laws of 2019, items 351, 1495, 1571, 1655 and 1680);
- 6) the number of granted or offered financial instruments and the terms of exercising rights under these instruments, including the price and date of exercise and any changes therein;
- 7) information on exercising the right to request return of variable remuneration constituents;
- 8) information on deviations from the procedure of implementing the Policy and deviations put in place in accordance with Article 90f of the Act, including an explanation of the reasons and adopted procedure as well as indicating Policy elements for which the deviations were made effective;
- 9) information on established Executive Share Schemes and their implementation, including, in particular, disclosing data referred to in subparas 1-8 above, if applicable.

Establishing and Implementing Policy Provisions. Conflict Resolution.

As an act of internal corporate rules of the Company, the Policy has been developed in a standard in-house process, with the participation of the Company's legal services and relevant MB Members responsible for the ongoing functioning of the corporate bodies and organizational units and with the SB's advice. The General Meeting has made the final decision on the Policy. Implementation of the Policy and its ongoing supervision shall be entrusted to the MB in line with the existing division of powers.

The SB shall supervise the implementation of the Policy on a regular basis. While preparing the aforesaid report, the SB shall perform a comprehensive review of the Policy.

Entities implementing the Policy shall monitor for any conflicts of interest related to the Policy taking into account the provisions of the Company's internal corporate rules.

The Rules adopted by the SB shall contain provisions aimed at avoiding conflicts of interests related to the Policy as well as allowing for the settlement of any disputes arising from or in connection with the Policy and management of conflicts.

Policy Effective Date.

The provisions of this Policy regarding the MB Members shall apply from the day of its adoption under the relevant resolution of the General Meeting. To establish, calculate and pay remuneration for the financial years 2019 and 2020, both in relation to the fixed and variable component, the rules set out in the resolutions of the SB shall be applied as adopted before the effective date of this Policy and taking into account the principle of acquired rights in relation to the MB Members employed under an employment contract.

The provisions of this Policy regarding the SB Members shall apply from the date of its adoption under the relevant resolution of the General Meeting. To establish, calculate and pay remuneration of the SB Members for the financial years 2019 and 2020, the existing rules shall apply unless the General Meeting finds them conflicting with the basic provisions of this Policy.

Related documents:

- Company's Articles of Association
- The Rules of Procedure of the General Meeting
- The Rules of Procedure of the Supervisory Board
- The Rules of Procedure of the Management Board
- Resolution of the General Meeting on Creating an Executive Incentive Scheme