



REMUNERATION POLICY

FOR MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF CCC S.A.

(consolidated version incorporating the amendments adopted by Resolution No. 17/ZWZA/2021 of the Annual General Meeting dated 22 June 2021 and the amendments introduced by Resolution No. 27/ZWZA/2022 of the Annual General Meeting dated 15 June 2022)

Company:	CCC S.A.
Address:	ul. Strefowa 6, 59-101 Polkowice, Poland
Registry court:	District Court for Wrocław-Fabryczna in Wrocław, 9th Commercial Division of the National Court Register
National Court Register (KRS) No.:	0000211692
TAX IDENTIFICATION NUMBER (NIP):	692-22-00-609
Industry Identification Number (REGON):	390716905

I. Preliminary provisions

1. Legal basis

Acting pursuant to Articles 90c–90f of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (Dz.U. 2019, item 623 – consolidated version, as amended) (the '**Public Offering Act**'), the General Meeting of CCC S.A., with its registered office in Polkowice (the '**Company**' or '**CCC**'), hereby adopts this Remuneration Policy for the Management Board and the Supervisory Board (the '**Remuneration Policy**' or the '**Policy**').

The foregoing provisions of the Public Offering Act entered into force pursuant to the Act of 15 November 2019 amending the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies and certain other acts (Dz.U. of 2019, item 2217), which transposed into Polish law Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (OJ L 132, 20.05.2017; the '**Directive**').

2. Objectives of the Remuneration Policy

The Remuneration Policy has been adopted in recognition of the pivotal role played by members of the Company's Management Board and Supervisory Board. It is designed to support the Company's business strategy, long-term interests and stability by, among other things, motivating those directors to deliver high-quality performance, encouraging their long-term commitment and aligning their interests with those of the Company.

3. Principles governing the drafting of the Policy

The Policy has been drafted in accordance with the principles of clarity and transparency.

The Policy is based on the Company's existing financial and accounting data, with due regard to its current position and development plans.

The draft Policy, prepared by the Management Board, was reviewed by the Supervisory Board and submitted to the shareholders at the Annual General Meeting held on 24 June 2020. The shareholders resolved to adopt the proposed wording of the document.

The Policy has been in force since 24 June 2020, i.e. the date on which the resolution of the General Meeting was passed and came into effect (the '**Resolution**').

II. Remuneration of members of the Management Board and the Supervisory Board

Remuneration for members of the Management Board and Supervisory Board must be sufficient to attract, retain and motivate individuals with the requisite skills to manage and oversee the Company effectively.

The level of remuneration for members of the Management Board and Supervisory Board is set with reference to the time commitment required to discharge their respective duties and to the scope of their responsibilities, liabilities and competencies.

Remuneration is aligned with the scale of the Company's operations and is kept at a reasonable level relative to its financial performance.

To enhance the quality and efficiency of the Management Board's work, remuneration is structured to be both motivational and conducive to the smooth, effective management of the Company. Accordingly, it comprises fixed elements (base salary) and variable elements (cash bonuses).

Remuneration consists of:

- a fixed component, which includes additional cash and non-cash benefits;
- a variable component (applicable to Management Board members); and
- benefits derived from participation in the Company's long-term incentive plans (the '**Incentive Plans**'), under which participants are granted rights to acquire shares in CCC S.A.

1. Fixed and variable remuneration components and other cash and non-cash benefits available to Management Board and Supervisory Board members

1) Fixed remuneration

The fixed component is set at a level commensurate with each individual's assigned duties and the scope of their responsibilities. It also takes into account any additional roles performed, such as service on the Supervisory Board's internal committees.

1. Remuneration in respect of the appointment

Members of the Management Board receive a base salary in cash, payable monthly in arrears by the 10th day of each month, in an amount determined by resolution of the Supervisory Board.

The monthly salary may vary between individual Management Board members, reflecting their respective roles.

No salary is payable for any period during which a Management Board member is suspended from office.

Members of the Supervisory Board receive a base fee in cash, likewise payable monthly in arrears by the 10th day of each month, in an amount determined by resolution of the General Meeting.

The fee for a given month is forfeited if a Supervisory Board member, without valid reason, fails to attend at least one duly convened meeting of the Board during that month.

The amount of monthly base fee may differ between individual Supervisory Board members, reflecting the functions they perform.

A Management Board member may waive the remuneration granted to them.

2. Remuneration for committee service

A Supervisory Board member who holds an additional office within a designated committee is entitled to an additional fixed committee fee, the amount of which is set by resolution of

the General Meeting.

The monthly committee fee may vary between committee members, reflecting the specific roles they perform.

No committee fee is payable for any month in which the member, without justified cause, fails to attend at least one duly convened meeting of the committee.

The committee fee is paid together with the base fee referred to in item 1 above, monthly in arrears by the 10th day of each month, provided the attendance requirement set out in the preceding paragraph is met. Additional cash and non-cash benefits

Management Board members may, among other things, be granted the following supplementary benefits:

- private medical cover, including cover for family members;
- use of a company car for private purposes, with all running costs borne by the Company;
- use of company mobile phones and other electronic devices for private purposes, with associated costs borne by the Company;
- funding of training, courses and studies, including postgraduate programmes in Poland or abroad;
- personal security services;
- reimbursement of housing or accommodation costs;
- an additional insurance package (health, property and personal accident), including directors' and officers' liability (D&O) insurance.

Additional benefits available to Supervisory Board members may include:

- cover under directors' and officers' liability (D&O) insurance;
- reimbursement of reasonable costs of attendance at training and conferences necessary for the proper discharge of their oversight duties; and
- reimbursement of reasonable travel expenses incurred in connection with attendance at Board and committee meetings.

2) Variable remuneration

1. Members of the Management Board may be awarded variable remuneration in the form of:
 - a) **Annual bonus** – a cash award linked to the achievement of individual objectives and the CCC Group's financial performance, expressed as a multiple of the executive's base salary;
 - b) **Discretionary cash award** – granted for exceptional performance in delivering individual tasks.
2. The annual bonus and the discretionary cash award referred to in item 1 above are granted by the Supervisory Board — in the case of the Chief Executive Officer, on the Board's own initiative, and in the case of the other Management Board members, either on the Chief Executive Officer's recommendation or on the Board's own initiative.
3. In addition to those awards, Management Board members may participate in share-based incentive plans established by the Company, under which they may be granted options over

CCC S.A. shares, provided such plans are approved by the General Meeting and on the terms set out in the relevant plan documentation, with the Supervisory Board exercising the powers assigned to it therein.

4. Supervisory Board members do not receive variable remuneration owing to the non-executive nature of their role.

2. Criteria for awarding variable remuneration components

1) Financial performance

A. Financial performance criteria

The level of variable remuneration depends on the extent to which financial targets are met, including targets linked to the Company's profitability and overall financial performance.

B. Methods used to determine the extent to which the financial criteria have been met

The extent to which each financial criterion is achieved is assessed, for the relevant period, by reference to the financial data disclosed in the Company's standalone or consolidated financial statements or, where appropriate, its financial and management accounting systems.

2) Non-financial performance

A. Non-financial performance criteria

These criteria address non-financial performance objectives set — individually or collectively — for the Management Board by the Supervisory Board under the Company's business strategy. They focus on the achievement of strategic objectives aligned with the Company's current circumstances, with due regard to sustainability.

B. Methods used to determine the extent to which the non-financial criteria have been met

The extent to which each non-financial performance criterion is met is assessed by reference to data disclosed by the Company in its annual sustainability report or in other non-financial reports and documents of the CCC Group.

3. Variable-to-fixed remuneration ratio

The Company structures its pay architecture so that variable remuneration may not exceed 150% of base salary, excluding share-based incentive plans.

4. One-off / extraordinary remuneration

The Company may make one-off payments to Management Board members in exceptional circumstances that fall outside ordinary remuneration for holding office or providing services.

Such payments may include:

- 1) severance payments on termination, including retirement- or disability-related severance;
- 2) a sign-on fee payable on appointment or a retention bonus payable to secure continued service;
- 3) a relocation allowance linked to assuming or changing the role.

Any one-off or extraordinary remuneration is granted by resolution of the Supervisory Board.

5. Remuneration received from other CCC Group entities

Subject to the Supervisory Board's consent, a Management Board member may enter into an employment contract, service contract or other contractual arrangement with another entity, in particular one within the CCC Group.

The aggregate remuneration that such a Management Board member receives from other CCC Group entities must not exceed 50% of the base salary paid by CCC S.A.

6. Participation in Incentive Plans

CCC S.A. may establish share-based incentive plans (the 'Incentive Plans'), under which participants may be granted options or other rights to acquire shares in CCC S.A.

Any Incentive Plan adopted by CCC S.A. must be approved by resolution of the General Meeting, which also specifies the rules governing Management Board members' participation in the plan.

III. Consideration of employee pay and conditions in setting the Remuneration Policy

The base salary of each Management Board member is maintained at an appropriate ratio to the average remuneration of Company employees who are not directors. The base fee payable to each Supervisory Board member is likewise maintained at an appropriate ratio to the same employee benchmark.

Employee pay levels are adjusted to reflect the Company's circumstances and financial performance.

The Company seeks to ensure that its personnel policies are grounded in legal compliance, ethical conduct and mutual respect. A Personnel Policy and a Code of Ethics have been implemented across the CCC Group and are observed by the employer and employees alike. The Company actively promotes equal employment opportunities by fostering a consistent corporate culture that values diversity, encourages collaboration and engagement, and supports innovative development initiatives.

IV. Terms of engagement for Management Board and Supervisory Board members

Management Board and Supervisory Board members hold office solely pursuant to their appointments and have no separate service contracts with the Company. No employment contracts,

service agreements or other contracts for services are in place between the Company and the individual directors. The Company nevertheless reserves the right to enter into such arrangements with Management Board members in the future.

Management Board and Supervisory Board members are not subject to the Company's internal work rules or remuneration policy.

V. Key features of supplementary pension and early-retirement schemes

Management Board members are not eligible to participate in the Company's Employee Capital Plan (PPK), as the Polish Employee Capital Plan Act excludes directors who are remunerated solely for holding office.

Supervisory Board members may participate in the PPK on a voluntary basis, in accordance with the Employee Capital Plan Act.

The Company has not established, and does not intend to establish, any supplementary pension or early-retirement schemes for Management Board or Supervisory Board members.

VI. Decision-making process for the establishment, implementation and review of the Remuneration Policy

The process undertaken to establish the Remuneration Policy consisted of:

1. regular Supervisory Board oversight of all remuneration matters and working arrangements for Management Board members under the Company's existing arrangements, including ongoing monitoring of each director's performance against agreed objectives;
2. strategic, legal and financial analyses, carried out through internal consultations, advice from the legal department and independent external advisers, covering:
 - 1) a review of the current remuneration arrangements for Management Board and Supervisory Board members, including verification to confirm that they meet the objectives set out in section I.2;
 - 2) an assessment of alternative remuneration structures for both Boards; and
 - 3) an evaluation of the implications of each alternative;
3. regular dialogue between the Supervisory Board and the Management Board to develop the objectives and principles of this Policy jointly;
4. consultation with major shareholders during the formulation of the Policy's parameters;
5. preparation of the draft Policy by the Management Board, reflecting the jointly agreed parameters and incorporating shareholder input;
6. formal opinion on the draft Policy issued by the Supervisory Board;
7. discussion of the proposed resolution at the General Meeting;
8. submission of the Policy to shareholders for a binding vote at the General Meeting; and
9. adoption of the Remuneration Policy by resolution of the General Meeting.

The Supervisory Board will keep the implementation of the Remuneration Policy under ongoing review, monitoring compliance with the Policy and assessing whether the remuneration criteria

genuinely support the Company's strategy, long-term interests and stability.

Should it become necessary to revise the Policy or any of its material assumptions, the Company will follow the same procedure as was used when the Policy was first established — namely internal dialogue and consultation, development of revised Policy parameters, and submission of the updated Policy to shareholders for a binding vote at the General Meeting

VII. Measures adopted to prevent or manage conflicts of interest in connection with the Remuneration Policy

A conflict of interest arises when decisions taken by an employee, contractor or member of the Company's governing bodies, within the scope of their duties, may be influenced by their own personal or financial interests — or those of another person or entity (in particular a competitor) — that conflict with the interests of the Company or the CCC Group. A conflict of interest also arises when the personal or financial interests of such individuals, or of their close relatives, diverge from — or otherwise conflict with — the interests of the Company or the CCC Group.

Measures adopted to prevent or manage conflicts of interest:

- adoption of internal policies and procedures addressing the identification, escalation and resolution of conflicts of interest;
- training for employees and for Management Board and Supervisory Board members on recognising, escalating and managing conflicts of interest;
- deployment of detailed governance processes for reporting and resolving conflicts;
- consideration of shareholder feedback on the draft Remuneration Policy expressed at the General Meeting;
- authority to approve limited exceptions or departures from the Policy in exceptional circumstances, as provided in section IX.2 of the Policy;
- periodic external benchmarking of remuneration and assessments of its effectiveness in delivering the objective set out in section I.2;
- adoption, where necessary, of a shareholder resolution to amend the Policy or a Supervisory Board resolution to approve a departure.

VIII. How the Policy contributes to achieving the objectives set out in section I.2

Establishing this Remuneration Policy on clear, transparent and objective principles helps deliver the Company's business strategy, long-term objectives and stability by, among other things:

- increasing shareholder confidence in the Company and its leadership;
- enhancing the motivation and performance of Management Board and Supervisory Board members, whose remuneration is set against clear, pre-defined criteria;
- linking a portion of Management Board variable remuneration to the Company's and the Group's performance, which is directly influenced by their decisions and actions;
- aligning the interests of Management Board members with those of the Company and its shareholders;
- setting specific, stretching yet achievable objectives for Management Board members, aligned with the business strategy, achievement of which entitles them to variable remuneration;
- promoting the long-term retention of Management Board and Supervisory Board members, thereby supporting effective, smooth governance and the Company's continued stability; and

- linking variable-remuneration payouts to performance over multi-year periods, which is key to driving long-term value creation and organisational resilience.

IX. Temporary departure from the Remuneration Policy

1. A temporary departure from this Policy may be implemented where it is necessary to:
 - 1) Protect the Company's long-term interests; or
 - 2) Safeguard the Company's financial stability or ensure its profitability.
2. Any such departure is authorised by resolution of the Supervisory Board, which must specify the duration of the deviation and the grounds, procedure and rationale for the decision.
3. A single departure may not exceed two consecutive financial years.
4. A further departure may not be implemented until at least six months have elapsed following the end of the preceding departure period.

X. Authority of the Supervisory Board to elaborate the Policy

The General Meeting authorises the Supervisory Board, within the limits set by this Remuneration Policy, to elaborate on the following elements:

- the description of the fixed and variable remuneration components for Management Board members, together with any bonuses and other cash or non-cash benefits that may be awarded to them;
- the financial and non-financial performance criteria governing the award of variable remuneration.

XI. Application of the Policy

1. The Company shall pay remuneration to members of the Management Board and Supervisory Board only in accordance with this Remuneration Policy.
2. The Company shall promptly publish, on its website, the Policy and the shareholder resolution adopting it, together with the date of adoption and the voting results. These documents shall remain available for so long as the Policy remains in force.
3. Where the Supervisory Board adopts a resolution approving Management Board members' participation in subsidiary incentive plans, the resolution and its implementation shall be disclosed in the Directors' Remuneration Report.