

Draft - for agenda item 2

Secret ballot

**RESOLUTION NO. 1/OGM/2022
OF THE ORDINARY GENERAL MEETING OF
CCC JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

concerning election of the Chairman of the Ordinary General Meeting

Acting pursuant to article 409 § 1 of the Code of Commercial Companies and § 5 of the Rules of Procedure of the General Meeting, the Ordinary General Meeting of Shareholders of CCC Spółka Akcyjna based in Polkowice ("the Company") hereby resolves as follows

§ 1

The following Chairman of the Ordinary General Meeting is elected:

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 409 § 1 of the Commercial Companies Code, a Chairman is elected from among the persons entitled to participate in the Ordinary General Meeting.

In accordance with § 5 of the Rules of Procedure of the General Meeting, the person opening the General Meeting shall immediately order the election, by secret ballot, of the Chairman of the General Meeting. The Chairperson of the General Meeting is elected from among the participants with voting rights.

In view of the above, the resolution is of an orderly nature and is necessary for the proper organisation and course of the General Meeting.

Draft - for agenda item 4

Open vote

**RESOLUTION NO. 2/OGM/2022
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF CCC JOINT
STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

on the adoption of the agenda of the Ordinary General Meeting

The Ordinary General Meeting of CCC S.A. resolves as follows:

§ 1

The agenda, established and announced by the Management Board of CCC S.A. in the announcement of convening the Ordinary General Meeting, placed on the website of the Company and in the current report of the Company No. RB 8/2022 of 19 May 2022, is adopted.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 409 § 2 of the Commercial Companies Code and § 6, section 3 of the Rules of Procedure of the General Meeting, the Chairperson of the General Meeting directs the proceedings of the General Meeting in accordance with the adopted agenda. He may not, without the consent of the General Meeting, remove or change the order of the items on the agenda.

In view of the above, the adoption of the resolution is of an orderly nature and is necessary for the proper organisation of the General Meeting.

Draft - for agenda item 7

Open vote

**RESOLUTION NO. 3/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
STOCK CORPORATION WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on the approval of the Standalone Financial Statements of CCC S.A.
for the financial year beginning on 1 February 2021 and ending on 31 January 2022.*

Pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting, having considered the Standalone Financial Statements for the financial year commencing 1 February 2021 and ending 31 January 2022, and having read the report of the Supervisory Board on the results of the assessment of the standalone financial statements and consolidated financial statements and the Management Board's report on the activities of the Capital Group CCC S.A. for the financial year beginning on 1 February 2021 ended on 31 January 2022, approves the Standalone financial statements of CCC S.A. , consisting of:

- the statement of financial position as at 31 January 2022, which shows **PLN 3,392.1 million** on the assets and liabilities side;
- statement of comprehensive income for the period from 1 February 2021 to 31 January 2022 showing a net profit of **PLN 442.2 million**;
- statement of changes in equity showing an increase in equity in the period from 1 February 2021 to 31 January 2022 by **PLN 442.2 million**;
- cash flow statement showing a decrease in net cash in the period from 1 February 2021 to 31 January 2022 by **PLN 73.4 million**;
- notes and explanatory notes.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

According to Article 393 § 1 point 1 of the CCC, Article 395 § 2 point 3 of the CCC Standalone financial statements of CCC S.A. for the financial year beginning on 1 February 2021 and ending on 31 January 2022 are subject to review and approval by the Ordinary General Meeting.

The Supervisory Board of CCC S.A., by Resolution No. 01/04/2022/RN of 28 April 2022, positively assessed the aforementioned report in terms of compliance with the books and documents, as well as with the actual state of affairs.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for approval of the separate financial statements.

Draft - for agenda item 8

Open vote

**RESOLUTION NO. 4/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
STOCK CORPORATION WITH REGISTERED OFFICE IN POLKOWICE
of 15 June 2022.**

*on the approval of the Consolidated Financial Statements of CCC S.A. Capital Group
and the Management Report on the activities of CCC S.A. Capital Group
for the financial year beginning on 1 February 2021 and ending on 31 January 2022*

Pursuant to Article 393 point 1, Article 395 § 2 point 1 and Article 395 § 5 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting, after consideration of the consolidated financial statements of CCC S.A. Capital Group and the report of the Management Board on the activities of CCC S.A. Capital Group for the financial year beginning on 1 February 2021 and ending on 31 January 2022 as well as after reviewing the Supervisory Board report on the results of the assessment of the standalone financial statements of CCC S.A. and consolidated financial statements of Capital Group CCC S.A., the Management Board's report on the activity of CCC S.A. Capital Group, approves the Management Board's report on the activity of CCC S.A. Capital Group and the consolidated financial statement of Capital Group CCC S.A., consisting of:

- the consolidated statement of financial position as at 31 January 2022, which shows total assets and liabilities of **PLN 7,500.7 million**;
- consolidated statement of comprehensive income for the period from 1 February 2021 to 31 January 2022 showing a net loss of **PLN 192.3 million**, including profit from discontinued operations of **PLN 28.7 million** and net loss from continuing operations of **PLN 221.0 million**;
- consolidated statement of changes in equity showing an increase in equity in the period from 1 February 2021 to 31 January 2022 by **PLN 841.8 million**;
- consolidated statement of cash flows, showing a net increase in cash from 1 February 2021 to 31 January 2022 of **PLN 482.4 million**;
- notes and explanatory notes.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

In accordance with Article 395 § 5 of the CCC, the Consolidated Financial Statements of CCC S.A. Capital Group and the Management Report on the activities of CCC S.A. Capital Group for the financial year beginning on 1 February 2021 ended January 31, 2022 year is subject to review and approval by the Ordinary General Meeting.

The Supervisory Board of CCC S.A., by its resolution No. 02/04/2022/RN of 28 April 2022, positively assessed the above-mentioned reports in terms of compliance with the books and documents, as well as with the actual state of affairs. In view of the above, it is necessary to present a draft of this resolution for the Ordinary General Meeting to approve the consolidated financial statements and the report of the Management Board on the activity of CCC S.A. Capital Group.

Draft - for agenda item 9

Open vote

**RESOLUTION NO. 5/OGM/2022
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF CCC JOINT
STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on the distribution of profit for the financial year
commencing 1 February 2021 and ending 31 January 2022*

Pursuant to Article 395 § 2 item 2 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The General Meeting resolves to allocate the net profit earned in the financial year commencing on 1 February 2021 and ending on 31 January 2022 in the amount of **PLN 442,382,615.92** (in words: four hundred and forty two million three hundred and eighty two thousand six hundred and fifteen zloty, 92/100) in its entirety to the Company's reserve capital.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 396 § 5 of the Code of Commercial Companies, in connection with the profit made in the financial year commencing 1 February 2021 and ending 31 January 2022 The Company has recommended that all of it be allocated to supplementary capital. The Supervisory Board of CCC S.A., by its resolution No. 03/04/2022/RN of 28th April 2022, positively assessed the motion of the Management Board and issued a recommendation to the General Meeting of Shareholders to allocate the profit in its entirety to the reserve capital of the Company.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting with a view to allocating the profit in its entirety to reserve capital.

Draft - concerns agenda item 10

Secret ballot

**RESOLUTION NO. 6/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on granting a discharge of the fulfilment of duties by the
President of the Management Board of the Company during the period from 1 February 2021 to 31
January 2022.*

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfilment of duties by the President of the Management Board, Mr **Marcin Czyczerski**, in the period from 1 February 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Art. 395 § 2 point 3) of the Code of Commercial Companies, the object of the Ordinary General Meeting is to grant a discharge to members of the company's bodies for the performance of their duties. The Supervisory Board of CCC S.A., having analyzed and evaluated the financial statements and the report on the activities of the Capital Group, by Resolution No. 04/04/2022/RN of 28th April 2022, asked the Ordinary General Meeting of the Company to grant a discharge to Mr. Marcin Czyczerski. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 10

Secret ballot

**RESOLUTION NO. 7/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of 15 June 2022**

*on granting a discharge to the Vice-President of the Management Board of the Company
for the performance of his duties in the period from 1 February 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby grants a discharge for the performance of duties by the Vice President of the Management Board, Mr **Mariusz Gnych**, for the period from 1 February 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the agenda of the Ordinary General Meeting is to grant a discharge of the company's bodies for the performance of their duties. The Supervisory Board of CCC S.A., having analysed and evaluated the financial statements and the report on the activities of the Capital Group, by Resolution No. 05/04/2022/RN of 28th April 2022 requested the Ordinary General Meeting of the Company to grant a vote of acceptance to Mr. Mariusz Gnych. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 10

Secret ballot

**RESOLUTION NO. 8/OGM/2022
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF CCC JOINT
STOCK COMPANY WITH ITS REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on granting a discharge to the Vice-President of the Management Board of the Company
for the performance of his duties in the period from 1 February 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby grants a discharge for the performance of duties by the Vice President of the Management Board, Mr **Karol Półtorak**, for the period from 1 February 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code, the object of the Ordinary General Meeting is to grant a vote of acceptance to members of the company's bodies for the discharge of their duties. The Supervisory Board of CCC S.A., having analyzed and evaluated the financial statements and the report on the activities of the Capital Group, by Resolution No. 06/04/2022/RN of 28th April 2022, asked the Ordinary General Meeting of the Company to grant a vote of acceptance to Mr. Karol Półtorak. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 10

Secret ballot

**RESOLUTION NO. 9/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE OF
15 June 2022.**

*on granting a discharge to the Vice-President of the Management Board of the Company
for the performance of his duties in the period from 1 April 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby grants a discharge for the performance of duties by the Vice President of the Management Board, **Adam Holewa**, in the period from 1 April 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Art. 395 § 2 point 3) of the Code of Commercial Companies the object of the Ordinary General Meeting is to grant a discharge to members of the company's bodies for the performance of their duties. The Supervisory Board of CCC S.A., having analyzed and evaluated the financial statements and the report on the activities of the Capital Group, by Resolution No. 07/05/2022/RN of 28th April 2022, asked the Ordinary General Meeting of the Company to grant a vote of acceptance to Mr. Adam Holewa. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 10

Secret ballot

**RESOLUTION NO. 10/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
as of 15 June 2022.**

*on granting a discharge to the Vice-President of the Management Board of the Company
for the performance of his duties in the period from 7 June 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders grants a discharge to the Vice President of the Management Board, **Igor Matus**, for the performance of his duties during the period 7 June 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Art. 395 § 2 point 3) of the Code of Commercial Companies, the object of the Ordinary General Meeting is to grant a discharge to members of the company's bodies for the performance of their duties. The Supervisory Board of CCC S.A., having analyzed and evaluated the financial statements and the report on the activities of the Capital Group, by Resolution No. 08/04/2022/RN of 28th April 2022, asked the Ordinary General Meeting of the Company to grant a discharge to Mr. Igor Matus. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 10

Secret ballot

**RESOLUTION NO. 11/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE OF
15 June 2022.**

*on granting a discharge to the Vice-President of the Management Board of the Company
for the performance of his duties in the period
from 1 July 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby grants a discharge for the performance of duties by the Vice President of the Management Board, Mr **Kryspin Derejczyk**, for the period from 1 July 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Art. 395 § 2 point 3) of the Code of Commercial Companies, the object of the Ordinary General Meeting is to grant a discharge to the members of the company's bodies for the performance of their duties. The Supervisory Board of CCC S.A., having analyzed and evaluated the financial statements and the report on the activities of the Capital Group, by Resolution No. 09/04/2022/RN of 28th April 2022, asked the Ordinary General Meeting of the Company to grant a discharge to Mr. Kryspin Derejczyk. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 10

Secret ballot

**RESOLUTION NO. 12/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
STOCK CORPORATION WITH REGISTERED OFFICE IN POLKOWICE OF
June 15, 2022.**

*on granting a discharge to the Vice-President of the Management Board of the Company
for the performance of his duties in the period from 16 September 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby grants a discharge for the performance of duties by the Vice President of the Management Board, Mr **Adam Marciniak**, in the period from 16 September 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Art. 395 § 2 point 3) of the Code of Commercial Companies, the object of the Ordinary General Meeting is to grant a discharge to members of the company's bodies for the performance of their duties. The Supervisory Board of CCC S.A., having analyzed and evaluated the financial statements and the report on the activities of the Capital Group, by Resolution No. 10/04/2022/RN of 28th April 2022, asked the Ordinary General Meeting of the Company to grant a discharge to Mr. Adam Marciniak. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 11

Secret ballot

**RESOLUTION NO. 13/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on granting a discharge to a member of the Supervisory Board in respect of
for the performance of his duties in the period from 1 February 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby grants a discharge for the performance of duties by the Chairman of the Supervisory Board, Mr **Dariusz Miłek**, during the period from 1 February 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting is the granting of discharge to members of the company's governing bodies for the performance of their duties. The Supervisory Board of CCC S.A. in the financial year 2021 carried out its tasks in accordance with generally applicable laws, including the Code of Commercial Companies, as well as the Articles of Association of the Company and the Good Practice of Companies Listed on the WSE and addressed a motion to the Ordinary General Meeting to grant a discharge to the members of the Supervisory Board for the performance of their duties in the financial year 2021. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 11

Secret ballot

**RESOLUTION NO. 14/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on granting a discharge to a member of the Supervisory Board in respect of
for the performance of his duties in the period from 1 February 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby grants the Vice-Chairman of the Supervisory Board, **Wiesław Oleś**, a discharge for the performance of his duties during the period from 1 February 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting is the granting of discharge to members of the company's governing bodies for the performance of their duties. The Supervisory Board of CCC S.A. in the financial year 2021 carried out its tasks in accordance with generally applicable laws, including the Code of Commercial Companies, as well as the Articles of Association of the Company and the Good Practice of Companies Listed on the WSE and addressed a motion to the Ordinary General Meeting to grant discharge to the members of the Supervisory Board for the performance of their duties in the financial year 2021. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 11

Secret ballot

**RESOLUTION NO. 15/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on granting a discharge to a member of the Supervisory Board
on the performance of his duties during the period from 1 February 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby grants a discharge to Mr **Waldemar Jurkiewicz**, Member of the Supervisory Board, for the performance of his duties in the period from 1 February 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting is the granting of discharge to members of the company's governing bodies for the performance of their duties. The Supervisory Board of CCC S.A. in the financial year 2021 carried out its tasks in accordance with generally applicable laws, including the Code of Commercial Companies, as well as the Articles of Association of the Company and the Good Practice of Companies Listed on the WSE and addressed a motion to the Ordinary General Meeting to grant discharge to the members of the Supervisory Board for the performance of their duties in the financial year 2021. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 11

Secret ballot

**RESOLUTION NO. 16/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on granting a discharge to a member of the Supervisory Board
on the performance of his duties during the period from 1 February 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders grants discharge to Supervisory Board member **Filip Gorczyca** for the performance of his duties in the period from 1 February 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting is the granting of discharge to members of the company's governing bodies for the performance of their duties. The Supervisory Board of CCC S.A. in the financial year 2021 carried out its tasks in accordance with generally applicable laws, including the Code of Commercial Companies, as well as the Articles of Association of the Company and the Good Practice of Companies Listed on the WSE and addressed a motion to the Ordinary General Meeting to grant discharge to the members of the Supervisory Board for the performance of their duties in the financial year 2021. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 11

Secret ballot

**RESOLUTION NO. 17/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on granting a discharge to a member of the Supervisory Board
on the performance of his duties during the period from 1 February 2021 to 31 January 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders grants a discharge to Supervisory Board member **Zofia Dzik** for the performance of her duties in the period from 1 February 2021 to 31 January 2022.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting is the granting of discharge to members of the company's governing bodies for the performance of their duties. The Supervisory Board of CCC S.A. in the financial year 2021 carried out its tasks in accordance with generally applicable laws, including the Code of Commercial Companies, as well as the Articles of Association of the Company and the Good Practice of Companies Listed on the WSE and addressed a motion to the Ordinary General Meeting to grant discharge to the members of the Supervisory Board for the performance of their duties in the financial year 2021. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for discharge.

Draft - for agenda item 11

Secret ballot

**RESOLUTION NO. 18/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

*on granting a discharge to a member of the Supervisory Board
on the performance of his duties during the period from 1 February 2021 to 12 July 2022.*

Pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders grants a discharge to the member of the Supervisory Board, **Henry McGovern**, for the performance of his duties from 1 February 2021 to 12 July 2021.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, the subject of the Ordinary General Meeting is the granting of discharge to members of the company's governing bodies for the performance of their duties. The Supervisory Board of CCC S.A. in the financial year 2021 performed its tasks in accordance with generally applicable laws, including the Code of Commercial Companies, as well as the Articles of Association of the Company and the Good Practices of Companies Listed on the WSE and addressed a motion to the Ordinary General Meeting to grant discharge to the members of the Supervisory Board for the performance of their duties in the financial year 2021. Accordingly, it is necessary to submit a draft of this resolution to the Annual General Meeting for discharge.

Draft - for agenda item 12

Open vote

**RESOLUTION NO. 19/OGM/2022
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF CCC JOINT
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
of June 15, 2022**

on the assessment of the Report on the remuneration of members of the Management Board and the Supervisory Board of the Company for the year 2021

Pursuant to Article 90g item 6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2005, No. 184, item 1539, as amended), it is resolved as follows:

§ 1

1. The Ordinary General Meeting gives a positive opinion on the Report on the remuneration of the members of the Management Board and the Supervisory Board of the Company for the year 2021, adopted by the Supervisory Board by Resolution No. 14/04/2022/RN of 28 April 2022.
2. The report on the remuneration of the members of the Management Board and Supervisory Board of the Company for the year 2021 is attached to this resolution.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 395 § 2¹ of the Code of Commercial Companies, the subject matter of the Ordinary General Meeting should be the adoption of the resolution referred to in Article 90g item 6 of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into organised trading and on public companies (Journal of Laws of 2005, No. 184, item 1539, as amended). In view of the above, it is necessary to present the draft of this resolution for the Ordinary General Meeting. The resolution giving an opinion on the remuneration report is advisory in nature.

Annex to Resolution No. 19/ OGM/2022 of 15 June 2022.



REMUNERATION REPORT
OF MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD
OF CCC S.A.
FOR 2021

Subject: CCC S.A.
Address: Strefowa 6 Street, 59-101 Polkowice
Court of Registration: District Court for Wrocław-Fabryczna in Wrocław,
IX Commercial Division of the National Court Register
National Court Number /KRS/ Number: 0000211692
Taxpayer ID /NIP/: 692-22-00-609
Business ID /REGON/: 390716905

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1. Introduction

Fulfilling the obligation arising from Article 90g of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to organized trading system and on public companies (Journal of Laws 2021, item 1983, as amended; hereinafter referred to as the "**Act on Offering**"), the Supervisory Board of CCC S.A. (hereinafter: "**the Company**" and together with its subsidiaries - "**the Group**") prepares an annual report on remuneration (the "**Report**"), providing a comprehensive overview of compensation, including all benefits, regardless of their form, received or due (payable) to individual members of the Management Board and Supervisory Board in the period from 1.02.2021 to 31.01.2022, in accordance with the Policy of remuneration of members of the Management Board and the Supervisory Board of CCC S.A. of June 24, 2020, including changes adopted by Resolution of the Ordinary General Meeting No. 19/ZWZA/2021 of June 22, 2021 (hereinafter: "**Remuneration Policy**").

The report covers the full financial year of the Company, i.e. the period from 1.02.2021 to 31.01.2022. (hereinafter: "**2021**"). For comparative purposes, the data presented in this Report also include the most significant data for the previous financial year, i.e., the period from 01.01.2020 to 31.01.2021. (hereinafter: "**2020**"), in accordance with the Report on remuneration of the members of the Management Board and the Supervisory Board for 2019 and 2020 (after possible adjustment with respect to the projected amounts included in the aforementioned Report).

However, one should notice that the fiscal year 2020 exceptionally constituted a 13-month period due to the change of the Company's fiscal and tax year to the period from February 1 to January 31, with effect from 01.02.2021. (in accordance with Resolution No. 3/NWZA/2019 of the Extraordinary General Meeting of the Company of September 26, 2019), so that the comparative data presented for this year also refers to a 13-month period.

Unless otherwise indicated, all monetary amounts in the Report are presented in Polish zloty and on a gross basis.

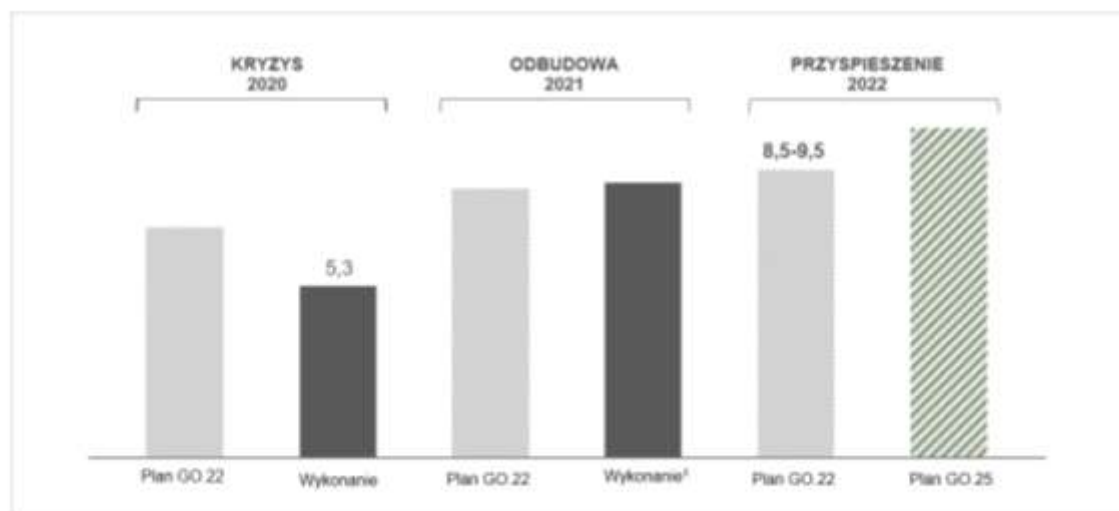
The Company provides below a summary of compensation highlights for the period covered.

1.1. Key events in the business environment of the Company influencing remuneration of members of the Management Board or Supervisory Board

The year 2021 was - after 2020 - another period of intensive efforts to neutralize the negative impact on the business from the still ongoing COVID-19 pandemic, but also further strong changes in both the Group and its environment and acceleration of market trends in the apparel and footwear retail sector. Key trends include (i) the acceleration of the development of digital channels, the importance of which was additionally stimulated by periods of offline store closures (lockdowns), (ii) further rapid development of the casual and sports clothing and footwear segment (the so-called "sneaker trend"), and (iii) the acceleration of the development of the retail segment. (ii) further rapid growth of the casual and sports apparel and footwear segment (sneaker trend), (iii) growing importance of circularity and environmental issues, (iv) further growth of the value for money segment, where consumers seek the best value for money, including well-known brands, and (v) further market consolidation and market share gains by the largest players. Overall, in terms of value, the footwear and apparel market recovered somewhat in 2021 after a deep decline in value in 2020 due to the outbreak of the COVID-19 pandemic and repeated restrictions on the ability to trade (lockdowns).

The market trends described above were identified by the Company back in the GO.22 strategy adopted in early 2020. In 2021. Management implemented the actions planned in the GO.22 strategy adapted to pandemic conditions and responded on an ongoing basis to new market opportunities that arose in order to strengthen the Group's market position. As a result, the CCC Group was able to

exceed the revenue targets in the GO.22 strategy in 2021 and rebuild sales faster than the broad market.



Realizacja vs plany z GO.22, 2020-2022 [mld PLN]

¹Dot. z planowaną wydatków (z 2020 roku) realizowanych w 2021, zgodnie z Planem Strategii Operacyjnej w 2021

Source: Strategy GO.25; strategy.ccc.eu

The key actions implemented by the Management Board, which led to strengthening the Group's market position in a difficult period for the sector, include

- Further digitalization of CCC stores, including the introduction of e-kiosks in over 700 stores, the introduction of deferred payment service in offline stores, the launch of Order Management System transforming stores into logistics hubs, performing shipments of products purchased online by customers. At the same time, the CCC stores network was optimized by reducing the number of stores by about 10%, mainly through the transformation of the largest CCC stores (less effective in the context of market trends) into stores of the newly established HalfPrice format.
- Launch of a new store format in the off-price segment, i.e. the HalfPrice chain. Nearly 50 stores with a total area of more than 80,000 m² in seven markets in the CEE region (Poland, Czech Republic, Austria, Croatia, Hungary, Slovakia, Slovenia) were launched within a few months of 2021. Additionally, the ecommerce channel halfprice.eu was launched in December 2021 as planned.
- Continued rapid growth of the Modivo Group (includes ecommerce platforms Eobuwie and Modivo). Eobuwie strengthened its position as the leader of the online footwear trade market in Central and Eastern Europe, while realizing significant growth in selected markets of Western Europe. A very rapid development of the Modivo platform also took place, which in 2021 reached a scale of approximately PLN 500 million in revenues (an increase of more than 100% y/y). Work was also initiated on the Modivo marketplace, which is scheduled to launch in 2022. The Modivo Group also launched a new logistics center in Bucharest and its first hybrid offline store outside Poland - in Prague (Czech Republic).
- The rapid growth of the Modivo Group's business was accompanied by ownership changes implemented by the Management Board of CCC Group, involving the purchase by CCC Group of 20% of shares from a minority shareholder of Modivo and their sale to new investors

- (Cyfrowy Polsat and A&R Investments), as well as the acquisition of a new investor - the largest global technology fund, i.e. the Softbank Group, which invested PLN 500 million in Modivo.
- A radical reduction of the Group's presence in the area of offline stores in the DACH region (Germany, Switzerland, Austria) through the sale of shares in the NG2 company (owner of the Karl Voegele chain) and closing down the operation of physical stores under the CCC banner on the Austrian market.
 - The Group's refinancing process carried out by the Board in 2021, providing the Group with financial stability by obtaining long-term financing including bank and bond financing.

The above actions strengthened the leadership of CCC Group in the footwear industry and opened opportunities for growth in the clothing sector.

In 2021, the Company's Management Board was also competently strengthened with the appointment of four new members, managers with extensive market experience in their assigned areas: Adam Holewa, Igor Matus, Kryspin Derejczyk and Adam Marciniak. In addition, Modivo S.A. named the new President of the Management Board. (formerly eobuwie S.A.), Damian Zapata was appointed as the new CEO of Modivo S.A.

The Management Board believes that new business opportunities are ahead of the Group as a result of the above-mentioned acceleration of market changes occurring in 2020-2021 due to the COVID-19 pandemic. In the second half of 2021, Management conducted a process of in-depth strategic analysis and a thorough review of the organization, resulting in the preparation and adoption of CCC Group's updated corporate strategy, called *GO.25. Everything Fashion. Omnichannel platform*.

Key objectives of the updated strategy through 2025 include:

- a. Triple the scale of the Group's business using an omnichannel platform model,
- b. Achieve EBITDA profitability of over 12%,
- c. Increased share of new product categories to over 1/3 share of sales - strong entry into new product categories with fashion as a common denominator, including, among others, apparel and home decor and beauty products,
- d. 60% share of online channels in sales,
- e. Improved customer satisfaction as measured by a 10 point increase in NPS (net promoter score) for all signboards and sales channels,
- f. Achieve an A+ rating on the MSCI ESG rating,
- g. Achieve +10 pp vs industry average for employee engagement index.

The events described above demonstrate the continued growth of the Company's and the CCC Group's business in 2021. The Company's operations and performance were significantly impacted by the ongoing COVID-19 pandemic, which involved the complexity of management processes and ongoing efforts to adapt the business to new market conditions.

The most up-to-date information on operations and business strategy is posted on a regular basis on the website: <https://corporate.ccc.eu/news/aktualnosci>.

1.2. Changes in the composition of the Management Board or the Supervisory Board

In 2021, the composition of the Company's Management Board changed due to the appointment of new Board members. It consisted of the following persons:

- Marcin Czyczerski - President of the Management Board;
- Mariusz Gnych - Vice-President of the Management Board;

- Karol Półtorak - Vice President of the Management Board;
- Adam Holewa - Vice President of the Management Board (from 01.04.2021);
- Igor Matus - Vice-President of the Management Board (from 07.06.2021);
- Kryspin Derejczyk - Vice President of the Management Board (from 01.07.2021);
- Adam Marciniak - Vice-President of the Management Board (from 16.09.2021).

On 11.01.2022 Mr. Mariusz Gnych resigned from the position of Vice President of the Management Board of the Company, effective as of 31.01.2022. (end of the reporting period), after nearly 18 years of performing the function in the Management Board of the Company. With his resignation, Mr. Mariusz Gnych has expressed his intention to further engage in the affairs of the Company and become a candidate to the Supervisory Board of the Company.

In 2021, the composition of the Supervisory Board changed slightly. On July 12, 2021. Mr. Henry McGovern resigned from the Supervisory Board. As a result, the composition of the Supervisory Board in 2021 was as follows:

1. Dariusz Miłek - Chairman of the Supervisory Board;
2. Wiesław Oleś - Vice Chairman of the Supervisory Board;
3. Zofia Dzik - Member of the Supervisory Board, member of the Audit Committee;
4. Waldemar Jurkiewicz - Member of the Supervisory Board, member of the Audit Committee;
5. Filip Gorczyca - Member of the Supervisory Board, Chairman of the Audit Committee;
6. Henry McGovern - Member of the Supervisory Board (until 12 July 2021).

1.3. Key changes to the Remuneration Policy

On 22.06.2021, the General Meeting of Shareholders of the Company adopted resolution no. 19/ZWZA/2021 on adopting amendments to the Remuneration Policy for the members of the Management Board and the members of the Supervisory Board of CCC S.A. .

The amendment to the Remuneration Policy provided for in the aforementioned resolution (which received 97% of votes at the AGM) consisted in:

- modification of the rules for granting and paying long-term bonuses to Management Board Members - the bonus was divided into two parts, where the first part of the bonus depends on the increase in the Company's share price over the period 1 January 2020 - 31.07.2021, and the second part of the bonus depends on an increase in the Company's share price in the period 1.08.2021. - 31.07.2024 r.;
- detailing the principles for the payment of long-term bonuses in the event of dismissal or resignation from the Company's Management Board;
- allowing settlement of a long-term bonus for Management Board Members in shares and determining the rules for such settlement;
- allowing members of the Company's Management Board to participate in incentive programs created by other entities of the CCC Group under conditions approved by the Supervisory Board.

The above changes were made in connection with the completion of the 3-person Board phase focused on stabilizing the Company financially following a period of sales restrictions related to COVID Pandemic 19 resulting in a significant expansion of the Board's expansion.

In accordance with the principles of the Management Board's work and the Remuneration Policy, each member of the Management Board plays an important role by pursuing individual and team objectives which translate into the development and operation of the Company and, moreover, the achievement of its business strategy, long-term interests and stability. The changes introduced to the Remuneration

Policy are intended to increase the motivation of the members of the Management Board to work effectively for the Company, to encourage them to cooperate with the Company in the long term and to further link the interests of the members of the Management Board with the interests of the Company.

At the same time, the Ordinary General Meeting of CCC S.A. of 22.06.2021 passed a resolution giving an opinion on the report on the remuneration of the members of the Management Board and the Supervisory Board, i.e. Resolution No. 17/ZWZA/2021 of the Ordinary General Meeting of CCC S.A. of 22.06.2021 on giving an opinion on the Report on the remuneration of the members of the Management Board and the Supervisory Board of the Company for the period from 1.01.2019 to 31.01.2021.

1.4. Deviations from the Remuneration Policy

In the reporting period, the Company did not apply any deviations from the Remuneration Policy or deviations referred to in Article 90f of the Act on Public Offering.

2. The amount of total remuneration broken down into components and the mutual proportions between these components

In separate tables below, the Company presents the total remuneration, including all benefits, regardless of their form, received by individual members of the Management Board and Supervisory Board or due to individual members during the reporting period, together with the proportions between the variable and fixed components.

The data is presented in Polish zloty, rounded to full zloty. Unless otherwise indicated, **the tables present remuneration due (payable) and paid at the same time to the members of the governing bodies (as a rule, all due benefits were paid) during the reporting period.**

As fixed remuneration is payable by the 10th of the following month, the Report includes fixed remuneration payable for the months of January 2021 to December 2021 paid between February 2021 and January 2022, i.e. during the reported financial year.

2.1. Total remuneration of the Management Board members

Members of the Management Board receive fixed remuneration from the Company by virtue of their appointment. In addition, they receive additional cash and non-cash benefits listed in II. 1. 1) 3. of the Remuneration Policy, i.e. private medical care packages covering also their immediate family members and the possibility to use company cars for private purposes.

As part of variable remuneration, semi-annual bonuses (based on individual criteria), annual bonuses (team criteria) and long-term bonuses (based on the increase in the Company's value over periods exceeding 1 year, calculated as the increase in the Company's share price) are generally paid. Information on bonus criteria for 2021 is included in section 4 of the Report.

In accordance with para. II. 1. 2) 1. of the Remuneration Policy, the short-term individual bonus for the first half-year is paid by 30.09 of a given year, and for the second half-year - by 31.03 of the following year. On the other hand, the short-term team bonus, covering the period of the financial year, is paid by 31.03 of the following year. In the case of a long-term bonus for the years 2020-2022, according to

the wording of the Remuneration Policy after the changes introduced by Resolution of the Ordinary General Meeting of Shareholders No. 19/ZWZA/2021 on the adoption of changes to the Remuneration Policy for the members of the Management Board and the Supervisory Board of CCC S.A., it is paid twice, each time in two equal parts - for the first period in the deadlines of 31.08.2021 and 30.11.2021 and for the second period in the deadlines of 30.09.2024 and 30.11.2024.

The Company reports the amounts of all bonuses in the Remuneration Report covering the year in which they were paid or became payable (generally: short-term individual bonus for the second half of the previous year and the first half of the reported year, short-term team bonus for the previous year, long-term bonus in parts payable when due in the reported financial year).

Pursuant to resolutions of the Supervisory Board No. 01/04/2020/RN of April 30, 2020, No. 03/09/2020/RN of September 29, 2020 and No. 02/01/2021/RN of January 28, 2021, adopted at the request of the Company's Management Board, **short-term bonuses for 2020 (for H1 and H2) were paid until March 31, 2021**. Therefore, the payment of bonuses for the 1st half of 2020 was postponed due to the prevailing market situation (COVID-19 pandemic). The semi-annual bonuses for H1 and H2 2020 are therefore included in this Report (in the table of total remuneration of the members of the Management Board in 2021), due to the timing of their payment.

Independently, in order to comprehensively present the implementation of the Remuneration Policy in the reporting period, the Company also presents the amount of bonuses granted for the financial year 2021, payable in the financial year 2022, as well as the criteria applied and information concerning their implementation (point 4 of the Report).

In accordance with the Remuneration Policy, the Company designs its remuneration system so that the share of variable remuneration amounts to 65% to 150% of fixed remuneration (**excluding long-term share-based bonus**). The remuneration system currently in place is designed in accordance with these assumptions - by way of model, in the case of awarding all bonuses provided for in the Policy, their amounts fluctuate within the indicated range. However, bearing in mind the nature of the variable remuneration (dependence of its granting and amount on the fulfilment of defined criteria, which are affected not only by the activity of members of the Management Board, but also the business environment, market conditions, etc.), the proportion of variable remuneration actually paid in a given financial year compared to fixed remuneration may not be within the range defined in the Remuneration Policy. Such a situation occurred in the reported period - this ratio was affected by the circumstance of non-payment to the members of the Management Board of the annual bonus due for 2020 (short-term team bonus), the payment date of which - if granted - would have been in 2021. The criteria for granting this bonus are described in the remuneration report for 2019 and 2020/21.

Total remuneration of the Management Board members ^[1]

Name and surname of the Board member, position		Fixed remuneration components		Variable components of remuneration		The sum of all remuneration components	Proportion of variable remuneration (excluding long-term share price-based bonus - in accordance with point II.3 of the Remuneration Policy)
		Remuneration on appointment	Additional monetary and non-monetary benefits, including benefits for loved ones	Short-term bonus ^[2]	Long-term bonus (for the period 1.01.2020 - 31.07.2021) ^[3]		
Marcin Czyczerski, President of the Management Board	2021	1 200 000	8 320	600 000	8 148 000	9 956 320	50%
	2020	1 204 375	8 320	0	0	1 212 695	n/a. - no variable remuneration
Karol Półtorak, Vice-President of the Management Board	2021	840 000	5 200	420 000	8 148 000	9 413 200	50%
	2020	976 500	5 200	140 000	0	1 121 700	14%
Mariusz Gnych, Vice-President of the Management Board	2021	840 000	9 100	420 000	8 148 000	9 417 100	49%
	2020	976 500	9 100	140 000	0	1 125 600	14%
Adam Holewa, Vice President of the Management Board (from 01.04.2021)	2021	630 000	-	140 000	0	770 000	22%
	2020	n.d.	n.d.	n.d.	n.d.	n.d.	n.d.
Igor Matus, Vice President of the Management Board (from 07.06.2021)	2021	480 000	46 200	0	0	526 200	n/a. - no variable remuneration
	2020	n.d.	n.d.	n.d.	n.d.	n.d.	n.d.
Kryspin Derejczyk, Vice President of the Management Board (from 01.07.2021)	2021	420 000	53 300	0	0	473 300	n/a. - no variable remuneration
	2020	n.d.	n.d.	n.d.	n.d.	n.d.	n.d.
Adam Marciniak, Vice-President of the Management Board (from 16.09.2021)	2021	245 000	-	0	0	245 000	n/a. - no variable remuneration
	2020	n.d.	n.d.	n.d.	n.d.	n.d.	n.d.

^[1] One should notice that the fiscal year 2020 was exceptionally a 13-month period due to the change of the Company's fiscal and tax year to the period from February 1 to January 31, with effect from 01.02.2021, so that the comparative figures presented for this year relate to a 13-month period.

^[2] Amounts shown include:

- in relation to 2020 - bonuses paid in 2020 for the second half of 2019; as the payment of the bonus for the first half of 2020 was postponed until 31.03.2021, the amount of this bonus was already paid in 2021;

- with respect to 2021, bonuses paid in 2021 for the first half of 2021 and the first and second half of 2020; the short-term team bonus for 2020 was not awarded and paid.

^[3] Amounts shown include:

- in respect of 2021 - long-term bonuses for the first period from 1.01.2020 to 31.07.2021;

Premiums awarded for 2021
payable in 2022

Name and surname of the Management Board member, position	Short-term individual bonus	Payment date
	H2 2021	
Marcin Czyczerski , President of the Management Board	200 000	by 10.04.2022.
Karol Półtorak , Vice-President of the Management Board	140 000	
Adam Holewa , Vice President of the Management Board (from 01.04.2021)	140 000	
Igor Matus , Vice President of the Management Board (from 07.06.2021)	140 000	
Kryspin Derejczyk , Vice President of the Management Board (from 01.07.2021)	140 000	
Adam Marciniak , Vice-President of the Management Board (from 16.09.2021)	140 000	

2.2. Total remuneration of the Supervisory Board members

The amounts of remuneration of the members of the Supervisory Board indicated in detail below illustrate the total remuneration received by the members of the Supervisory Board in 2021 (all due benefits have been paid).

Pursuant to item II. 1. 1) 1. Remuneration Policy Members of the Supervisory Board receive basic remuneration for the appointment in the amount determined by a resolution of the General Meeting. The amount of monthly basic remuneration may vary between individual Supervisory Board members due to the functions they perform.

Basic remuneration for the appointment is payable by the 10th day of each month (in arrears). The remuneration for a given month shall not be due if a member of the Supervisory Board fails to attend a properly convened meeting at least once in that month for unjustified reasons.

Pursuant to the content of the Remuneration Policy, in addition to the fixed remuneration for the appointment, members of the Supervisory Board may also receive additional cash and non-cash benefits listed in item II. 1. 1) 3 of the Remuneration Policy. In the financial year 2021, the Chairman of the Supervisory Board (Mr. Dariusz Miłek) benefited from additional benefits, i.e. a private medical care package covering also his closest relatives. The other members of the Supervisory Board did not receive any additional benefits.

Pursuant to item II. 1. 2) 15. of the Remuneration Policy, members of the Supervisory Board do not receive variable components of remuneration. Due to the lack of variable remuneration components for the Supervisory Board members, it is not possible to determine the proportion between fixed and variable components, as referred to in Art. 90d item 3.2 of the Act on Public Offering.

Detailed rules for remuneration of Supervisory Board Members are set out in Resolution No. 20/ZWZA/2021 of the Ordinary General Meeting of Shareholders of the Company dated 22.06.2021 on changing the rules for remuneration of Supervisory Board Members. Prior to its adoption, Resolution No. 24/ZWZA/2019 of the Ordinary General Meeting of Shareholders of the Company dated 18.06.2019 was in force in this respect.

The Chairman of the Supervisory Board voluntarily does not receive remuneration for the appointment due to his role as a shareholder - Mr. Dariusz Miłek holds through ULTRO S.à r.l. Dariusz Miłek holds through ULTRO S.à r.l. 31.12% of shares in the share capital of the Company (38.22% of votes at the General Meeting).

Total remuneration of the Supervisory Board members ^[1]

Name and surname of the Supervisory Board member, position		Fixed remuneration components		The sum of all remuneration components	Proportion of variable versus fixed remuneration
		Remuneration for appointment and for additional functions in a separate committee	Additional monetary and non-monetary benefits, including benefits for loved ones		
Dariusz Miłek, Chairman of the Supervisory Board	2021	0	8 190	8 190	n.d. - no variable remuneration
	2020	0	8 190	8 190	
Wiesław Oleś, Vice Chairman of the Supervisory Board	2021	183 333	0	183 333	
	2020	130 000	0	130 000	
Waldemar Jurkiewicz, Member of the Supervisory Board, Member of the Audit Committee	2021	146 667	0	146 667	
	2020	104 000	0	104 000	
Filip Gorczyca Member of the Supervisory Board, Chairman of the Audit Committee	2021	165 000	0	165 000	
	2020	117 000	0	117 000	
Sophie Dzik, Member of the Supervisory Board, Member of the Audit Committee	2021	146 667	0	146 667	
	2020	104 000	0	104 000	
Henry McGovern, Member of the Supervisory Board (from 24.06.2020 to 12.07.2021)	2021	74 000	0	74 000	
	2020	43 429	0	43 429	

^[1] One should notice that the fiscal year 2020 was exceptionally a 13-month period due to the change of the Company's fiscal and tax year to the period from February 1 to January 31, with effect from 01.02.2021, so that the comparative figures presented for this year relate to a 13-month period.

3. An of the way compensation is consistent with the adopted Compensation Policy, including how it contributes to the Company's long-term performance

The report provides a comprehensive overview of compensation, including all benefits, regardless of form, received by or payable to individual members of the Company's Management and Supervisory Boards during fiscal year 2021 - in accordance with the Compensation Policy.

It should be considered that **the total remuneration of the members of the Company's Management Board and Supervisory Board is in line with the adopted Remuneration Policy**. This is due to the following circumstances:

- Pursuant to Art. 90e of the Act on Public Offering, in the period from the entry into force of the Remuneration Policy, the Company paid remuneration to the members of the Management Board and the Supervisory Board only in accordance with the provisions of the Policy - the remuneration included only components provided for in the Remuneration Policy and was paid in accordance with its principles, including in the correct amount, on the correct legal basis and based on predetermined criteria;
- In accordance with the assumptions of the Remuneration Policy, the bonus criteria applied to the members of the Management Board contribute to the implementation of the business strategy, long-term interests and stability of the Company, as they are intended to motivate members of the Management Board to take actions related to the objectives adopted by the Company, aimed at developing the main segments of activity of CCC Capital Group. In this regard, the following bonus objectives/criteria can be distinguished, for example:
 - o e-commerce development
 - o preparing a new strategy, recapitalizing and simultaneously strengthening the Modivo (former eobuwie.pl) management team,
 - o HalfPrice format development,
 - o limitation of the CCC Group's activities in the DACH region,
 - o obtaining and stabilizing financing,
 - o preparing an update of the Group's business strategy (updated CCC GO.25 strategy)

Comparison of the described business strategy and objectives set for the members of the Management Board leads to the conclusion that the entitlement to receive individual bonuses is directly related precisely to the fulfillment of the business strategy of the Company, as well as of the entire CCC Group. In this way, the interests of the members of the Management Board are directly linked to the interests of the Company and its shareholders. Due to the establishment of objectives in accordance with the Remuneration Policy, the remuneration paid contributes to the fulfillment of the business strategy, long-term interests and stability of the Company.

In addition, **the total compensation of the members of the Management Board and Supervisory Board contributes to the Company's long-term performance** by, among other things:

- awarding variable remuneration based on criteria covering half-yearly, annual and more than one year periods, which allows for increased motivation of the Management Board members to achieve results consistent with the Company's strategy;
- Thanks to periodic criteria, including long-term ones, it is also possible to maintain continuity of the Company's management, which ensures stability of its operations;
- payment of remuneration adequate to the results achieved, proportionate and determined in accordance with market practice, the amount of which is sufficient to recruit, retain and motivate persons with competences necessary for the proper management and supervision of the Company,

and which corresponds to the size of the enterprise and remains in reasonable relation to the economic results of the Company;

It is important to emphasize that the reported period of 2021 (the second year of the COVID-19 pandemic) was very dynamic for the CCC Group and brought a number of challenges described in more detail in Section 1.1 of the Report. The CCC Group not only met these challenges, but also emerged from this turbulent period strengthened, which was reflected in the bonus criteria and targets for the Board Members who directly contributed to these activities and their effects. Thus, the compensation paid to them contributed to the long-term performance of the Company and the CCC Group during the reported period.

4. Information on how the performance criteria were applied

4.1. Individual short-term bonus for the first and second half of 2021

In accordance with point. II.1.2) 2 of the Remuneration Policy, a bonus is granted if the targets are met at a minimum level of 80%. The Supervisory Board determines the amount of individual short-term bonuses up to a maximum of 120% of the base value, i.e. four times the monthly remuneration to which a given Management Board member is entitled.

The criteria (annual targets) for 2021, which are the basis for the individual and team short-term bonus, are detailed in the target charters adopted by the Supervisory Board respectively:

- with reference to short-term individual goals for the Management Board members for the first half of 2021 and short-term team goals determined jointly for the entire Management Board for 2021 - by Resolution No. 09/03/2021/RN dated 29.03.2021,
- with regard to short-term individual targets for the Management Board members for the second half of 2021 - by Resolution No. 05/09/2021/RN dated 16.09.2021.

The degree of fulfillment of each objective was determined in accordance with the methods indicated in II. 2. 1) and 2) of the Remuneration Policy, viz:

- with respect to financial criteria - based on financial data presented by the Company in the standalone or consolidated financial statements for the relevant period covered by the criterion or from financial and management accounting systems;
- in terms of non-financial criteria - based on data published by the Company in its annual non-financial report or included in other non-financial documents and reports of the CCC Group.

The approval of the achievement of the targets and the award of the individual bonus for the first and second half of 2021 was made in the resolutions of the Supervisory Board No. 04/09/2021/RN of 16.09.2021. (1st half of the year) and No. 01/03/2022/RN dated 24.03.2022. (2nd half-year).

Aggregate information in respect of the bonus criteria applied to individual short-term bonuses for the first and second half of 2021 is included below.

Name, post	Bonus criteria (covering the whole year)	Semester	Overall achievement of all objectives for the year (aggregate value)	Premium amount	Payment date
Marcin Czyczerski , President of the Management Board	Financial and non-financial goals - related to, among others, increasing the Company's financial performance, profitability and efficiency, organizational and management improvements, including digitalization of the organization, personal strengthening of the CCC Group	I 2021	96%	200 000	1st half - 30.09.2021.
		II 2021	96%	200 000	Semester II - 10.04.2022.
Karol Półtorak , Vice-President of the Management Board	Financial and non-financial goals - development of projects Development of digital sales projects (ecommerce), mobile application, CRM, CCC Club; strategic capital projects for Modivo; strengthening of marketing.	I 2021	97%	140 000	1st half - 30.09.2021.
		II 2021	91%	140 000	Semester II - 10.04.2022.
Mariusz Gnych , Vice-President of the Management Board	Financial and non-financial objectives - development of the Company and the CCC Group in the field of production and logistics, restructuring projects; transactions of sale and purchase of shares / stocks.	I 2021	86%	140 000	1st half - 30.09.2021.
		II 2021	69%	-	
Adam Holewa , Vice President of the Management Board (from 01.04.2021)	Financial and non-financial goals - increasing the Company's profitability, optimizing reporting processes, project management, B2B channel development.	I 2021	100%	140 000	1st half - 30.09.2021.
		II 2021	97%	140 000	Semester II - 10.04.2022.
Igor Matus , Vice-President of the Management Board (from 07.06.2021)	Financial and non-financial goals - development of the Company and CCC Group in the field of logistics, operationalization of the strategy, implementation of changes in the share capital.	I 2021	n.d.	n.d.	
		II 2021	100%	140 000	Semester II - 10.04.2022.
Kryspin Derejczyk , Vice President of the Management Board (from 01.07.2021)	Non-financial goals - team integration and onboarding, project management, fundraising activities.	I 2021	n.d.	n.d.	
		II 2021	95%	140 000	Semester II - 10.04.2022.
Adam Marciniak , Vice-President of the Management Board (from 16.09.2021)	Non-financial goals - development of technology and digitalization area, own e-commerce platform, team integration and onboarding.	I 2021	n.d.	n.d.	
		II 2021	100%	140 000	Semester II - 10.04.2022.

4.2. Short-term team bonus for 2021

In accordance with point II. 1. 2) 1. b of the Remuneration Policy, the short-term team bonus is based on short-term objectives, common for the entire Management Board and is granted for annual periods. The basis for determination of the bonus amount is four times the monthly remuneration to which a given Management Board member is entitled (whereby the bonus amount may be set up to a maximum of 120% of value of the aforementioned basis). The bonus is generally payable by 31.03 of the following year.

The team goals set for the members of the Management Board for 2021 were met; however, due to the lack of the Company's expected net profitability ratio, the short-term team bonus for 2021 was not awarded and paid.

Accomplished team goals for 2021 included:

- Updating and implementing the GO.22 strategy
- Accelerating the growth of EObuwie
- HalfPrice project startup
- Restructuring of DACH operations
- Development of E-COM 2.0
- Refinancing

4.3. Long-term premium 2020-2024

The terms of the long-term (3-year) bonus for 2020-2022 were adopted by resolution of the EGM of June 24, 2020, at a time of the greatest market turmoil caused by the COVID-19 pandemic. The purpose of the bonus was to motivate the Company's Management Board to implement actions aimed at ensuring the Company's financial and operational stability in a period of high volatility and uncertainty and, in the long term, to achieve the objectives of the GO strategy.²²The bonus was based on the change in the share price (an objective and measurable factor), i.e. it would be due only if the actions aimed at increasing the value of the Group's business were reflected in an increase in the Company's share price.

In accordance with Section II. 1. 2) 7.-10. of the Remuneration Policy, long-term bonus:

- is not granted in the case of dismissal of a Management Board member by the Supervisory Board, expiration of the mandate (regardless of the reasons) or failure to appoint the previous Management Board member for the next term of office before the end of the half of the period for which the award is granted;
- shall not be entitled in the case of resignation of a member of the Management Board;
- will be paid out proportionally to the period of holding the position by a given Management Board member in the event of dismissal of a Management Board member by the Supervisory Board, expiry of the mandate or failure to appoint the existing Management Board member for the next term of office after half of the period for which the payment is granted;
- in case of appointment of a new Management Board member during the given period of long-term bonus settlement, the Supervisory Board decides on awarding the bonus.

Considering the above, despite the same "base" amount of long-term bonus for all Management Board Members, the actual bonus amounts paid out may vary depending on the situation of a given Management Board Member (moment of appointment, resignation from the position held, etc.).

In connection with the achievement of the aforementioned goals, described in more detail also in section 1.1 of the Report, already in 2021, and also in view of the significant changes in the composition of the Company's Management Board (expansion of the Management Board by four new members), a decision was made to modify the rules for the payment of long-term bonuses. The changes consisted in replacing one bonus period (years 2020-2022) with two, i.e. the first one from 1 January 2020 to 31 July 2021 for the current composition of the Management Board (Marcin Czyczerski, Karol Półtorak, Mariusz Gnych) and the second one from 1 August 2021 to 31 July 2024 for the composition of the Management Board including the new members who joined the CCC Group in 2021.

The above decision to change the date of payment of the bonus was adopted by the shareholders by a majority of 97% votes at the AGM on 22.06.2021 in Resolution No. 19/ZWZA/2021 on the adoption of amendments to the Remuneration Policy for members of the Management Board and Supervisory Board of CCC S.A. in the above mentioned rules for the payment of long-term bonuses.

According to point II. 1. 2) 1. c of the Remuneration Policy (in the wording established after the changes introduced by the above mentioned resolution of the AGM), the long-term cash bonus is based on the increase in the value of CCC SA (understood as an increase in share price). It is granted to each member of the Management Board:

- for the first period from 01/01/2020 to 31/07/2021 as 100,000 x the difference between the average price of the Company's shares in the second quarter of the financial year 2021 (from 01/05/2021 to 31/07/2021) and the issue price of series I and J shares - payable in 2 equal parts by 31/08/2021 and 30/11/2021, respectively,
- for the second period from 1 August 2021 to 31 July 2024 as 100,000 x the difference between the average price of the Company's shares in the second quarter of the financial year 2024 (i.e. from 1 May 2024 to 31 July 2024) and the average price of the Company's shares in the second quarter of the financial year 2021 - payable in 2 equal parts by 30 September 2024 and 30 November 2024, respectively.

After the end of the first period, the Supervisory Board on 2 August 2021 resolved to grant bonuses to the members of the Management Board in the amount calculated on the basis of the above assumptions (in respect of each member of the Management Board, respectively, Resolutions No. 01/08/2021/RN, No. 02/08/2021/RN and No. 03/08/2021/RN).

The long-term bonus for the first period is therefore reportable in this report, while the long-term bonus for the second period will be reported in the 2024 compensation report (as determined).

Information is included below with respect to the difference between the Company's average share price in the second quarter of fiscal 2021 and the issue price of Series I and Series J shares, as well as the calculated amount of the first period long-term bonus awarded to the three members of the Management Board during the reported fiscal year.

Issue price of series I and J shares	Average price of the Company's shares in Q2 2021	Difference	"Base" premium amount	Name, post	Bonus amount to which the Management Board member is entitled (taking into account the differences resulting from dismissal / appointment / resignation during the bonus period)	Payment date
37,00	118,48	81,48	8 148 000	Marcin Czyczerski , President of the Management Board	8 148 000	4,074,000 – by Aug. 31, 2021. 4,074,000 - by November 30, 2021.
				Karol Półtorak , Vice-President of the Management Board	8 148 000	4,074,000 - by Aug. 31, 2021. 4,074,000 - by November 30, 2021.
				Mariusz Gnych , Vice-President of the Management Board	8 148 000	4,074,000 - by Aug. 31, 2021. 4,074,000 - by November 30, 2021.
				Adam Holewa , Vice President of the Management Board (from 01.04.2021)	-	-
				Igor Matus , Vice President of the Management Board (from 07.06.2021)	-	-
				Kryspin Derejczyk , Vice President of the Management Board (from 01.07.2021)	-	-
				Adam Marciniak , Vice-President of the Management Board (from 16.09.2021)	-	-

5. Information on changes, on an annual basis, in the remuneration of members of the Management Board and the Supervisory Board, the Company's results and the average remuneration of the Company's employees who are not members of the Management Board or the Supervisory Board

In accordance with Article 90g (3) of the Offering Act, data for the years 2017-2018 for which the Supervisory Board was not required to prepare a remuneration report have been omitted.

Data in PLN thousand	2019	2020 ^[1]	2021 ^[2]
Remuneration of the Management Board (total)	4 087,1	3 460	30 801,12
Year-on-year change		-15%	+790%
Average remuneration of the Member of the Management Board (annual)	1 196,2	1 153,3	4 400,16
Year-on-year change		-4%	+282%
Remuneration of the Supervisory Board (total)	450,8	506,6	723,9
Year-on-year change		+12%	+43%
Average remuneration of a Supervisory Board Member (annual)	94,91	92,1	132,6
Year-on-year change		-3%	+44%
Sales revenues	2 270 068	1 822 790	2 408 271
Year-on-year change		-20%	+32%
Gross profit on sales	693 729	728 719	803 710
Year-on-year change		+5%	+10%
Average remuneration of the Company's employees other than members of the Management Board and Supervisory Board (per financial year) - data in PLN	42 071,04	46 019,41	49 519,35
Year-on-year change		+9%	+8%

^[1] The data for fiscal 2020 exceptionally includes a 13-month period; therefore, the percentage change presented of the Company's compensation and results on an annual basis may not reflect the actual trend of change;

^[2] During 2021, the composition of the Management Board increased from 3 to 7 members, and in addition, a long-term bonus - by design paid at intervals of several years and in amounts higher than short-term bonuses - was paid during the period and is

included in this summary; therefore, the year-over-year percentage comparison of the Company's compensation and performance may not reflect the true trend of change.

6. Remuneration from entities belonging to the same group

According to the Remuneration Policy, the total remuneration of the members of the Management Board received from other entities of the Group should not exceed 50% of the total remuneration received from the Company. In the reported financial year, this requirement was fulfilled.

Remuneration of the members of the Management Board from CCC Group entities ^[1]

Name and surname of the Management Board member, position	Paying agent	Fixed remuneration components			The sum of all remuneration components	Total remuneration from all entities	
		Remuneration on appointment		Remuneration under the employment contract			
		Remuneration	Function				
Marcin Czyczerski , President of the Management Board	2021	CCC Factory sp. z o.o.	0	-	35 310	35 310	
		Modivo S.A. (formerly eObuwie.pl S.A.)	0	Member of the Supervisory Board	0	0	35 310
	2020	CCC Factory sp. z o.o.	0	-	32 800	32 800	33 083
		Modivo S.A. (formerly eObuwie.pl S.A.)	283	Member of the Supervisory Board	0	283	
Karol Pótorak , Vice-President of the Management Board	2021	Modivo S.A. (formerly eObuwie.pl S.A.)	0	Member of the Supervisory Board	0	0	
	2020	Modivo S.A. (formerly eObuwie.pl S.A.)	283	Member of the Supervisory Board	0	283	283
Mariusz Gnych , Vice-President of	2021	CCC Factory sp. z o.o.	90 000	President of the Management Board	0	90 000	90 000

the Management Board	2020	CCC Factory sp. z o.o.	63 750	President of the Management Board	0	63 750	63 750
Adam Holewa , Vice President of the Management Board (from 01.04.2021)	2021	CCC Factory sp. z o.o.	0	-	28 210	28 210	28 210
	2020	not applicable	not applicable	not applicable	not applicable	not applicable	not applicable
Igor Matus , Vice President of the Management Board (from 07.06.2021)	2021	CCC Factory sp. z o.o.	0	-	22 343	22 343	22 343
	2020	not applicable	not applicable	not applicable	not applicable	not applicable	not applicable
Kryspin Derejczyk , Vice President of the Management Board (from 01.07.2021)	2021	DeeZee sp. z o.o.	0	-	14 000	14 000	14 000
	2020	not applicable	not applicable	not applicable	not applicable	not applicable	not applicable
Adam Marciniak , Vice-President of the Management Board (from 16.09.2021)	2021	DeeZee sp. z o.o.	0	-	9 800	9 800	9 800
	2020	not applicable	not applicable	not applicable	not applicable	not applicable	not applicable

^[1] One should notice that the fiscal year 2020 was exceptionally a 13-month period due to the change of the Company's fiscal and tax year to the period from February 1 to January 31, with effect from 01.02.2021, so that the comparative figures presented for this year relate to a 13-month period.

Remuneration of Supervisory Board members from CCC Group entities ^[1]

Name and surname of the Supervisory Board member, position		Paying agent	Fixed remuneration components		The sum of all remuneration components
			Fixed remuneration on appointment	Function	
Dariusz Miłek , Chairman of the Supervisory Board	2021	Modivo S.A. (formerly eObuwie.pl S.A.)	0	Member of the Supervisory Board	0
	2020	Modivo S.A. (formerly eObuwie.pl S.A.)	283	Member of the Supervisory Board	283
Waldemar Jurkiewicz , Member of the Supervisory Board, Member of the Audit Committee	2021	Modivo S.A. (formerly eObuwie.pl S.A.)	0	Member of the Supervisory Board	0
	2020	Modivo S.A. (formerly eObuwie.pl S.A.)	279	Member of the Supervisory Board	279

^[1] One should notice that the fiscal year 2020 was exceptionally a 13-month period due to the change of the Company's fiscal and tax year to the period from February 1 to January 31, with effect from 01.02.2021, so that the comparative figures presented for this year relate to a 13-month period.

7. The number of financial instruments granted or offered and the main conditions for exercising rights from these instruments

As stated in the Remuneration Policy, no remuneration in the form of financial instruments is currently awarded to members of the Management Board or Supervisory Board.

On 22.06.2021 r. The General Meeting of Shareholders of the Company adopted a resolution No. 19/ZWZA/2021 on the adoption of changes to the Remuneration Policy for the members of the Management Board and Supervisory Board of CCC S.A., which change is based, among others, on allowing the participation of members of the Management Board in the incentive programs created by other entities of the CCC Group under the conditions approved by the Supervisory Board.

In the reporting period, no financial instruments were granted or offered as part of incentive schemes operating in the Company or in other entities of the CCC Group.

8. Information on the use of the option to claim back variable remuneration components

The Company did not claim any variable remuneration during the period covered by this report.

9. Information on deviations from the Remuneration Policy, including an explanation of the rationale and procedure, and indication of the elements from which deviations have been applied

9.1. Information on deviations from the procedure for implementing the Remuneration Policy

During the reporting period, the Company did not deviate from the procedure for implementing the Remuneration Policy.

9.2. Information on exemptions applied pursuant to Article 90f of the Act on Public Offering

In the reporting period, the Company did not take advantage of the possibility to temporarily withdraw from the application of the Remuneration Policy in accordance with the procedure provided for in Article 90f of the Act on Public Offering and Section IX. IX of the Remuneration Policy.

Due to special market circumstances (the outbreak of the COVID-19 pandemic in the first quarter of 2020) and in order to safeguard the interests of the Company, the Supervisory Board decided to postpone the payment of individual bonuses for the members of the Management Board for 2020. The payment was finally postponed to 2021, so these bonuses were paid in the reported financial year. However, due to the introduction of these measures prior to the entry into force of the Remuneration Policy and taking into account the fact that the changes only consisted in withholding of remuneration and not in payment of remuneration in an amount or proportion higher than provided for in the Remuneration Policy, this event is not treated as a deviation from the Remuneration Policy.

10. Explanation of the manner in which the General Meeting's opinion resolution relating to the previous remuneration report was taken into account

The last resolution giving an opinion on the Report on the remuneration of members of the Management Board and the Supervisory Board for 2019 and 2020, i.e. Resolution No. 17/ZWZA/2021 of the Ordinary General Meeting of CCC S.A. of 22.06.2021 on the opinion on the Report on remuneration of members of the Management Board and the Supervisory Board of the Company for the period from 1.01.01.2019 to 31.01.2021 contained a positive assessment of the above mentioned report and did not indicate additional comments or postulates on the Remuneration Policy, and therefore there was no need to take additional action to implement it.

In the reported financial year, the Company and the CCC Group therefore continued to apply the good practices developed so far in the field of remuneration of the members of the Management Board and the Supervisory Board and the reporting of the remuneration paid.

The report was approved by the Supervisory Board by Resolution No. 14/04/2022/RN dated April 28, 2022.

The report was evaluated by the auditor with regard to the inclusion in it of the information required under Article 90g, sections 1-5 of the Act on Public Offering. The entity authorised to evaluate the remuneration report is Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k.

Done:	Signature:
Dariusz Miłek	
Wiesław Oleś	
Waldemar Jurkiewicz	
Filip Gorczyca	
Sophia Dzik	
April 28, 2022.	

Draft - for agenda item 13

Open vote

**RESOLUTION NO. 20/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE OF
June 15, 2022.**

on the determination of the number of members of the Supervisory Board for the next IX term of office

Pursuant to Article 385 § 1 of the Code of Commercial Companies and § 13 sections 1 and 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders determines that the Supervisory Board for the next IX term of office consists of members.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 355 § 1 of the Code of Commercial Companies and the expiry of the term of office of the Supervisory Board, it is necessary to appoint the Supervisory Board for another term of office as well as to determine the number of members. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting to determine the number of members of the next term of office of the Supervisory Board.

Draft - for agenda item 14

Secret ballot

**RESOLUTION NO. 21/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE OF
15 June 2022.**

on appointing a member of the Company's Supervisory Board for the next term

Pursuant to Article 385 § 1 of the Code of Commercial Companies and § 13 section 1 and § 18 item 1 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders appoints Mr./Ms. to the Supervisory Board of the Company.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

In accordance with Article 355 § 1 of the Code of Commercial Companies and the expiry of the term of office of the Supervisory Board, it is necessary to appoint the Supervisory Board for another term. In view of the above, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for the appointment of the members of the Supervisory Board for the next term.

Draft - for agenda item 14

Secret ballot

**RESOLUTION NO. 22/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE OF
June 15, 2022.**

on appointing a member of the Company's Supervisory Board for the next term

Pursuant to Article 385 § 1 of the Code of Commercial Companies and § 13 section 1 and § 18 item 1 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders appoints Mr./Ms. to the Supervisory Board of the Company.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

In accordance with Article 355 § 1 of the Code of Commercial Companies and the expiry of the term of office of the Supervisory Board, it is necessary to appoint the Supervisory Board for another term. In view of the above, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for the appointment of the members of the Supervisory Board for the next term.

Draft - for agenda item 14

Secret ballot

**RESOLUTION NO. 23/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE OF
June 15, 2022.**

on appointing a member of the Company's Supervisory Board for the next term

Pursuant to Article 385 § 1 of the Code of Commercial Companies and § 13 section 1 and § 18 item 1 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders appoints Mr./Ms. to the Supervisory Board of the Company.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

In accordance with Article 355 § 1 of the Code of Commercial Companies and the expiry of the term of office of the Supervisory Board, it is necessary to appoint the Supervisory Board for another term. In view of the above, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for the appointment of the members of the Supervisory Board for the next term.

Draft - for agenda item 14

Secret ballot

**RESOLUTION NO. 24/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE
June 15, 2022.**

on appointing a member of the Company's Supervisory Board for the next term

Pursuant to Article 385 § 1 of the Code of Commercial Companies and § 13 section 1 and § 18 item 1 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders appoints Mr./Ms. to the Supervisory Board of the Company.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

In accordance with Article 355 § 1 of the Code of Commercial Companies and the expiry of the term of office of the Supervisory Board, it is necessary to appoint the Supervisory Board for another term. In view of the above, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for the appointment of the members of the Supervisory Board for the next term.

Draft - for agenda item 14

Secret ballot

**RESOLUTION NO. 25/OGM/2022
OF THE ORDINARY GENERAL MEETING OF CCC
JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE OF
June 15, 2022.**

on appointing a member of the Company's Supervisory Board for the next term

Pursuant to Article 385 § 1 of the Code of Commercial Companies and § 13 section 1 and § 18 item 1 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders appoints Mr./Ms. to the Supervisory Board of the Company.

§ 2

The resolution shall enter into force on the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

In accordance with Article 355 § 1 of the Code of Commercial Companies and the expiry of the term of office of the Supervisory Board, it is necessary to appoint the Supervisory Board for another term. In view of the above, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for the appointment of the members of the Supervisory Board for the next term.

Draft - for agenda item 15

Secret ballot

**RESOLUTION NO. 26/OGM/2022
OF THE ORDINARY GENERAL MEETING OF
CCC JOINT STOCK COMPANY WITH REGISTERED OFFICE IN POLKOWICE OF
June 15, 2022**

on electing the Chairman of the Supervisory Board

Acting pursuant to article 385 § 1 of the Code of Commercial Companies as well as § 4 paragraph 1 of the Regulations of the Supervisory Board, the Ordinary General Meeting of Shareholders of CCC Spółka Akcyjna based in Polkowice ("the Company") passes the following resolution

§ 1

The following are hereby elected Chairman of the Supervisory Board:

§ 2

The resolution shall enter into force as soon as it is adopted.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to § 4 (1) of the Regulations of the Supervisory Board of the Company, the works of the Supervisory Board are managed by its Chairman, appointed by the General Meeting. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for the appointment of the Chairman of the Supervisory Board for the next term of office.

Draft - for agenda item 16

Open vote

**RESOLUTION NO. 27/ZWZA/2022
OF THE ORDINARY GENERAL MEETING OF
CCC JOINT STOCK COMPANY WITH ITS REGISTERED OFFICE IN POLKOWICE OF
June 15, 2022**

on adopting amendments to the Remuneration Policy for the members of the Management and Supervisory Board Members of CCC S.A.

Acting on the basis of the content of Article 90c-90f of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies (Journal of Laws of 2005. No 184 item 1539 as amended. - hereinafter: "Act on Public Offering"), it is resolved as follows:

§ 1

The amendments to the remuneration policy for members of the Management Board and members of the Supervisory Board adopted on 24 June 2020 by Resolution No. 18/ZWZA/2020 of the Ordinary General Meeting, as amended, concerning:

1) amending point II by adding a third bullet in the last paragraph which reads:

- *"benefits arising from participation in Incentive Schemes created by the Company and its subsidiaries, consisting in granting the right to acquire shares in CCC S.A. itself, as well as in its subsidiaries (hereinafter "Incentive Programs")."*

2) deleting in item 5 the sentence that reads:

"Members of the Management Board of the company, with the consent of the Supervisory Board, may participate in Incentive Schemes created by other entities of the CCC Capital Group under the conditions approved by the Board. In the case of participation of the members of the company's Management Board with the consent of the Supervisory Board in the Incentive Schemes, the limitation of remuneration from other entities of the CCC Capital Group does not apply."

3) the amendment of point II by adding point 6 of the content:

"6. Conditions of participation in Incentive Schemes

CCC S.A. and its subsidiaries can create Incentive Schemes consisting in granting the right to take up shares in CCC S.A. itself as well as in its subsidiaries.

The establishment of the Incentive Scheme in CCC S.A. and setting its conditions require a resolution of the General Meeting of Shareholders of the Company. The resolution of the General Meeting of Shareholders of CCC S.A. establishes the rules of participation of the members of the Management Board in the Incentive Program created by the Company.

The establishment of the Incentive Scheme in a subsidiary company requires an opinion of the Supervisory Board of CCC S.A. and a resolution of the General Meeting of Shareholders of such a subsidiary company.

1) Participation of the members of the Management Board of the Company in the Incentive Schemes of the subsidiaries.

Members of the Management Board of the Company, with the consent of the Supervisory Board, can participate in Incentive Schemes created by other entities belonging to the CCC Capital Group (subsidiaries) under the conditions approved by the Board. If members of the Management Board perform supervisory functions in a subsidiary establishing an Incentive Scheme, a resolution of the general meeting of shareholders of the subsidiary is also required for such a member to join the scheme. In the case of participation of the members of the Management Board of the Company, with the consent of the Supervisory Board, in the Incentive Schemes, the limitation of the amount of remuneration from other entities of the CCC Capital Group does not apply.

The condition of participation of the members of the Management Board of the Company in the Incentive Schemes, created by the subsidiaries of CCC S.A., is the direct involvement of such persons in the operation of the subsidiary or the supervision over such a company.

The total participation of the members of the Management Board in the Incentive Schemes of the subsidiaries should not exceed 25% of the shares within the Incentive Scheme.

Each time, the participation of the members of the Management Board in the Incentive Program of the subsidiary company requires the consent of the Supervisory Board of CCC S.A., expressed by way of a separate resolution, which:

- a) indicates the authorized persons;*
- b) confirms the fulfillment of the conditions for the participation in the Incentive Schemes of subsidiaries specified in the Policy;*
- c) confirms that the participation of specified persons in the Incentive Scheme of the subsidiary is justified from the point of view of building the value of a given company and the entire CCC Capital Group;*
- d) determines the substantive prerequisites for the realization of the rights arising from the Incentive Scheme, with the provision that members of the Management Board of CCC S.A. may participate in the Incentive Scheme created by its subsidiary Modivo S.A. to the extent entitling them to take up, against payment, up to 15% of the shares issued under the Incentive Scheme in the situation when the market valuation of Modivo S.A. reaches at least PLN 8,000,000.*

2) Participation of the Chairman of the Supervisory Board in the Incentive Scheme.

The Chairman of the Supervisory Board - delegated by the Supervisory Board to personally exercise control and devoting the vast majority of his professional activity to the CCC Capital Group - may participate in the Incentive Scheme established by the subsidiary company Modivo S.A. to the extent entitling to take up, against payment, up to 10% of the shares issued under the Incentive Scheme in a situation where the market valuation of Modivo

S.A. reaches at least PLN 8,000,000,000 on the general terms adopted for all the participants of the Incentive Scheme. Details of the Incentive Scheme of Modivo S.A. and approval of the participation of members of the Supervisory Board of Modivo S.A. in the Incentive Scheme shall be adopted by a resolution of the General Meeting of Shareholders of Modivo S.A."

4) addition of paragraph 3 in point XI which reads:

"3. If the Supervisory Board adopts resolutions concerning the participation of members of the Management Board or the Supervisory Board in the Incentive Schemes of subsidiaries, information concerning such resolutions and their implementation shall be included in the remuneration report."

§ 2

The Ordinary General Meeting adopts the consolidated text of the Remuneration Policy for the members of the Management Board and the Supervisory Board of CCC S.A., after the changes made in § 1, which is the Appendix to this Resolution.

§ 3

The Resolution shall come into force on the date of adoption.

JUSTIFICATION OF THE RESOLUTION:

The remuneration policy for the members of the Management Board and the Supervisory Board of CCC S.A. ("CCC") in its previous form provided for the possibility of inclusion of the Management Board members in the incentive scheme created by CCC subsidiaries, with the consent of the Supervisory Board.

Currently, within the CCC Capital Group, an incentive program of Modivo S.A. ("Modivo"). The primary objective of this programme is to motivate key members of the personnel team contributing to the increase of the value of Modivo. As a rule, the programme provides for beneficiaries' right to acquire, against payment, shares in Modivo at a price of PLN 500 per share, i.e. at the valuation of the Company at PLN 5 billion. This entitlement may be exercised if the value of Modivo reaches at least PLN 8 billion at the moment of settlement of the programme. The number of entitlements taken up by beneficiaries will depend on the actual valuation of Modivo at the end of the programme.

The programme is dedicated to members of Modivo S.A.'s Board of Directors and key management personnel. At the same time, given the role of other members of the Company's bodies, in particular the Chairman of the Supervisory Board of Modivo who is also the Chairman of the Supervisory Board of CCC, in ownership supervision and in creating synergies within the Group and the value of Modivo, it is appropriate to extend the programme to members of Modivo's bodies and to reflect that in the relevant amendments to this Policy.

The amendments are to clarify the general provisions of the remuneration policy by indicating the procedures and detailed conditions necessary for their inclusion in the subsidiary incentive schemes. With respect to the Chairman of the Supervisory Board of CCC, such inclusion in the incentive scheme is one-off and limited to Modivo.



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Annex to Resolution No. 27/ OGM/2022 of 15 June 2022.



REMUNERATION POLICY

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

(consolidated text after changes adopted by the resolution of the Ordinary General Meeting
No. 17/OGM/2021 of 22 June, 2021 and after changes adopted by the resolution of the Ordinary General Meeting
No. [...] /OGM/2022 of 15 June, 2022)

Subject:	CCC S.A.
Address:	Strefowa Street 6 , 59-101 Polkowice District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register
Court of Registration:	
National Court Register number /KRS/ number:	0000211692
Taxpayer Identification Number /NIP/:	692-22-00-609
Business ID /REGON:/	390716905

I. Preliminary provisions

1. Legal basis

The General Meeting of the company CCC S.A., based in Polkowice (hereinafter: **the "Company"**, **"CCC"**), acting on the basis of Article 90c-90f of the Act of 29 July 2005 on Public Offering and the Conditions for Introducing Financial Instruments to the Organized Trading System and on Public Companies (Journal of Laws of 2019, item 623, as amended). - hereinafter referred to as the **"Act on Public Offering"**), adopts this remuneration policy for members of the Management Board and the Supervisory Board (**"Remuneration Policy"**, **"Policy"**).

The aforementioned provisions of the Act on Public Offering entered into force pursuant to the Act of 15.11.2019 amending the Act on Public Offering and the Conditions for Introducing Financial Instruments to the Organised Trading System and on Public Companies and certain other Acts (Journal of Laws of 2019, item. 2217), which implements Directive 2017/828 of the European Parliament and of the Council (EU) of 17 May 2017 amending Directive 2007/36/EC as regards encouraging long-term commitment of shareholders (Official Journal of the EU L 132 of 20 May 2017) (hereinafter: **"the Directive"**) into the Polish legal order.

2. Objectives for implementation of the remuneration policy

The remuneration policy is introduced due to the key role played by members of the Management Board and Supervisory Board in the Company. It aims to contribute to the implementation of the Company's business strategy, its long-term interests and the stability of the Company, inter alia, by motivating the members of the above mentioned bodies to work effectively for the benefit of the Company, encouraging their long-term cooperation and linking the interests of the Management Board members with the interests of the Company.

3. Principles of Policy preparation

The policy has been drawn up in accordance with the principles of clarity and transparency.

This Remuneration Policy has been prepared on the basis of existing financial and accounting data, taking into account the current situation of the Company and its development plans.

The draft Policy prepared by the Management Board has been reviewed by the Supervisory Board and presented to the shareholders during the Ordinary General Meeting on 24 June 2020. The shareholders positively commented on the content of the proposed Policy and adopted a resolution on its adoption.

The policy is valid from 24 June 2020. i.e. the date of adoption of the aforementioned resolution of the General Meeting and its entry into force (**"Resolution"**).

II. Remuneration of the Management Board and Supervisory Board members

The amount of remuneration of the members of the Management Board and the Supervisory Board should be sufficient to acquire, maintain and motivate people with competences necessary for proper management and supervision of the Company.

When determining the remuneration of the members of the Management Board and the Supervisory Board, the amount of work necessary for the proper performance of the functions of individual members of the

above mentioned bodies, the scope of duties, responsibilities and competences related to the performance of these functions is taken into account.

The amount of remuneration corresponds to the size of the company and remains in a reasonable relation to the economic results of the Company.

In order to improve the quality and efficiency of work of the members of the Management Board, their remuneration is determined taking into account the motivational character and effective and smooth management of the Company, therefore it consists of fixed elements (basic remuneration) and variables (cash bonuses).

Remuneration consists of:

- fixed components of remuneration, including additional cash and non-monetary benefits;
- variable remuneration components (in the case of Management Board members);
- benefits arising from participation in Incentive Schemes created by the Company and its subsidiaries, consisting in granting the right to acquire shares in CCC S.A. itself, as well as in its subsidiaries (hereinafter "Incentive Programs").

1. Description of fixed and variable components of remuneration, as well as other cash and non-monetary benefits that may be granted to members of the Management Board and Supervisory Board

1) Fixed components of remuneration

The fixed remuneration is set at a level appropriate to the tasks entrusted to individual persons and related responsibilities, and takes into account the performance of additional functions, such as work in internal committees of the Supervisory Board.

1. Appointment fees

Management Board members receive basic remuneration for their appointment, paid in cash by the 10th day of each month (in arrears), in the amount determined by a resolution of the Supervisory Board.

The amount of monthly remuneration for appointment may differ between individual members of the Management Board due to their functions.

A member of the Management Board shall not be entitled to remuneration for the period during which he or she is suspended in the performance of his or her function.

The Supervisory Board members receive basic remuneration for their appointment, paid in cash by the 10th day of each month (in arrears), in the amount determined by a resolution of the General Meeting. No remuneration is payable for a given month if a Supervisory Board member has not participated at least once in that month for unjustified reasons in a properly convened meeting of the body.

The amount of basic monthly remuneration may vary between individual Supervisory Board members due to their functions.

2. Remuneration for additional functions in a separate committee

A member of the Supervisory Board performing an additional function in a separate committee shall receive additional fixed remuneration in the amount determined by a resolution of the General Meeting.

The amount of the above mentioned monthly additional remuneration may vary between the individual members of a given committee due to the functions they perform on that committee.

This remuneration is payable together with the basic remuneration referred to in point 1 above by the 10th day of each month (in arrears), provided that it is indicated in the above point.

3. Additional cash and non-monetary benefits

Additional benefits received by the members of the Management Board and the Supervisory Board may include, among others, the following

- private medical care, including for family members,
- the use of company cars for private purposes and covering their costs,
- the use of company telephones and other electronic devices for private use and covering the costs of their use,
- Financing of training, courses and studies, including postgraduate studies (in Poland and abroad),
- private security,
- covering the costs of the business apartment/subsistence,
- a package of additional health, property and personal insurance, including third party liability insurance for persons managing companies (D&O).

2) Variable components of remuneration

1. The members of the Management Board are granted variable remuneration components in the form of:
 - a) **Individual short-term bonus** - on the basis of individual short-term objectives, awarded for the first and second half **of the** year, the basis for determination of which will be **four times the monthly remuneration** to which a given member of the Management Board is entitled, payable for the second half of the year by 31 March and for the first half of the year by 30 September, respectively.
 - b) **Short-term team bonus** - based on short-term goals, common to the entire Management Board, awarded for annual periods, the basis of which will be **four times the monthly remuneration** to which a given member of the Management Board is entitled, payable by 31 March.
 - c) **Long-term bonus** - based on the increase in the value of CCC S.A. (understood as an increase in the share price), granted to each member of the Management Board for:
 - (1) First period from 1 January 2020 to 31 July 2021 and calculated as 100,000 x the difference between the average price of the Company's shares in the second quarter of CCC S.A. 2021 (from 1 May 2021 to 31 July 2021) and the issue price of series I and J shares, (the base price of the first period),
 - (2) Second period from 1 August 2021 to 31 July 2024 and calculated as 100,000 x the difference between the average price of the Company's shares in the second quarter of CCC SA's financial year 2024 (i.e. from 1 May to 31 July 2024) and the average price of the Company's shares in the second quarter of CCC SA's financial year 2021 (the base price of the second period);
2. The amount of the cash bonus referred to in points 1(a) and 1(b) shall depend on the extent to which the objectives are achieved, whereby:
 - a) the bonus is granted if the targets are met at a minimum of 80%;
 - b) The Supervisory Board shall fix the short-term bonus up to a maximum of 120% of the value of the basis referred to in paragraphs 1 a) and 1 b) above.

3. The objectives referred to in points 1(a) and 1(b) shall be set out in objective charters, a model of which is annexed to this Policy.
4. The objectives are approved by the Supervisory Board by means of a resolution adopted by 31 March for the first half of the year and by 30 September for the second half of the year for the individual short-term bonus and by 31 March for the team short-term bonus.
5. The long-term bonus referred to in paragraph 1 c) (1) for the first period will be paid in 2 equal parts by 31 August 2021 and 30 November 2021 respectively.
6. The long-term bonus referred to in paragraph 1 c) (2) for the second period will be paid in 2 equal parts by 30 September 2024 and 30 November 2024 respectively.
7. The long-term bonus is not eligible in the event of:
 - a) dismissal of the member of the Management Board by the Supervisory Board before the expiry of half of the period for which he/she is awarded or expiry of his/her term of office for whatever reason;
 - b) failure to appoint an existing member of the Management Board for a further term of office before the expiry of half of the period for which it is granted.
8. If a member of the Management Board resigns from the post to which he or she was appointed, the long-term bonus referred to in point 1(c) shall not be payable.
9. The long-term bonus referred to in point 1 c) will be paid in proportion to the period of office held by the Board member concerned in the event of:
 - a) dismissal of the member of the Management Board by the Supervisory Board or expiry of the mandate after half of the period for which it is awarded;
 - b) failure to appoint an existing member of the Management Board for a new term of office after the expiry of half of the period for which it is granted;
10. In the event that a new member of the Management Board is appointed during the relevant long-term bonus settlement period, the decision to grant the right referred to in point 1 c) shall be taken by the Supervisory Board.
11. The decision to grant bonuses to members of the Management Board is taken by the Supervisory Board.
12. The individual short-term bonus and the team short-term bonus are paid in cash.
13. The long-term bonus referred to in 1 c) may, based on a decision of the Supervisory Board, be settled in shares of the company in the event that the general meeting of shareholders passes a resolution on a conditional share capital increase linked to the issue of subscription warrants to be offered to the members of the management board in order to settle such bonus.
14. If the Supervisory Board adopts a decision on the settlement of the long-term bonus in shares:
 - a) the company will offer, free of charge, to each of the eligible directors subscription warrants entitling them to subscribe for 100,000 shares in the company at an issue price equal to the base price of the first or second period respectively;
 - b) The warrants will be offered until 30 September 2021 or 30 September 2024, respectively;
 - c) The warrants will entitle the holder to subscribe for shares in the company at a price equal to the base price of the first or second period from 1 November 2021 or 1 November 2024 for a period of 18 months.
 - d) The warrants will not be transferable by operation of law;

15. The members of the Supervisory Board do not receive variable remuneration due to the nature of the functions performed by the members of this body.

2. Award criteria for variable remuneration components

1) Financial results

A. Performance criteria

The amount of variable remuneration components depends on the degree of implementation of the assumed financial goals, among others, in the scope of profitability and financial result of the Company.

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

The determination of the extent to which individual financial criteria are met is based on the financial data presented by the Company in the separate or consolidated financial statements for the relevant period covered by the criterion or from financial and management accounting systems.

2) Non-financial performance

A. Non-financial performance criteria

These criteria include fulfilment of the tasks assigned individually or as a team to all members of the Management Board by the Supervisory Board resulting from the business strategy adopted by the Company, not based directly on financial criteria, in particular on strategic tasks corresponding to the current situation of the Company; including corporate social responsibility.

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

The determination of the extent to which individual non-financial criteria are met is based on data published by the Company in its annual non-financial report or contained in other documents and non-financial reports of the CCC Group.

- 3) The Supervisory Board is competent to specify the above criteria, under the authority of the General Meeting. Such authorisation shall include, in particular, the definition:
- a. specific tasks and objectives, consistent with the business strategy adopted by the Company in force during a given period;
 - b. specific criteria appropriate for measuring the fulfillment of the above mentioned tasks and objectives, among those listed in the Remuneration Policy or similar, financial criteria and non-financial for each task and objective, to determine the extent to which the achievement of the objective/objective qualifies for a corresponding variable remuneration component; the criteria should be set in such a way that the expected performance is achievable while providing incentives to achieve long-term objectives and improve the business situation of the Company.
- 4) The criteria indicated in points 1 and 2 above should be clear, comprehensive, differentiated, and objective and measurable. Thus, on their basis, it will be possible to establish variable components of the remuneration of the members of the Management Board in such an amount and configuration that such remuneration meets its basic motivational goals, encourages long-term commitment to the Company and attracts reliable and highly qualified persons to the Company.

3. Proportion of fixed and variable remuneration

The Company shapes the remuneration system so that the share of variable remuneration is between 65% and 150% of the fixed remuneration (excluding the long-term share-based bonus).

4. One-off / extraordinary remuneration

The Company allows for one-off payments to members of the Management Board, granted, in extraordinary circumstances, which do not constitute remuneration for performing functions or providing services to the Company.

Among the benefits of this type may include, among others:

- 1) severance pay related to the termination of cooperation, including retirement and disability benefits,
- 2) bonuses paid once at the beginning of a cooperation (*sign-on fee*) or for the purpose of *retaining* a given member of the body (*retention bonus*),
- 3) compensation for relocation/removal due to taking up or changing positions.

The granting of one-off/additional remuneration is based on a resolution of the Supervisory Board.

5. Remuneration received from other CCC Group entities

Members of the Management Board, with the consent of the Supervisory Board, may establish cooperation on the basis of an employment contract, managerial contract or other civil law contract with another entity, in particular belonging to the CCC Capital Group.

The total remuneration received by the above mentioned Board members from other entities of the CCC Capital Group should not exceed 5% of the total remuneration received from CCC SA.

6. Conditions of participation in Incentive Schemes

CCC S.A. and its subsidiaries can create Incentive Schemes consisting in granting the right to take up shares in CCC S.A. itself as well as in its subsidiaries.

The establishment of the Incentive Scheme in CCC S.A. and setting its conditions require a resolution of the General Meeting of Shareholders of the Company. The resolution of the General Meeting of Shareholders of CCC S.A. establishes the rules of participation of the members of the Management Board in the Incentive Program created by the Company.

The establishment of the Incentive Scheme in a subsidiary company requires an opinion of the Supervisory Board of CCC S.A. and a resolution of the General Meeting of Shareholders of such a subsidiary company.

1) Participation of the members of the Management Board of the Company in the Incentive Schemes of the subsidiaries.

Members of the Management Board of the Company, with the consent of the Supervisory Board, can participate in Incentive Schemes created by other entities belonging to the CCC Capital Group (subsidiaries) under the conditions approved by the Board. If members of the Management Board perform supervisory functions in a subsidiary establishing an Incentive Scheme, a resolution of the general meeting of shareholders of the subsidiary is also required for such a member to join the scheme. In the case of participation of the

members of the Management Board of the Company, with the consent of the Supervisory Board, in the Incentive Schemes, the limitation of the amount of remuneration from other entities of the CCC Capital Group does not apply.

The condition of participation of the members of the Management Board of the Company in the Incentive Schemes, created by the subsidiaries of CCC S.A., is the direct involvement of such persons in the operation of the subsidiary or the supervision over such a company.

The total participation of the members of the Management Board in the Incentive Schemes of the subsidiaries should not exceed 25% of the shares within the Incentive Scheme.

Each time, the participation of the members of the Management Board in the Incentive Program of the subsidiary company requires the consent of the Supervisory Board of CCC S.A., expressed by way of a separate resolution, which:

- a) indicates the authorized persons;
- b) confirms the fulfillment of the conditions for the participation in the Incentive Schemes of subsidiaries specified in the Policy;
- c) confirms that the participation of specified persons in the Incentive Scheme of the subsidiary is justified from the point of view of building the value of a given company and the entire CCC Capital Group;
- d) determines the substantive prerequisites for the realization of the rights arising from the Incentive Scheme, with the provision that members of the Management Board of CCC S.A. may participate in the Incentive Scheme created by its subsidiary Modivo S.A. to the extent entitling them to take up, against payment, up to 15% of the shares issued under the Incentive Scheme in the situation when the market valuation of Modivo S.A. reaches at least PLN 8,000,000.

2) Participation of the Chairman of the Supervisory Board in the Incentive Scheme.

The Chairman of the Supervisory Board - delegated by the Supervisory Board to personally exercise control and devoting the vast majority of his professional activity to the CCC Capital Group - may participate in the Incentive Scheme established by the subsidiary company Modivo S.A. to the extent entitling to take up, against payment, up to 10% of the shares issued under the Incentive Scheme in a situation where the market valuation of Modivo S.A. reaches at least PLN 8,000,000,000 on the general terms adopted for all the participants of the Incentive Scheme. Details of the Incentive Scheme of Modivo S.A. and approval of the participation of members of the Supervisory Board of Modivo S.A. in the Incentive Scheme shall be adopted by a resolution of the General Meeting of Shareholders of Modivo S.A.

III. Taking into account the working and pay conditions of employees when establishing the remuneration policy

The amount of fixed remuneration of the members of the Management Board and the Supervisory Board remains reasonable in relation to the average remuneration of the Company's employees who are not members of the Management Board or the Supervisory Board.

The remuneration of the Company's employees is at the same time adjusted to the Company's situation and its financial results.

The Company makes every effort to ensure that the HR policy of the CCC is based on respect for the law, ethics and mutual respect for employees. Both the HR Policy and the Code of Ethics have been implemented in the CCC Group, which are observed by the employer and employees. The Company actively promotes equality in employment based on a consistent organizational culture, respect for diversity, cooperation and involvement of employees and implementation of innovative development projects.

IV. Terms and conditions of agreements concluded with members of the Management Board and Supervisory Board

Both members of the Management Board and the Supervisory Board cooperate with the Company on the basis of an appointment letter to perform their functions. There are no employment contracts, managerial contracts, contract of mandate or other civil law contracts connecting the Company with individual members of these bodies and regulating the principles of cooperation between the parties. However, the Company does not rule out concluding the aforementioned agreements with members of the bodies in the future.

Neither the members of the Management Board nor the Supervisory Board are covered by the work and remuneration regulations adopted by the Company.

V. Main features of supplementary pension schemes and early retirement schemes

The members of the Management Board are not covered by the Employee Capital Plan (PPK) in the Company - the Act on Employee Capital Plans does not provide for the inclusion in the plan of members of the Management Board remunerated for performing functions in the Management Board.

Members of the Supervisory Board may be covered by the Employee Capital Plan in accordance with the Act on Employee Capital Plans - participation in the plan is voluntary.

The Company has not yet introduced or is planning to introduce additional pension schemes or early retirement schemes for members of the Management Board or Supervisory Board.

VI. Description of the decision-making process carried out for the establishment, implementation and review of the remuneration policy

The decision-making process carried out to establish the Policy included:

1. regular verification of all issues of remuneration and rules of cooperation with members of the Management Board under the existing rules applicable in the Company, including monitoring of the achievements and level of execution of tasks by individual members of the Management Board by the Supervisory Board,
2. strategic, legal and economic analysis, based on consultations within the Company, consultations with the legal department and independent external advisors in the field:
 - 1) examining the current forms of remuneration of the members of the Management Board and the Supervisory Board, including verification whether the remuneration paid in this form meets the objectives set out in point I.2,
 - 2) examining alternative options for remuneration of the members of the Management Board and Supervisory Board,
 - 3) determining the consequences of the choice of the different remuneration options;
3. regular exchange of knowledge between the Supervisory Board and the Management Board in order to jointly develop the objectives and assumptions of this Policy,
4. consultations with selected shareholders at the stage of creating the remuneration policy,
5. development of this Policy by the Management Board on the basis of assumptions developed jointly with the Supervisory Board, taking into account the opinions of shareholders,
6. the Supervisory Board's opinion on the draft Policy,
7. discussing the resolution during the General Meeting,
8. submitting this Policy to the vote of the General Assembly,
9. adoption of the Policy by the General Meeting by way of a resolution.

The Supervisory Board will monitor on an ongoing basis the implementation of the Remuneration Policy, the compliance of the method of payment of remuneration with the assumptions of the Policy, as well as verify whether the adopted criteria for payment of remuneration actually contribute to the implementation of the Company's business strategy, its long-term interests and the stability of the Company.

If the need arises to revise the provisions of the Policy or its important assumptions, the same procedure as in the case of establishing the Policy (internal exchange of knowledge, consultations, development of new assumptions of the Policy, submitting the Policy to the General Assembly's vote) will be conducted.

VII. Description of measures taken to avoid conflicts of interest relating to with the remuneration policy or the management of such conflicts of interest

There is a conflict of interest where a decision by an employee, associate or member of the governing bodies of the Company within the scope of their competence is made taking into account their own personal or financial interests or those of another person or entity, particularly a competitor, that is contrary to the interests of the Company or the CCC Group. There is also a conflict of interest where the interests of an employee, associate or body member of the Company, and their relatives, whether personal or financial, conflict with those of the Company or the Group.

Measures taken to avoid or manage conflicts:

- internal procedures,
- organization of training courses for employees and members of the Management Board and the Supervisory Board in identifying, escalating and managing conflicts of interest,
- implementation of detailed management processes governing the reporting and resolution of conflicts of interest,
- taking into account the shareholders' comments on the draft Policy submitted during the General Meeting,
- acceptance of possible deviations from the application of the Policy in case of exceptional circumstances referred to in Section IX.2 of the Policy,
- periodic comparative remuneration reviews and assessments of their effectiveness in achieving the objective set out in point I.2,
- if necessary, adoption of a resolution of the General Meeting to change the Policy or a resolution of the Supervisory Board to introduce a derogation from the Policy.

The Company may enter into non-competition agreements with members of the Management Board upon termination of the mandate. The maximum remuneration on this account may amount to 50% of the basic fixed remuneration.

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

The establishment of this Remuneration Policy, based on clear, transparent and objective principles, contributes to the implementation of the Company's business strategy, its long-term objectives and the stability of the Company, inter alia, through

- increase the confidence of shareholders in the Company and its managers,
- to increase the motivation and efficiency of the members of the Management Board and Supervisory Board who are remunerated according to clear criteria,
- partial dependence of the variable remuneration paid to members of the Management Board on the Company's and the Group's performance, which is directly affected by their actions,
- linking the interests of the Management Board members with those of the Company and its shareholders,

- appointing to the members of the Management Board specific, ambitious, but also within the scope of possibilities tasks consistent with the direction of the Company's business strategy, the fulfilment of which entitles the members of this body to receive an attractive variable remuneration,
- long-term relationship of the members of the Management Board and the Supervisory Board with the Company, which positively affects the effective and smooth management and stability of the Company,
- making the payment of variable components of remuneration dependent on the results obtained over longer periods of time, which is crucial for achieving long-term goals and ensuring stability of the Company's operations.

IX. Temporary withdrawal from the Policy

1. A temporary derogation from the application of the Policy may be made if necessary for that purpose:
 - 1) the pursuit of long-term interests of the Company and
 - 2) ensure the Company's financial stability or guarantee its profitability.
2. The Supervisory Board of the Company decides on a temporary withdrawal from the application of the Remuneration Policy by way of a resolution. A resolution of the Supervisory Board on withdrawal from the application of the Policy defines the period of withdrawal, as well as indicates the premises, procedure and justification.
3. Withdrawal from the Policy may not last longer than 2 consecutive financial years at a time.
4. Another withdrawal from the Policy may be introduced not earlier than 6 months after the end of the previous withdrawal period.

X. Empowerment of the Supervisory Board to specify the provisions of the Policy

The General Meeting authorizes the Supervisory Board, within the limits set forth in this Remuneration Policy, to specify the following elements of the Policy:

- 1) description of fixed and variable components of the remuneration of members of the Management Board, as well as bonuses and other cash and non-cash benefits that may be granted to members of the above-mentioned bodies,
- 2) financial and non-financial performance criteria for the allocation of variable remuneration components.

XI. Application of the Policy

1. The Company pays remuneration to individual members of the Management Board and the Supervisory Board only in accordance with this Remuneration Policy.
2. The Company shall immediately publish the Policy and the Resolution on the Policy together with the date of its adoption and the results of voting on its website. These documents remain available as long as they are applicable.
3. If the Supervisory Board adopts resolutions concerning the participation of members of the Management Board or the Supervisory Board in the Incentive Schemes of subsidiaries, information concerning such resolutions and their implementation shall be included in the remuneration report.

Draft - for agenda item 17

Secret ballot

**RESOLUTION NO. 28/ZWZA/2022
OF THE ORDINARY GENERAL MEETING OF
CCC JOINT STOCK COMPANY WITH ITS REGISTERED OFFICE IN POLKOWICE OF
June 15, 2022**

on the principles of remunerating the members of the Supervisory Board of CCC S.A. appointed for the next IX term

Acting pursuant to Article 392 § 1 and 3 of the Code of Commercial Companies, § 18 point 3 of the Company's Articles of Association and § 7 point 1 of the Supervisory Board Regulations, the Ordinary General Meeting hereby passes the following resolution

§ 1

1. Each member of the Supervisory Board shall receive monthly gross remuneration of PLN 12,000, with the proviso that the Chairperson of the Supervisory Board and the Deputy Chairperson shall additionally receive monthly gross remuneration of PLN 8,000, subject to par. 2.
2. A member of the Supervisory Board for performing additional functions in a separate committee shall receive additional monthly remuneration of PLN 4,000 gross, with the proviso that a member of the Supervisory Board performing the function of the Chairperson of the committee shall also receive additional monthly remuneration of PLN 2,000 gross.

§ 2

1. Remuneration referred to in § 1 shall be due to members of the Supervisory Board for each month of performing their functions, irrespective of the frequency of formal meetings held in a given month.
2. A member of the Supervisory Board shall not be entitled to remuneration for a given month if he or she, for unjustified reasons, fails to attend a duly convened meeting at least once in that month.
3. The Supervisory Board shall decide on the justification of the member's absence and shall record this fact in the minutes of the meeting.

§ 3

The remuneration referred to in § 1 and 2 shall be paid to members of the Supervisory Board by the 10th day of each month for the previous month. The remuneration shall be charged to the Company's operating expenses.

§ 4

The Company shall cover costs related to the performance of the function of a member of the Supervisory Board, including reasonable travel costs.

§ 5

1. Remuneration referred to in § 1 and 2 and reimbursement of costs referred to in § 4 is due to members of the Supervisory Board for each month, starting from the month in which they started attending in the meetings of Supervisory Board.
2. If a member of the Supervisory Board is dismissed during a month, he/she shall be entitled to remuneration for that month in an amount proportional to the time he/she served as a member of the Supervisory Board in that month.

§ 6

The resolution shall come into force as of the date of its adoption.

JUSTIFICATION OF THE RESOLUTION:

In connection with the appointment of members of the Supervisory Board for the next ninth term, it is necessary to determine the amount of remuneration of members of the Supervisory Board, including for performing additional functions by them. In view of the above, it is necessary to present a draft of this resolution for consideration by the Ordinary General Meeting.