

*Draft – re point 2 of the agenda*

**Secret ballot**

**RESOLUTION NO. 1/OGM/2021  
OF ORDINARY GENERAL MEETING  
OF CCC SPÓŁKA AKCYJNA BASED IN POLKOWICE  
dated on 22 June 2021**

*on the election of the Chairman of the Ordinary General Meeting*

Acting pursuant to art. 409 § 1 of the Code of Commercial Companies and § 5 of the Regulations of the General Meeting, the Extraordinary General Meeting of CCC Spółka Akcyjna based in Polkowice (the "Company") hereby resolves as follows:

§ 1

Mr./Ms. \_\_\_\_\_ is elected as the Chairman of the Ordinary General Meeting.

§ 2

The resolution comes into force upon its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

Pursuant to art. 409 § 1 of the Code of Commercial Companies, the Chairman shall be elected from among persons entitled to participate in the General Meeting.

Pursuant to § 5 of the Regulations of the General Meeting, the person opening the General Meeting immediately orders the election of the Chairman of the General Meeting, in a secret ballot, the Chairman of the General Meeting is elected from among participants with voting rights.

Due to the above, the adoption of a resolution is of order nature and is necessary for the proper organization of the General Meeting.

*Draft – re point 4 of the agenda*

**Open ballot**

**RESOLUTION No. 2/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the adoption of the agenda of the Ordinary General Meeting*

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

§ 1

The agenda is hereby adopted, agreed and announced by the Management Board of CCC S.A. in its announcement convening the Ordinary General Meeting, published on the website of the CCC S.A. and in the current report No RB 30/2021 dated on 26 May 2021.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 409 § 2 of the Code of Commercial Companies and § 6 item 3 of the Regulations of the General Meeting The Chairman of the General Meeting directs the course of the General Meeting in accordance with the adopted agenda. It may not, without the consent of the General Meeting, delete or change the order of matters included in the agenda.

In connection with the above, the adoption of a resolution is of order nature and is necessary for the proper organization of the General Meeting.

**RESOLUTION No. 3/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the approval of the individual financial statements of CCC S.A. for the financial year starting on  
January 1, 2020 ended on January 31, 2021*

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

§ 1

The Ordinary General Meeting, having examined the financial statements of the company for the financial year starting on January 1, 2020 ended on January 31, 2021, and having also examined the report of the Supervisory Board on review of the financial statements, and after reviewing the Supervisory Board report on the results of the unit and consolidated financial statements, Management Board's reports on the operations of the CCC S.A. Capital Group for the financial year starting on January 1, 2020 ended on January 31, 2021 and the motion of the Management Board regarding coverage of the loss for the financial year 2020/2021, approve the report on the operations of CCC S.A. and the financial report for 2020, including:

- statement of financial position prepared as at 31 January 2021, showing a total of **PLN 2,545.7 million** on the side of assets and liabilities;
- statement of comprehensive income for the period from January 1, 2020 to January 31, 2021, showing a net loss of **PLN 657.5 million**;
- statement of changes in equity showing an decrease in equity in the period from January 1, 2020 to January 31, 2021 by **PLN 153.2 million**;
- statement of cash flows showing an increase in net cash in the period from January 1, 2020 to January 31, 2021 by **PLN 104.1 million**;
- notes to the financial statements and explanatory notes.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 393 § 1 item 1 of the Code of Commercial Companies., Art. 395 § 2 item 3 of the Code of Commercial Companies, the separate financial statements for the financial year starting on January 1, 2020 ended on January 31, 2021 are subject to consideration and approval by the Ordinary General Meeting of the Company. Supervisory Board of CCC S.A. by resolution No. 01/05/2021/RN of 24 May 2021, it positively assessed the above-mentioned reports in terms of compliance with the books and documents as well as with the actual state. In connection with the above, it is necessary to submit a draft of this resolution to the agenda of the Ordinary General Meeting to approve the separate financial statements and the report on the operations of CCC S.A.

**RESOLUTION No. 4/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the approval of the Consolidated financial statements and the Management Board's statements on the operations of the Capital Group CCC S.A. for the financial year starting on January 1, 2020 ended on January 31, 2021*

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

§ 1

The Ordinary General Meeting, after considering the consolidated financial statements and the Management Board's report on the operations of the Capital Group for the financial year starting on January 1, 2020 ended on January 31, 2021, as well as after reviewing the Supervisory Board report on the results of the unit and consolidated financial statements, reports on the operations of CCC S.A. and the CCC S.A. Capital Group. and the motion of the Management Board regarding coverage of the loss for the financial year 2020/2021, approve the Management Board's report on the operations of the CCC S.A. Capital Group and consolidated financial statements, including:

- the consolidated statement of financial position prepared as at 31 January 2021, showing balance sheet total assets of **PLN 6 647.4 million** on the side of assets and liabilities;
- the consolidated statement of comprehensive income for the period from January 1, 2020 to January 31, 2021, showing a net loss of **PLN 1 280.3 million**, including a loss on discontinued operations of **PLN 291.4 million** and net loss from continuing operations of **PLN 988.9 million**;
- consolidated statement of changes in equity showing an decrease in equity for the financial year starting on January 1, 2020 ended on January 31, 2021 by **PLN 779.8 million**;
- consolidated statement of cash flows showing an decrease in net cash in the period from January 1, 2020 to January 31, 2021 by **PLN 83.9 million**;
- notes to the financial statements and explanatory notes.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 5 of the Code of Commercial Companies, consolidated financial statements and the Management Board's report on the activities of the CCC S.A. for the financial year starting on January 1, 2020 ended on January 31, 2021 is subject to consideration and approval by the Ordinary General Meeting of the Company.

Supervisory Board of CCC S.A. By resolution No. 02/05/2021/RN of 24 May, 2021, it positively assessed the abovementioned reports in terms of compliance with the books and documents as well as with the actual state.

Therefore, it is necessary to present this resolution to the Ordinary General Meeting to approve the consolidated financial statements and report on the activities of the CCC SA Capital Group.

*Draft – re point 9 of the agenda***Open ballot**

**RESOLUTION No. 5/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the covering the loss for the financial year starting on January 1, 2020 ended on January 31, 2021*

Pursuant to Art. 395 § 2 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The General Meeting decides to cover the loss for the financial year starting on January 1, 2020 ended on January 31, 2021 in the amount of **PLN 657 696 959.45**, from the supplementary capital.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 396 § 5 of the Code of Commercial Companies in connection with the loss incurred for the financial year starting on January 1, 2020 ended on January 31, 2021, the Company recommended that part of the supplementary capital should be allocated to cover it.

The Supervisory Board of CCC S.A., by adoption of Resolution No. 03/05/2021/RN of 24 May 2021, positively assessed the Management Board's request to the General Meeting of the Company regarding the allocation of part of the supplementary capital for covering the loss.

In connection with the above, it is necessary to submit a draft of this resolution to the agenda of the Ordinary General Meeting, to allocate part of the supplementary capital for covering the loss and adoption of resolution.

**RESOLUTION No. 6/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the acknowledgment of the fulfillment of duties  
by the President of the Management Board of the Company for the financial year  
starting on January 1, 2020 ended on January 31, 2021.*

Pursuant to art. 395 § 2 point 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2020 to January 31, 2021 by the President of the Management Board, **Mr. Marcin Czyczerski**.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is to grant to members of the company's bodies discharge for the performance of their duties. Supervisory Board of CCC S.A., after analysing and evaluating financial statements and reports on the operations of the Company and the Capital Group by resolution No. 4/05/2021/RN of 24 May, 2021, requested the Ordinary General Meeting of the Company to grant a vote of approval to Marcin Czyczerski .

In connection with the above, it is necessary to submit a draft of this resolution to the agenda of the Ordinary General Meeting in order to grant a discharge.

**RESOLUTION No. 7/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the acknowledgment of the fulfillment of duties  
by the Vice-President of the Management Board of the Company for the financial year  
starting on January 1, 2020 ended on January 31, 2021*

Pursuant to art. 395 § 2 point 3 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2020 to January 31, 2021 by the Vice-President of the Management Board, **Mr. Mariusz Gnych**.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is to grant to members of the company's bodies discharge for the performance of their duties. Supervisory Board of CCC S.A., after analysing and evaluating financial statements and reports on the operations of the Company and the Capital Group by resolution No. 05/05/2021/RN of 24 May, 2021, requested the Ordinary General Meeting of the Company to grant a vote of approval to Mariusz Gnych.

In connection with the above, it is necessary to submit a draft of this resolution to the agenda of the Ordinary General Meeting in order to grant a discharge.



**RESOLUTION No. 8/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the acknowledgment of the fulfillment of duties  
by the Vice-President of the Management Board of the Company for the financial year  
starting on January 1, 2020 ended on January 31, 2021*

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2020 to January 31, 2021 by the the Vice-President of the Management Board, **Mr. Karol Półtorak**.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is to grant to members of the company's bodies discharge for the performance of their duties. The Supervisory Board of CCC SA, after analyzing and assessing financial statements and reports on the operations of the Company and the Capital Group by virtue of Resolution No. 06/05/2021/RN of 24 May 2021, asked the Ordinary General Meeting of the Company to grant Mr. Karol Półtorak a discharge.

In connection with the above, it is necessary to submit a draft of this resolution to the agenda of the Ordinary General Meeting in order to grant discharge.

**RESOLUTION No. 9/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the acknowledgment of the fulfillment of duties  
by the Member of the Supervisory Board of the Company for the financial year  
starting on January 1, 2020 ended on January 31, 2021*

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2020 to January 31, 2021 by the Chairman of the Supervisory Board, **Mr. Dariusz Miłek**.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the financial year 2020/2021, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Ordinary General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2020/2021.

In connection with the above, it is necessary to submit a draft of this resolution to the debate of the Ordinary General Meeting, to give a discharge.

**RESOLUTION No. 10/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the acknowledgment of the fulfillment of duties  
by the Member of the Supervisory Board of the Company for the financial year  
starting on January 1, 2020 ended on January 31, 2021*

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2020 to January 31, 2021 by the Member of the Supervisory Board, **Mr. Wiesław Oleś**.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the financial year 2020/2021, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Ordinary General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2020/2021.

In connection with the above, it is necessary to submit a draft of this resolution to the debate of the Ordinary General Meeting, to give a discharge.

**RESOLUTION No. 11/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the acknowledgment of the fulfillment of duties  
by the Member of the Supervisory Board of the Company for the financial year  
starting on January 1, 2020 ended on January 31, 2021*

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2020 to January 31, 2021 by the Member of the Supervisory Board, **Mr. Waldemar Jurkiewicz**.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the financial year 2020/2021, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Ordinary General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2020/2021.

In connection with the above, it is necessary to submit a draft of this resolution to the debate of the Ordinary General Meeting, to give a discharge.

**RESOLUTION No. 12/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the acknowledgment of the fulfillment of duties  
by the Member of the Supervisory Board of the Company for the financial year starting on January 1,  
2020 ended on January 31, 2021*

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2020 to January 31, 2021 by the Member of the Supervisory Board, **Mr. Filip Gorczyca**.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the financial year 2020/2021, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Ordinary General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2020/2021.

In connection with the above, it is necessary to submit a draft of this resolution to the debate of the Ordinary General Meeting, to give a discharge.

Draft – re point 11 of the agenda

**Secret ballot**

**RESOLUTION No. 13/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the acknowledgment of the fulfillment of duties  
by the Member of the Supervisory Board of the Company for the financial year  
starting on January 1, 2020 ended on January 31, 2021*

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2020 to January 31, 2021 by the Member of the Supervisory Board, **Mr. Zofia Dzik**.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the financial year 2020/2021, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Ordinary General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2020/2021.

In connection with the above, it is necessary to submit a draft of this resolution to the debate of the Ordinary General Meeting, to give a discharge.

Draft – re point 11 of the agenda

**Secret ballot**

**RESOLUTION No. 14/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the acknowledgment of the fulfillment of duties  
by the Member of the Supervisory Board of the Company for the financial year starting on January 1,  
2020 ended on January 31, 2021*

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from June 24, 2020 to January 31, 2021 by the Member of the Supervisory Board, **Mr. Henry McGovern**.

§ 2

This Resolution shall become effective as of the day of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the financial year 2020/2021, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Ordinary General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2020/2021.

In connection with the above, it is necessary to submit a draft of this resolution to the debate of the Ordinary General Meeting, to give a discharge.

**RESOLUTION NO. 15/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the opinion on the Report on the remuneration of members of the Management Board and the Supervisory Board of the Company for the period from 01.01.2019 to 31.01.2021.*

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 Annual 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 period from 01.01.2019 to 31.01.2021, adopted by the Supervisory Board by Resolution No. 10/05/2021/RN of 24 May 2021.
2. The report on the remuneration of the members of the Company's Management Board and Supervisory Board for the period from 01.01.2019 to 31.01.2021 is attached to this resolution.

§ 2

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

**SUBSTANTIATION OF THE RESOLUTION**

Pursuant to Article 395 §<sup>21</sup> of the Code of Commercial Companies, the subject matter of the Annual General Meeting should be the adoption of the resolution referred to in Article 90g(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 2019, item 623, 1798 and 2217). In view of the above, it is necessary to present the draft of this resolution for the Annual General Meeting. The resolution giving an opinion on the remuneration report is advisory in nature.



Annex to Resolution No. 15/ OGM/2021 of 22 June 2021.



**REMUNERATION REPORT OF  
MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD  
OF CCC S.A.  
FOR THE YEAR 2019 AND 2020/21**

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

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## 1. Introduction

Fulfilling the obligation arising from Article 90g of the Act of 29th July 2005 on public offering and the conditions for introducing financial instruments to the organized trading system and on public companies (Journal of Laws No. 184, item 1539, as amended; hereinafter: "**Act on Offering**"), the Supervisory Board of CCC S.A. (hereinafter: "**the Company**") prepares an annual remuneration report (the "**Report**"), presenting a comprehensive overview of remuneration, 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 1.01.2019 to 31.01.2021, in accordance with the Remuneration Policy for Members of the Management Board and the Supervisory Board of CCC S.A. of **24 June 2020**. (hereinafter: "Remuneration **Policy**").

The report covers the period from 1.01.2019 to 31.12.2019 and the period from 1.01.2020 to 31.01.2021. (hereinafter: "**2020/21**"), i.e. two full financial years of the Company, including 2020/21 which is exceptionally a 13-month period due to the change of the Company's financial and fiscal year to the period from 1 February to 31 January, with effect from 1.02.2021. (pursuant to Resolution No. 3/NWZA/2019 of the Extraordinary Annual General Meeting of the Company of 26 September 2019).

For comparative purposes, the data presented in this Report also include data for the calendar year 2020 (the 12-month comparative period covering the period from 1 January 2020 to 31 December 2020).

All monetary amounts in the Report are presented in Polish zloty and in gross terms.

Based on Article 90e of the Act on Offering, the assessment of compliance of the remuneration paid with the Remuneration Policy covers the period from 24.06.2020, i.e. from the date of entry into force of the first Remuneration Policy, to 31.01.2021.

The Company provides below a summary of the remuneration highlights for the period under review.

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

In 2019, one of the most important areas of activity for CCC Group S.A. ("**CCC Group**"), in which the Company plays a dominant role, was the expansion in the e-commerce segment. The development of online sales channels included, among others, the launch of the CCC mobile application and e-commerce ccc.eu - fully functional, offering delivery of products from the CCC offer directly to customers' homes, the debut of the eobuwie.pl platform on the next, already fifteenth market (in Switzerland), the debut of the MODIVO platform or the start of sales within the DeeZee channel on the first foreign market (in Ukraine).

The business situation and operations of the CCC Group in the 2019 financial year were also affected by events and factors such as, but not limited to:

- construction of a new logistics centre for eobuwie.pl, which more than tripled the capacity of the existing centre;
- development of the eobuwie.pl hybrid shop chain and the esize,me project;
- starting cooperation with *influencers* in terms of promoting CCC Group products;
- expanding the product portfolio with new own brands, branded sports shoes and suitcases and accessories (e.g. DeeZee, Gino Rossi);
- making important decisions regarding the presence of the CCC Group on the Western European markets - searching for profitability by reducing the sales network and concentrating on the most promising shops, liquidating local logistic processes or centralizing corporate functions,

In 2020/21, CCC Group's performance remained significantly impacted by the coronavirus outbreak. With the outbreak of the COVID-19 pandemic and the introduction of a temporary retail ban in the countries of CCC Group's operations, the implementation of the existing business strategy and financial plans were significantly disrupted.

In response to the pandemic, the CCC Group prepared a comprehensive plan to stabilise the functioning, covering the operational, financial and strategic dimensions. Key actions included maintaining the Group's operating processes in an environment of widely used remote working, strengthening e-commerce logistics processes, accelerating the launch of e-commerce platforms in new markets, starting negotiations with landlords on adapting lease terms to the circumstances of the pandemic and the expected decrease in the number of people visiting shops after their opening, applying for and receiving support from available public assistance programmes for labour and other costs.

The Supervisory Board and the Management Board, realising the need to actively support the Company in the difficult *lockdown* period, decided to apply appropriate stabilisation measures also to the remuneration of the Management Board. In view of this, on the basis of a resolution of the Supervisory Board dated 30 April 2020, it was decided to suspend the payment of bonuses to members of the Management Board of the Company for the year 2020/21 (even before the bonus became due). At the same time, the Supervisory Board adopted that the payment would be decided by 30 June 2021, which was dictated by the need to adjust any payments to the Company's financial situation.

Thanks to the preventive measures taken, despite the pandemic and the double *lockdown* involving the Company's offline shops, the CCC Group's business was not permanently affected. The measures taken made it possible to realise revenues at a similar level to 2019 and maintain the Group's financial stability. Sales in the fourth quarter of 2020/21 (including January 2021) even turned out to be slightly higher than the identical period of the previous year. A record share of e-commerce in the CCC Group's revenue was also recorded.

Therefore, the Management Board of the Company, based on the current financial results, believes that appropriate measures have been taken and are being taken to ensure the implementation of the adopted plans of the Company and the CCC Group.

Notwithstanding the coronavirus pandemic, the business situation and operations of the CCC Group in the 2020/21 financial year were also affected by events and factors such as:

- the publication and implementation of the GO.22 Strategy and the Sustainable Development Strategy that is part of it;
- implementing a programme to stabilise the Group's financing by concluding an agreement with financing institutions, bondholders and carrying out an issue of shares and obtaining new financing with a guarantee from BGK;
- Accelerating the expansion of the omnichannel ecosystem of trade by launching new channels for contact with customers - including the launch of the CCC.EU platform in three new markets, the CCC application in five new markets, the DeeZee platform in four new markets, the entry of eobuwie.pl to Croatia, the launch of Modivo in three new foreign markets and others;
- further development of the product offer, inter alia, by refreshing and strengthening the identity of key own brands (Lasocki, Gino Rossi, Sprandi, DeeZee, Jenny Fairy), extending the available assortment of these brands (e.g. DeeZee clothing), or expanding the offer of third-party brands (mainly eobuwie.pl and Modivo);
- launching products from the organic line, carrying out a number of sustainability initiatives and receiving an MSCI ESG A rating in this regard.

The aforementioned events prove the uninterrupted development of the Company's and the CCC Group's activities and the fullest possible implementation of the objectives and business strategy, despite the difficult economic situation caused by the COVID-19 epidemic.

The Supervisory Board - in view of the Company's performance - decided by resolution of 28 January 2021 to pay to the members of the Management Board an individual short-term bonus for the second half of 2020/21 and an individual short-term bonus for the first half of 2020/21 which had been granted but withheld for payment.

Due to the dynamic development of both the Company and the entire CCC Group, the most up-to-date information on activities and business strategy is published on an ongoing basis on the website: <https://corporate.ccc.eu/o-firmie>.

## **1.2. Changes in the composition of the Management Board or Supervisory Board members**

In 2019, due to the resignation of Mr Dariusz Miłek from the position of the President of the Management Board and from the membership of the Company's Management Board, the composition of the Company's Management Board changed. It consisted of the following persons:

- Dariusz Miłek - President of the Management Board (until 11.04.2019);
- Marcin Czyczerski - Vice President (until 11.04.2019) and then President (from 11.04.2019) of the Board;
- Karol Półtorak - Vice-President of the Management Board;
- Mariusz Gnych - Vice-President of the Management Board.

The composition of the Supervisory Board changed significantly in 2019, in particular due to the appointment by the General Meeting of Shareholders on 18.06.2019 of Supervisory Board of a new term of office. The composition of the Supervisory Board was as follows:

- Dariusz Miłek - Chairman of the Supervisory Board (from 11.04.2019);
- Wiesław Oleś - Chairman (until 11.04.2019) and then Vice-Chairman (from 11.04.2019) of the Supervisory Board;
- Waldemar Jurkiewicz - Member of the Supervisory Board (throughout 2019);
- Filip Gorczyca - Member of the Supervisory Board (from 11.04.2019);
- Zofia Dzik - Member of the Supervisory Board (from 18.06.2019);
- Marcin Murawski - Member of the Supervisory Board (until 18.06.2019);
- Piotr Nowjalis - Member of the Supervisory Board (until 18.06.2019);
- Jerzy Suchnicki - Member of the Supervisory Board (until 11.04.2019) There were no personal changes to the Company's Board of Directors in 2020/21, which therefore included the following persons:
- Marcin Czyczerski - President of the Management Board;
- Karol Półtorak - Vice-President of the Management Board;
- Mariusz Gnych - Vice-President of the Management Board.

In 2020/21, the composition of the Supervisory Board has changed slightly. On 24 June 2020, Henry McGovern was appointed to serve as a member of the Supervisory Board. The composition of the Supervisory Board in 2020/21 was thus as follows:

- Dariusz Miłek - Chairman of the Supervisory Board;
- Wiesław Oleś - Vice Chairman of the Supervisory Board;
- Zofia Dzik - Member of the Supervisory Board;
- Waldemar Jurkiewicz - Member of the Supervisory Board;
- Filip Gorczyca - Member of the Supervisory Board;
- Henry McGovern - Member of the Supervisory Board (from 24.06.2020).

### 1.3. Key changes to the Remuneration Policy

The remuneration policy was introduced on 24.06.2020 and was not amended during the reported year.

### 1.4. Deviations from the Remuneration Policy

In the reported period, the Company did not apply any exceptions to both the procedure for implementing the Remuneration Policy and the exceptions referred to in Article 90f of the Act on Offering.

## 2. Total remuneration broken down into components and proportions between these components

The Company presents below, in separate tables, 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 variable and fixed components.

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

As fixed salaries are payable by the 10th of the following month, the Report includes salaries due for the months of December 2018 to November 2019, paid in January - December 2019, and for the months of December 2019 to December 2020, paid in January 2020 - January 2021.

### 2.1. Total remuneration of the members of the Management Board

The members of the Management Board receive a fixed remuneration from the Company by virtue of their appointment. In addition, they receive additional pecuniary and non-pecuniary benefits listed in point 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.

In 2019 and 2020/21, at the Management Board's own initiative, due to the Company's financial performance and the economic situation, the fixed remuneration of the members of the Management Board by virtue of their appointment was temporarily reduced by 25% between October and December 2019 and by 20% between March and June 2020 (due to the economic situation of the Company caused by the COVID-19 epidemic). There was no compensation of the reduced remuneration in the following months.

As part of variable remuneration, semi-annual (based on individual criteria), annual (team criteria) and 3-year bonuses (based on the increase in value of the Company, calculated as share price) are generally paid. Information on the bonus criteria for 2020/21 is included in section 4 of the Report. However, the Company does not present information on bonus criteria for 2019 due to the fact that the Remuneration Policy was not in force during this period.

The general rules expressed in the Regulations for remuneration of the members of the Management Board of CCC S. A. provide that short-term individual bonus for the first half of the year is paid until 30 September of the year, and for the second half - until 31 March of the following year. In turn, short-term team bonus, covering the period of a year, is paid until 31 March of the following year. For the long-term bonus for 2020-2022, the payment date is 2023.

The Company reports the amounts of all bonuses in the Remuneration Report covering the year in which they were paid or became payable (in principle: 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 for the 3-year period ended in the year preceding the reported year).

Pursuant to resolutions of the Supervisory Board Nos. 01/04/2020/RN of 30 April 2020, 03/09/2020/RN of 29 September 2020 and 02/01/2021/RN of 28 January 2021, adopted at the request of the Management Board of the Company, the **short-term bonuses for the year 2020/21 (for the first and second half of the year) are payable by 31.03.2021**. There has therefore been a postponement of the payment of the bonuses for the first half of 2020/21 due to the prevailing market situation (COVID-19 pandemic). Both half-year bonuses will be included in the total remuneration of the members of the Executive Board in accordance with their due date, i.e. in the remuneration report for the financial year 1.02.2021 - 31.01.2022 (hereinafter: "**2021/22**").

Separately, in order to provide a comprehensive overview of the implementation of the Remuneration Policy in the reporting period, the Company also presents the amount of bonuses awarded for the financial year 2020/21, payable in the financial year 2021/22, as well as the criteria applied and information on their implementation (item 4 of the Report).

In accordance with the Remuneration Policy, the Company shapes the remuneration system so that the proportion of variable remuneration is between 65% and 150% of the amount of fixed remuneration (excluding long-term bonus based on share price). However, given that the Remuneration Policy came into effect during the 2020/21 financial year and this Report also takes into account the amounts paid in 2020/21 on the basis of previously applicable rules, e.g. with regard to individual bonuses for the second half of 2019, it is not possible to assess the compliance of the applied proportion with the Remuneration Policy on the basis of data relating to a full financial year. The Company will make such an assessment in the next remuneration report.

### Total remuneration of the members of the Management Board

Name of Management Board member, position		Fixed salary elements		Variable components of remuneration		Sum of all remuneration components	Proportion of variable versus fixed remuneration
		Remuneration on appointment <sup>[2]</sup> .	Additional pecuniary and non-pecuniary benefits, including benefits towards relatives	Short-term bonus <sup>[3]</sup>	Long-term bonus (2020-2022), payment in 2023		
<b>Marcin Czyczerski</b> , President of the Management Board <sup>[1]</sup> .	2020/21	1 204 375	8 320	0 <sup>[4]</sup>	-	1 212 695	n/a - no variable remuneration
	2020	1 104 375	7 680	0 <sup>[4]</sup>	-	1 112 055	n/a - no variable remuneration
	2019	1 143 750	7 680	250 000	-	1 401 430	22%
<b>Karol Póltorak</b> , Vice-President of the Management Board	2020/21	976 500	5 200	140 000	-	1 121 700	14%
	2020	906 500	4 800	140 000	-	1 051 300	15%
	2019	805 000	4 800	390 000	-	1 199 800	48%
<b>Mariusz Gnych</b> , Vice-President of the Management Board	2020/21	976 500	9 100	140 000	-	1 125 600	14%
	2020	906 500	8 400	140 000	-	1 054 900	15%
	2019	805 000	8 400	390 000	-	1 203 400	48%
<b>Dariusz Miłek</b> , President of the Management Board until 11.04.2019	2020/21	-	-	-	-	-	-
	2020	-	-	-	-	-	-
	2019	303 333	2 121	0	-	305 454	n/a - no variable remuneration

<sup>[1]</sup> Mr Marcin Czyczerski has served as President of the Management Board since 11.04.2019, previously - Vice President of the Management Board.

<sup>[2]</sup> The fixed remuneration of the members of the Executive Board by virtue of their appointment was temporarily reduced by 25% from October to December 2019 and by 20% from March to June 2020 at the request of the Executive Board.

<sup>[3]</sup> The amounts shown include:

- in respect of 2020/21 - bonuses paid in 2020/21 for the second half of 2019; due to the postponement of the bonus for the first half of 2020 until 31.03.2021, the amount of this bonus is not included in this statement;

- in respect of 2019, the bonuses paid in 2019 covering the second half of 2018 and the first half of 2019.

<sup>[4]</sup> Mr Marcin Czyczerski did not receive a short-term bonus for 2019 because the Regulations for the remuneration of the members of the Company's Management Board, as in force until 31.12.2019, did not provide for the payment of a short-term bonus to the President of the Company's Management Board (due to the fact that this function was previously held by Mr Dariusz Miłek, who voluntarily did not receive variable remuneration due to his role as a shareholder).



**Bonuses granted for the year 2020/21**  
 payable in 2021/22

Name of Board member, position	Short-term bonus		Payment deadline
	Individual short-term bonus		
	1st half of 2020/21	Second semester 2020/21	
<b>Marcin Czyczerski</b> , President of the Management Board	200 000	200 000	31.03.2021 r.
<b>Karol Póltorak</b> , Vice-President of the Management Board	140 000	140 000	
<b>Mariusz Gnych</b> , Vice-President of the Management Board	140 000	140 000	

## 2.2. Total remuneration of the members of the Supervisory Board

The remuneration of the members of the Supervisory Board illustrates the total remuneration received by the members of the Supervisory Board in the financial year 2019 and 2020/21 (all outstanding benefits have been paid).

In accordance with point II. 1. 1) 1. Remuneration Policy Members of the Supervisory Board receive basic remuneration by virtue of their appointment in the amount determined by a resolution of the General Meeting. The amount of monthly basic remuneration may differ between individual members of the Supervisory Board due to the functions they perform.

The 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 duly convened meeting for unjustified reasons at least once in that month.

In accordance with the contents of the Remuneration Policy, in addition to the fixed remuneration for their appointment, members of the Supervisory Board may also receive additional pecuniary and non-pecuniary benefits listed in item II. 1. 1) 3 of the Remuneration Policy. The additional benefits, i.e. a private medical care package also covering relatives, were used by the Chairman of the Supervisory Board (Mr Dariusz Miłek) in the financial year 2019 and 2020/21. The other members of the Supervisory Board did not receive additional benefits.

In accordance with point II. 1. 2) 9. of the Remuneration Policy, members of the Supervisory Board do not receive variable components of remuneration. Due to the lack of variable components of remuneration for members of the Supervisory Board, it is not possible to determine the proportion between fixed and variable components, as referred to in Article 90d sec.3 point 2 of the Act on Public Offering.

The Chairman of the Supervisory Board voluntarily does not receive remuneration for his appointment due to his role as a shareholder - Mr Dariusz Miłek holds through ULTRO S.à r.l. 31.12% of shares in the Company's share capital (38.32% of votes at the General Meeting).

**Total remuneration of the members of the Supervisory Board**

Name and surname of the Supervisory Board member, position		Fixed salary elements		Sum of all remuneration components	Proportion of variable versus fixed remuneration
		Remuneration for appointment and for additional functions in the select committee	Additional pecuniary and non-pecuniary benefits, including benefits towards relatives		
<b>Dariusz Miłek,</b> Chairman of the Supervisory Board, as from 11.04.2019	2020/21	0	8 190	8 190	n/a - no variable remuneration
	2020	0	7 560	7 560	
	2019	0	5 439	5 439	
<b>Wiesław Oleś,</b> Vice Chairman of the Supervisory Board <sup>[1]</sup>	2020/21	130 000	0	130 000	
	2020	120 000	0	120 000	
	2019	120 000	0	120 000	
<b>Waldemar Jurkiewicz,</b> Member of the Supervisory Board, Member of the Audit Committee	2020/21	104 000	0	104 000	
	2020	96 000	0	96 000	
	2019	79 524	0	79 524	
<b>Filip Gorczyca</b> Member of the Supervisory Board, Chairman of the Audit Committee, Appointed to the RN 11.04.2019.	2020/21	117 000	0	117 000	
	2020	108 000	0	108 000	
	2019	63 096	0	63 096	
<b>Zofia Dzik,</b> Member of the Supervisory Board, Member of the Audit Committee Appointed to the RN 18.06.2019.	2020/21	104 000	0	104 000	
	2020	96 000	0	96 000	
	2019	40 051	0	40 051	
<b>Henry McGovern,</b> Member of the Supervisory Board Appointed to the RN 24.06.2020.	2020/21	43 429	0	43 429	
	2020	37 429	0	37 429	
	2019	-	-	-	
<b>Marcin Murawski,</b>	2020/21	-	-	-	
	2020	-	-	-	

Member of the Supervisory Board, Chairman of the Audit Committee, in the RN until 18.06.2019.	2019	59 685	0	59 685	
<b>Piotr Nowjalis,</b> Member of the Supervisory Board, Member of the Audit Committee, in the RN until 18.06.2019.	2020/21	-	-	-	
	2020	-	-	-	
	2019	53 053	0	53 053	
<b>Jerzy Suchnicki,</b> Member of the Supervisory Board, Member of the Audit Committee, in the RN until 11.04.2019.	2020/21	-	-	-	
	2020	-	-	-	
	2019	35 429	0	35 429	

<sup>[1]</sup> Mr Wieslaw Oleś has served as Vice Chairman of the Supervisory Board since 18.06.2019. , previously Chairman of the Supervisory Board.

### 3. An explanation of how total remuneration is consistent with the adopted Remuneration Policy, including how it contributes to the Company's long-term performance

The report provides a comprehensive overview of remuneration, including all benefits, in whatever form, received by or due to individual members of the Company's Management Board and Supervisory Board in the 2019 financial year and in the 2020/21 financial year - in accordance with the Remuneration 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 Article 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 the 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 the members of the Management Board to undertake activities 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 increasing sales in digital channels (development of e-commerce),
  - o stability, efficiency and profitability in the financial context,
  - o organisational and management improvements, including improving the quality of financial and management reporting and digitalising the organisation,
  - o the development of the Company and the Group in terms of production and logistics with a particular focus on actions towards sustainable development.

A comparison of the described business strategy and the 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 fulfilment 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 fulfilment of the business strategy, long-term interests and stability of the Company.

In addition, **the total remuneration 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 six-month, one-year and three-year periods, which makes it possible to increase the motivation of members of the Management Board to achieve results consistent with the Company's long-term strategy;
- Thanks to periodic criteria, including long-term ones, it is also possible to maintain continuity in the management of the Company, which ensures the stability of its operations;
- payment of remuneration commensurate with the results achieved, proportionate and determined in accordance with market practice, the amount of which is sufficient to recruit, retain and motivate persons with the competences necessary for the proper management and supervision of the Company, and which is commensurate with the size of the company and bears a reasonable relationship to the Company's economic results.

#### 4. Information on how the performance criteria were applied

##### 4.1. Individual short-term bonus for the first and second half of 2020/21

In accordance with point II.1.2) 2. of the Remuneration Policy, a bonus is granted upon achievement of targets at a minimum level of 80%. The Supervisory Board determines the amount of the individual short-term bonus 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 2020/21, 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 regard to the individual short-term objectives for the members of the Board of Directors for the first half of 2020/21 and the short-term objectives common to the entire Board of Directors for 2020/21 - by Resolution No. 01/01/2020/RN of 21 January 2020,
- with regard to the individual short-term targets for the members of the Management Board for the second half of 2020/21 - by resolution no. 02/09/2020/RN of 29.09.2020.

The degree of fulfilment of each objective was ascertained in accordance with the methods indicated under II. 2. 1) and 2) of the Remuneration Policy, i.e.:

- in respect of financial criteria, based on financial data presented by the Company in the standalone or consolidated financial statements for the relevant period to which the criterion relates, or from financial and management accounting systems;
- in terms of non-financial criteria, based on the 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 2020/21 was reached in Supervisory Board resolutions No. 03/09/2020/RN of 29 September 2020. (H1) and No. 02/01/2021/RN of 28 January 2021. (2nd half-year).

The payment of short-term bonuses to members of the Management Board for 2020/21 was suspended on the basis of a resolution of the Supervisory Board dated 30 April 2020. In a resolution of 28.01.2021. The Supervisory Board decided to pay the bonus for 2020/21 until 31.03.2021.

Aggregated information in respect of the bonus criteria applied for individual short-term bonuses for H1 and H2 2020/21 is included below.

Name, position	Bonus criteria (covering the whole year)	Half-year	Overall implementation rate	Amount of the premium	Payment deadline
<b>Marcin Czyczerski</b> , President of the Management Board	Financial objectives - related to, among other things, increasing the Company's financial performance, profitability and efficiency. Non-financial objectives - organisational and management improvements, including improving the quality of financial and management reporting and digitalising the organisation.	I 2020/21	85%	200 000	31.03.2021 r.
		II 2020/21	100%	200 000	
<b>Karol Półtorak</b> , Vice-President of the	Financial and non-financial objectives - development of e-commerce projects in Poland and abroad, including the development of mobile applications, CCC Club and esize.me; strategic investment projects.	I 2020/21	85%	140 000	
		II 2020/21	90%	140 000	

Management Board					
Mariusz Gnych, Vice-President of the Management Board	Financial and non-financial objectives - development of the Company and the Group in terms of production and logistics with particular emphasis on actions towards sustainable development, restructuring projects.	I 2020/21	90%	140 000	
		II 2020/21	90%	140 000	

#### 4.2. Short-term team bonus for 2020/21

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 Board of Executives, and is granted for annual periods. The basis for determining the amount of the bonus is four times the monthly remuneration to which a given member of the Management Board is entitled. The bonus is generally payable by 31.03 of the following year.

The team targets set to Board members for 2020/21 were met; however, due to the Company's lack of expected net profitability, the short-term team bonus for 2020/21 was not awarded and paid.

Achieved team targets for 2020/21 included:

- defining and launching a process to oversee the implementation of the strategy and strengthen the foundations of the organisation;
- development of customer centricity, marketing activities;
- improving organisational performance (e.g. new digital tools among senior and middle management, reinforcing a culture of innovation and continuous improvement, strengthening mechanisms to encourage change and innovation);
- financial stability, inter alia in the context of long-term financing;
- stepping up activities in the field of social responsibility.

#### 4.3. Long-term premium 2020-2022

According to point II. 1. 2) 1. c. of the Remuneration Policy, the long-term cash bonus is based on the increase in the value of CCC SA (understood as an increase in the share price). It is granted to each member of the Management Board for a 3-year period, in the amount calculated as 100,000 x the difference between the average price of the Company's shares in the fourth quarter of 2022, and the issue price of shares series I and J. The bonus is payable by 31.03.2023 and will be shown in the remuneration report for the year 2023/24 (in accordance with the established payment date). Its valuation will be based on the average share price in Q4 2022.

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

In accordance with Article 90g (3), data for the years 2016-2018 for which the Supervisory Board was not required to prepare a remuneration report have been omitted.

Data in thousand PLN	2019	2020/21 <sup>[1]</sup>
<b>Remuneration of the Management Board (total)</b>	<b>4 087,1</b>	<b>3 460</b>
Year-on-year change		-15%
<b>Average remuneration of the Member of the Management Board (annual)</b>	<b>1 196,2</b>	<b>1 153,3</b>
Year-on-year change		-4%
<b>Remuneration of the Supervisory Board (total)</b>	<b>450,8</b>	<b>506,6</b>
Year-on-year change		+12%
<b>Average remuneration of a Supervisory Board Member (annual)</b>	<b>94,91</b>	<b>92,1</b>
Year-on-year change		-3%
<b>Sales revenues</b>	<b>2 270 068</b>	<b>1 822 790</b>
Year-on-year change		-24%
<b>Gross profit on sales</b>	<b>693 729</b>	<b>728 719</b>
Year-on-year change		0%
<b>Average remuneration of the Company's employees other than members of the Management Board and Supervisory Board (for the financial year)</b>		
- data in PLN	<b>42 071,04</b>	<b>46 019,41</b>
Year-on-year change		+9%

<sup>[1]</sup> The data for the 2020/21 financial year exceptionally covers a 13-month period, so that the annualised percentage change in the Company's remuneration and performance presented may not reflect the actual trend of change.

## 6. Remuneration of entities belonging to the same group

According to the Remuneration Policy, the total remuneration of the members of the Management Board received from other Group entities should not exceed 5% of the total remuneration received from the Company. In the period since the date of entry into force of the Remuneration Policy, this requirement has been met.



**Remuneration of the members of the Management Board from CCC Group entities**

Name of Management Board member, position		Paying agent	Fixed salary elements				Sum of all remuneration components	Total remuneration from all entities
			Remuneration on appointment		Remuneration under the employment contract			
			Remuneration	Function	Remuneration	Position		
<b>Marcin Czyczerski</b> , President of the Management Board	2020/21	CCC Factory sp. z o.o.	0	-	32 800	Financial advisor	32 800	33 083
		eObuwie.pl S.A.	283	Member of the Supervisory Board	0	-	283	
	2020	CCC Factory sp. z o.o.	0	-	30 000	Financial advisor	30 000	30 283
		eObuwie.pl S.A.	283	Member of the Supervisory Board	0	-	283	
	2019	CCC Factory sp. z o.o.	0	-	30 000	Financial advisor	30 000	30 279
		eObuwie.pl S.A.	279	Member of the Supervisory Board	0	-	279	
<b>Karol Półtorak</b> , Vice-President of the Management Board	2020/21	eObuwie.pl S.A.	283	Member of the Supervisory Board	0	-	283	283
	2020	eObuwie.pl S.A.	283	Member of the Supervisory Board	0	-	283	283
	2019	eObuwie.pl S.A.	279	Member of the Supervisory Board	0	-	279	279
<b>Mariusz Gnych</b> , Vice-President of the Management Board	2020/21	CCC Factory sp. z o.o.	63 750	President of the Management Board	0	-	63 750	63 750
	2020	CCC Factory sp. z o.o.	56 250	President of the Management Board	0	-	56 250	56 250
	2019	CCC Factory sp. z o.o.	90 000	President of the Management Board	0	-	90 000	90 000

## Remuneration of Supervisory Board members from CCC Group entities

Name and surname of the Supervisory Board member, position		Paying agent	Fixed salary elements		Sum of all remuneration components
			Fixed remuneration on appointment	Function	
<b>Dariusz Milek</b> , Chairman of the Supervisory Board	2020/21	eObuwie.pl S.A.	283	Member of the Supervisory Board	283
	2020	eObuwie.pl S.A.	283	Member of the Supervisory Board	283
	2019	eObuwie.pl S.A.	279	Member of the Supervisory Board	279
<b>Waldemar Jurkiewicz</b> , Member of the Supervisory Board, Member of the Audit Committee	2020/21	eObuwie.pl S.A.	279	Member of the Supervisory Board	279
	2020	eObuwie.pl S.A.	279	Member of the Supervisory Board	279
	2019	eObuwie.pl S.A.	279	Member of the Supervisory Board	279

### 7. The number of financial instruments granted or offered and the main conditions for the exercise of the rights attached to those instruments

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

There were also no financial instruments granted or offered during the reported period under the Company's 2017-2019 incentive scheme.

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

No variable remuneration was claimed by the Company during the period covered by this report.

### 9. Information concerning deviations from the Remuneration Policy, including an explanation of the rationale and procedure and an 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 derogations applied pursuant to Article 90f of the Act on Public Offering

During the reporting period, the Company did not make use 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 Offering and Section IX of the Remuneration Policy.

Due to special market circumstances (the outbreak of the COVID-19 pandemic in the first quarter of 2020/21) and in order to safeguard the interests of the Company, the Supervisory Board decided to postpone the payment of the individual bonuses of the Management Board for 2020/21. The payment was finally postponed to 2021/22. However, due to the introduction of these measures before the Remuneration Policy came into force, and taking into account the fact that the changes consisted only in withholding remuneration and not in paying 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 on the previous remuneration report was taken into account**

This Report is being prepared for the first time and, as a result, a shareholders' opinion resolution has not yet been passed. This obligation will be fulfilled when preparing the next remuneration report.

The report was adopted by the Supervisory Board by resolution No. 10/05/2021 of 24 May 2021.

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 Report is Ernst & Young Audyt Polska sp. z o.o. s.k.

**RESOLUTION NO. 16/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the approval of the Regulations of the Supervisory Board*

Pursuant to § 18 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Annual General Meeting approves the Rules of Procedure of the Supervisory Board of CCC S.A. adopted by the resolution of the Supervisory Board No. 11/05/2021/RN of 24th May 2021 which is an annex to this resolution.

§ 2

The Rules of Procedure of the Supervisory Board adopted by resolution of the Supervisory Board No. 04/04/2012/RN of 24 April 2012 and approved by resolution No. 16/ZWZA/2012 of 29 June 2012, as amended, are hereby repealed.

§ 3

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

**SUBSTANTIATION OF THE RESOLUTION:**

The proposed Regulations of the Supervisory Board have been developed on the basis of the Regulations of the Supervisory Board adopted by Resolution of the Supervisory Board No. 04/04/2012/RN of 24 April 2012 and approved by Resolution No. 16/ZWZA/2012 of 29 June 2012, as amended. It includes a number of changes, including, among others, editorial changes of the binding provisions, transfer of some provisions between paragraphs grouping individual substantial issues, deletion of obsolete provisions or provisions inconsistent with binding regulations, specification of provisions in accordance with the Company's practice, in particular with regard to organisation of Supervisory Board meetings or adoption of resolutions, taking into account changes in the Commercial Companies Code in the area of remote meetings or adoption of resolutions. In view of the above, it is necessary to present a draft of this resolution to the Annual General Meeting in order to approve the new wording of the Regulations of the Supervisory Board.

**REGULATIONS  
OF THE SUPERVISORY BOARD**

**CCC** JOINT-STOCK COMPANY  
POLKOWICE  
6 Strefowa Street

*(adopted by resolution of the Supervisory Board No. 11/05/2021/RN of 24 May 2021  
and approved by resolution No. 16/ZWZA/2021 of 22 June 2021)*

## § 1.

### **Preliminary provisions**

1. The Supervisory Board is the supervisory body over the activities of the Company under the name of CCC Spółka Akcyjna, based in Polkowice, hereinafter referred to as "the Company".
2. The Supervisory Board acts pursuant to the provisions of the Act of 15 September 2000. - Code of Commercial Companies (Journal of Laws No. 94, item 1037, as amended), other applicable laws, provisions of the Company's Articles of Association, resolutions of the General Meeting of Shareholders and the Supervisory Board Regulations.

## § 2.

### **Composition and method of appointment of the Supervisory Board**

1. The Supervisory Board consists of five to seven members appointed and dismissed by the General Meeting. Appointment is for a joint term of three years.
2. The number of members of the Supervisory Board shall be determined by the General Meeting.
3. The terms of office of the members of the Supervisory Board shall expire:
  - a) as of the date of the General Meeting approving the financial statements for the last full financial year in which the member served on the Supervisory Board;
  - b) in the event of resignation from the Supervisory Board;
  - c) in the event of dismissal by the General Meeting - as of the date of the relevant resolution of the General Meeting;
  - d) in the event of death.
4. A member of the Supervisory Board shall submit his/her resignation to the Company and deliver the letter or submit a statement of resignation to one member of the Management Board or a proxy. In addition, he should notify the Chairman of the Supervisory Board of the resignation.
5. If at the time of resignation by a member of the Supervisory Board no seat on the Management Board is filled, the resignation of the member of the Supervisory Board may be submitted to the Supervisory Board, and if the statement of resignation is submitted by all members of the Supervisory Board at the same time or by the last member of the Board, the resignation may be submitted to shareholders together with simultaneous convening the General Meeting of Shareholders referred to in Article 3971 c.c.c. The resignation shall be effective as of the day following the date for which the General Meeting of Shareholders was convened.
6. A member of the Supervisory Board should not resign during his or her term of office if this could render the functioning of the Supervisory Board impossible, in particular if it could prevent the timely adoption of an important resolution or the functioning of the Supervisory Board as a body.
7. In the event of early expiry of the mandate of a member of the Supervisory Board, the General Meeting at its next meeting shall co-opt the missing persons for the period until the expiry of the term of office of the Supervisory Board.
8. The following may not be members of the Supervisory Board: a member of the Management Board, a commercial proxy, a liquidator, a manager of a branch or establishment, a chief accountant

employed by the Company, a legal adviser or attorney, or any other person directly subordinate to a member of the Management Board or liquidator.

9. At least two members of the Supervisory Board should meet the independence criteria set out in the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision and Appendix II to the Commission Recommendation of 15.02.2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board of 15 February 2005, and have no real and significant links with a shareholder holding at least 5% of the total number of votes in the Company.
10. A candidate for a member of the Supervisory Board shall submit to the Company a written declaration as to his/her compliance with the independence criteria set out in the Code of Best Practice for WSE Listed Companies and other applicable laws.
11. The Supervisory Board, after each election or change in its composition by the General Meeting, shall adopt a resolution stating how many of its members meet the independence criteria and the reasons for granting them such status.

### § 3.

#### **Powers and responsibilities of the Supervisory Board**

1. The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations.
2. The Supervisory Board may express opinions on all matters relating to the Company's business.
3. The scope of the Supervisory Board's activities includes the issues listed in the Company's Articles of Association and generally applicable legal regulations, including in particular
  - a) appointment and dismissal of members of the Company's Management Board, including determination of the number of Management Board members for a given term of office;
  - b) evaluation of the Company's financial statements, the Capital Group's financial statements, the Management Board's reports on the Company's and Capital Group's activities and its proposals regarding profit distribution and loss coverage, and submission of annual reports on the results of this evaluation to the General Meeting;
  - c) presenting to the Annual General Meeting for approval annual reports containing at least:
    - information on the composition of the Board and its committees with an indication which of the Board members meet the independence criteria referred to in § 2 (9) above, as well as information on the composition of the Supervisory Board in the context of its diversity,
    - summary of the activities of the Council and its committees,
    - an assessment of the Company's situation on a consolidated basis, including an assessment of the internal control systems, risk management, compliance and the internal audit function, together with information on the actions taken by the Board to perform this assessment,
    - evaluation of the application by the Company of the principles of corporate governance and the manner of fulfilling information obligations concerning their application, as defined in the

Stock Exchange Rules and regulations concerning current and periodical information provided by issuers of securities,

- evaluating the legitimacy of the Company's expenditure incurred in supporting culture, sport, charitable institutions, the media, social organisations and trade unions,
  - information on the degree of implementation of the diversity policy with regard to the Management Board and Supervisory Board;
- d) presenting to the Annual General Meeting an evaluation of its work;
  - e) presenting the annual report on the remuneration of the members of the Management Board and the Supervisory Board to the Annual General Meeting for its opinion;
  - f) making proposals to the General Assembly for the discharge of Board members;
  - g) suspend, for important reasons, individual or all members of the Management Board;
  - h) to delegate members of the Supervisory Board, for a period not exceeding three months, to temporarily perform the duties of members of the Management Board who have been dismissed, have resigned or are unable to perform their duties for other reasons;
  - i) approval of the Regulations of the Board and other regulations within the jurisdiction of the Board, submitted by the Audit Committee or the Company's Management Board;
  - j) adopting the Rules of Procedure of the Supervisory Board;
  - k) representing the Company in agreements between the Company and a member of the Management Board and in disputes between the Company and a member of the Management Board, unless the General Meeting appoints a proxy for this purpose;
  - l) approval of the annual (Company Financial Plan) and multi-annual (Company Strategy) business plans of the Company prepared by the Management Board;
  - m) determining the remuneration of members of the Management Board and detailing the principles of the Remuneration Policy;
  - n) selection of an audit firm to review and audit the separate financial statements, the consolidated financial statements, the report on the Company's activities and the report on the activities of the Group;
  - o) giving an opinion on matters to be discussed at the General Meeting;
  - p) carrying out other activities ordered by the General Meeting;
  - q) giving consent for the Company or its subsidiary to conclude significant agreements with entities related to the Company, members of the Supervisory Board or Management Board, in accordance with the recommendations of the Best Practices of WSE Listed Companies;
  - r) the creation of committees composed of members of the Supervisory Board on its own initiative or if the obligation to create them arises from legislation;
  - s) approving the employment or dismissal of a person who performs the function of internal audit manager in the Company's Capital Group and approving decisions regarding the determination of the amount of remuneration for that person;



- t) consent to the conclusion by the company of a significant transaction with a related entity within the meaning of the Act on Public Offering.
- 4. In order to perform its duties, the Supervisory Board may inspect every department in all areas of the Company's business, request reports and explanations from the Management Board and employees of the Company, inspect the books and documents and review the Company's assets.
- 5. Each member of the Board shall be guided in his conduct by the interests of the Company and independence of opinion and judgement, and in particular
  - a) not accept any unjustified advantage which may reflect adversely on the independence of his opinions and judgements;
  - b) expressly raise their objections and dissenting opinions if they consider that a decision of the Board is contrary to the interests of the Company.
- 6. Members of the Supervisory Board shall keep confidential all information acquired in connection with the exercise of their rights and duties on the Supervisory Board.
- 7. A member of the Supervisory Board shall provide the Company's Management Board with information on his/her relationship with a shareholder who holds shares representing not less than 5% of all votes at the General Meeting. The above obligation concerns economic, family and other relationships that may influence the position of the Supervisory Board member on the issue decided by the Board.
- 8. The Supervisory Board carries out its tasks at meetings and through supervisory, control and advisory activities.
- 9. The conclusion of an employment contract with a member of the Management Board shall be made in writing. The contract from the side of the Company, after prior approval by the Supervisory Board of its content expressed in a resolution, shall be signed by the Chairman of the Supervisory Board or another member of the Supervisory Board indicated in the resolution.

## § 4.

### **Organisation of the Supervisory Board**

- 1. The work of the Supervisory Board shall be managed by its Chairman, appointed by the General Meeting. The Chairman also represents the Supervisory Board before other bodies of the Company and other persons.
- 2. The Supervisory Board shall elect a Deputy Chairman of the Supervisory Board from among its members.
- 3. In the absence of the Chairman of the Supervisory Board, his/her competences with regard to the organisation of the work of the Supervisory Board shall be exercised by the Vice-Chairman of the Supervisory Board or, in his/her absence, by one of the members of the Supervisory Board indicated by the Chairman.
- 4. Members of the Supervisory Board shall exercise their rights and perform their duties in person.

5. The Supervisory Board appoints from its composition an Audit Committee. The rules of appointment, functioning and specifying the tasks and powers of the Audit Committee have been regulated in the Regulations of the Audit Committee of the Supervisory Board of CCC S.A.
6. Subject to paragraph 7 below, the Supervisory Board shall perform its duties collectively.
7. The Supervisory Board may delegate, on the basis of an authorisation granted in each case by a resolution of the Supervisory Board, its members to independently perform specific supervisory activities. The resolution shall specify the area and type of issues covered by the delegation, the validity period of the authorisation and the form of presentation of the results of these activities.
8. A member of the Supervisory Board delegated to perform supervisory activities independently shall submit to the Supervisory Board on an ongoing basis information on the supervisory activities carried out and an annual report on their performance.

## § 5.

### **Meetings of the Supervisory Board**

1. Meetings of the Supervisory Board shall be convened by its Chairman on his own initiative or at the request of other members of the Supervisory Board or the Management Board.
2. Meetings shall be convened at least one week in advance by fax, registered letter or e-mail.
3. The notice of the Supervisory Board meeting shall specify the day and time of the meeting, the agenda. The notice shall also indicate the information necessary to ensure participation in the meeting by means of direct remote communication.
4. Draft resolutions and all documents necessary for familiarisation with the matters on the agenda shall be communicated at least one week prior to the meeting of the Supervisory Board. The Supervisory Board shall meet as and when required, at least three times per financial year.
5. If the Chairman of the Supervisory Board is notified of the request referred to in paragraph 1 above, a meeting of the Board should be held at the latest within two weeks of the date of the request.
6. If it is necessary for the Supervisory Board to take an immediate decision on a matter of major importance for the interest of the Company, a meeting of the Board may be convened by the Chairman of the Supervisory Board without following the procedure referred to in the paragraphs above.
7. Each member of the Supervisory Board may request that a specific matter be placed on the agenda for the next meeting of the Supervisory Board, provided that this is done no later than three days before the date of the meeting of the Supervisory Board.
8. Meetings of the Supervisory Board shall be held at the registered office of the Company. Exceptionally, and only for important reasons, the Chairman of the Supervisory Board may designate another place for the meeting. The meeting of the Supervisory Board may also be attended by means of direct remote communication.
9. The subject matter of the meetings of the Supervisory Board shall be matters within the competence of the Supervisory Board.

10. In addition to members of the Supervisory Board, meetings of the Supervisory Board may be attended by members of the Management Board and other persons invited by the Chairman of the Supervisory Board. This does not apply to matters relating directly to the Management Board or its members, in particular: dismissal, liability and determination of remuneration.
11. All persons attending a meeting of the Supervisory Board are bound by confidentiality with regard to all information obtained in connection with the meeting.

## **§ 6. Resolutions**

1. Each member of the Supervisory Board shall have one vote in the Board.
2. The Supervisory Board may adopt a resolution only if at least half of the members of the Board are present at the meeting and all members have been invited. A resolution adopted contrary to the requirements set out in this provision shall be null and void.
3. If a conflict of interest arises or may arise, the Board member should inform the other Board members and refrain from taking part in the discussion and from voting on the resolution on the matter in which the conflict of interest has arisen.
4. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes.
5. Members of the Supervisory Board may participate in the adoption of Board resolutions by casting their vote in writing through another member of the Supervisory Board. Casting a vote in writing may not relate to matters placed on the agenda at a meeting of the Supervisory Board.
6. If a vote is cast in writing through another member of the Supervisory Board, the resolution must be signed by the member indicating his/her position on the resolution ("for", "against", "abstain").
7. The members of the Supervisory Board may adopt resolutions in writing or using means of direct remote communication. A resolution shall be valid if all members of the Supervisory Board have been notified of the contents of the draft resolution and at least half of the members of the Board have participated in passing it.
8. Resolutions of the Supervisory Board may be passed only on matters included in the agenda. The agenda of a Supervisory Board meeting should not be amended or supplemented during the meeting to which it relates. This requirement shall not apply if all members of the Supervisory Board are present and consent to amending or supplementing the agenda, and if the adoption of certain actions by the Supervisory Board is necessary to protect the Company from damage, as well as in the case of a resolution the subject of which is the assessment whether there is a conflict of interest between a member of the Supervisory Board and the Company.
9. Supervisory Board documents requiring a signature may be signed by a Board member:
  - a) a handwritten signature in the case of a paper document, or
  - b) a qualified electronic signature in the case of a digital document (file).
10. If a decision is taken remotely (electronically) by the Supervisory Board, the documents in the scope of the adopted resolutions are signed at the next offline meeting of the Supervisory Board.

## § 7.

### **Taking minutes of Supervisory Board meetings**

1. The meetings of the Supervisory Board and the resolutions adopted by the Board shall be minuted.
2. The minutes shall be drawn up by a person indicated by the Chairman of the Supervisory Board, or in his absence by a person indicated by the member acting as Chairman of the Supervisory Board.
3. The protocol should include:
  - a) protocol number,
  - b) the date and place of the meeting or the date of the vote,
  - c) the forenames and surnames of the members of the Supervisory Board present at the meeting, and in the event of applying the voting procedure set out in § 6(7) above, the forenames and surnames of the members of the Supervisory Board voting under that procedure or the forenames and surnames of the members of the Supervisory Board taking part in the vote,
  - d) a list of other persons present at the meeting,
  - e) agenda,
  - f) the texts of the resolutions together with the results of the voting, indicating the votes cast in accordance with the procedure set out in § 6 (7) above ,
  - g) separate opinions.
4. It should be noted in the minutes that the Supervisory Board - due to the presence of the required number of its members - is capable of adopting resolutions.
5. In addition, the minutes of voting by written procedure or by means of direct remote communication shall contain:
  - a) information on the voting procedure used and the content of the resolutions,
  - b) a statement that all members of the Supervisory Board have been notified of the content of the resolutions.
6. In order to be valid, the minutes shall be signed by all members of the Supervisory Board present at the meeting and voting in accordance with the procedure set out in § 6 sec. 7 above at the next meeting of the Supervisory Board.
7. The minutes shall be collected in a minute book and stored at the Company. The Chairman of the Supervisory Board shall supervise the correct preparation and storage of the book of minutes.
8. The minutes shall be accompanied by dissenting opinions and objections of the members of the Supervisory Board, if made in writing.
9. Minutes of the meetings of the Supervisory Board shall be drawn up in Polish.

## § 8.

### **Remuneration of members of the Supervisory Board**

1. The rules of determining the remuneration of members of the Supervisory Board are specified by the Policy of remuneration of members of the Management Board and the Supervisory Board of



CCC S.A. The amount of remuneration of members of the Supervisory Board determines by resolution of the General Assembly.

2. Members of the Board shall be entitled to reimbursement of expenses relating to their participation in the work of the Board.

### **§ 9.**

#### **Final provisions**

1. In matters not regulated by these Regulations, the provisions of the Commercial Companies Code shall apply.
2. The above Regulations shall enter into force on the date of their adoption and approval by the General Meeting.

**RESOLUTION NO. 17/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

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

Acting on the basis of the content of Articles 90c-90f of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies (Journal of Laws of 2019, item 623, as amended. - hereinafter: the "**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 Annual General Meeting, with regard to:

**1/ Amend point II 2) "Variable components of remuneration" to read as follows:**

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/ amendments to point 5 "Remuneration received from other CCC Group entities" by adding the following sentence:**

Members of the Board of Directors of the company, with the consent of the Supervisory Board, may participate in incentive programmes created by other entities of the CCC Capital Group under the conditions approved by the Board. In the case of participation of members of the Management Board of the company with the consent of the Supervisory Board in incentive programmes, the limitation of the amount of remuneration from other entities of the CCC Capital Group does not apply.

§ 2

The Annual 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 enter into force on the date of its adoption.

**SUBSTANTIATION OF THE RESOLUTION:**

The amendments to the Remuneration Policy are made with a view to expanding the size of the Board and to address the issue of equal commitment of all members to the Board. Each member of the Management Board plays an important role by pursuing individual and team objectives which contribute to the development and operation of the Company and, moreover, to the realisation of the Company's business strategy, its long-term interests and the stability of the Company. The changes made to the Remuneration Policy are intended to increase the motivation of 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 align the interests of the members of the Management Board with those of the Company.

In view of the above, it is necessary to submit a draft of this resolution for deliberation by the Annual General Assembly in order to adopt amendments to the Remuneration Policy for the members of the Management Board and the Supervisory Board of CCC S.A.





Annex to Resolution No. 17/ OGM/2021 of 22 June 2021.



## 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)

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

## **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 fulfilment 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.

Members of the Board of Directors of the company, with the consent of the Supervisory Board, may participate in incentive programmes created by other entities of the CCC Capital Group under the conditions approved by the Board. In the case of participation of members of the Management Board of the company with the consent of the Supervisory Board in incentive programmes, the limitation of the amount of remuneration from other entities of the CCC Capital Group does not apply.

### 3. 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.

## **7. 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.

## **8. 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.

## **9. 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.

## **10. 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.

## **11. 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.

**RESOLUTION NO. 18/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on the change of principles of remunerating the Members of Supervisory Board of CCC S.A.*

Acting pursuant to art. 392 § 1 and 3 of the Commercial Companies Code, § 18 point 3 of the Company's Articles of Association and § 7 point 1 of the Supervisory Board Regulations, the Annual General Meeting resolves as follows:

§ 1

1. Each member of the Supervisory Board shall receive monthly remuneration of PLN 12,000 gross, with the reservation that the Chairman of the Supervisory Board and the Vice-Chairman shall also receive additional monthly remuneration in the amount of PLN 8,000 gross, subject to item 2.
2. A member of the Supervisory Board by virtue of performing additional functions in a separate committee shall receive additional monthly remuneration of PLN 4,000 gross, provided that a member of the Supervisory Board performing the function of the Chairman of the committee shall also receive additional monthly remuneration of PLN 2,000 gross.

§ 2

1. The remuneration referred to in § 1 shall be paid to the members of the Supervisory Board for each month in which they hold office, irrespective of the frequency of formal meetings held during that 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 at least once in that month a duly convened meeting.
3. The Supervisory Board shall decide whether a member's absence is excused 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 costs.

§ 4

The Company shall bear the costs associated with the performance of the function of a member of the Supervisory Board, including reasonable travel expenses.

## § 5

1. The remuneration referred to in § 1 and 2 and the reimbursement of costs referred to in § 4 shall be paid to the Members of the Supervisory Board for each month, starting from the month in which they started attending in the meetings of the Supervisory Board.
2. If a member of the Supervisory Board is recalled during a month, he shall be entitled to remuneration for that month in the amount proportional to the time he served as a member of the Supervisory Board in that month.

## § 6

Resolution No. 24/ZWZA/2019 of the Annual General Meeting of CCC S.A. of 18 June 2019 shall be repealed.

## § 7

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

### **SUBSTANTIATION OF THE RESOLUTION:**

The change in the remuneration of the members of the Supervisory Board is due to the significantly greater scope of duties related to the activities of the Supervisory Board members involved in the work of the Board, as well as the performance of additional functions in the Audit Committee and the related greater responsibility of its members.

Accordingly, it is necessary to present a draft of this resolution for the Annual General Meeting.

**RESOLUTION NO. 19/OGM/2021  
OF THE ORDINARY GENERAL MEETING  
OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE  
dated on 22 June 2021**

*on amending the Company's Articles of Association*

Pursuant to Article 430 § 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

The General Meeting resolves to amend:

1. **Par. 10 sec. 5 of the Company's Articles of Association** in the current wording:

**"§ 10 sec. 5.**

*A member of the Management Board may resign from his/her position at any time. The resignation shall be submitted in writing to the Chairman of the Supervisory Board, for the information of the other members of the Management Board."*

by replacing it with the following:

**"§ 10 sec. 5.**

*A member of the Management Board may resign from his/her function at any time. A member of the Management Board shall submit his/her resignation to the Company and deliver the letter or submit a statement of resignation to one member of the Management Board or a proxy. In addition, he should notify the Chairman of the Supervisory Board of the resignation."*

2. **§ 11 of the Company's Articles of Association in its** current wording:

**„§ 11.**

*The following are authorised to represent the Company externally:*

- 1) *President of the Management Board - single-handedly;*
- 2) *two Board members acting jointly or a Board member acting jointly with a proxy."*

by replacing it with the following:

**„§ 11.**

*The following are authorised to represent the Company externally:*



*1/ the President of the Management Board acting jointly with the Vice-President of the Management Board or a proxy,*

*2/ two Vice-Presidents of the Management Board acting jointly,*

*3/ Vice President of the Management Board acting jointly with the proxy."*

3. **§ 16. section 2 item 7 of the Company's Articles of Association in the** current wording:

**"§ 16 sec. 2 item 7**

*determining the principles for remunerating members of the Company's Management Board;"*

by replacing it with the following:

**"§ 16 sec. 2 item 7**

*to determine the remuneration of members of the Company's Management Board and to specify the principles of the Remuneration Policy;"*

#### § 2

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of the Company is authorised to determine the uniform text of the Company's Articles of Association.

#### § 3

This Resolution shall come into force upon its adoption, except that the amendment to the Company's Articles of Association referred to in this Resolution shall become effective upon its entry in the Register of Entrepreneurs of the National Court Register.

#### **SUBSTANTIATION OF THE RESOLUTION:**

The Management Board submits a draft resolution on amending the Company's Articles of Association with respect to its external representation, in connection with expanding the composition of the Management Board and the division of responsibilities between individual members of the Management Board in order to increase the efficiency of its work. Other changes result from the need to update the Articles of Association in accordance with applicable regulations and corporate documents, i.e. Regulations of the Management Board and Regulations of the Supervisory Board. Accordingly, it is necessary to submit a draft of this resolution to the Annual General Meeting for the purpose of amending the Company's Articles of Association.