

**Draft of the Consolidated text of the Remuneration Policy for Members of the
Management Board and Supervisory Board
Apator S.A. with its registered office in Toruń**

§ 1.

Objectives of the Remuneration Policy and ways to achieve them

1. The Remuneration Policy of the members of the Management Board and Supervisory Boards of Apator S.A. is an internal document of Apator S.A. adopted based on Art. 90d of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text Dz. U. /Journal of Laws/ of 2022, item 2554 as amended, hereinafter referred to as the **Act on Public Offering**) by the General Shareholders Meeting of Apator S.A. on 2 July 2020, (hereinafter referred to as the **Remuneration Policy**), amended by the resolution of the General Shareholders Meeting adopted on 28 June 2023 and by a resolution of the General Shareholders Meeting adopted on 25 June 2025.
2. It defines the principles and methods of establishing and terminating legal relationships with the Members of the Management and Supervisory Boards, as well as the principles for determining the remuneration of the Members of the Management Board, including those who are also Directors and Members of the Supervisory Board, and the components of such remuneration.
3. The solutions adopted in the Remuneration Policy should contribute to the performance of the business strategy, long-term interests and stability of Apator S.A. (hereinafter also referred to as the Company).
4. The objectives indicated in sec. 3 above are performed by, in particular:
 - a. adopting clear, predictable and common rules for the establishment of legal relationship with members of the Management and Supervisory Boards as well as for their remuneration, irrespective of the functions held in the Company or the positions additionally held;
 - b. adhering to the Company's processes for entering into legal relationships with members of the Management and Supervisory Boards;

- c. introducing common remuneration principles for the entire group of employees and associates of the Company, in particular with regard to the timing of remuneration, as well as variable remuneration components and fringe benefits;
 - d. linking the variable remuneration components to the Company's financial performance, among other things;
 - e. enabling the Management Board members to acquire remuneration in the form of financial instruments;
 - f. responding flexibly to changes in the Company's financial position or its business objectives by taking into account the needs and requests of the members of the Management and the Supervisory Boards and being able to amend the Remuneration Policy or temporarily waive its application;
 - g. strict Supervisory Board supervision over the implementation of the Remuneration Policy;
 - h. involvement in the process of enacting and monitoring the implementation of the Remuneration Policy for the General Shareholders Meeting.
5. Detailed principles of establishing legal relations with the members of the Management and Supervisory Boards, as well as their remuneration, are established according to generally binding legal regulations and internal regulations of Apator S.A., in particular the Articles of Association of Apator S.A., Regulations of General Shareholders Meeting, Regulations of the Supervisory Board and Regulations of the Management Board.
6. When a member of the Management Board is entrusted with additional duties or functions, they acquire the right to appropriate remuneration for their performance, determined according to the principles specified in this Remuneration Policy, regardless of the legal basis for such entrustment. The provisions of the Remuneration Policy apply to the remuneration of a member of the Management Board received for performing other duties or additional functions, accordingly, including the obligation to disclose it in the Remuneration Report.

§ 2.

1. Basis for establishing and terminating a legal relationship with members of the Management Board. Remuneration of members of the Management Board

1. The basis for establishing a legal relationship with a member of the Management Board and paying their remuneration is:
 - a. employment contract concluded for a limited or indefinite period, or

- b. civil law contract, including a management contract concluded for the duration of holding the position of a member of the Management Board, or
 - c. appointment to perform the function of a member of the Management Board for the term of office of the member of the Management Board, or
 - d. civil law contract concluded with an entity cooperating with or employing a member of the Management Board, or
 - e. another legally permissible form of cooperation.
2. The choice of the basis for establishing a legal relationship with a member of the Management Board and the determination of their remuneration is determined through negotiations between the parties. These negotiations are conducted on behalf of the Company by the Supervisory Board or a proxy appointed by it from among the members of the Supervisory Board.
 3. The final decision on the establishment of a legal relationship with a member of the Management Board, its basis, the rights and obligations of the parties with regard to, inter alia, the termination of the legal relationship, as well as the principles of remuneration, are determined by the Supervisory Board of the Company in the form of a resolution to which a draft contract concluded with the member of the Management Board or the entity cooperating with or employing the member of the Management Board is attached.
 4. The Supervisory Board may establish different bases for the legal relationship for individual members of the Management Board, and may also establish different rates of remuneration for individual members of the Management Board for the management of the Company and direct management of the Organisational Division, but regardless of this, the principles for dividing the remuneration of a given member of the Management Board into basic remuneration and variable remuneration must remain the same, regardless of the basis of the legal relationship applied.
 5. The legal relationship with a member of the Management Board may be terminated:
 - a. at any time with the consent of the Parties;
 - b. by the member of the Management Board with the notice period as stipulated in the concluded contract, including by resignation from their function;
 - c. as a result of dismissal from office by the Supervisory Board, where such dismissal to be treated as termination with notice under the contract;
 - d. without notice in accordance with the procedure provided for in Art. 52 and 53 of the Labour Code.

2. Components of remuneration of members of the Management Board

1. Irrespective of the basis applied for establishing a legal relationship with the member of the Management Board, the member of the Management Board may receive from the Company a remuneration in cash for managing the Company, consisting of two parts, i.e. the basic and variable remuneration.
2. When appointing a member of the Management Board, the Supervisory Board determines – in a resolution appointing the member of the Management Board or in a separate resolution – the basic elements of the remuneration in cash of the member of the Management Board, including the amount of basic and variable remuneration.
3. A member of the Management Board may also be granted additional benefits under the rules applicable to the Company's employees.

3. Basic remuneration of a member of the Board

1. The Management Board member's basic remuneration is paid monthly in the amount specified in the Supervisory Board's resolution and the document confirming the legal relationship.
2. The basic remuneration is payable on the date of payment of remuneration to the Company's employees or on any other day agreed in the contract with the member of the Management Board.
3. The amount of basic remuneration is determined by the Supervisory Board, taking into account the expectations of the member of the Management Board, the Company's achieved profit level and remuneration benchmarks.

4. Variable part of the remuneration of a member of the Board

1. Each member of the Company's Management Board may receive variable remuneration.
2. Variable remuneration constitutes up to 80% of the basic remuneration and is paid in the form of an annual bonus.
3. The payment of the annual bonus depends on the achievement of certain long-term management objectives by the individual members of the Management Board and on the Company's performance. The Supervisory Board may differentiate the objectives set for members of the Management Board, also taking into account additional functions entrusted to them.
4. The management objectives determining the amount of variable remuneration may include:

1. Financial objectives:

- EBITDA level
- net and gross profit level
- revenue value and trend
- *cash flow*
- other financial indicators

2. Non-financial objectives:

- implementing the Company's and Group's business strategy
- increasing business efficiency
- actively seeking business development opportunities
- active cooperation within the Group
- customer satisfaction level
- implementation on the HR strategy □ implementation of the ESG strategy
- environmental indicators.

5. Payment of the variable remuneration follows the evaluation of the achievement of the objectives set by the Supervisory Board in the form of a resolution and the approval of the Company's financial statements by the General Shareholders Meeting.
6. The Company does not provide for the deferral of variable remuneration or the possibility to claim it back.
7. The condition for a Management Board member to acquire the right to a bonus for the first full calendar year of performing the function of the Management Board member is performing that function for a full calendar year, except that if the Management Board member is appointed to the Company's Management Board during a calendar year, they may acquire the right to a bonus for a period shorter than one year of serving as a Management Board member in the first year of performing that function, if the Supervisory Board so decides, taking into account the provisions of Art 2 sec. 4 item 5 of the Remuneration Policy and the extent of the Management Board member's commitment to the goals set for that member.

5. Additional non-cash benefits for members of the Management Board

1. Each member of the Company's Management Board may also receive additional non-cash benefits from the Company, under the principles applicable to the Company's employees, e.g.:
- contribution to the costs of renting an apartment,

- co-financing benefits available to the Company's employees (multisport card and medical package, additional life and motor insurance), □ Employee Capital Plans (PPK), □ company car for private use.
2. The Company does not offer additional pension schemes.
 3. The Company may grant remuneration to the members of the Management Board in the form of financial instruments. The right to receive such remuneration may be acquired by members of the Management Board during the legal relationship between them and the Company.

§ 3.

Basis for establishing and terminating a legal relationship with members of the Supervisory Board. Remuneration of the Members of the Supervisory Board

1. Basis for establishing and terminating a legal relationship with members of the Supervisory Board and paying their remuneration

1. The basis for establishing a legal relationship with a member of the Supervisory Board is a resolution on their appointment to the Supervisory Board adopted by the General Shareholders Meeting or the Extraordinary Shareholders Meeting. A member of the Supervisory Board is appointed for the duration of the joint term, which lasts for five consecutive full fiscal years.
2. A member of the Supervisory Board may be dismissed at any time by a resolution of the General Shareholders Meeting.
3. Additionally, the mandate of a member of the Supervisory Board expires in other cases specified in the Code of Commercial Companies and Partnerships and the Company's Articles of Association.
4. The exclusive basis for the remuneration of Supervisory Board members for performing their functions in the Supervisory Body is resolutions of the General Shareholders Meeting, with the proviso that in the event that the Supervisory Board delegates its members to perform supervisory activities independently, the amount of remuneration is determined by resolution of the Supervisory Board. The principles of remuneration of a member of the Supervisory Board may be set out in the resolution appointing a Supervisory Board member or in a separate resolution.

2. Components of remuneration for members of the Supervisory Board

1. A member of the Supervisory Board receives remuneration in the form of a fixed monthly amount determined by a resolution of the General Shareholders Meeting, irrespective of attendance at meetings of the Supervisory Board. In the event of remuneration received by virtue of a resolution of the Supervisory Board, the Supervisory Board member receives remuneration in the amount and on the dates specified in that resolution.
2. Members of the Supervisory Board may benefit from additional non-financial benefits provided for employees of the Company in accordance with the Company's internal documents. These are the benefits referred to in Art. 2 item 5 of the Remuneration Policy.
3. Members of the Supervisory Board are entitled to claim reimbursement of travel expenses in connection with the performance of their duties as members of the Supervisory Board.
4. The remuneration of the Members of the Supervisory Board is paid on the same date as the remuneration of the Company's employees.
5. The Company does not grant remuneration in the form of financial instruments to the members of the Supervisory Board.

§ 4.

Terms and conditions of employment and remuneration of the Company's employees other than members of the Management and Supervisory Boards and their transfer to the remuneration policy for the members of the Management and Supervisory Boards

1. The Company's employees are primarily employed on the basis of an employment contract and, exceptionally, on the basis of a civil law contract or in the form of self-employment. Flexibility in this respect makes it possible for the Company to source the necessary experts from the labour market.
2. The Company's contracted employees are remunerated on the basis of the Corporate Collective Labour Agreement. Their remuneration, like that of the members of the Management Board, consists of three main elements: basic remuneration, variable remuneration and non-cash benefits and other financial allowances.
3. Employees' basic salary is determined based on a salary schedule created on the basis of an analysis of market salary reports and the Company's financial position. The remuneration of the employees, similarly to that of the members of the Management Board, depends on two elements: the Company's financial capacity and market benchmarks.

4. The variable remuneration of the employees, like that of the Members of the Management Board, is paid in the form of a bonus, and its payment depends both on the level of profit achieved by the Company and on the performance of individual employees.

§ 5.

Description of the decision-making process for establishing, implementing and reviewing the remuneration policy

1. The draft Remuneration Policy is prepared by and under the supervision of the Management Board.
2. In the process of preparing the Remuneration Policy, apart from the members of the Management Board, the following are involved:
 - a. representatives of the HR department responsible for preparing data regarding, e.g., the basis for establishing legal relationships with members of the Management and Supervisory Boards, as well as components of their remuneration;
 - b. lawyers for the assessment of the legal formality of the Remuneration Policy, including its compliance with applicable laws and regulations;
 - c. Members of the Supervisory Board with advisory and consultative powers.
3. The Management Board submits the agreed draft Remuneration Policy to the General Shareholders Meeting, which adopts a resolution to that effect.
4. Amendments to the Remuneration Policy are made in the same manner as its adoption.
5. A request to amend the Remuneration Policy may be submitted to the Company's Management Board by any member of the Management or the Supervisory Boards. A resolution to amend the Remuneration Policy is adopted by the General Shareholders Meeting of the Company at its next session.
6. The Company's Management Board is responsible for the implementation of the Remuneration Policy.
7. Supervision over the implementation of the Remuneration Policy is exercised by the Supervisory Board.
8. The Supervisory Board also draws up Remuneration Reports and submits them to the General Shareholders Meeting for its opinion. Art. 8 applies to remuneration reports.
9. The Supervisory Board reviews the existing Remuneration Policy at least once a year, taking into account in particular the long-term interests and stability of the Company as well as its financial performance. Data for the review of the Remuneration Policy, including

in particular the remuneration of the members of the Management and Supervisory Boards for the relevant financial year, is prepared by the HR department.

10. The General Shareholders Meeting authorises the Supervisory Board to specify the elements of the Remuneration Policy within the limits determined by the General Shareholders Meeting in this Remuneration Policy and in accordance with the relevant legal provisions regarding:
 - a. the description of fixed and variable remuneration components, as well as bonuses and other monetary and non-cash benefits that may be granted to members of the Management Board;
 - b. financial and non-financial criteria for the award of variable remuneration components, taking into account the provisions of Art. 2. sec. 4 item 4.4.1. i 4.4.2. of this Remuneration Policy;
 - c. remuneration in the form of financial instruments with an indication of the specific dates on which the Management Board member may become entitled to remuneration in this form and the rules for the disposal of financial instruments.

§ 6.

Description of measures taken to avoid or manage conflicts of interest relating to the Remuneration Policy

1. The Remuneration Policy is designed to ensure that conflicts of interest relating to remuneration are identified and appropriately mitigated.
2. One of the elements of the variable remuneration award process involves appropriate risk mitigation measures, such as a multi-level decision-making process and clear and transparent performance evaluation criteria.

§ 7.

Temporary waiver of the Remuneration Policy

1. If necessary for the implementation of long-term interests and financial stability of the Company or to ensure its profitability, the Supervisory Board may, by resolution, decide on a temporary waiver of the Remuneration Policy
2. The resolution referred to in sec. 1 above should indicate, in particular, the reason for the waiver, the components of remuneration for which the waiver is introduced, and the period for which it has been adopted.

3. The Supervisory Board may at any time amend or revoke the resolution to temporarily waive the Remuneration Policy, indicating the reason for such amendment or revocation.
4. A resolution to temporarily waive the Remuneration Policy may be adopted at the request of any member of the Management or Supervisory Boards or based on a resolution of the Supervisory Board adopted on its initiative.
5. The request referred to in sec. 4 above should contain the reason for the waiver, the elements of remuneration from which the waiver is to be made and the period for which the waiver should be made.
6. A resolution to temporarily waive the Remuneration Policy may not apply to remuneration claims arising prior to its adoption.
7. The Supervisory Board immediately informs the Company's Management Board if a resolution is adopted to temporarily waive the Remuneration Policy.

§ 8.

Remuneration Reports

1. The Supervisory Board prepares a Remuneration Report annually, providing a comprehensive overview of the remuneration, including all benefits, received by individual members of the Management and Supervisory Boards during the last financial year.
2. Members of the Company's Supervisory Board are responsible for the information contained in the Remuneration Report.
3. The Remuneration Report in respect of each member of the Company's Management and Supervisory Boards includes, in particular;
 - 1) the amount of the total remuneration broken down into the components referred to in Art. 90d sec. 3 item 1 of the Act on Offering, and the mutual proportions between these components of the remuneration;
 - 2) explanation of how the total remuneration complies with the adopted Remuneration Policy, including how it contributes to the long-term performance of the Company;
 - 3) information on how the performance criteria were applied;
 - 4) information on the change, on an annual basis, in the remuneration, the Company's results and the average remuneration of employees of the Company who are not members of the Management Board or Supervisory Boards, in the period of at least the last five financial years, cumulatively, in a manner which allows comparisons;

- 5) the amount of remuneration from entities belonging to the same group of companies within the meaning of the Accounting Act of 29 September 1994 on Accounting (consolidated text: Dz.U./Journal of Laws/ of 2023 item 120, as amended);
- 6) number of granted or offered financial instruments and the main conditions for the exercise of rights from these instruments, including the price and date of exercise and their changes;
- 7) information on the use of the option to demand the return of variable remuneration components;
- 8) information on deviations from the procedure for implementing the remuneration policy and derogations applied pursuant to Art. 90f of the Offerings Act, including an explanation of the grounds and procedure, and an indication of the elements subject to exceptions.

§ 9.

Application of the Remuneration Policy

1. The Remuneration Policy enters into force on the date specified in the resolution of the General Shareholders Meeting.
2. A resolution on the Remuneration Policy is adopted at least every four years.
3. The Company publishes on its website the content of the Remuneration Policy and the resolution on its approval, together with the date of its adoption and the results of the vote.