

REMUNERATION POLICY FOR MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD OF FAMUR S.A.

I. INTRODUCTION

This Remuneration Policy (the “Remuneration Policy”) for members of the Management Board and Supervisory Board of FAMUR S.A. of Katowice (the “Company”), the shares of which are admitted to trading on a regulated market, has been drawn up in particular as part of the Company’s preparation to meet its obligations under the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (as amended by the Act Amending the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, and Certain Other Acts of October 16th 2019), and therefore it takes into account the requirements set out in the Act, in particular in Art. 90d.

This Remuneration Policy, which sets out the framework for awarding remuneration to members of the Management Board and Supervisory Board of FAMUR S.A., forms part of the Company’s governance and corporate culture consisting of a transparent organisational structure, ethical values, personnel competencies and skills, powers and responsibilities, information channels, controls, and a risk management system.

The Company shall pay remuneration to Management Board and Supervisory Board members only in compliance with this Remuneration Policy.

II. LEGAL BASIS

This Remuneration Policy has been developed based, in particular, on the following regulations:

- The Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (also referred to as “the Act”);
- Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (“Shareholder Rights Directive II”, also referred to as “SRD II” or the “Directive”);
- The Commercial Companies Code of September 15th 2000 (the “Commercial Companies Code” or “CCC”);
- The Articles of Association of FAMUR S.A.

III. OBJECTIVES OF THE REMUNERATION POLICY

FAMUR S.A. is an entity with an extensive capital and organisational structure. The solutions adopted in this Remuneration Policy should be conducive to the implementation of the Company’s business strategy, long-term interests and stability by:

- enabling the recruitment of top-class specialists and managers to serve on the Company's Management and Supervisory Boards, who will ensure the Company's continued business success and stability;
- adapting to the growing demand for high management competencies going hand in hand with financial expectations;
- implementing an efficient and effective remuneration system motivating board members to develop the Company and pursue its objectives and strategies, by linking (the variable) part of remuneration to the Company's performance and achievement of members' individual targets;
- supporting sound and effective risk management, and discouraging from taking excessive risks beyond accepted limits.

The remuneration system set out in this Remuneration Policy is designed to ensure adequate recognition of the effort put by Management and Supervisory Board members in performing their duties and to successfully create incentives for better performance. The concurrent purpose of the remuneration system is to prevent taking any risk which is non-compliant with risk profiles, investment policies, investment strategies and the Company's internal regulations.

This Remuneration Policy is based on the following underlying principles:

- 1) designing and applying the remuneration system taking into account the Company's operational safety and long-term growth,
- 2) appropriateness of remuneration to the type of function and liability involved,
- 3) the remuneration system is taken into account in and tailored to the Company's overall business strategy and its long-term objectives. Detailed rules of remuneration are set out in compliance with applicable laws.

This Remuneration Policy has been developed taking into consideration the risks associated with the size of the Company's business, the internal organisation, nature, scope and complexity of the Company's business which covers a considerable geographical territory thus resulting in greater responsibility incumbent on managers who should, therefore, be appropriately remunerated, according to their efforts and commitment. This Remuneration Policy has been prepared also considering the fact that the purpose of the Directive is to strengthen the position of shareholders by ensuring disclosure of remuneration paid to the Company's management and supervisory staff, thus enhancing investors' trust.

IV. BASIS FOR SERVING AS MEMBER OF MANAGEMENT BOARD AND SUPERVISORY BOARD

It has been assumed that at FAMUR S.A. both members of the Management Board and members of the Supervisory Board perform their functions on the basis of appointment to the relevant body by the competent governing body of the Company: in the case of Management Board members - by the Supervisory Board (Art. 368.4 of the CCC and Art. 10.2 and 15.2.2 of the Company's Articles of Association), and in the case of Supervisory Board members - by the General Meeting (pursuant to Art. 385 of the CCC and Art. 13.2 of the Company's Articles of Association). Hence, only a corporate relationship is established.

In view of the objectives set out in the Policy and in order to minimise the risks involved in the execution of employment contracts, the Company does not execute employment

contracts or any other additional contracts/agreements with Management Board members. This form of relationship ensures considerable flexibility, while at the same time motivating individual Management Board members and facilitating pro-active attitudes in pursuing the Company's objectives.

Members of the Management Board are appointed for a joint term of office, in accordance with the Articles of Association and the Commercial Companies Code. A Management Board member may be re-appointed for another term of office. The Management Board members shall be appointed for a joint term of office which, pursuant to Art. 10.4 of the Company's Articles of Association, shall be three years. Appointment for another joint term of office may be made no earlier than one year before the expiry of the current joint term of office of the Management Board.

A Management Board member or a Supervisory Board member may be removed from office at any time.

V. FIXED AND VARIABLE REMUNERATION COMPONENTS PAYABLE TO MEMBERS OF THE MANAGEMENT BOARD, INCLUDING BONUSES AND OTHER MONETARY AND NON-MONETARY BENEFITS

1. General:

The following benefits may be granted to a Management Board member:

- a) fixed remuneration – determined on an individual basis for each Management Board member;
- b) variable remuneration depending on the level of achievement of individual targets (i.e. performance-related, budget-related, task-related and discretionary targets) – determined on an individual basis for each Management Board member;
- c) cafeteria system benefits – determined on an individual basis for each Management Board member;
- d) an additional bonus.

The above benefits as well as the right to use the Company's property are granted subject to the rules provided for in this Remuneration Policy.

When a Management Board member resigns or is removed from the office, they shall be entitled to a severance pay, in accordance with this Remuneration Policy.

The Supervisory Board should make sure that the remuneration of a Management Board member:

- is not set at a level which would encourage such member to take excessive risk with a view to obtaining a variable remuneration component (conflict of interest management),
- is so aligned with the market rates applicable to a given function that the Management Board member is not excessively motivated to change and resignation (operational risk management),
- adequately accounts for the Management Board member's commitment to the Company.

The Supervisory Board shall determine the rules of remuneration for each Management Board Member individually at the time of their appointment to the Management Board,

subject to the rules set out in this Remuneration Policy. The Supervisory Board may grant a Management Board member all or only selected benefits specified in items b) - d) above. In order for a Management Board member to become entitled to a given remuneration component, a written confirmation of granting such entitlement by the Supervisory Board shall be required.

The variable remuneration components specified in items b) and c) shall be binding on the Company after they are adopted by the Supervisory Board and proposed to a Management Board member in writing, signed by persons authorised to represent the Supervisory Board, in the form approved by the Supervisory Board. Upon determination of the individual remuneration components, the Supervisory Board shall, within seven calendar days of the adoption of the relevant resolution, provide the Management Board member concerned with detailed information on the benefits to be granted to them, and shall take all necessary steps required by law.

The Supervisory Board may determine or change certain components of remuneration and benefits later or repeal any decision relating to them - provided that the component in question has not become due - at any time after the Management Board member has commenced their duties, while complying with the requirements set out in the applicable laws and this Remuneration Policy. Within seven calendar days of adopting the relevant resolution, the Supervisory Board shall provide the Management Board member with detailed information on the newly determined benefits, and shall take further steps required by law.

Any monetary components of remuneration shall be paid by bank transfer to the bank account specified in writing by the Management Board member or Supervisory Board member, as the case might be.

Subject to a separate written agreement with a Management Board member, the variable components of remuneration may be paid otherwise than in cash.

All remuneration or bonus payment deadlines or time limits specified in this Remuneration Policy shall be to the benefit of the Company. However, the Supervisory Board may decide on shorter payment deadlines or time limits.

Members of the Company's Management Board and Supervisory Board may, subject to and to the extent permitted by applicable laws, serve on the governing bodies of other FAMUR Group companies (the "FAMUR Group") and enter into agreements with such companies, as and when needed. This, however, must not adversely affect the performance of duties of a member of the Company's Management Board or Supervisory Board.

The FAMUR Group shall mean all subsidiaries of FAMUR S.A. and their respective subsidiaries. The Supervisory Board may adopt a resolution providing for specific restrictions or inclusions in this respect, applicable to individual Management Board members.

Depending on the Company's needs, the Supervisory Board may decide to make an advance payment in respect of a given component of remuneration to a Management Board member.

2. Fixed remuneration (fixed component)

Fixed remuneration means the remuneration for the appointment to the Management Board.

Fixed remuneration shall be set within a range of PLN 10,000.00 to PLN 75,000.00 (inclusive of VAT) per month.

In the exercise of the right provided for in Art. 90d.7 of the Act, taking into account the provisions of the Commercial Companies Code and of the Articles of Association, it is determined that the decision on the amount of individual fixed remuneration for each Management Board member, within the range (limits) specified above herein, shall be made by the Company's Supervisory Board. When determining the individual fixed remuneration of a Management Board member within the remuneration range specified above, the Supervisory Board shall take into account in particular the workload necessary for appropriate performance of the duties of a Management Board member, the extent of the member's engagement in the Company, the scope of duties and responsibilities related to serving on the Management Board, professional expertise, management and social skills, as well as contribution to the Company's overall performance. Moreover, given the objectives of this Remuneration Policy, the Supervisory Board shall also take into account available internal market data (e.g. internal data comparison within the Group) and available external market data (e.g. information on the remuneration of management board members of other WSE listed companies).

Fixed remuneration shall be paid monthly on the 10th day of the following month.

3. Variable remuneration

Variable remuneration may consist of four components (performance-related, budget-related, task-related, and discretionary component) and shall depend on the level of achievement of the targets set for a given calendar year (year n). Targets shall be set in detail by the Supervisory Board in accordance with the principles laid down below. The Supervisory Board may grant a Management Board member all or only selected remuneration components.

Variable remuneration shall be granted to Management Board members for a full calendar year. The targets and tasks assigned during a calendar year shall be valid until the end of that year (year n). A final assessment of the achievement of the performance-related, budget-related, task-related and/or targets and targets subject to discretionary evaluation shall be made by the Supervisory Board within one month of the Supervisory Board's receipt of the target achievement report from a Management Board member and the Company's audited financial statements for the previous financial year.

Notwithstanding the conditions set out below, the Management Board Member's right to variable remuneration (each component thereof) shall be at all times conditional upon their holding of the office as at September 30th of year n, with the proviso that:

- when a Management Board member is transferred before September 30th of year n to a managerial position in another FAMUR Group company (e.g. to serve as a Management

Board member, Director, Commercial Proxy, Adviser), the variable remuneration will be settled at FAMUR S.A. as the company in which the targets and tasks have been originally set and assigned.

- when a Management Board member is removed from office before September 30th of the assessed year n, the Management Board member will be entitled to variable remuneration for the targets achieved in full by that time. When a Management Board member is removed from office after September 30th of year n, the Management Board member shall be entitled to variable remuneration component for the performance targets archived in full by that time, while in respect of the tasks planned to be performed by the end of year n - proportionally to the time served on the Management Board.

- when a Management Board member is removed from office between October 1st and December 31st inclusive, the variable remuneration component for the achievement of the targets evaluated on a discretionary basis shall be payable to the Management Board member proportionally to the period of employment in a given year, and in accordance with the target achievement levels.

Concurrently, this condition (the requirement to serve as a Management Board member as at September 30th of a given assessed year (n)) shall be treated as stipulated to the benefit of the Supervisory Board, which means that after analysing the situation and assessing the work of a Management Board member, even if the condition has not been satisfied, in special circumstances, e.g. when there is a material improvement in the Company's financial performance or in the Company's internal or market situation, attributable to that Management Board member's commitment, the Supervisory Board may waive the condition by adopting a relevant resolution.

The maximum annual variable remuneration for a Management Board member may reach up to 100% of the annual fixed remuneration, provided that all targets and tasks have been achieved in 100%, and, additionally, when performance- or budget-related targets are achieved in more than 100%, the variable remuneration of a Management Board member may exceed the maximum amount specified above, but shall not exceed 150% of the Management Board members' annual fixed remuneration.

Variable remuneration shall be paid in the year following the assessed year (year n), on the 10th day of the month following the month in which the Supervisory Board adopted a resolution confirming satisfaction of the conditions upon which a Management Board member becomes entitled to such remuneration and indicating the amount of such remuneration.

A. Performance-based component of variable remuneration – performance-related targets

In the exercise of the right provided for in Art. 90d.7 of the Act, taking into account the provisions of the Commercial Companies Code and the Articles of Association, the Supervisory Board determines the minimum expected net profit of the Company or the Group (depending on the decision of the Supervisory Board) for a given year (n) and, then, subject to the applicable limits set out in the Remuneration Policy, it determines, individually for each Management Board member, the percentage share in the surplus of actual net

profit over the minimum net profit target, and sets the maximum remuneration threshold (i.e. the maximum remuneration that can be paid for achieving the target in 100%).

The basis for determining whether a Management Board member is entitled to the performance-related component of the remuneration shall be the information on the net profit actually realised for a given year, as disclosed in the audited financial statements of the Company or the Group, in which a given Management Board member held office, adjusted mathematically (for variable remuneration purposes) for one-off and extraordinary events or effects of non-operating transactions, because for the purposes of determining the remuneration of a Management Board member the Supervisory Board is authorised to adjust the net profit earned by the Company or the Group for one-off or extraordinary items (in particular non-cash ones) related, for example, to accounting reclassifications, thus “removing” the effects of such events or transactions from the net profit earned by the Company.

If the Company does not earn a surplus over the minimum expected net profit of the Company or the Group (as determined by the Supervisory Board in the relevant resolution) in a given year n, a Management Board member shall not receive variable remuneration for the performance-related targets set for year n.

A Management Board member shall become entitled to the performance-based remuneration component when all of the following conditions (as specified in Sections 1-2) are met:

1. a surplus over the expected minimum profit in year n is achieved;
2. the Company’s net debt in year n is kept below the threshold of twice the annual EBITDA at the end of each calendar quarter - with the proviso that this condition shall be treated as stipulated for the benefit of the Supervisory Board, which means that in exceptional cases or when a Management Board member is appointed during year n and it is known at that point that the Company’s net debt has already exceeded two times EBITDA threshold in year n or it is certain or highly probable that it will exceed this threshold in year n, the Supervisory Board may waive the condition for a specified period of time notified in writing to the Management Board member concerned (grace period).

B. Budget-related component of variable remuneration – budget-related targets

The Supervisory Board may determine a minimum annual EBITDA or net profit to be achieved by the Management Board, to serve as the budget of the Company or the FAMUR Group, with a view to implementing the adopted strategy and ensuring financial stability of the Company or the FAMUR Group.

The budget-related component of variable remuneration shall be paid on condition that the Management Board has demonstrated the achievement of the minimum expected EBITDA or net profit in a given year (year n). Assessment shall be made by the Supervisory Board based on the audited consolidated financial statements of the Company or the Group. The Supervisory Board may exclude certain items from the financial statements for assessment purposes, in correlation with the set targets.

C. Task-related component of variable remuneration - task-related targets

Task-related targets for a given financial year, for each Management Board member, may be proposed to the Supervisory Board by the Management Board. The final task-related targets for a given year (n) shall be set and adopted by the Supervisory Board.

To the extent permitted by this Remuneration Policy, the Supervisory Board may determine the weighted percentage share of individual tasks in the total variable remuneration. The targets set by the Supervisory Board for a given year (year n) may be of measurable or discretionary nature. The level of achievement of the targets is assessed by the Supervisory Board on the basis of, among others, the target achievement report prepared by the Management Board member concerned.

A Management Board Member or the Company's Supervisory Board may propose changes to the tasks set, during the year for which they were set, if they have not already been achieved. When a task is changed or cancelled during the settlement period, upon a decision made to that effect by the Supervisory Board, the Supervisory Board shall make an assessment of the current status of the changed/cancelled task. The assessment shall be made not later than by the end of the month following the month in which the decision to change/cancel a given target is communicated and the terms of remuneration of a given Management Board member are amended. When a task is changed or cancelled prior to the originally scheduled completion deadline, a Management Board member will retain the possibility to earn the variable remuneration component that has been cancelled in connection with the failure to perform the cancelled/changed task in full. In order to ensure that a Management Board member has the possibility to obtain the variable remuneration component in the initially determined amount, the Supervisory Board may assign new tasks to the member or transfer the variable remuneration component related to the cancelled task to the other tasks, e.g. pro rata to their weight. A Management Board member may request the Supervisory Board to change or cancel a task, specifying the reasons for the request, which shall serve as a basis for the Supervisory Board's decision whether to maintain, cancel or change a given task.

A Management Board member shall present to the Supervisory Board their target achievement reports by the end of January of the year following the assessed period or – in the case of performance-related and task-related targets reviewed on the basis of data from audited financial statements – by the end of April of the year following the assessed period.

D. Discretionary component of variable remuneration – discretionary targets

As regards the discretionary component of variable remuneration, the following are assessed:

1. achievement of targets and tasks important for the Company, assigned to the Management Board on an ad hoc basis, other than performance-related, budget-related and task-related targets as part of the variable remuneration component (Sections A - C)
2. contribution to the implementation of the Company's strategy,
3. management Board Member's attitude in the light of the following values:
 - a) faith – understood as:

- having faith that a common vision can be accomplished,
- acting in accordance with the adopted value system,
- focus on the future,
- faith in investing in development and education,
- b) responsibility – understood as:
 - making brave and informed decisions,
 - taking responsibility for one’s own and team’s decisions and actions,
 - taking initiative,
 - always acting in the Company’s best interest,
- c) cooperation – understood as:
 - mutual trust and acting as a well-integrated team,
 - listening to and learning from others, taking into consideration every opinion presented in a discussion,
 - when a decision is made - taking joint action to achieve the objective,
 - being happy for successes of colleagues and employees, promoting their organisation,
- d) openness – understood as:
 - loyalty and open and frank communication,
 - respect for diversity of views and opinions,
 - being open to change and innovation
 - willingness to discuss errors and learn from them,
- e) reliability – understood as:
 - keeping one’s word in all circumstances,
 - being reliable and honest,
 - respecting the principles of fair play,
 - fulfilling one’s obligations.

4. Cafeteria system benefits

1. Cafeteria system benefits, financed or co-financed by the Company, shall be provided by enabling a Management Board member to use an online platform (“the System”). Via the System, a Management Board member will be able to select - from a package granted to them individually by the Supervisory Board - benefits, vouchers or subscription packages specified in the System, for themselves or their close persons, by redeeming Points (1 point equals PLN 1.00) to purchase or order benefits, vouchers or subscription packages in the System.
2. The value of a package that can be granted to a Management Board member under this Remuneration Policy is between PLN 12,000 and PLN 36,000 (inclusive of VAT) per year.
3. The Supervisory Board will determine, in a separate resolution, the type of package allocated in the System to a given Management Board member, specifying its annual value, i.e. the value for the entire year of serving on the Management Board, converted in the System into Points for purchasing or ordering benefits, vouchers or subscription packages.
4. A Management Board member may use the cafeteria system benefits from the time and subject to the rules set out in a separate resolution of the Supervisory Board until their revocation by the Supervisory Board or until the Management Board

member ceases to serve on the Management Board. To be able to use the System, a Management Board member must create a personalised user account and accept the System Rules.

5. The amount set by the Supervisory Board in the cafeteria benefit system is the total cost incurred by the Company in respect of the System benefits.
6. A Management Board member shall be assigned a specific number of Points in the system, available under the package granted to the member, accruing in equal amounts on a monthly basis. A Management Board member shall decide, at their own discretion, when to use their accrued points. The points may be used at once or gradually to purchase benefits, vouchers or subscription packages in individual, consecutive months. When a Management Board member chooses to purchase a subscription package using the points allocated to the next month, the System shall automatically block the appropriate number of points necessary to pay for the subscription package selected by the Management Board member in the subsequent period.
7. A Management Board member shall individually decide whether to use the System to acquire or order a given benefit, voucher or subscription package in a given period, or not. In such a case, the Management Board member's income shall be only the value of benefits actually acquired, and not the value of points awarded (available for use).
8. If a Management Board member fails to use the total number of points available in a given System package in a given year, they shall not be entitled to claim the payment of any equivalent in respect of any unused points. However, unused points shall be transferred to the following year and may continue to be used; however, a Management Board member is not allowed to accumulate more than three times the annual value of the last package granted to them. Should this be the case, any points in excess of the amount equalling three times the value of the package granted shall be forfeited (deactivated in the System) and the Management Board member shall not have the right to demand any equivalent in respect thereof.
9. A Management Board member's 'close persons' shall be understood as their children, adopted children, spouse or cohabitating partner.
10. If a Management Board member ceases to serve on the Management Board, they shall no longer be able to use the benefits available via the System; however, the Company may allow the Management Board member to use the subscription package selected prior to ceasing to serve on the Management Board, until the end of the month in which the Management Board member ceases to serve on the Management Board. In such a case, the System shall automatically deactivate the subscription package after the month ends.

5. Additional bonus

As a reward for outstanding achievements, including for significant commitment to the Company's operations or transactions of particular importance to the Company, or for vital contribution to the implementation of the Company's strategy, a Management Board member may receive a one-off bonus ranging from 10% to 250% of their fixed gross annual remuneration.

The aggregate amount of bonuses granted in a given year to a Management Board member may not exceed 250% of their fixed gross annual remuneration.

6. Severance pay

If a Management Board member is removed during their term of office, or if they resign or are not re-appointed for another term of office, such Management Board member shall also have the right to receive a severance pay in the following amounts:

- for the President of the Management Board: from three to six times their fixed gross monthly remuneration, depending on the Supervisory Board's decision;
- in the case of other Management Board members: from one to three times their fixed gross monthly remuneration, depending on the Supervisory Board's decision.

VI.

The proportion of the above remuneration components shall be as follows:

The proportion of variable remuneration depending on a given Management Board member's performance and achievement of targets relative to the remuneration due to such Management Board member (fixed remuneration plus variable remuneration, as described in Section V. 3 above) may not exceed 150% of their fixed gross annual remuneration, and its amount may not lead to such Management Board member becoming financially dependent on that component.

The proportion of variable remuneration (described in Section V. 3 above) to fixed remuneration may not exceed 150% of the fixed annual remuneration of a given Management Board member.

The fixed and variable remuneration as well as other benefits comprising the total remuneration for Management Board members shall be reasonable in relation to the Company's financial performance and its total costs and expenses.

The remuneration structure, i.e. the proportion of fixed to variable components (i.e. the variable remuneration described in Section V. 3 above) shall therefore be in line with global trends, with the share of variable remuneration in total remuneration exceeding 50% (based on data from a 2019 EY report).

In this respect, FAMUR S.A. notes that the remuneration of Management Board members is structured similarly to the remuneration of the Company's key personnel, who receive fixed remuneration and may earn variable remuneration. Additionally, in special cases the key personnel may also receive additional bonuses.

Given the scope of duties, responsibility and active role of the Management Board, the amount of fixed remuneration for its members is higher than the amount of fixed remuneration payable to the key personnel (on average by approximately 64% in 2019).

Considering pay expectations and the need to ensure stable workforce levels, the remuneration of the Company's rank and file employees is structured in a different manner: they receive the base pay and monthly remuneration components (bonuses) as well as remuneration components and benefits provided for in the labour law.

VII. IN-KIND BENEFITS GRANTED TO MANAGEMENT BOARD MEMBERS

In order to facilitate proper performance of duties by Management Board Members, FAMUR S.A. may provide them with the following property:

- a company car and a fuel card, or coverage of the cost of travel by other means of transport,
 - a mobile phone,
 - a computer (laptop),
 - dwellings/accommodation – to be used free of charge, or rented at below-market prices.
- Decisions in this respect shall be made by the Supervisory Board depending on the Company's needs and capabilities.

The choice of property shall be made by the Supervisory Board, with the proviso that the total amount spent on using such property may not exceed PLN 500,000 (VAT inclusive) per annum.

A Management Board member shall be fully responsible for the property so entrusted and shall be obliged to return the property. Subject to further provisions of the Remuneration Policy, a Management Board member may not use that property for private purposes or make it available for use by third parties.

A Management Board member shall exercise due care while using the entrusted property, and shall avoid any situations in which the Company's property could be damaged or lost, immediately notify the Company of any failure, damage, loss or theft of the property entrusted to them, and comply with the laws of general application when using the property.

In particular, where a company car has been entrusted to a Management Board member, such member shall, among other things, observe road traffic regulations, use the car in a manner which does not cause its excessive wear and tear or excessive use of consumables, have it undergo periodic vehicle inspection tests at MOT stations and periodic inspections at authorised service stations, and shall protect the car against theft, damage or destruction.

A Management Board member shall not be financially liable for damage to the property entrusted to them by the Company to the extent such damage has been redressed by the insurance company.

A Management Board member may use a company car for private purposes. With the Management Board member's consent, a company car may also be driven by a third party. In such circumstances, the costs directly related to the use of a company car for private purposes (e.g. payment for fuel, car parks, motorway vignettes, etc.) shall be borne by the Management Board member, without the right to seek reimbursement from the Company.

To enable a Management Board member to properly perform their duties and for the duration of service as a Management Board member, considering, *inter alia*, the confidential nature of tasks performed as a Management Board member and the need to maintain the highest standards of safe storage and processing of data relating to those tasks, the Company shall provide a Management Board member with necessary equipment, i.e. a computer and telephone. A Management Board member shall be fully liable for any damage

to the property which is not covered by the insurance company. A Management Board member shall have the duty to properly operate the computer hardware and shall not use any illegal software or interfere with system settings that go beyond user privileges. If a Management Board member is to perform their duties outside the Company's or Group companies' offices, the member shall be obliged to use the equipment made available by the Company (laptop, mobile phone), which meet the security requirements, especially with regard to data collection and transmission.

The Company may decide to give its consent for a Management Board member to improve their qualifications and cover, in whole or in part, the costs of training and studies, including postgraduate or foreign language courses. The Supervisory Board may give its consent to the foregoing by way of a resolution. The annual amount of allowances for those purposes shall not be capped as, due to their nature, decision-making depends on the Company's needs, which are fast-changing and difficult to predict.

The Company may also finance medical packages for a Management Board member on the terms applicable to the Company's employees (i.e. with the same value as those granted to the Company's employees). A decision in this respect shall be made by the Supervisory Board in the form of a resolution.

VIII. SUPERVISORY BOARD REMUNERATION COMPONENTS

Supervisory Board members shall perform their duties on the basis of appointment made in accordance with the Commercial Companies Code and the Articles of Association. They shall not be employed by the Company under employment or civil-law contracts, including in any other capacity, in order to ensure their impartiality and avoid any conflict of interest.

The rules of remuneration for Supervisory Board members shall be as follows:

- 1) Supervisory Board members shall receive single-component fixed monthly remuneration in the amount defined in a resolution of the General Meeting.

The monthly gross remuneration for a Supervisory Board member shall range between PLN 250.00 and PLN 2,500.00. The amount of remuneration shall not depend on the number of Supervisory Board meetings in a given month or a Supervisory Board member's presence at such meetings.

The remuneration shall be such as to ensure adequate quality and effectiveness of a Supervisory Board member's performance;

- 2) the proposed amounts of remuneration for Supervisory Board members shall be submitted by a Shareholder or the Company's Management Board.
- 3) Supervisory Board members shall, unless they make a statement to the contrary, be covered by the Act on Employee Capital Plans of October 4th 2018, and the Company shall therefore make the minimum (i.e. 1.5% of the remuneration) contributions for their benefit, required under the Act;
- 4) Supervisory Board members shall not be entitled to any forms of remuneration other than those referred to above.

Considering the provisions of Best Practice of GPW Listed Companies 2016, it is also determined that the remuneration of Supervisory Board members shall not be linked to any

options or other derivative instruments or to any other variable components, and neither shall it be linked to the Company's performance.

Remuneration of Supervisory Board members does not represent a material item of the Company's operating expenses.

IX. OTHER INFORMATION AND RULES

No remuneration in the form of financial instruments shall be granted to members of the Management or Supervisory Boards of FAMUR S.A.

FAMUR S.A. does not operate any additional old age and disability pension schemes or early retirement programmes for members of the Management or Supervisory Boards.

X. MEASURES TAKEN TO AVOID CONFLICTS OF INTEREST

All members of the Management and Supervisory Boards of FAMUR S.A. are required to know the provisions of and comply with this Remuneration Policy. Those persons shall make a written statement to the effect that they have read, accept and agree to strictly comply with the Remuneration Policy, in accordance with the form set out in Appendix 1 hereto.

Members of FAMUR S.A.'s Management and Supervisory Boards should refrain from undertaking any professional or other activities which might lead to a conflict of interest or adversely affect their reputation as members of the governing bodies of the Company, and where a conflict of interest arises, they should immediately disclose such conflict.

Members of FAMUR S.A.'s Supervisory and Management Boards shall be obliged not to take any steps aimed at undermining the effect of applying the Remuneration Policy to them, and in particular they shall not:

- enter into any civil-law agreements with the Company;
- submit incomplete information on the Company's performance and condition, affecting the assessment of their right to receive specific remuneration components.

The decision-making process should be duly documented in the minutes and resolutions.

XI. EXCEPTIONS TO/DEPARTURES FROM THE REMUNERATION POLICY

If it proves necessary for furthering the Company's long-term interests and ensuring its financial stability or profitability, that is if continued compliance with this Remuneration Policy could have an adverse effect on the Company's ability to fulfil its monetary obligations or on its liquidity, or could reduce the Company's profit below a given year's target (by more than 25%), or if the Company's market situation changes or there are material changes in legislation, the Company's Supervisory Board may, at its discretion, resolve to temporarily (for less than 12 months) suspend the Remuneration Policy and make a temporary amendment to the rules of remuneration for Management Board members with respect to (as appropriate): the amount of fixed and/or variable remuneration for the Management

Board members, additional bonuses or cafeteria system benefits, or the property made available by the Company.

However, doing so may not change the amount of remuneration for a Management Board member as previously determined in accordance with this document by more than 50%.

In addition, departures from the terms and conditions of entitlement to the variable component of remuneration are described in Section V.3 above.

XII. TERM

This Remuneration Policy shall come into effect upon the date of its adoption by the General Meeting.

It comprises rules and guidelines which, once adopted by the General Meeting, shall govern the terms of remuneration for members of the Management and Supervisory Boards of FAMUR S.A.

Shareholders will thus be able to determine the rules of remuneration in a lasting and binding manner, also in the long term.

XIII. PREPARATION PROCEDURE

This Remuneration Policy was drawn up following an analysis of the information on remuneration components and their amounts in the period January–December 2019, provided by the FAMUR S.A. Management Board.

In the course of its preparation, with a view to preparing in the best and most effective manner for the changes being introduced, and seeking to ensure the Company's stability and fulfilment of its long-term interests for the Company's good, the existing system of remuneration for the Management Board members was discussed and assessed in terms of its effectiveness, also taking into account the annual budget.

XIV. EVALUATION OF THE REMUNERATION POLICY AND REPORTING

The Remuneration Policy may be changed at any time. Under the new rules it will not be possible to change a Management Board member's rights conferred under the previous rules where such Management Board member had acquired the right to remuneration (satisfied the conditions to receive it), unless the Management Board member agrees to such a change in writing.

A resolution on the Remuneration Policy shall be adopted by the Company's General Meeting at least every four years, with the proviso that the first resolution shall be put to vote by June 30th 2020, as required by the Act. The amended Remuneration Policy, indicating material changes relative to the previous Remuneration Policy, shall be adopted by way of a resolution of the General Meeting.

The Company's Supervisory Board shall make an annual assessment of the Remuneration Policy's objectives, the structure and amount of remuneration against costs, and shall each year submit a report on the assessment of FAMUR S.A.'s Remuneration Policy as well as a remuneration report presenting a comprehensive review of remuneration,

including all benefits, whatever their form, received by or due to individual members of the Management and Supervisory Boards in the most recent financial year, in accordance with the Remuneration Policy.

The report on remuneration for each member of the Management and Supervisory Boards contains the elements required by the Act, in particular:

- 1) the aggregate remuneration, broken down into the components referred to in Art. 90d.3.1 of the Act, and the proportions between these remuneration components;
- 2) an explanation of how the aggregate remuneration complies with the adopted Remuneration Policy, including how it contributes to the achievement of the company's long-term results;
- 3) information on how the performance criteria were applied;
- 4) information about the annual change in remuneration, company's performance and the average remuneration of the company's employees who are not members of the management or supervisory boards, for at least five most recent financial years, in aggregate, in a manner that permits comparison;
- 5) remuneration from members the same corporate group within the meaning of the Accounting Act of September 29th 1994;
- 6) information on departures from the procedure of implementing the remuneration policy and waivers applied in accordance with the Remuneration Policy, including an explanation of the reasons and procedures for such departures and waivers and specification of the elements to which departures and waivers applied.

If, in accordance with this Remuneration Policy, the remuneration for Management Board members includes non-cash benefits granted to Management Board members' close persons, the remuneration report shall include information on the amount of such benefits. A close person is a spouse, ascendant, descendant, sibling, relative by affinity in the same line or in the same degree, an adoptee and his or her spouse, as well as a cohabiting partner. Such information shall not include:

- 1) the grounds for granting such benefits;
- 2) personal details of persons to whom those benefits were paid.

The above data is to be presented to the Supervisory Board by the Management Board, which shall be responsible for its completeness, accuracy and truthfulness, each year within a time limit allowing the Supervisory Board to prepare a report in accordance with the requirements of the Act.

The General Meeting shall pass a resolution containing an opinion on the remuneration report. The resolution is of an advisory nature. If the circumstances defined in Art. 90g.7 of the Act arise, a discussion on the report may be held instead of passing a resolution.

The remuneration report shall be assessed by an auditor to the extent provided for in applicable laws, including the Act.

The company shall publish the remuneration report on its website and shall make it available free of charge for at least ten years from the closing of the General Meeting. If the company makes the remuneration report available after the end of such period, the report may not contain the personal details of members of the management or supervisory boards.

The company shall store and archive documents and other data storage devices containing documents, reports (other than the abovementioned remuneration report), analyses or other information developed, maintained or prepared in connection with pursuing this Remuneration Policy for five years from the first day of the year following the year in which such documents and other data storage devices were developed, maintained or prepared.

XV. PUBLICATION AND TRANSPARENCY OF THE REMUNERATION POLICY ADOPTED BY THE GENERAL MEETING

This Remuneration Policy shall be permanently available to members of the Company’s Supervisory and Management Boards, who shall be forthwith (in writing or via email) notified of any changes hereto.

The Remuneration Policy adopted by the Company’s General Meeting, as well as the related resolution and voting results, shall be posted on the Company’s website for so long as the Policy remains in effect.

Appendix 1

REPRESENTATION

I, the undersigned, _____ hereby represent that I have read, accept, and agree to comply with the Remuneration Policy of FAMUR S.A.

.....
(date and signature)