

1. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the election of the Chairperson**

§ 1

On the basis of § 4 para. 2 of the By-Laws of the Company's General Meeting, the Ordinary General Meeting hereby elects Mr to fulfil the duties of the Chairperson of the Meeting.

§2

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

2. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the adoption of the agenda**

§1

Acting on the basis of § 4 para. 3 of the By-Laws of the Company's General Meeting, the Ordinary General Meeting hereby decides to accept the following agenda:

- 1) Opening the session and election of the Chairperson of the Ordinary General Meeting.
- 2) Making, signing by the Chairperson and laying out the list of attendance.
- 3) Ascertaining the correctness of the convocation of the Ordinary General Meeting and its capacity to adopt resolutions.
- 4) Adoption of the agenda of the Ordinary General Meeting.
- 5) Abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting Committee.
- 6) Election of the Ballot Counting Committee.
- 7) Presentation of the following by the Company's Management Board:
 - a. the financial statements of INPRO SA for the year 2022 ended on 31 December 2022,
 - b. the consolidated financial statements of the INPRO SA Corporate Group for the year 2022 ended on 31 December 2022,
 - c. report of the Management Board of the activity of the INPRO SA Corporate Group in 2022 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna.
- 8) Presentation of the following by the Company's Supervisory Board:
 - a. the assessment of the Company's situation in 2022 with the evaluation of the internal control system, the risk management system as well as compliance, prepared by the Supervisory Board of INPRO SA in conformity with the Best Practice for GPW Listed Companies, along with the need to separate the internal audit function from the organisation point of view,
 - b. the report of the activity of the Supervisory Board of INPRO SA, prepared in conformity with the Best Practice for GPW Listed Companies,

- c. the assessment of the Company's compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Stock Exchange Rules and with the obligations regarding current and periodic information submitted by the issuers of securities, as well as information on sponsoring, charity or other similar policies.
 - d. annual report of the Supervisory Board on the remuneration of the Management Board and Supervisory Board,
 - e. report of the Audit Committee on its activity in the financial year.
- 9) Consideration of the financial statements of INPRO SA for the year 2022 ended on 31 December 2022.
 - 10) Consideration of the consolidated financial statements of the INPRO SA Corporate Group for the year 2022 ended on 31 December 2022.
 - 11) Consideration of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2022 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna.
 - 12) Consideration of resolutions by the Supervisory Board of the Company:
 - a. on the assessment of the financial statements of INPRO SA for the year ended on 31 December 2022, the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2022 and of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2022 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna,
 - b. on the assessment by the Supervisory Board of INPRO SA of the Company's situation in 2022 with the evaluation of the internal control system, the risk management system as well as compliance, prepared by the Supervisory Board of INPRO SA in conformity with the Best Practice for GPW Listed Companies, along with the need to separate the internal audit function from the organisation point of view,
 - c. on the assessment by the Supervisory Board of INPRO SA of the Company's compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Stock Exchange Rules and with the obligations regarding current and periodic information submitted by the issuers of securities, as well as information on the pursuance/non-pursuance of sponsoring or charity policies by the Company,
 - d. on the adoption of the report of the activity of the Supervisory Board of INPRO SA in 2022,
 - e. on the assessment of the proposal by the Management Board concerning the division of profit, fixing the record day and the dividend day.
 - f. on the acceptance of the annual report of the Supervisory Board on the remuneration of the Management Board and Supervisory Board,
 - g. on the acceptance of the report of the Audit Committee on its activity in the financial year.
 - 13) Adoption by the Ordinary General Meeting of a resolution on the approval of the financial statements of INPRO SA for the year 2022 ended on 31 December 2022.
 - 14) Adoption by the Ordinary General Meeting of a resolution on the approval of the consolidated financial statements of the INPRO SA Corporate Group for the year 2022 ended on 31 December 2022.
 - 15) Adoption by the General Meeting of a resolution on the approval of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2022 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna.
 - 16) Adoption by the Ordinary General Meeting of a resolution on the division of the Company's net profit for the period from 01 January 2022 to 31 December 2022, and on setting out the record date and the dividend date.
 - 17) Adoption by the Ordinary General Meeting of a resolution expressing an opinion on the annual report of the Supervisory Board on the remuneration of the Management Board and Supervisory Board.
 - 18) Adoption by the Ordinary General Meeting of a resolution on the amendment to the Statutes of INPRO SA with regard to § 1, 7, 10.
 - 19) Adoption by the Ordinary General Meeting of a resolution on the approval of the consolidated text of the Statutes of INPRO SA.
 - 20) Adoption by the Ordinary General Meeting of a resolution on the approval of the amendment to the By-Laws of the Supervisory Board of INPRO SA with regard to § 2, 8, 10, 11, 12, 13, 14.
 - 21) Adoption by the Ordinary General Meeting of a resolution on the approval of the consolidated new text of the By-Laws of the Supervisory Board of Company INPRO SA.
 - 22) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by the President of the Company's Management Board, Mr Krzysztof Marian Maraszek, in 2022.
 - 23) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Zbigniew Feliks Lewiński, in 2022.
 - 24) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Robert Franciszek Maraszek, in 2022.
 - 25) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Marcin Tomasz Stefaniak, in 2022.
 - 26) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by the Chairperson of the Supervisory Board, Mr Jerzy Glanc, in 2022.

- 27) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Mr Krzysztof Gaśak, in 2022.
- 28) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Ms Beata Krzyżagórska-Żurek, in 2022.
- 29) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Mariusz Linda, in 2022.
- 30) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Wojciech Stefaniak, in 2022.
- 31) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Szymon Lewiński, in 2022.
- 32) Adoption by the Ordinary General Meeting of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Mr Łukasz Maraszek, in 2022.
- 33) Adoption by the Ordinary General Meeting of a resolution on fixing the number of the members of the Supervisory Board of INPRO S.A. in the new common term of office.
- 34) Adoption by the Ordinary General Meeting of resolutions on the appointment of Independent Members of the Supervisory Board for the common term of office for the years 2023-2026.
- 35) Adoption by the Ordinary General Meeting of resolutions on the appointment of Dependent Members of the Supervisory Board for the common term of office for the years 2023-2026.
- 36) Adoption by the Ordinary General Meeting of a resolution on fixing the remuneration of the appointed members of the Supervisory Board in the new term of office.
- 37) Adoption by the Ordinary General Meeting of a resolution on the extension of the period of authorisation for the Management Board to acquire treasury shares by INPRO S.A. for redemption.
- 38) Adoption by the Ordinary General Meeting of a resolution on the amendment of the resolution on the creation of the reserve capital for the acquisition of the treasury shares of INPRO S.A. for redemption
- 39) Closing the session.

§2

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

3. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

on the abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting Committee

§ 1

Acting on the basis of Article 420 § 3 of the Commercial Companies Code, the Ordinary General Meeting hereby decides to abrogate the secrecy of voting on the resolution on the election of the Ballot Counting Committee.

§ 2

This resolution shall come into force on the date of its adoption.

4. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the election of the Ballot Counting Committee**

§ 1

Acting on the basis of § 5 para. 1 of the By-Laws of the Company's General Meeting, the Ordinary General Meeting hereby decides to appoint the following members of the Ballot Counting Committee:

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§ 2

This resolution shall come into force on the date of its adoption.

5. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the approval of the financial statements of INPRO SA for the year ended on 31 December 2022**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, having become familiar with and reviewed the details the financial statements of INPRO SA for the year ended on 31 December 2022, the Ordinary General Meeting approves the financial statements of INPRO SA for the year ended on 31 December 2022, comprising:

1. the balance sheet made as at 31 December 2022 showing at the assets and equity and liabilities sides the sum of **527,104 k zlotys**,
2. the income statement showing the net profit of **43,536 k zlotys**,
3. the cash flow statement showing the decrease of cash by the sum of **8,003 k zlotys**,
4. the statement of changes in equity showing the increase of equity by the sum of **33,526 k zlotys**,
5. Additional information and explanations.

§ 2

This resolution shall come into force on the date of its adoption.

6. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the approval of the consolidated financial statements of the INPRO SA Corporate Group
for the year ended on 31 December 2022**

§ 1

Acting on the basis of Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed the details the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2022, the Ordinary General Meeting approves the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2022, comprising:

1. the balance sheet made as at 31 December 2022 showing at the assets and equity and liabilities sides the sum of **750,170 k zlotys**,
2. the income statement showing the net profit of **64,142 k zlotys**,
3. the cash flow statement showing the decrease of cash by the sum of **8,543 k zlotys**,
4. the statement of changes in equity showing the increase of equity by the sum of **51,071 k zlotys**,
5. Additional information and explanations.

§ 2

This resolution shall come into force on the date of its adoption.

7. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the approval of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2022
containing the report of the activity of the parent entity, INPRO Spółka Akcyjna**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 and Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed in detail the report of the Management Board of the activity of INPRO SA Corporate Group in 2022 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna, the Ordinary General Meeting hereby approves the report of the Management Board of the activity in 2022 as described above.

§ 2

This resolution shall come into force on the date of its adoption.

8. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the division of the Company's net profit for the period from 01 January 2022 to 31 December 2022
and on setting out the record day and the dividend day**

§1

1. Acting on the basis of Article 395 § 2 item 2 of the Commercial Companies Code, the Ordinary General Meeting decides to allocate part of the profit following from the Company's financial statements for 2022 in the amount of **10,010,000.00** zlotys i.e. 0.25 zlotys per share, towards the dividend to the Company's shareholders and allocate the remaining part of the profit in the amount of **33,526,363.95** zlotys towards the Company's supplementary capital.
2. Acting on the basis of Article 348 § 3 and § 4 of the Commercial Companies Code, the Ordinary General Meeting decides to set out the record date for 25 July 2023 and the dividend date for 08 August 2023.

§2

This resolution shall come into force on the date of its adoption.

9. A resolution with an advisory character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on expressing an opinion on the annual report of the Supervisory Board on the remuneration of the Management Board and Supervisory Board**

§1

Acting on the basis of Article 90g para. 6 of the Act of 29/07/2005 on public offering and conditions governing the introduction of financial instruments to organised trading and on public companies (the consolidated text in Dz.U. [Journal of Laws of the Republic of Poland] of 2022, item 2080, as amended), the Ordinary General Meeting hereby decides to issue a positive opinion on the annual report of the Supervisory Board on the remuneration of the Management Board and Supervisory Board of INPRO SA. The report was drawn up in accordance with the current regulations and contains all the data and items required by Article 90g of the act mentioned above.

§2

This resolution shall come into force on the date of its adoption.

**Remuneration Report
concerning the Management Board and Supervisory Board
of INPRO SA with its registered office in Gdańsk
for 2022
(trwający od 01.01.2022 r. do 31.12.2022r.)**

This Remuneration Report was drawn up on the basis Article 90g. of the Act on public offering and conditions governing the introduction of financial instruments into an organised trading system and on public companies ((the consolidated text in Dz. U. [Journal of Laws of the Republic of Poland] of 2021, item 1983, as amended).) (the "Act").

The binding version of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA with its registered office in Gdańsk (the "Policy") was approved on 28/06/2021 in resolution No. 11/2021 of the Ordinary General Meeting of INPRO SA. The binding and previous versions of the Policy are available at www.inpro.com.pl, For Investors / Corporate Governance tab.

Pursuant to § 17 of the Policy, the Supervisory Board shall prepare an annual remuneration report to provide the General Meeting with information on remuneration received by the Company's Management Board and Supervisory Board in the previous financial year. The report is audited by a statutory auditor.

1 Components of the remuneration of the Management Board and Supervisory Board in the financial year from 01/01/2022 to 31/12/2022

In conformity with the Statutes of INPRO SA, the remuneration of the Supervisory Board members is fixed by the General Meeting, and the remuneration of the Management Board members is fixed by the Supervisory Board. The remuneration of the managers is fixed on the basis of the Remuneration Rules prepared in conformity with the requirements of the Labour Code.

1.1 Management Board

1.1.1. In the financial year from 01/01/2022 to 31/12/2022, the remuneration of the members of the Management Board of INPRO SA, i.e. Messrs: Krzysztof Maraszek, Zbigniew Lewiński, Robert Maraszek and Marcin Stefaniak, was paid on the following basis and consisted of the following components:

a) fixed monetary remuneration:

The President of the Management Board, Krzysztof Maraszek, fulfilled his function within the Management Board on the basis of the management contract, and the remuneration of the Vice- Zbigniew Lewiński during his term of office, was determined by the Company's Supervisory Board in a resolution.

The members of the Management Board, who were appointed by the Supervisory Board on 14/09/2020) i.e. Vice-President Robert Maraszek and Vice-President Marcin Stefaniak, were employed at INPRO SA on the basis of an employment agreement.

As indicated above, the President of the Management Board, Krzysztof Maraszek, performed his functions within the Management Board on the basis of the management contract dated 30/07/2015, executed for the period from 01/08/2015 until the end of each term of office for which he was appointed (the "Contract") with the wording fixed in the annexe of 03/09/2015 (the "Annexe").

The conditions of the remuneration of Mr Zbigniew Lewiński when he served as Vice-President of the Company's Management Board were determined in resolution No. 29/2015 of 04/09/2015 of the Supervisory Board, amended by resolution No. 30/2020 of 14/09/2020.

The conditions of the remuneration of Mr Robert Maraszek as Vice-President of the Management Board were determined in resolution No. 27/2020 of 14/09/2020 of the Supervisory Board, amended by resolution No. 37/2020 of 18/12/2020 (a change of the remuneration effective from 01/01/2021).

The conditions of the remuneration of Mr Marcin Stefaniak as Vice-President of the Management Board were determined in resolution No. 28/2020 of 14/09/2020 of the Supervisory Board, amended by resolution No. 38/2020 of 18/12/2020 (a change of the remuneration effective from 01/01/2021).

The remuneration level of the member of the Management Board in 2022 was as follows:

- Mr Krzysztof Maraszek – remuneration for the period 01/01/2022 – 31/12/2022 in the amount of PLN 70,000 gross per month;

- Mr Zbigniew Lewiński – remuneration for the period 01/01/2022 – 31/12/2022 in the amount of PLN 35,000 gross per month;
- Mr Robert Maraszek – remuneration for the period 01/01/2022 – 31/12/2022 in the amount of PLN 45,000 gross per month;
- Mr Marcin Stefaniak – remuneration for the period 01/01/2022 – 31/12/2022 in the amount of PLN 45,000 gross per month.

Pursuant to the provisions of the Contract, if it is terminated by any of the parties with 3 months' notice, and in the case of termination with immediate effect by Mr Krzysztof Maraszek for reasons specified in the Contract, the Company is obliged to pay that Member of the Management Board a severance pay in the amount of PLN 1,200,000 gross. Mr Krzysztof Maraszek is obliged to abstain from competitive business during the term of the Contract and for 12 months thereafter. In relation to non-competition after the expiry of the Contract, the Company is obliged to pay Mr Krzysztof Maraszek a monthly indemnity equal to 75 % of the base remuneration for the last full calendar month of the Contract validity.

In conformity with the above-mentioned resolutions of the Company's Supervisory Board, in the event of Mr Zbigniew Lewiński's dismissal by the Company's Supervisory Board from the function of the Vice-President of the Management Board or his resignation from the function in the Company's Management Board, the Company is obliged to pay that member of the Management Board a severance pay in the amount of PLN 1,200,000. The above-mentioned severance pay shall not be due if the dismissal from the function of a Member of the Management Board takes place because of gross negligence, as a result of which the Company suffered real damage significantly affecting its financial liquidity or in the event of a Member of the Management Board committing an offence ascertained by a legally valid court judgement and preventing him, in compliance with the absolutely binding regulations, from further fulfilling the functions of the Member of the Management Board. At the same time, the Supervisory Board resolved that Mr Zbigniew Lewiński is prohibited from competitive business during the term of the mandate and for 12 months after its expiry. In relation to non-competition after the expiry of the mandates, the Company is obliged to pay that member of the Management Board a monthly indemnity equal to 75 % of the base remuneration for the last full calendar month of the function.

- b) **non-monetary benefit in the form of:** the right to use the car, telephone and computer (all used for business and private purposes), D&O insurance and, in the case of Mr Marcin Stefaniak, also health insurance under an extra insurance agreement.
- c) **additional monetary remuneration:**

The remuneration of each member of the Management Board comprised the right to additional variable remuneration under the rules set out in the Policy.

The detailed rules for fixing, calculation and payment of variable remuneration to the Members of the Management Board shall be specified by the Supervisory Board in a resolution provided, however, that if an annual bonus is awarded, its amount awarded to the various Members of the Management Board may not be lower than 1% of the Company's or Group's profit following from the financial statements of the Company or Group respectively for the previous financial year, as approved by the General Meeting. The Annual Bonus is divided in equal parts between all the members of the Management Board.

In 2022, the Supervisory Board adopted resolution No. 27/2022 of 26/08/2022, on the basis of which the additional remuneration (annual bonuses) at PLN 72,629 gross was paid to each member of the Management Board. Pursuant in the resolution, the remuneration was paid within 30 days from the date on which the resolution was adopted, that is on 08/09/2022.

In addition, based on resolution No. 32/2020 of 14/09/2020 of the Company's Supervisory Board, the members of the Management Board performing the tasks of the Project Director (Mr Robert Maraszek) and Construction Division Director (Mr Marcin Stefaniak) may be awarded a bonus based on project profit, which is computed as a specified percentage (0.5 %) of the gross profit on a given project completed in the financial year preceding the year in which the bonus is paid. The bonus must each time be awarded in a relevant resolution by the Supervisory Board.

In 2022, the Supervisory Board adopted resolution No. 30/2022 of 23/11/2022, on the basis of which additional remuneration (a project profit bonus) at PLN 119,392.96 gross per person was paid to the members of the Management Board – Mr Robert Maraszek and Mr Marcin Stefaniak. Pursuant to the resolution, the above remuneration amounts were paid on 28/11/2022.

1.2 Supervisory Board

1.2.1. In the financial year from 01/01/2022 to 31/12/2022, the remuneration of the members of the Supervisory Board of INPRO SA consisted of the following elements:

1.2.1.1. In the period from 01/01/2022 to 31/12/2022, the remuneration of the members of the Supervisory Board of INPRO SA in the bench consisting of: Jerzy Glanc – Chairman of the Supervisory Board, Krzysztof Gaśak – Deputy Chairman, Łukasz Maraszek – Secretary, Wojciech Stefaniak, Szymon Lewiński, Beata Krzyżagórska-Żurek and Mariusz Linda, consisted of the following elements:

- **fixed monetary remuneration** (fixed monthly remuneration) based on the appointment as Chairperson or Member of the Supervisory Board of INPRO SA.

Pursuant to resolution No. 12/2021 of 28/06/2021 of the General Meeting of INPRO SA on the determination of the remuneration of the members of the Supervisory Board of INPRO SA:

- a) the remuneration of the Chairperson of the Supervisory Board in the amount of PLN 2,916.67 gross per month,
- b) the remuneration of the Chairperson of the Audit Committee in the amount of PLN 2,333.33 gross per month,
- c) the remuneration of the Vice-Chairperson of the Supervisory Board in the amount of PLN 2,500.00 gross per month,
- d) the remuneration of the Secretary of the Supervisory Board in the amount of PLN 2,200.00 gross per month,
- e) the remuneration of the Members of the Supervisory Board, who do not fulfil the function of Chairperson, Vice-Chairperson or Secretary of the Supervisory Board, in the amount of PLN 2,200.00 gross per month,
- f) the remuneration of the Members of the Audit Committee who do not fulfil the function of Chairperson, in the amount of PLN 1,700.00 gross per month,

2 Total remuneration

2.1 Management Board

Remuneration received at INPRO SA (the amounts paid) in the financial year from 01/01/2022 to 31/12/2022 (at cost)

Management Board	Remuneration in relation to [appointment/management contract/employment relationship] PLN	Additional monetary remuneration PLN	Benefits	Total PLN
Krzysztof Maraszek	840,000.00	72,629.00	-	912,629.00
Zbigniew Lewiński	420,000.00	72,629.00	-	492,629.00
Robert Maraszek	543,679.62	194,621.96	-	738,301.58
Marcin Stefaniak	546,021.55	195,473.60	-	741,495.15
Total	2,349,701.17	535,353.56	-	2,885,054.73

Proportions between the various remuneration components

Management Board	Remuneration in relation to [appointment/management contract/employment relationship]	Additional monetary remuneration	Benefits	Total
Krzysztof Maraszek	92 %	8 %	-	100 %
Zbigniew Lewiński	85 %	15 %	-	100 %
Robert Maraszek	74 %	26 %	-	100 %
Marcin Stefaniak	74 %	26 %	-	100 %
Structure	81 %	19 %	-	100 %

Management Board	Remuneration in relation to [appointment/management contract/employment relationship]	Additional monetary remuneration	Benefits	Total
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The remuneration structure of the Management Board of INPRO SA in the financial year from 01/01/2022 to 31/12/2022 consisted of:

- 81 % of the total remuneration of the Management Board – fixed monetary remuneration in relation to the function, the amount as determined in item 1.1.2. a)-b) above.
- 19 % of the total remuneration of the Management Board – additional monetary remuneration, whose amount and rules of payment are determined in item 1.1.2. c) above. The grounds for the payment were constituted by resolution No. 30/2022 of 23/11/2022 the Supervisory Board (a project profit bonus for Messrs: Robert Maraszek and Marcin Stefaniak) and resolution No. 27/2022 of 26/08/2022 of the Supervisory Board (the annual bonus for all the members of the Management Board).

The remuneration was completed with:

- non-monetary benefits in the form of: the right to use: the car (Mr Robert Maraszek and Mr Marcin Stefaniak – a lump sum for the company car used for private purposes at PLN 4,800 for January - December 2022 per person), telephone and computer (all used for business and private purposes), as well as D&O insurance agreements. Mr Marcin Stefaniak also had a health insurance cover (PLN 1,221.55 for January - December 2022).

In the period covered by this Report, no monetary or non-monetary benefits were awarded to the next-of-kins or partners of the members of the Management Board.

2.2 Supervisory Board

Remuneration received at INPRO SA in the financial year from 01/01/2022 to 31/12/2022 (at cost)

Supervisory Board	Monetary remuneration in relation to appointment (fixed) PLN	Remuneration in relation to the employment relationship with INPRO SA (fixed) PLN	Variable monetary remuneration PLN	Total PLN
Jerzy Glanc	55,400.04	-	0.00	55,400.04
Krzysztof Gąsak	30,000.00	-	0.00	30,000.00
Łukasz Maraszek	26,400.00	-	0.00	26,400.00
Wojciech Stefaniak	27,559.20	-	0.00	27,559.20
Szymon Lewiński	26,400.00	34,101.29	0.00	60,501.29
Beata Krzyżagórska-Żurek	54,399.96	-	0.00	54,399.96
Mariusz Linda	46,081.00	-	0.00	46,081.00
Total	266,240.20	34,101.29	0.00	300,341.49

Proportions between the various remuneration components

Supervisory Board	Fixed monetary remuneration (in relation to appointment and employment relationship)	Variable monetary remuneration	Total
Jerzy Glanc	100 %	n/a	100 %
Krzysztof Gąsak	100 %	n/a	100 %
Łukasz Maraszek	100 %	n/a	100 %
Wojciech Stefaniak	100 %	n/a	100 %
Szymon Lewiński	100 %	n/a	100 %
Beata Krzyżagórska-Żurek	100 %	n/a	100 %

Supervisory Board	Fixed monetary remuneration (in relation to appointment and employment relationship)	Variable monetary remuneration	Total
Mariusz Linda	100 %	n/a	100 %
Structure	100%	n/a	100 %

The only component of the remuneration of the members of the Supervisory Board of INPRO SA (except Mr Szymon Lewiński) in 2022 was the monetary remuneration in relation to appointment. The remuneration was paid under resolution No. 12/2021 of the Ordinary General Meeting of INPRO SA of 28/06/2021 on the determination of the remuneration of Supervisory Board members.

In addition to remuneration in relation to his appointment for the Supervisory Board, in 2022 Mr Szymon Lewiński also received (fixed) remuneration under the employment relationship with INPRO SA, which was 56 % of his remuneration received from INPRO SA in 2022.

As part of his remuneration, Mr Wojciech Stefaniak received a benefit (the MultiSport card) worth PLN 1,159.20.

In relation to the launch of the Employee Capital Plans (PPK) programme at INPRO SA, one Supervisory Board member was covered by the programme since December 2020 throughout 2021 and 2022.

The members of the Supervisory Board did not take advantage of non-monetary benefits other than the MultiSport card and PPK programme.

3 Conformity of the remuneration of the Management Board and Supervisory Board members with the endorsed Policy and the influence of the remuneration on the pursuance of the Company's long-term results

The current Policy has been effective at the Company since 28/06/2021. (the previous version was dated 25/06/2020)

The payments of remuneration in the case of the members of the Management Board and Supervisory Board (in the case of the former, the fixed and variable part and non-monetary benefits), the amounts and payment terms as presented in detail above, comply with the requirements of the endorsed Policy through the following:

- fixing the amounts and remuneration payment rules in the form allowed by the Policy,
- keeping the maximum thresholds of the remuneration of the member of the Management Board and Supervisory Board

The solutions adopted in the Policy have been developed in such manner as to contribute to the pursuance of the Company's business strategy, long-term economic interests and stability, and ensure the safety of company operations.

4 Information on the way in which the criteria concerning the results were applied

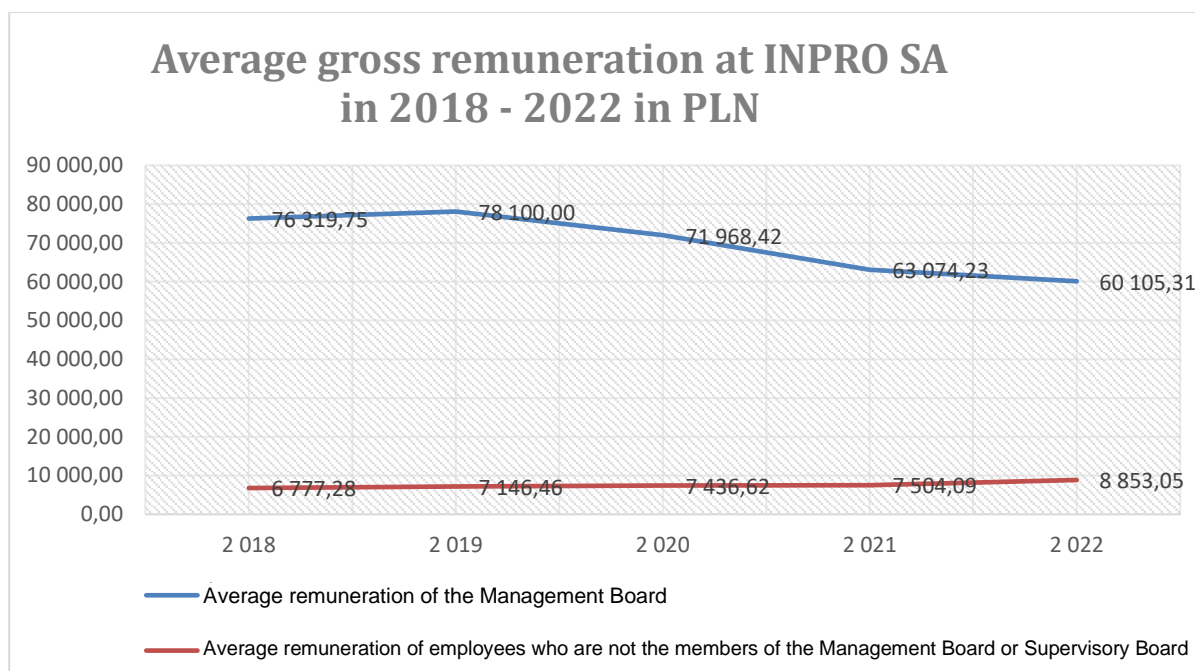
The members of the Company's Management Board received their (fixed and variable) remuneration on the basis of the payment grounds described in detail above (the Contract and resolutions of the Supervisory Board). It is appropriate to consider that the remuneration of the Management Board members in 2022 is commensurate with their functions, positions and responsibilities, and the structure of such remuneration (the fixed and additional variable element) motivates the members of the Management Board to pursue commercial objectives and increase the value of the Company without, however, encouraging an unreasonable business risk.

In 2022, the award of the additional remuneration component was conditioned by the Company achieving profit for the previous financial year and by the approval of the financial statements. The amount of additional remuneration was fixed in a resolution of the Supervisory Board. In 2022, the Supervisory Board adopted resolution No. 30/2022 of 23/11/2022, on the basis of which the additional remuneration (a project profit bonus) at PLN 119,392.96 gross per person was paid to the following members of the Management Board, i.e. Messrs: Robert Maraszek and Mr Marcin Stefaniak, and resolution No. 27/2022 of 26/08/2022, on the basis of which the additional remuneration (annual bonus. at PLN 72,629 gross was paid to each of those members of the Management Board.

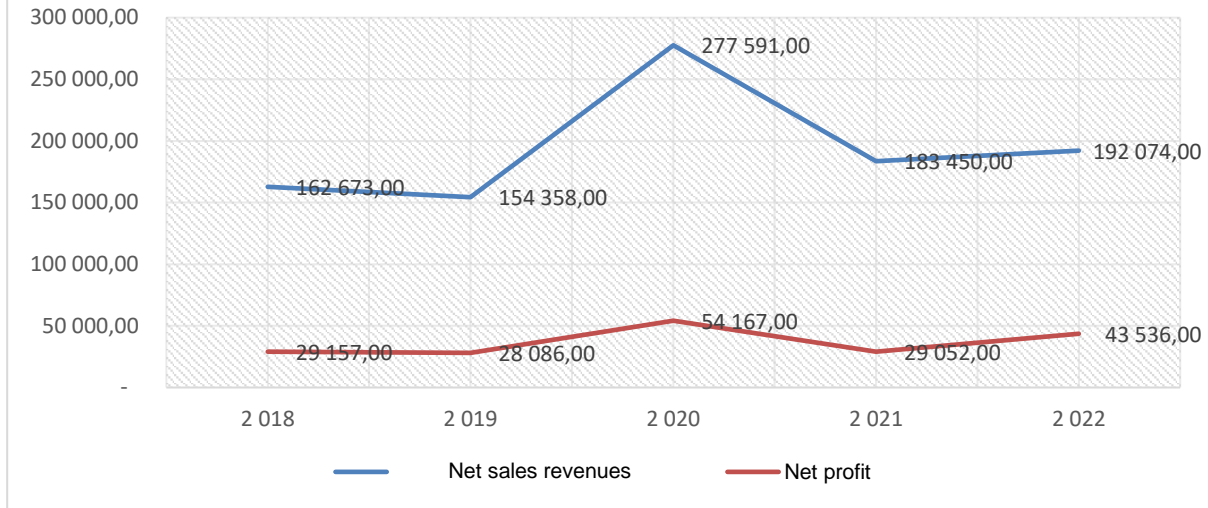
Supervisory Board members received remuneration on the basis of the grounds for the payment as described in detail above (the resolutions of the General Meeting. It is appropriate to consider the amount of the Supervisory Board members as commensurate with the Company's size and the level of complexity of supervision activities performed by the Supervisory Board. The components of the remuneration of the Supervisory Board members included fixed monthly remuneration, which did not depend on the Company's financial results, but on the amount of work done by a Supervisory Board member outside the sessions of the Management Board. Such a remuneration structure ensured the independence of supervision provided by

Supervisory Board members over the Company by making their remuneration independent of the Company's financial results. Also, correct supervision ensures the Company's stability and security which, in turn, translates to the pursuance of the Company's long-term objectives.

5 Information on the annual change of the remuneration, INPRO SA's results and average salary of its employees who are not the members of the Management Board or Supervisory Board



Financial results INPRO SA in the years 2018 - 2022 PLN '000



6 Amount of the remuneration from the entities belonging to the INPRO SA Corporate Group

6.1 Management Board

Amount of the remuneration from the entities belonging to the INPRO SA Corporate Group in 2022.

Subsidiary/Court registration	Remuneration title	Remuneration amount PLN	First and last name
DOMESTA Sp. z o.o. National Court Register (KRS) No.: 0000061417	Appointment as Supervisory Board member	60,000.00	Krzysztof Maraszek
DOMESTA Sp. z o.o. National Court Register (KRS) No.: 0000061417	Appointment as Supervisory Board member	60,000.00	Zbigniew Lewiński
SML Sp. z o.o. National Court Register (KRS) No.: 0000628286	President of the Management Board	91,876.68	Robert Maraszek
Total		211,876.68	

In the financial year 2022, Management Board members Krzysztof Maraszek and Zbigniew Lewiński were paid by an entity within the Corporate Group – PB Domesta Sp. z o.o.

In 2022, Mr Robert Maraszek as a member of the Management Board of INPRO SA, received remuneration at a subsidiary, SML Sp. z o.o., in relation to his function of President of the Management Board.

The other Management Board members did not receive remuneration from entities within the INPRO SA Corporate Group in the financial year 2022.

6.2 Supervisory Board

In the financial year 2022, Supervisory Board members did not receive remuneration from entities within the INPRO SA Corporate Group.

7 Number of financial instruments awarded or offered and the main conditions for exercising the rights under those instruments, including the price and date of exercising the right, and their changes

INPRO SA does not anticipate the remuneration of the Management Board and Supervisory Board members in the form of financial instruments in the meaning of the Financial Instrument Trading Act of 29 July 2005 the consolidated text in Dz.U [Journal of Laws of the Republic of Poland] of 2022, item 861) and additional pension as well as early retirement programmes.

8 Information on taking advantage of the opportunity to require variable remuneration components to be returned

INPRO SA does not anticipate deferred payment of additional remuneration components or the option to demand their reimbursement.

9 Information on exceptions to the Policy implementation procedure

As far as the Supervisory Board is aware, no exceptions to the Policy implementation procedure were noted.

10 Opinion-giving resolution

During the General Meeting on 28/06/2022, following the discussion on the remuneration of the members of the Management Board and Supervisory Board, resolution No. 9/2022 on the approval of the Remuneration Report for financial year 2022 was adopted.

10. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the amendment to the Statutes of INPRO SA**

§1

1. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 1** of the Company's Statutes in such a way that, after para. 3, **new para. 4** shall be added which shall read as follows:

"4. The Company's objective is to conduct economic activity which is the outcome of the Company's shareholders' interests."

2. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 7 para. 1** of the Company's Statutes, which provision shall read as follows:

"1. The Management Board shall exercise all powers with regard to the Company's management except the powers reserved for the other governing bodies by the regulations, these Statutes or other regulations in force at the Company. The Management Board is obliged to pursue the Company's matters to cause the Company's objective to be attained."

3. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 7 para. 2** of the Company's Statutes, which provision shall read as follows:

"2. The Company's Management Board shall consist of one to five members appointed for the common term of office lasting five years. The term of office shall be calculated in full accounting years."

4. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 7 para. 7** of the Company's Statutes, which provision shall read as follows:

"7. The resolutions of the Management Board shall be adopted by the majority of votes; if the number of votes is equal, the President of the Management Board shall have the casting vote. For the resolutions of the Management Board to be valid, all its members must be informed about the session and the presence of a minimum of 3/4 of its members at the session is required."

5. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 7** of the Company's Statutes in such a way that, after para. 8, **new para. 9** shall be added reading as follows:

"9. The duty of the Management Board to pursue information activities specified in Article 380¹ §1 and 2 of the Commercial Companies Code shall be excluded."

6. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10 para. 7** of the Company's Statutes, which provision shall read as follows:

"7. The Supervisory Board may adopt resolutions by way of a written procedure or with the use of the means of distance communication. A resolution shall be valid if all the members of the Board have been advised of the wording of the draft resolution and at least one half of the members of the Board took part in the adoption of the resolution."

7. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10 para. 8** of the Company's Statutes, which provision shall read as follows:

"8. To perform its duties, the Supervisory Board may inspect all the Company's documents, perform the audit of the Company's assets and demand the Management Board, proxies and persons employed at the Company on the basis of an employment agreement or regularly performing, for the Company, specific activities on the basis of a contract for a piece of work, contract of mandate or another agreement of a similar nature, to prepare or hand over of any information, documents, reports or explanations pertaining to the Company, in particular its activity or assets. The object of the demand may also include information, reports or explanations held by a governing body or person and pertaining to subsidiaries and related companies. Information, documents, reports or explanations referred to above shall be handed over to the Supervisory Board immediately, but not later than within two weeks from the date of submission of the demand to the governing body or obliged person, unless a longer time limit is fixed in the demand. The Management Board may not restrict access of the members of the Supervisory Board to information, documents, reports or explanations requested by them, as referred to in this paragraph."

8. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10 para. 9** of the Company's Statutes in its introductory part, before the list marked with letters, which provision shall read as follows:

"The Supervisory Board shall perform constant supervision over the Company's activity in all its aspects. Permanent supervision over the Company's activity shall consist in conducting the owners' supervision; in particular, as part of the performance of these duties, the Supervisory Board:"

9. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10 para. 9 point h** of the Company's Statutes, which shall read as follows:

"h. once a year, make and present to the Ordinary General Meeting the assessment of the work of the Supervisory Board and a report of its activity in accordance with the scope following from the current regulations and Best Practice for GPW Listed Companies, as well as the assessment of the way of preparation or submission by the Management Board to the Supervisory Board of information, documents, reports or explanations requested in the manner laid down in § 10 para. 8 of the Statutes."

10. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10 para. 10** of the Company's Statutes, which provision shall read as follows:

"10. The Supervisory Board shall give consent to the conclusion by the Company's Management Board of a significant agreement with a shareholder holding at least 5 % (five per cent) of the total number of votes in the Company or with a related entity. The foregoing obligation does not apply to typical transactions and transactions at arm's-length made as part of the Company's operating activities between the Company and the members of its Corporate Group."

11. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10 para. 16** of the Company's Statutes, which provision shall read as follows:

"16. The Supervisory Board shall be convened as required, but not less frequently than once in each quarter of the financial year."

12. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10** of the Company's Statutes in such a way that, after para. 20, **new para. 21** shall be added reading as follows:

"21. In the agreement between the Company and the Supervisory Board's adviser referred to in Article 382¹ §1 of the Commercial Companies Code, the Company shall be represented by the Management Board."

13. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10** of the Company's Statutes in such a way that, after para. 21, **new para. 22** shall be added reading as follows:

"22. The Supervisory Board shall be obliged, at least one week in advance, to inform the key statutory auditor who conducted the audit of the financial statements, about the date and time of the session, whose object comprises the matters specified in para. 9 point a) above. The Company shall ensure the attendance of the key statutory auditor or another representative of the audit firm at the session of the Supervisory Board. During the session, the key statutory auditor or another representative of the audit firm shall present to the Supervisory Board the audit report, including the assessment of the grounds of the endorsed statement referring to the Company's ability to continue as a going concern, and give answers to questions from the members of the Supervisory Board."

14. Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10** of the Company's Statutes in such a way that, after para. 22, **new para. 23** shall be added reading as follows:

"23. In relation to the provision of §7 para. 9 of the Statutes and §10 para. 21 above, the duties of the Supervisory Board and its assessment shall be excluded to the extent described in Article 382§3¹ item 3) of the Commercial Companies Code."

§2

This resolution shall come into force on the date of its adoption.

11. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the adoption of the consolidated text of the Statutes of INPRO SA**

§ 1

The Ordinary General Meeting of INPRO SA with its registered office in Gdańsk, in relation to the resolutions Nos. // of 27 June 2023 on the amendment to the Company's Statutes, decides to adopt the following consolidated text of the Company's Statutes:

**STATUTES
INPRO SPÓŁKA AKCYJNA
GENERAL PROVISIONS**

§ 1

1. The Company came into being as a result of the transformation of the limited liability company under the business name of Przedsiębiorstwo Budowlane "INPRO" with its registered office in Gdańsk.
2. The Company shall operate under the business name of: INPRO Spółka Akcyjna. The Company may use an abbreviated business name: INPRO S.A. and its equivalents in foreign languages.
3. INPRO Spółka Akcyjna, hereinafter referred to as the "Company," shall operate on the basis of the universally binding regulations and these Statutes.
4. The Company's objective is to conduct economic activity which is the outcome of the Company's shareholders' interests.

§ 2

1. The Company's registered office shall be the city of Gdańsk.
2. The Company shall operate in the territory of the Republic of Poland and abroad.
3. The Company may open branch offices, agencies and other units at home and abroad, join other companies at home and abroad and participate in joint ventures, other agreements and business relationships.

§ 3

The duration of the Company is unrestricted.

OBJECTS

§ 4

1. The objects of the Company shall be as follows:
 - 1) Architectural activities (71.11.Z PKD);
 - 2) Engineering activities and related technical consultancy (71.12.Z PKD);
 - 3) Other professional, scientific and engineering activity not classified elsewhere (74.90.B PKD);
 - 4) Construction works relating to the erection of buildings (41 PKD);
 - 5) Works relating to the construction of civil and hydraulic engineering structures (42 PKD);
 - 6) Specialised construction works (43 PKD);
 - 7) Manufacture of construction products of concrete (23.61.Z PKD);
 - 8) Manufacture of construction products of plaster (23.62.Z PKD);
 - 9) Manufacture of cement (23.51.Z PKD);
 - 10) Manufacture of lime and plaster (23.52.Z PKD);
 - 11) Manufacture of metals (24 PKD);
 - 12) Wholesale trade except of motor vehicles (46 PKD);
 - 13) Activities of travel agencies, tour operators and tourist agents and other service activity in reservation and related activity (79 PKD);
 - 14) Research and analysis related to food quality (71.20.A PKD);
 - 15) Other technical research and analysis (71.20.B);
 - 16) Land-borne transport and transport via pipelines (49 PKD);
 - 17) Water transport (50.Z PKD);
 - 18) Activity related to software and information technology consultancy and related activity (62 PKD);
 - 19) Real estate activities (68 PKD);
 - 20) Auxiliary activities relating to maintenance of buildings (81.10.Z PKD);
 - 21) Museums activities (91.02.Z PKD);
 - 22) Activities of historic sites and buildings and of similar tourist attractions (91.03.Z PKD);
 - 23) Growing of crops other than perennial (01.1 PKD);
 - 24) Financial intermediation (66.19.Z PKD);
 - 25) Accommodation services (55 PKD);
 - 26) Accounting and bookkeeping activities, tax consultancy (PKD 69.20.Z).
2. In the event that, in conformity with relevant legal provisions, a consent (a licence, permit, permission or concession) is required for the pursuance of an activity specified above, such activity shall be undertaken by the Company after a relevant consent (licence, permit, permission or concession) has been received.

SHARE CAPITAL

§ 5

1. The share capital of the Company is 4,004,000 zlotys (four million and four thousand zlotys) and is divided into:
 - a) 30,030,000 (thirty million and thirty thousand) ordinary bearer shares, series A, of the nominal value of 0.10 zlotys (ten groszes) each,
 - b) 10,010,000 (ten million and ten thousand) ordinary bearer shares, series B, of the nominal value of 0.10 zlotys (ten groszes) each.

2. Series A and B shares were fully paid for by monetary contributions.
3. The Company's shares may be redeemed on the basis of a resolution of the General Meeting.
4. The increase of the share capital may take place by the issue of new shares or by the increase of the nominal value of the existing shares. The increase of the share capital may also take place by the transfer of reserves created from profit and of the supplementary capital to the share capital.
5. The Company's shares shall be bearer shares. Bearer shares may not be exchanged for registered ones.
6. The Company may issue bonds, including bonds convertible to shares, preferred bonds and subscription warrants.

COMPANY'S GOVERNING BODIES

§ 6

The Company's governing bodies shall be as follows:

- a) the Management Board,
- b) the Supervisory Board,
- c) the General Meeting.

COMPANY'S MANAGEMENT BOARD

§ 7

1. The Management Board shall exercise all powers with regard to the Company's management except the powers reserved for the other governing bodies by the regulations, these Statutes or other regulations in force at the Company. The Management Board is obliged to pursue the Company's matters to cause the Company's objective to be attained.
2. The Company's Management Board shall consist of one to five members appointed for the common term of office lasting five years. The term of office shall be calculated in full accounting years.
3. In the case of the Management Board consisting of one person, the only Member of the Management Board shall fulfil the function of the President of the Management Board. If the Management Board consists of more than one person, it includes the President and Vice-Presidents or members of the Management Board depending on the resolution by the Supervisory Board.
4. The number of the Members of the Management Board shall be determined by the Supervisory Board, subject to § 7 para. 2 of the Statutes.
5. The Members of the Management Board shall be appointed and dismissed by the Supervisory Board; dismissal may, however, take place for important reasons only.
6. The mandates of the Members of the Management Board shall expire on the day of holding a General Meeting approving the financial statements for the last full financial year of the function of the Member of the Management Board being fulfilled.
7. The resolutions of the Management Board shall be adopted by the majority of votes; if the number of votes is equal, the President of the Management Board shall have the casting vote. For the resolutions of the Management Board to be valid, all its members must be informed about the session and the presence of a minimum of 3/4 of its members at the session is required.
8. The Management Board may, without consent from the General Meeting and Supervisory Board, subject to § 10 para. 9 point f) in the case of the latter governing body, perform activities consisting in the acquisition by the Company, the transfer by it and encumbrance with limited rights in property the Company's real estate or the right of perpetual usufruct of land.
9. The duty of the Management Board to pursue information activities specified in Article 380¹ §1 and 2 of the Commercial Companies Code shall be excluded.

§ 8

The following shall be authorised to make statements on behalf of the Company:

- a) In the case of the Management Board consisting of one person – the President of the Management Board,
- b) in the case of the Management Board consisting of more than one person – two Members of the Management Board acting jointly or a Member of the Management Board acting jointly with a proxy.

§ 9

The detailed procedure for the activity of the Management Board is set out in its by-laws approved by the Supervisory Board.

SUPERVISORY BOARD

§ 10

1. The Supervisory Board shall consist of five to seven members elected by the General Meeting for the common term of office lasting 3 (three) years.
2. The Supervisory Board or its various members may be dismissed at any time. In the event that the membership in the Supervisory Board expires as a result of resignation or due to ill-fated reasons, the Supervisory Board may elect a new member, who shall perform his or her activities until election by the nearest General Meeting.

3. The mandate of the Member of the Supervisory Board shall expire, at the latest, on the day of holding a General Meeting approving the financial statements for the last full financial year of the function of the Member of the Supervisory Board being fulfilled. Moreover, the mandate expires as a result of death or resignation of the member of the Board.
4. The Supervisory Board shall adopt resolutions by the absolute majority of votes. If the number of votes is equal, the Chairperson shall have the casting vote.
5. The Supervisory Board shall adopt resolutions if at least one half of its members are present, and all members were invited.
6. In special cases the members of the Supervisory Board may take part in the adoption of resolutions of the Supervisory Board by casting their vote in writing via another member of the Supervisory Board. Casting a vote in writing may not concern the issues included in the agenda at the session of the Supervisory Board.
7. The Supervisory Board may adopt resolutions by way of a written procedure or with the use of the means of distance communication. A resolution shall be valid if all the members of the Board have been advised of the wording of the draft resolution and at least one half of the members of the Board took part in the adoption of the resolution.
8. To perform its duties, the Supervisory Board may inspect all the Company's documents, perform the audit of the Company's assets and demand the Management Board, proxies and persons employed at the Company on the basis of an employment agreement or regularly performing, for the Company, specific activities on the basis of a contract for a piece of work, contract of mandate or another agreement of a similar nature, to prepare or hand over of any information, documents, reports or explanations pertaining to the Company, in particular its activity or assets. The object of the demand may also include information, reports or explanations held by a governing body or person and pertaining to subsidiaries and related companies. Information, documents, reports or explanations referred to above shall be handed over to the Supervisory Board immediately, but not later than within two weeks from the date of submission of the demand to the governing body or obliged person, unless a longer time limit is fixed in the demand. The Management Board may not restrict access of the members of the Supervisory Board to information, documents, reports or explanations requested by them, as referred to in this paragraph.
9. The Supervisory Board shall perform constant supervision over the Company's activity in all its aspects. Permanent supervision over the Company's activity shall consist in conducting the owners' supervision; in particular, as part of the performance of these duties, the Supervisory Board:
 - a. evaluate financial statements and reports of the Management Board of the Company's activity with regard to their conformity with the books and documents, as well as the actual state of affairs, and proposals of the Management Board concerning the division of profits or the way of financing of losses, and submit to the General Meeting an annual written report of the results of such evaluation,
 - b. approve the by-laws of the Company's Management Board,
 - c. conclude agreements with the members of the Company's Management Board, fix the remuneration of the President and Members of the Management Board in accordance with the Remuneration Policy effective at the Company and subject to the relevant regulations on public offering and the conditions governing the introduction of financial instruments into the organised trading system, and on public companies, and exercise other rights in relation to the Members of the Company's Management Board following from the employment relationship or regulations and within the powers of the Supervisory Board,
 - d. suspend various or all members of the Management Board in their activities for important reasons, and delegate the members of the Supervisory Board to perform on a temporary basis the activities of the Members of the Management Board who are unable to perform their activities,
 - e. express consent to the payment of advances towards the forecast dividend,
 - f. express consent to the performance by the Management Board of activities consisting in the acquisition, transfer and encumbrance of real estate or the perpetual usufruct right if the value of such real estate or right or an encumbrance on it exceeds PLN 40,000,000.00 (forty million zlotys), or whose encumbrance exceeds PLN 40,000,000.00 (forty million zlotys),
 - g. once a year, make and present to the Ordinary General Meeting a concise assessment of the Company's situation, taking into account the assessment of internal control, risk management systems, compliance and of the internal audit function (if separate) or the need to separate the audit function from the organisation point of view,
 - h. once a year, make and present to the Ordinary General Meeting the assessment of the work of the Supervisory Board and a report of its activity in accordance with the scope following from the current regulations and Best Practice for GPW Listed Companies, as well as the assessment of the way of preparation or submission by the Management Board to the Supervisory Board of information, documents, reports or explanations requested in the manner laid down in § 10 para. 8 of the Statutes,
 - i. once a year, make and present to the Ordinary General Meeting the assessment of the Company's compliance with the disclosure obligations concerning compliance with the corporate governance rules defined in the Stock Exchange Rules and in the regulations on current and periodic information submitted

- by the issuers of securities, as well as information on the rationality of the pursuance of sponsoring, charity and similar policies or information that the Company does not pursue such policies,
 - j. consider once a year and give an opinion on matters which are to be the objects of the resolutions of the General Meeting,
 - k. adopt the By-Laws of the Audit Committee,
 - l. *each year, prepare the Remuneration Report presenting the comprehensive review of the remuneration, including all the benefits irrespective of their form, received by the various members of the Management Board and Supervisory Board or remuneration due to the various members of the Management Board and Supervisory Board in the last financial year, pursuant to the Company's Remuneration Policy for the members of the Management Board and Supervisory Board,*
 - m. on the basis of the authorisation and within the limits previously set by the General Meeting, specify the elements of the Company's remuneration policy for the members of the Management Board and Supervisory Board, as allowed by the relevant regulations on public offering and the conditions governing the introduction of financial instruments into the organised trading system, and on public companies,
 - n. exercise other powers prescribed by the binding regulations, including the provisions of the Commercial Companies Code, other acts and the Company's internal regulations.
 - o. adopt the Company's diversity policy in relation to the Management Board and Supervisory Board.
10. The Supervisory Board shall give consent to the conclusion by the Company's Management Board of a significant agreement with a shareholder holding at least 5 % (five per cent) of the total number of votes in the Company or with a related entity. The foregoing obligation does not apply to typical transactions and transactions at arm's-length made as part of the Company's operating activities between the Company and the members of its Corporate Group.
 11. At least two members of the Supervisory Board must be independent of the Company and entities related with it.
 12. The following persons are considered independent members of the Supervisory Board:
 - a) such a person did not occupy the position of the member of the Management Board of the Company or an associated company during the last 5 (five) years,
 - b) such a person was not an employee of the Company or an associated company during the last 3 (three) years,
 - c) such a person did not and does not receive additional significant remuneration from the Company or an associated company except for the remuneration as a member of the Supervisory Board,
 - d) such a person is not a shareholder and does not, in any way, represent a shareholder(s) holding a controlling package of shares,
 - e) such a person does not and did not, during the last year, maintain significant trade relations with the Company or an associated company directly, as a shareholder or as a member of a governing body (trade relations include being a significant supplier of services, goods or a significant customer etc.),
 - f) such a person is not and was not, during the last three years, a shareholder or employee of the current or former statutory auditor of the Company or an associated company,
 - g) such a person does not have relations with the members of the Company's Management Board through participation in other companies or the governing bodies of those companies,
 - h) such a person did not fulfil functions in the Supervisory Board for more than 12 (twelve) years,
 - i) such a person is not a member of the close family of the members of the Management Board or of the other members of the Supervisory Board,
 - j) such a person is not, in a real and significant manner, related to a shareholder having the right to exercise 5% (five per cent) or more of the total number of votes at the General Meeting.
 - k) such a person is not an employee of the Company, a subsidiary or associated entity and is not a person bound with those entities by agreements of a similar character.
 13. The failure by all the members of the Supervisory Board to comply with the criteria set out in the preceding paragraph does not influence the capacity of the Company's Supervisory Board to perform activities and their validity, including the resolutions.
 14. The Supervisory Board shall elect a statutory auditor conducting an audit of the Company's financial statements.
 15. The members of the Supervisory Board shall receive remuneration in the amount determined by the General Meeting.
 16. The Supervisory Board shall be convened as required, but not less frequently than once in each quarter of the financial year.
 17. The detailed procedure for the activity of the Supervisory Board is set out in its by-laws approved by the General Meeting.
 18. If it is necessary for the Supervisory Board to represent the Company, the Chairperson or Vice-Chairperson of the Supervisory Board shall be the persons appointed to make statements on the basis of resolutions adopted by the Supervisory Board.
 19. In a period when the Company's shares are quoted at the regulated market run by the Warsaw Stock Exchange or when it follows from the binding regulations or from a recommendation of the Supervisory Board, the Supervisory Board shall appoint, from among its members, the Audit Committee responsible for the supervision of the Company's

financial matters. The detailed tasks and the way of operation of the Audit Committee shall be specified by the By-Laws of the Audit Committee adopted by the Supervisory Board.

20. The Supervisory Board shall, once a year, prepare and provide the General Meeting with a remuneration report in the meaning of the relevant regulations on public offering and the conditions governing the introduction of financial instruments into the organised trading system, and on public companies, such a remuneration report showing the comprehensive review of the remuneration including all benefits, irrespective of their form, received by the various members of the Management Board and Supervisory Board or due to them in the last financial year, pursuant to the Company's remuneration policy for the members of the Management Board and Supervisory Board – for the General Meeting to adopt a resolution issuing an opinion on the remuneration report.
21. In the agreement between the Company and the Supervisory Board's adviser referred to in Article 382¹ §1 of the Commercial Companies Code, the Company shall be represented by the Management Board.
22. The Supervisory Board shall be obliged, at least one week in advance, to inform the key statutory auditor who conducted the audit of the financial statements, about the date and time of the session, whose object comprises the matters specified in para. 9 point a) above. The Company shall ensure the attendance of the key statutory auditor or another representative of the audit firm at the session of the Supervisory Board. During the session, the key statutory auditor or another representative of the audit firm shall present to the Supervisory Board the audit report, including the assessment of the grounds of the endorsed statement referring to the Company's ability to continue as a going concern, and give answers to questions from the members of the Supervisory Board.
23. In relation to the provision of §7 para. 9 of the Statutes and §10 para. 21 above, the duties of the Supervisory Board and its assessment shall be excluded to the extent described in Article 382§3¹ item 3) of the Commercial Companies Code.

GENERAL MEETING

§ 11

1. The General Meeting shall hold its sessions as an ordinary or extraordinary meeting.
2. The Ordinary General Meeting shall be held within six months of the end of each financial year.
3. The General Meeting shall be convened on the basis of the rules specified by the Commercial Companies Code.
4. A request for the cancellation of the General Meeting and a decision by the Management Board on such cancellation requires justification. The cancellation or a change of the date of the General Meeting shall be effected in the form prescribed for its convocation, not later than 10 (ten) days before the date of the General Meeting. If the Company is public, the publication of the current report by the Company within the time limit set out in the preceding sentence shall be sufficient for the cancellation of the General Meeting.
5. The General Meeting shall be held in a locality which is the Company's registered office. The General Meeting may also be held in a locality which is the registered office of a company running a stock exchange at which the shares of INPRO S.A. are traded.
6. The detailed procedure for the activity of the General Meeting, and the rules for its sessions and adoption of resolutions are set out in the by-laws adopted by the General Meeting by the absolute majority of votes.
7. The resolutions of the General Meeting on the amendment to its by-laws shall be valid as from the next General Meeting.

§ 12

A resolution of the General Meeting shall be required for the following:

1. Consideration and approval of the report of the Management on the Company's activity and of the financial statements for the previous financial year,
2. Acknowledgement of the fulfilment of duties by the members of the Management Board and Supervisory Board,
3. Division of profit or the determination of the ways of financing the losses,
4. Decisions concerning the claims for redress of damage occasioned upon the Company's formation, administration or supervision,
5. Amendment to the Company's Statutes,
6. Transfer and leasing of an enterprise or its organised part and establishing a limited right in property on them;
7. Issue of convertible bonds or with the priority right or the issue of subscription warrants;
8. Acquisition of treasury shares in the case specified in Article 362 § 1 item 2 of the Commercial Companies Code, and giving the power to acquire those shares in the case specified in Article 362 § 1 item 8 of the Commercial Companies Code,
9. Merger, division, transformation, dissolution and liquidation of the Company,
10. Appointment and dismissal of the members of the Supervisory Board and fixing their remuneration in accordance with the remuneration policy effective at the Company and subject to the relevant binding regulations on public offering and the conditions governing the introduction of financial instruments into the organised trading system, and on public companies.
11. Approval of the by-laws of the Supervisory Board,
12. Making other decisions referred to in the regulations,

13. Adoption, in a resolution carried not less frequently than every four years, the remuneration policy for the members of the Management Board and Supervisory Board, which policy is referred to in the relevant regulations on public offering and the conditions governing the introduction of financial instruments into the organised trading system, and on public companies.

§ 13

The resolutions of the General Meeting shall be adopted by the absolute majority of votes, no matter the number of shares represented at the Meeting, unless the regulations provide otherwise.

CAPITAL AND FUNDS

§ 14

The Company may create reserve and supplementary capital and other funds.

§ 15

1. The record date and the dividend date shall be specified in a resolution of the General Meeting adopted at the Ordinary General Meeting.
2. The Management Board shall be authorised to pay the shareholders an advance towards the forecast dividend at the end of financial year if the Company has funds sufficient for the payment. The payment of an advance requires consent from the Supervisory Board.

§ 16

1. The financial year of the Company shall be the calendar year.
2. During three months after the end of the financial year, the Management Board shall make and provide the Supervisory Board with financial statements as at the last day of that year and with a written report of the Company's activity in that period.

FINAL PROVISIONS

§ 17

The matters not dealt with in these Statutes shall be governed by the provisions of the Commercial Companies Code.

§ 18

The Company's announcements required by law shall be published in the Monitor Sądowy i Gospodarczy unless the current regulations provide otherwise.

This resolution shall come into force on the date of its adoption.

12. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the approval of the amendments to the By-Laws of the Supervisory Board of INPRO SA**

§1

1. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of § 1 of the By-Laws of the Supervisory Board of INPRO S.A. consisting in adding, after item 4, **new item 5** reading as follows:

"5. Other applicable regulations"

2. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of § 2 of the By-Laws of the Supervisory Board of INPRO S.A. consisting in adding, after para. 3, **new para. 4** reading as follows:

"4. A member of the Supervisory Board shall, when performing his or her duties, exercise diligence following from the professional nature of his or her activity, and remain loyal to the Company."

3. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of § 2 of the By-Laws of the Supervisory Board of INPRO S.A. consisting in adding, after para. 4, **new para. 5** reading as follows:

„5. A member of the Supervisory Board may not reveal the Company's secrets also after the expiry of the mandate."

4. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of § 8 of the By-Laws of the Supervisory Board of INPRO S.A. consisting in providing new wording of the introductory part of para. 1 before the list marked with letters, as follows:

"1. The Supervisory Board shall exercise general permanent supervision over the Company's activity, in all areas of its activity, while performing all the duties imposed by the Statutes, Commercial Companies Code and other regulations, in particular:"

5. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of § 8 **para. 1 point h)** of the By-Laws of the Supervisory Board of INPRO S.A. which shall read as follows:

"h) once a year, make and present to the Ordinary General Meeting the assessment of the work of the Supervisory Board and a report of its activity in accordance with the scope following from the current Best Practice for GPW Listed Companies, as well as the assessment of the way of preparation or submission by the Management Board to the Supervisory Board of information, documents, reports or explanations requested in the manner laid down in para. 5 below."

6. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of § 8 of the By-Laws of the Supervisory Board of INPRO S.A. consisting in adding, after para. 4, **new para. 5** reading as follows:

"5. To perform its duties, the Supervisory Board may inspect all the Company's documents, perform the audit of the Company's assets and demand the Management Board, proxies and persons employed at the Company on the basis of an employment agreement or regularly performing, for the Company, specific activities on the basis of a contract for a piece of work, contract of mandate or another agreement of a similar nature, to prepare or hand over of any information, documents, reports or explanations pertaining to the Company, in particular its activity or assets. The object of the demand may also include information, reports or explanations held by a governing body or person and pertaining to subsidiaries and related companies. Information, documents, reports or explanations referred to above shall be handed over to the Supervisory Board immediately, but not later than within two weeks from the date of submission of the request to the governing body or obliged person, unless a longer time limit is fixed in the demand. The Management Board may not restrict access of the members of the Supervisory Board to information, documents, reports or explanations requested by them, as referred to in this paragraph."

7. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of § 8 of the By-Laws of the Supervisory Board of INPRO S.A. consisting in adding, after para. 5, **new para. 6** reading as follows:

"6. The Supervisory Board shall be obliged, at least one week in advance, to inform the key statutory auditor who conducted the audit of the financial statements, about the date and time of the session, whose object comprises the matters specified in para. 1 point a) above. The Company shall ensure the attendance of the key statutory auditor or another representative of the audit firm at the session of the Supervisory Board. During the session, the key statutory auditor or another representative of the audit firm shall present to the Supervisory Board the audit report, including the assessment of the grounds of the endorsed statement referring to the Company's ability to continue as a going concern, and give answers to questions from the members of the Supervisory Board."

8. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of **§ 10 para. 1** of the By-Laws of the Supervisory Board of INPRO S.A., which shall read as follows:

"1. The session of the Supervisory Board shall be convened by invitations sent to the members of the Supervisory Board seven days before the session date, by registered letter or electronic mail with confirmation of receipt of the notice requested, at the addressee's choice."

9. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of **§ 10 para. 3** of the By-Laws of the Supervisory Board of INPRO S.A., which shall read as follows:

"3. The invitations to the session shall mention the date, time, venue of the session, the proposed agenda, as well as the method of use of the means of distance communication during the session, if such use is anticipated. As far as possible, the materials concerning the matters covered by the agenda shall be sent with the notice."

10. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10** of the By-Laws of the Supervisory Board of INPRO S.A. consisting in adding, after para. 3, **new para. 4** reading as follows:

"4. The Management Board or a member of the Supervisory Board may request the convocation of the session of the Supervisory Board while submitting the proposed agenda. The Chairperson of the Supervisory Board shall convene the session with the agenda complying with the request, and the session shall take place not later than within two weeks from the date of receipt of the request. If the Chairperson of the Supervisory Board does not convene the session in compliance with the request mentioned above, the person making the request may convene the session on his or her own."

11. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10** of the By-Laws of the Supervisory Board of INPRO S.A. consisting in adding, after para. 4, **new para. 5** reading as follows:

"5. The Supervisory Board may hold sessions also without formal convocation, if all the members of the Supervisory Board give their consent and do not make an objection to putting the various matters on the agenda."

12. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10** of the By-Laws of the Supervisory Board of INPRO S.A. consisting in adding, after para. 5, **new para. 6** reading as follows:

"6. The sessions of the Supervisory Board shall be convened as required, but one not less frequently than once in each quarter of the financial year."

13. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to amend the provision of **§ 10** of the By-Laws of the Supervisory Board of INPRO S.A. consisting in adding, after para. 6, **new para. 7** reading as follows:

"7. The session of the Supervisory Board may also be attended with the use of the means of distance communication. The Supervisory Board shall determine the by-laws for the adoption of resolutions with the use of the means of distance communication."

14. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of **§ 11 para. 2** of the By-Laws of the Supervisory Board of INPRO S.A., which shall read as follows:

"2. At the sessions of the Board, the matters covered by the agenda shall be considered. Matters submitted during the session may only be considered if none of the members of the Supervisory Board objects."

15. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of **§ 12** of the By-Laws of the Supervisory Board of INPRO S.A., which shall read as follows:

"§12

1. *The work and sessions of the Supervisory Board shall be managed by its Chairperson, who shall have the duty to organise the work of the Supervisory Board as appropriate, and in particular: convene the sessions of the Supervisory Board and order votes outside the sessions. In the event of the absence of the Chairperson of the Supervisory Board, the session shall be presided over by the Vice-Chairperson of the Board.*
 2. *The Chairperson's powers with regard to Supervisory Board sessions shall include, in particular: opening the session, ordering the drawing up of the list of attendance, ascertainment of the existence of the quorum, giving the floor to the participants in the session, ordering votes and announcing their results, and closing the session."*
16. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of **§ 13 para. 2** of the By-Laws of the Supervisory Board of INPRO S.A., which shall read as follows:

"2. Resolutions shall be adopted by the absolute majority of votes in open voting. If the distribution of votes is equal, the Chairperson shall have the casting vote."

17. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of **§ 13 para. 5** of the By-Laws of the Supervisory Board of INPRO S.A., which shall read as follows:

"5. The Supervisory Board may adopt resolutions or with the use of the means of distance communication. A resolution shall be valid if all the members of the Board have been advised of the wording of the draft resolution and at least one half of the members of the Board took part in the adoption of the resolution."

18. Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the amendment to the provision of **§ 14 para. 1** of the By-Laws of the Supervisory Board of INPRO S.A., which shall read as follows:

"1. In relation to each session of the Board and in connection with the adoption of a resolution by the Board outside a session, a report shall be made, which shall include:

- a) *date of the session,*
- b) *agenda*
- c) *list of the members of the Board with their names and a note specifying if they were present as well as the list of other persons taking part in the session,*
- d) *number of votes cast in relation to various resolutions*
- e) *the wording of dissenting opinions with an explanatory statement, if any, or reservations to resolutions or rulings as submitted by the various members of the Board."*

§2

The remaining provisions of the By-Laws of the Supervisory Board of INPRO S.A. do not change.

§3

This resolution shall come into force on the date of its adoption

13. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the adoption of the consolidated text of the By-Laws of the Supervisory Board of INPRO S.A.**

§1

Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Meeting decides to approve the new consolidated text of the By-Laws of the Supervisory Board of INPRO S.A. and adopt the consolidated text reading as follows:

**BY-LAWS OF THE SUPERVISORY BOARD
INPRO SPÓŁKA AKCYJNA**

Chapter I General provisions

§1

The Supervisory Board shall act on the basis of the following:

1. Company's Statutes,
2. Resolutions of the General Meeting,
3. Commercial Companies Code,
4. These By-Laws,
5. *Other applicable regulations*

§2

1. The appointment and dismissal of the members of the Supervisory Board shall take place in the manner set out in the Statutes and the By-Laws of the General Meeting.
2. A member of the Supervisory Board shall have appropriate knowledge and experience and be able to devote the time necessary to perform his or her duties.
3. A member of the Supervisory Board shall take appropriate actions so that the Supervisory Board receives information on important matters concerning the Company.
4. *A member of the Supervisory Board shall, when performing his or her duties, exercise diligence following from the professional nature of his or her activity, and remain loyal to the Company.*
5. *A member of the Supervisory Board may not reveal the Company's secrets also after the expiry of the mandate.*

§ 3

Each member of the Supervisory Board shall be guided in his or her actions by the Company's interest and by the independence of opinions and judgements and in particular:

- not receive unjustified benefits which could adversely influence the assessment of his or her opinions and judgements,
- expressly make his or her objection and dissenting opinion if he or she considers a decision of the Supervisory Board to be contrary to the Company's interest.

§ 4

1. At least two members of the Supervisory Board must be independent of the Company and entities related to it.
2. The following persons are considered independent members of the Supervisory Board:
 - a) such a person did not occupy the position of the member of the Management Board of the Company or an associated company during the last 5 years,
 - b) such a person was not an employee of the Company or an associated company during the last 3 years,
 - c) such a person did not and does not receive additional significant remuneration from the Company or an associated company except for the remuneration as a member of the Supervisory Board,
 - d) such a person is not a shareholder and does not, in any way, represent a shareholder(s) holding a controlling package of shares,
 - e) such a person does not and did not, during the last year, maintain significant trade relations with the Company or an associated company directly, as a shareholder or as a member of a governing body (trade relations include being a significant supplier of services, goods or a significant customer etc.),
 - f) such a person is not and was not, during the last three years, a shareholder or employee of the current or former statutory auditor of the Company or an associated company,
 - g) such a person does not have relations with the members of the Company's Management Board through participation in other companies or the governing bodies of those companies,
 - h) such a person did not fulfil functions in the Supervisory Board for more than 12 years,
 - i) such a person is not a member of the close family of the members of the Management Board or of the other members of the Supervisory Board,
 - j) such a person is not, in a real and significant manner, related to a shareholder having the right to exercise 5% or more of the total number of votes at the General Meeting,
 - k) such a person is not an employee of the Company, a subsidiary or associated entity and is not a person bound with those entities by agreements of a similar character.
3. A member of the Supervisory Board who has lost the independent member's status, in conformity with the provisions of paragraphs 1-2, shall notify the Chairperson of the Supervisory Board and the President of the Company's Management Board immediately.

4. The failure by any of the members of the Supervisory Board to comply with the criteria set out in para. 2 does not influence the capacity of the Supervisory Board to perform activities and their validity, including the resolutions.

§ 5

A member of the Supervisory Board shall provide the Company's Management Board with information on his or her connections with a shareholder holding shares representing not less than 5% of the total number of votes at the General Meeting. The above obligation concerns the connections of the economic, family or other nature, which may influence the position of a member of the Supervisory Board in a matter being resolved by the Board.

§ 6

A member of the Supervisory Board shall advise it of the conflict of interest or the possibility of its occurrence and abstain from speaking in a discussion and voting on a resolution in a matter in which the conflict of interest has occurred.

§ 7

1. The Supervisory Board shall, during the first session, elect Chairperson, Vice-Chairperson and Secretary from among its members.
2. The Chairperson of the Supervisory Board shall manage its work and, in the event of temporary absence, be replaced by the Vice-Chairperson.
3. The Supervisory Board shall act jointly.
4. The members of the Supervisory Board shall perform their functions personally.
5. A member of the Supervisory Board shall not resign from his or her function in a situation where this could adversely influence the possibility of the activity of the Supervisory Board, including the adoption of resolutions. That pertains, in particular, to a situation when due to the resignation the number of the members of the Supervisory Board would fall below the number set out by the Statutes or a resolution of the General Meeting.

Chapter II

Scope of the activity of the Supervisory Board

§ 8

1. *The Supervisory Board shall exercise general permanent supervision over the Company's activity, in all areas of its activity, while performing all the duties imposed by the Statutes, Commercial Companies Code and other regulations, in particular:*
 - a) evaluate financial statements and reports of the Management Board of the Company's activity with regard to their conformity with the books and documents, as well as the actual state of affairs, and proposals of the Management Board concerning the division of profits or the financing of losses, and submit to the General Meeting an annual written report on the results of such evaluation.
 - b) approve the by-laws of the Company's Management Board,
 - c) conclude agreements with the members of the Company's Management Board, fix the remuneration of the President and Members of the Management Board in accordance with the Remuneration Policy effective at the Company and subject to the relevant regulations on public offering and the conditions governing the introduction of financial instruments into the organised trading system, and on public companies, and exercise other rights in relation to the Members of the Company's Management Board following from the employment relationship or regulations and within the powers of the Supervisory Board,
 - d) suspend various or all members of the Management Board in their activities for important reasons, and delegate the members of the Supervisory Board to perform on a temporary basis the activities of the Members of the Management Board who are unable to perform their activities,
 - e) express consent to the payment of advances towards the forecast dividend,
 - f) express consent to the performance by the Management Board of activities consisting in the acquisition, transfer and encumbrance of real estate or the perpetual usufruct right if the value of such real estate or right or an encumbrance on it exceeds PLN 40,000,000.00 (forty million zlotys), or whose encumbrance exceeds PLN 40,000,000.00 (forty million zlotys),
 - g) once a year, make and present to the Ordinary General Meeting a concise assessment of the Company's situation, taking into account the assessment of internal control, risk management systems, compliance and of the internal audit function (if separate) or the need to separate the audit function from the organisation point of view.

- h) *once a year, make and present to the Ordinary General Meeting the assessment of the work of the Supervisory Board and a report of its activity in accordance with the scope following from the current Best Practice for GPW Listed Companies, as well as the assessment of the way of preparation or submission by the Management Board to the Supervisory Board of information, documents, reports or explanations requested in the manner laid down in para. 5 below.*
 - i) once a year, make and present to the Ordinary General Meeting the assessment of the Company's compliance with the disclosure obligations concerning compliance with the corporate governance rules defined in the Stock Exchange Rules and in the regulations on current and periodic information submitted by the issuers of securities, as well as information on the rationality of the pursuance of sponsoring, charity and similar policies or information that the Company does not pursue such policies,
 - j) consider and give opinion on matters which are to be the objects of the resolutions of the General Meeting.
 - k) adopt the By-Laws of the Audit Committee,
 - l) *each year, prepare the Remuneration Report presenting the comprehensive review of the remuneration, including all the benefits irrespective of their form, received by the various members of the Management Board and Supervisory Board or remuneration due to the various members of the Management Board and Supervisory Board in the last financial year, pursuant to the Company's Remuneration Policy for the members of the Management Board and Supervisory Board,*
 - m) on the basis of the authorisation and within the limits previously set by the General Meeting, specify the elements of the Company's remuneration policy for the members of the Management Board and Supervisory Board, as allowed by the relevant regulations on public offering and the conditions governing the introduction of financial instruments into the organised trading system, and on public companies,
 - n) exercise other powers prescribed by the binding regulations, including the provisions of the Commercial Companies Code, other acts and the Company's internal regulations,
 - o) adopt the Company's diversity policy in relation to the Management Board and Supervisory Board.
2. The Supervisory Board shall give approval of the conclusion by the Company's Management Board of a significant agreement with a shareholder holding at least 5% (*five per cent*) of the total number of votes in the company or with a related entity. The foregoing obligation does not apply to typical transactions and transactions at arm's-length made as part of the Company's operating activities between the Company and the members of its Corporate Group.
 3. In a period when the Company's shares are quoted at the regulated market run by the Warsaw Stock Exchange or when it follows from the binding regulations or from a recommendation of the Supervisory Board, the Supervisory Board shall appoint, from among its members, the Audit Committee responsible for the supervision of the Company's financial matters. The detailed tasks and the way of operation of the Audit Committee shall be specified by the By-Laws of the Audit Committee adopted by the Supervisory Board.
 4. The Supervisory Board shall, once a year, prepare and provide the General Meeting with a remuneration report in the meaning of the relevant regulations on public offering and the conditions governing the introduction of financial instruments into the organised trading system, and on public companies, such a remuneration report showing the comprehensive review of the remuneration including all benefits, irrespective of their form, received by the various members of the Management Board and Supervisory Board or due to them in the last financial year, pursuant to the Company's remuneration policy for the members of the Management Board and Supervisory Board – for the General Meeting to adopt a resolution issuing an opinion on the remuneration report.
 5. *To perform its duties, the Supervisory Board may inspect all the Company's documents, perform the audit of the Company's assets and demand the Management Board, proxies and persons employed at the Company on the basis of an employment agreement or regularly performing, for the Company, specific activities on the basis of a contract for a piece of work, contract of mandate or another agreement of a similar nature, to prepare or hand over of any information, documents, reports or explanations pertaining to the Company, in particular its activity or assets. The object of the demand may also include information, reports or explanations held by a governing body or person and pertaining to subsidiaries and related companies. Information, documents, reports or explanations referred to above shall be handed over to the Supervisory Board immediately, but not later than within two weeks from the date of submission of the request to the governing body or obliged person, unless a longer time limit is fixed in the request. The Management Board may not restrict access of the members of the Supervisory Board to information, documents, reports or explanations requested by them, as referred to in this paragraph.*
 6. *The Supervisory Board shall be obliged, at least one week in advance, to inform the key statutory auditor who conducted the audit of the financial statements, about the date and time of the session, whose object comprises the matters specified in para. 1 point a) above. The Company shall ensure the attendance of the key statutory auditor or another representative of the audit firm at the session of the Supervisory Board. During the session, the key statutory auditor or another representative of the audit firm shall present to the Supervisory Board the audit report, including the assessment*

of the grounds of the endorsed statement referring to the Company's ability to continue as a going concern, and give answers to questions from the members of the Supervisory Board.

§ 9

Members of the Supervisory Board may participate in the sessions of the General Meeting in the bench necessary to give substantive answers to questions asked in the course of the General Meeting.

Chapter III Convocation and the course of the sessions of the Supervisory Board

§ 10

- 1. The session of the Supervisory Board shall be convened by invitations sent to the members of the Supervisory Board seven days before the session date, by registered letter or electronic mail with confirmation of receipt of the notice requested, at the addressee's choice.*
- 2. In emergencies, the Chairperson or Vice-Chairperson of the Board may order another way and time limit for the notification of the members of the Board on the date of the session.*
- 3. The invitations to the session shall mention the date, time, venue of the session, the proposed agenda, as well as the method of use of the means of distance communication during the session, if such use is anticipated. As far as possible, the materials concerning the matters covered by the agenda shall be sent with the notice.*
- 4. The Management Board or a member of the Supervisory Board may request the convocation of the session of the Supervisory Board while submitting the proposed agenda. The Chairperson of the Supervisory Board shall convene the session with the agenda complying with the request, and the session shall take place not later than within two weeks from the date of receipt of the request. If the Chairperson of the Supervisory Board does not convene the session in compliance with the request mentioned above, the person making the request may convene the session on his or her own.*
- 5. The Supervisory Board may hold sessions also without formal convocation, if all the members of the Supervisory Board give their consent and do not make an objection to putting the various matters on the agenda.*
- 6. The sessions of the Supervisory Board shall be convened as required, but one not less frequently than once in each quarter of the financial year.*
- 7. The session of the Supervisory Board may also be attended with the use of the means of distance communication. The Supervisory Board shall determine the by-laws for the adoption of resolutions with the use of the means of distance communication."*

§ 11

- 1. The agenda shall include, apart from the matters for consideration or approval, for which the session has been convened, the approval of the minutes of the previous session.*
- 2. At the sessions of the Board, the matters covered by the agenda shall be considered. Matters submitted during the session may only be considered if none of the members of the Supervisory Board objects.*

§ 12

- 1. The work and sessions of the Supervisory Board shall be managed by its Chairperson, who shall have the duty to organise the work of the Supervisory Board as appropriate, and in particular: convene the sessions of the Supervisory Board and order votes outside the sessions. In the event of the absence of the Chairperson of the Supervisory Board, the session shall be presided over by the Vice-Chairperson of the Board.*
- 2. The Chairperson's powers with regard to Supervisory Board sessions shall include, in particular: opening the session, ordering the drawing up of the list of attendance, ascertainment of the existence of the quorum, giving the floor to the participants in the session, ordering votes and announcing their results, and closing the session.*

§13

- 1. Resolutions of the Supervisory Board may be adopted if at least one half of its members are present, and all members were invited.*
- 2. Resolutions shall be adopted by the absolute majority of votes in open voting. If the division of votes is equal, the Chairperson shall have the casting vote.*
- 3. Voting at the session of the Supervisory Board shall take place in the open procedure except voting on personal matters. Moreover, secret voting shall be ordered if it is requested by at least one members of the Supervisory Board.*
- 4. In special cases the members of the Supervisory Board may take part in the adoption of resolutions by casting their vote in writing via another member of the Supervisory Board. Casting a vote in writing may not concern the issues included in the agenda at the session of the Supervisory Board.*

5. *The Supervisory Board may adopt resolutions or with the use of the means of distance communication. A resolution shall be valid if all the members of the Board have been advised of the wording of the draft resolution and at least one half of the members of the Board took part in the adoption of the resolution.*
6. Resolutions adopted in the manner prescribed in paragraphs 4-5 do not concern the election of the Chairperson and Vice-Chairperson of the Supervisory Board, the appointment of a member of the Management Board and the dismissal and suspension of those persons.

§14

1. In relation to each session of the Board and in connection with the adoption of a resolution by the Board outside a session, a report shall be made, which shall include:
 - a) date of the session,
 - b) agenda
 - c) list of the members of the Board with their names and a note specifying if they were present as well as the list of other persons taking part in the session,
 - d) number of votes cast in relation to various resolutions
 - e) the wording of dissenting opinions with an explanatory statement, if any, or reservations to resolutions or rulings as submitted by the various members of the Board.
2. Minutes shall be signed by the members of the Supervisory Board present at the session. Resolutions adopted by the Board shall be attached to the minutes.
3. The minutes of the Supervisory Board, numbered consecutively in a calendar year and recorded in the register, shall be kept in the Minute Book of the Supervisory Board. The Minute Book of the Supervisory Board shall be made available to the members of the Board upon each request from them.
4. Each member of the Board may require the correction of the minutes of the session of the Supervisory Board in which he or she participated.
5. Official copies of the resolutions and rulings of the Board shall be delivered to the Company's Management Board.

Chapter IV Remuneration of the members of the Supervisory Board

§15

The members of the Supervisory Board shall receive remuneration for the work and activity within the Supervisory Board. The remuneration shall be determined by the General Meeting on the basis of the remuneration policy in force at the Company and subject to the current relevant regulations on public offering and the conditions governing the introduction of financial instruments into the organised trading system, and on public companies.

Chapter V Final provisions

§16

The activity of the Supervisory Board shall be financed by the Company.

§17

The Company's Management Board shall ensure comprehensive services to the Supervisory Board with regard to technical and organisational matters.

§18

These By-Laws shall come into force on the date of their adoption by the General Meeting.

§2

This resolution shall come into force on the date of its adoption.

14. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

on the acknowledgement of the fulfilment of duties by the President of the Management Board, Krzysztof Marian Maraszek in 2022

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Krzysztof Marian Maraszek, the President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/ 2022.

§2

This resolution shall come into force on the date of its adoption.

15. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board, Zbigniew Feliks Lewiński in 2022

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Zbigniew Feliks Lewiński, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

16. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board, Robert Franciszek Maraszek in 2022

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Robert Franciszek Maraszek, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

17. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

**on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board, Marcin Tomasz
Stefaniak
in 2022**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Marcin Tomasz Stefaniak, Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

18. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

**on the acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Jerzy Glanc
in 2022**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Jerzy Glanc, the Chairperson of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

19. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Krzysztof Gąsak
in 2022**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Krzysztof Gąsak, a member of the Company's Supervisory Board, in his activity as a member of the Supervisory Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

20. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Beata Krzyżagórska-Żurek
in 2022**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Ms Beata Krzyżagórska-Żurek, a member of the Company's Supervisory Board, in her activity as a member of the Supervisory Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

21. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Mariusz Linda
in 2022**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Mariusz Linda, a member of the Company's Supervisory Board, in his activity as a member of the Supervisory Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

22. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Wojciech Stefaniak,
in 2022**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Wojciech Stefaniak, a member of the Company's Supervisory Board, in his activity as a member of the Supervisory Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

23. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Szymon Lewiński,
in 2022**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Szymon Lewiński, a member of the Company's Supervisory Board, in his activity as a member of the Supervisory Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

24. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Łukasz Maraszek,
in 2022**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting acknowledges the fulfilment of duties by Mr Łukasz Maraszek, a member of the Company's Supervisory Board, in his activity as a member of the Supervisory Board in the financial year 2022 comprising the period from 01/01/2022 to 31/12/2022.

§2

This resolution shall come into force on the date of its adoption.

25. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on fixing the number of the members of the Supervisory Board of INPRO S.A. in the new common term of office**

§ 1

Acting on the basis of § 12 item 10 of the Company's Statutes and Article 392 § 1 of the Commercial Companies Code, the Ordinary General Meeting fixes the number of the members of the Supervisory Board for the new term of office 2023-2026, being // persons.

§ 2

This resolution shall come into force on the date of its adoption.

26. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the appointment of an independent member of the Supervisory Board of INPRO S.A. for the new common term of
office for the years 2023-2026**

§ 1

1. Acting on the basis of § 12 item 10 of the Company's Statutes, the Ordinary General Meeting hereby decides to appoint Mr/Ms // member of the Supervisory Board as of 27 June 2023 for the common term of office.
2. The Ordinary General Meeting hereby ascertains that the appointed member of the Supervisory Board, Mr/Ms //, filed a statement on consent to being a candidate, as governed by § 9 item 8 of the By-Laws of the General Meeting, and a statement governed by § 9 item 7 of the By-Laws of the General Meeting on compliance by him/her with the criteria set out in § 10 item 12 points a) to j) of the Company's Statutes and the criteria set out in § 4 item 2 of the By-Laws of the Supervisory Board.

§ 2

This resolution shall come into force on the date of its adoption.

27. *A resolution with a binding character*

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on the appointment of a *dependent* member of the Supervisory Board of INPRO S.A. for the new common term
for the years 2023-2026**

§ 1

1. Acting on the basis of § 12 item 10 of the Company's Statutes, the Ordinary General Meeting hereby decides to appoint Mr/Ms // member of the Supervisory Board as of 27 June 2023 for the common term of office.
2. The Ordinary General Meeting hereby ascertains that the appointed member of the Supervisory Board, Mr/Ms //, filed a statement on consent to being a candidate, as governed by § 9 item 8 of the By-Laws of the General Meeting, and a statement governed by § 9 item 7 of the By-Laws of the General Meeting on non-compliance by him/her with the criteria set out in § 10 item 12 points a) to j) of the Company's Statutes and the criteria set out in § 4 item 2 of the By-Laws of the Supervisory Board.

§ 2

This resolution shall come into force on the date of its adoption.

28. *A resolution with a binding character*

Resolution No./2023

**of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023
on fixing the remuneration of the members of the Supervisory Board of INPRO SA**

§ 1

Acting on the basis of § 10 item 15 and § 12 item 10 of the Company's Statutes, taking into account § 15 of the By-Laws of the Supervisory Board and the endorsed Remuneration Policy for the Members of the Management Board and Supervisory Board, the Ordinary General Meeting hereby determines the remuneration of the members of the Supervisory Board pursuant to Resolution No. 12/2021 of 28 June 2021 of the Ordinary General Meeting of INPRO SA.

§ 2

This resolution shall come into force on the date of its adoption.

29. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

**on the extension of the period of authorisation for the Management Board to acquire treasury shares by INPRO S.A.
for redemption**

Acting on the basis of Article 359 § 1 and 2 in connection with Article 362 § 1 item 5) of the Commercial Companies Code as well as § 5 para. 3 of the Statutes of INPRO S.A. with its registered office in Gdańsk, and with a reference to Resolution No. 30/2021 of 28 June 2021 of the Ordinary General Meeting of the Company on the authorisation for the Management Board to acquire the Company's treasury shares for redemption (hereinafter the "Authorising Resolution"), the Ordinary General Meeting resolves as follows:

§ 1

1. The Ordinary General Meeting extends **until 30 June 2025** the period of authorisation for the Company's Management Board to acquire the treasury shares by the Company on the basis of the Authorising Resolution.
2. To the remaining extent, the rules of acquisition of the Company's treasury shares as set out in the Authorising Resolution remain unchanged.

§2

1. The Authorising Resolution shall be amended in such manner that the date "30 June 2023" in § 2 para. 3 will be replaced with "30 June 2025".
2. The remaining provisions of Authorising Resolution remain unchanged.

§ 3

The resolution shall come into force on the date of its adoption, however, the amendments to the Authorising Resolution shall apply to the period after the adoption of this Resolution.

30. A resolution with a binding character

**Resolution No./2023
of the Ordinary General Meeting
of INPRO SA with its registered office in Gdańsk
of 27 June 2023**

**on the amendment of the resolution on the creation of the reserve capital for the acquisition of the treasury shares of
INPRO S.A. for redemption**

Acting on the basis of Article 396 § 4 in connection with Article 396 § 5 of the Commercial Companies Code as well as § 14 of the Statutes of INPRO S.A. with its registered office in Gdańsk, as with a reference to Resolution No. 29/2021 of 28 June 2021 of the Ordinary General Meeting of the Company on the creation of the reserve capital for the acquisition of treasury shares of INPRO SA (hereinafter: the *“Reserve Capital Resolution”*) in relation to the adoption of resolution No./2023 of 27 June 2023 by the Ordinary General Meeting of the Company on the extension of the period of authorisation for the Management Board to acquire treasury shares by INPRO S.A. for redemption, resolves as follows:

§ 1

The Company's General Meeting amends the wording of the Reserve Capital Resolution in such manner that in the second sentence of that resolution, the dot shall be replaced by a coma, after which the following shall be added:

“subsequently amended by resolution No./2023 of 27 June 2023 of the Company's Ordinary General Meeting on the extension of the period of authorisation for the Management Board to acquire treasury shares by INPRO S.A. for redemption.”

§2

The remaining provisions of Reserve Capital Resolution remain unchanged.

§ 3

This resolution shall come into force on the date of its adoption.