

Remuneration Report
concerning the Management Board and Supervisory Board
of INPRO SA with its registered office in Gdańsk
for 2023
(lasting from 01/01/2023 to 31/12/2023)

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 I Dz. U. [*Journal of Laws of the Republic of Poland*] of 2024, item 620) (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 by 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 01/01/2023 to 31/12/2023

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 01/01/2023 to 31/12/2023, 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 basis of the rules stated below 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-President of the Management Board, 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, fulfilled 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 of each term of office for which he was appointed (the "Contract") with the wording fixed in the annex 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 amended by Resolution No. 30/2015 of 14/09/2020 of the Supervisory Board, and amended by resolution No. 15/2023 of 23/05/2023 (the change of the remuneration effective from 01/06/2023).

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, then amended by resolution No. 37/2020 of 18/12/2020 (the change of the remuneration effective from 01/01.2021) and amended by resolution No. 16/2023 of 23/05/2023 (the change of the remuneration effective from 01/06/2023).

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 (the change of the remuneration effective from on 01/01/2021) and amended by resolution No. 17/2023 of 23/05/2023 (the change of the remuneration effective from 01/06/2023).

The remuneration level of the member of the Management Board in 2023 was as follows:

- Mr Krzysztof Maraszek – the remuneration for the period from 01/01/2023 to 31/12/2023 in the amount of PLN 70,000 gross per month;

- Mr Zbigniew Lewiński – the remuneration for the period from 01/01/2023 to 31/05/2023 in the amount of PLN 35,000 gross per month and for the period from 01/06/2023 to 31/12/2023 in the amount of PLN 45,000 gross per month;
- Mr Robert Maraszek – the remuneration for the period from 01/01/2023 to 31/05/2023 in the amount of PLN 45,000 gross per month and for the period from 01/06/2023 to 31/12/2023 in the amount of PLN 55,000 gross per month;
- Mr Marcin Stefaniak – the remuneration for the period from 01/01/2023 to 31/05/2023 in the amount of PLN 45,000 gross per month and from 01/06/2023 to 31/12/2023 in the amount of PLN 55,000 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 term.

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. The Supervisory Board also 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 due 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 Messrs Marcin Stefaniak and Robert Maraszek, as well as 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 2023, the Supervisory Board adopted resolution No. 24/2023 of 19/08/2023, on the basis of which additional remuneration (the annual bonus) at PLN 109,000 gross was paid to each member of the Management Board. Pursuant to the resolution, the remuneration was paid within 30 days from the date on which the resolution was adopted, that is on 29/08/2023.

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 2023, the Supervisory Board adopted resolution No. 23/2023 of 31/07/2023, on the basis of which additional remuneration (a project profit bonus) at PLN 308,336.51 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 08/08/2023.

1.2 Supervisory Board

1.2.1. In the financial year from 01/01/2023 to 31/12/2023, 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 01/01/2023 to 31/12/2023, 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 Gąsak – Vice-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, Vice-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 and resolution No. 33/2023 of 27/06/2023 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 01/01/2023 to 31/12/2023 (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	109,000.00	-	949,000.00
Zbigniew Lewiński	490,000.00	109,000.00	-	599,000.00
Robert Maraszek	616,132.60	420,673.59	-	1,036,806.19
Marcin Stefaniak	610,074.37	420,673.59	-	1,030,747.96
Total	2,556,206.97	1,059,347.18	-	3,615,554.15

Proportions between the various remuneration components

Management Board	Remuneration in relation to [appointment/management contract/employment relationship]	Additional monetary remuneration	Benefits	Total
Krzysztof Maraszek	89 %	11 %	-	100 %
Zbigniew Lewiński	82 %	18 %	-	100 %
Robert Maraszek	59 %	41 %	-	100 %
Marcin Stefaniak	59 %	41 %	-	100 %
Structure	71 %	29 %	-	100 %

The remuneration structure of the Management Board of INPRO SA in the financial year from 01/01/2023 to 31/12/2023 consisted of:

- a) 71 % of the total remuneration of the Management Board – fixed monetary remuneration in relation to the function, the amount as determined in item 1.1.1. a)-b) above.
- b) 29 % of the total remuneration of the Management Board – additional monetary remuneration, whose amount and rules of payment are determined in item 1.1.1. c) above. The grounds for the payment were constituted by, without limitation, resolution No. 23/2023 of 31/07/2023 of the Supervisory Board (project profit bonus for Messrs Robert Maraszek and Marcin Stefaniak) and resolution No. 24/2023 of 19/08/2023 of the Supervisory Board (the annual bonus for all the members of the Management Board). At the

point of payment of the additional bonus under resolution No. 23/2023 of 31/07/2023 of the Supervisory Board 31.07.2023 the provisions of section 9 para. 5 of the Remuneration Policy for the Members of the Management Board and Supervisory Board of Inpro SA were applied.

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 2023 per person), telephone and computer (all used for business and private purposes), as well as D&O insurance agreements. Messrs Marcin Stefaniak and Robert Maraszek also had a health insurance cover (PLN 1,332.60 for January - December 2023 per person).

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 01/01/2023 to 31/12/2023 (at cost)

Supervisory Board	Monetary remuneration in relation to appointment (fixed)	Remuneration in relation to the employment relationship with INPRO SA (fixed)	Variable monetary remuneration	Total
Jerzy Glanc	55,400.04	-	0.00	55,400.04
Krzysztof Gąsak	30,041.55	-	0.00	30,041.55
Łukasz Maraszek	26,400.00	-	0.00	26,400.00
Wojciech Stefaniak	27,559.20	-	0.00	27,559.20
Szymon Lewiński	26,730.00	34,705.59	0.00	61,435.59
Beata Krzyżagórska-Żurek	54,398.31	-	0.00	54,398.31
Mariusz Linda	47,759.97	-	0.00	47,759.97
Total	268,289.07	34,705.59	0.00	302,994.66

Proportions between the various remuneration components

Supervisory Board	Fixed monetary remuneration (in relations to appointment, the 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 %

Supervisory Board	Fixed monetary remuneration (in relations to appointment, the employment relationship)	Variable monetary remuneration	Total
Beata Krzyżagórska-Żurek	100 %	n/a	100 %
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 2023 was the monetary remuneration in relation to appointment. The remuneration was paid under resolution No. 12/2021 of 28/06/2021 of the Ordinary General Meeting of INPRO SA maintained under resolution No. 33/2023 of 27/06/2023 of the General Meeting on the determination of the remuneration of Supervisory Board members.

In addition to remuneration in relation to his appointment for the Supervisory Board, in 2023 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 2023.

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, 2022 and 2023.

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 Remuneration Policy has been in force at the Company since 28/06/2021 (the previous version 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 members 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.

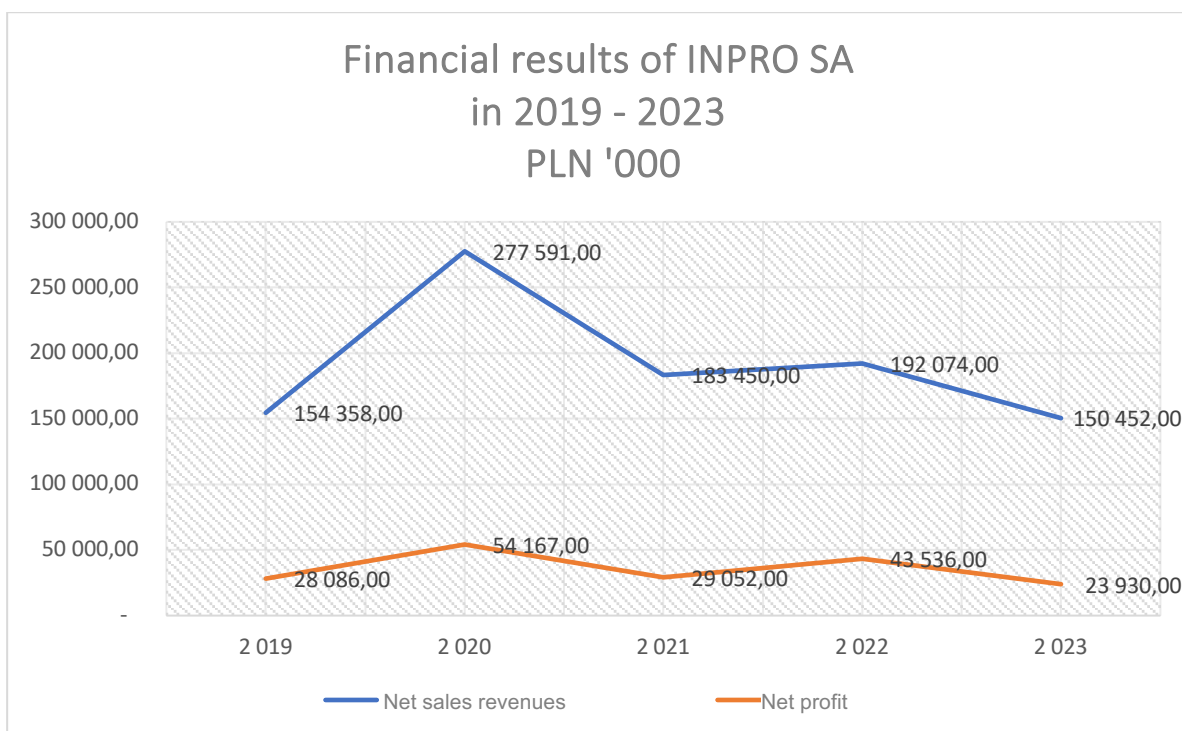
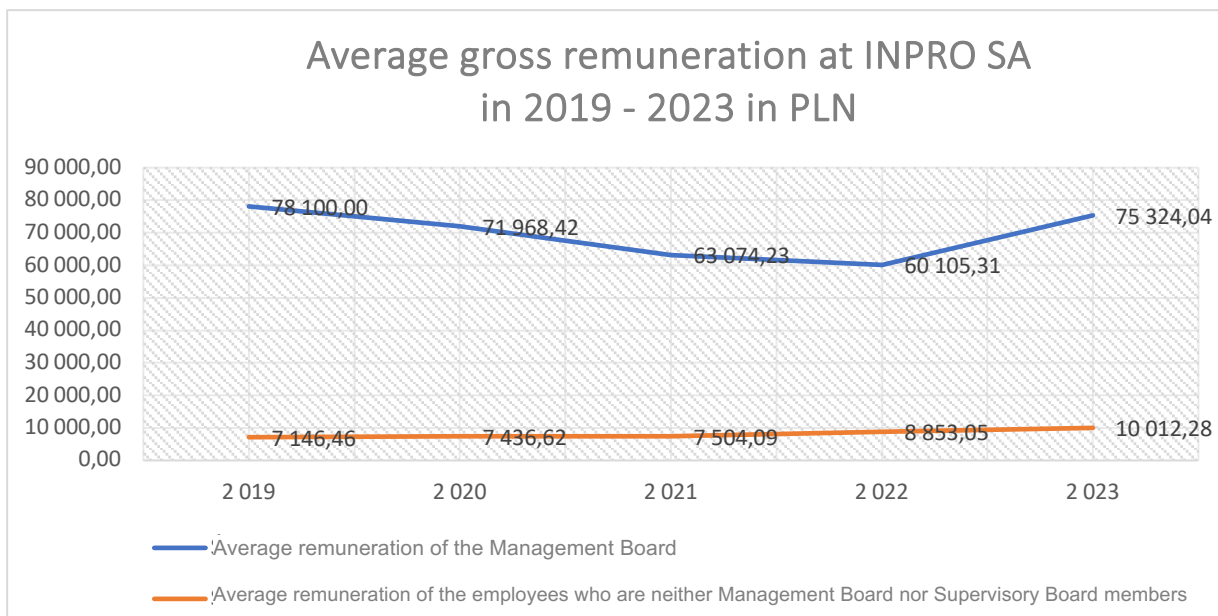
4 Information on the way in which the criteria concerning the results were applied

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 2023 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 2023, 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 2023, the Supervisory Board adopted resolution No. 23/2023 of 31/07/2023, on the basis of which the additional remuneration (a project profit bonus) at PLN 308,336.51 gross per person was paid to the following members of the Management Board, i.e. Messrs Robert Maraszek and Marcin Stefaniak, and resolution No. 24/2023 of 19/08/2023, on the basis of which the additional remuneration (annual bonus) at PLN 109,000 gross was paid to each of those members of the Management Board. At the point of payment of the additional bonus under resolution No. 23/2023 of 31/07/2023 of the Supervisory Board the provisions of section 9 para. 5 of the Remuneration Policy for the Members of the Management Board and Supervisory Board of Inpro SA were applied.

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. 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



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 2023

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
inBet Sp. z o.o. National Court Register (KRS) No.: 0000013840	Appointment as Supervisory Board member	28,000.00	Zbigniew Lewiński
SML Sp. z o.o. National Court Register (KRS) No.: 0000628286	President of the Management Board	62,600.00	Robert Maraszek
Total		210,600,00	

In the financial year 2023, Management Board members Krzysztof Maraszek and Zbigniew Lewiński were paid by an entity within the Corporate Group – PB Domesta Sp. z o.o.

In 2023, Mr Zbigniew Lewiński, a member of the Management Board of INPRO SA, received remuneration at a subsidiary, inBet Sp. z o.o., in relation to his appointment to the Supervisory Board.

In 2023, 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 2023.

6.2 Supervisory Board

In the financial year 2023, 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 and 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 27/06/2023, following the discussion on the remuneration of the members of the Management Board and Supervisory Board, resolution No. 9/2023 on the approval of the Remuneration Report for 2022 was adopted.

Chairman of the Supervisory Board

Jerzy Glanc