

1. *A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the election of the Chairperson**

§ 1

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

§2

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

2. *A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the adoption of the agenda**

§1

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

- 1) Opening the session and election of the Chairperson of the Ordinary General Assembly.
- 2) Making, signing by the Chairperson and laying out the list of attendance.
- 3) Ascertaining the correctness of the convocation of the Ordinary General Assembly and its capacity to adopt resolutions.
- 4) Adoption of the agenda of the Ordinary General Assembly.
- 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 2020 ended on 31 December 2020,
  - b. the consolidated financial statements of the INPRO SA Corporate Group for the year 2020 ended on 31 December 2020,
  - c. report of the Management Board of the activity of the INPRO SA Corporate Group in 2020 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 2020 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 WSE 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 WSE 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 2020 ended on 31 December 2020.
  - 10) Consideration of the consolidated financial statements of the INPRO SA Corporate Group for the year 2020 ended on 31 December 2020.
  - 11) Consideration of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2020 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 2020, the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2020 and of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2020 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 2020 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 WSE 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 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 2020,
    - 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 Assembly of a resolution on the approval of the financial statements of INPRO SA for the year 2020 ended on 31 December 2020.
  - 14) Adoption by the Ordinary General Assembly of a resolution on the approval of the consolidated financial statements of the INPRO SA Corporate Group for the year 2020 ended on 31 December 2020.
  - 15) Adoption by the General Assembly of a resolution on the approval of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2020 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna.
  - 16) Adoption by the Ordinary General Assembly of a resolution on the division of the Company's net profit for the period from 01 January 2020 to 31 December 2020, and on setting out the record date and the dividend date.
  - 17) Adoption by the Ordinary General Assembly 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 Assembly of a resolution on the amendment of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA.
  - 19) Adoption by the Ordinary General Assembly of a resolution on the endorsement of the consolidated text of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA.
  - 20) Adoption by the Ordinary General Assembly of a resolution on the change of the remuneration of the appointed members of the Supervisory Board.
  - 21) Adoption by the Ordinary General Assembly of a resolution on the amendment to the Statutes of INPRO SA with regard to §10.
  - 22) Adoption by the Ordinary General Assembly of a resolution on the endorsement of the consolidated text of the Statutes of INPRO SA.
  - 23) Adoption by the Ordinary General Assembly of a resolution on the approval of the amendments to the By-Laws of the Supervisory Board of INPRO SA.
  - 24) Adoption by the Ordinary General Assembly of a resolution on the approval of the consolidated text of the By-Laws of the Supervisory Board of INPRO SA.
  - 25) Adoption by the Ordinary General Assembly 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 2020.
  - 26) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Piotr Janusz Stefaniak, in 2020.

- 27) Adoption by the Ordinary General Assembly 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 2020.
- 28) Adoption by the Ordinary General Assembly 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 2020.
- 29) Adoption by the Ordinary General Assembly 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 2020.
- 30) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Mr Jerzy Glanc, in 2020.
- 31) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Mr Krzysztof Gąsak, in 2020.
- 32) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Ms Beata Krzyżagórska-Żurek, in 2020.
- 33) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Mariusz Linda, in 2020.
- 34) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Wojciech Stefaniak, in 2020.
- 35) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Szymon Lewiński, in 2020.
- 36) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Łukasz Maraszek, in 2020.
- 37) Adoption of a resolution on the creation of the reserve capital for the acquisition of own shares of INPRO SA.
- 38) Adoption of a resolution on granting authorisation to the Management Board of INPRO SA to acquire the Company's own shares 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. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
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 Assembly 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. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
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 Assembly, the Ordinary General Assembly hereby decides to appoint the following members of the Ballot Counting Committee:

- .....
- .....
- .....

§ 2

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

5. A resolution with a binding character

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the approval of the financial statements of INPRO SA for the year ended on 31 December 2020**

§ 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 2020, the Ordinary General Assembly approves the financial statements of INPRO SA for the year ended on 31 December 2020, comprising:

1. the balance sheet made as at 31 December 2020 showing at the assets and equity and liabilities sides the sum of **494,477 k zlotys**,
2. the income statement showing the net profit of **54,167 k zlotys**,
3. the cash flow statement showing the increase of cash by the sum of **64,305 k zlotys**,
4. the statement of changes in equity showing the increase of equity by the sum of **48,161 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. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the approval of the consolidated financial statements of the INPRO SA Corporate Group  
for the year ended on 31 December 2020**

§ 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 2020, the Ordinary General Assembly approves the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2020, comprising:

1. the balance sheet made as at 31 December 2020 showing at the assets and equity and liabilities sides the sum of **686,464 k zlotys**,
2. the income statement showing the net profit of **67,791 k zlotys**,
3. the cash flow statement showing the increase of cash by the sum of **70,759 k zlotys**,
4. the statement of changes in equity showing the increase of equity by the sum of **60,438 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. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the approval of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2020  
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 2020 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna, the Ordinary General Assembly hereby approves the report of the Management Board of the activity in 2020 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. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the division of the Company's net profit for the period from 01 January 2020 to 31 December 2020  
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 Assembly decides to allocate part of the profit following from the Company's financial statements for 2020 in the amount of **20,020,000.00** zlotys i.e. 0.50 zlotys per share, towards the dividend to the Company's shareholders and allocate the remaining part of the profit in the amount of **34,146,610.48** zlotys to the Company's supplementary capital.
2. Acting on the basis of Article 348 § 3 of the Commercial Companies Code, the Ordinary General Assembly decides to set out the record day for 26 July 2021 and the dividend day for 09 August 2021.

§2

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

9. *A resolution with an advisory character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
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 2020, item 623, as amended), the Ordinary General Assembly 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.

**Remuneration Report  
concerning the Management Board and Supervisory Board  
of INPRO SA with its registered office in Gdańsk  
for the financial years:  
2019 (from 01/01/2019 to 31/12/2019) and 2020 (from 01/01/2020 to 31/12/2020)**

This Remuneration Report has been drawn up on the basis of Article 90g. of the Act on public offering and conditions governing the introduction of financial instruments to organised trading and on public companies (Dz.U. [Journal of Laws] of 2020, item 2080) (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 25/06/2020 by Resolution No. 12/2020 of the Ordinary General Assembly of INPRO SA. The binding version of the Policy is available at [www.inpro.com.pl](http://www.inpro.com.pl), the For the Investor / Corporate Governance tab. Pursuant to § 17 of the Policy, the Supervisory Board shall prepare an annual remuneration report to provide the General Assembly 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.

Pursuant to Article 36 para. 2 of the Act of 29 July 2005 on and amendment of the Act on public offering, conditions governing the introduction of financial instruments into the organised trading system, and on public companies (Dz. U. [Journal of Laws] 2019, item 2217), the Supervisory Board shall prepare the first remuneration report jointly for the financial years 2019 and 2020.

As the Policy was adopted on the Ordinary General Meeting of the Company convened for 25 June 2020, pursuant to Article 90d of the Act of 29 July 2005 on public offering and conditions governing the introduction of financial instruments to organised trading and on public companies, the remuneration of the Management Board and Supervisory Board for 2019 and for 2020, until 25/06/2020, as provided in the report, pertain to the period in which the Policy was not effective in INPRO SA yet.

## 1. Remuneration components of the Management Board and Supervisory Board in the financial year from 01/01/2019 to 31/12/2019 and in the financial year from 01/01/2020 to 31/12/2020

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 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 01/01/2019 to 31/12/2019, the remuneration of the Members of the Management Board of INPRO SA consisting of Piotr Stefaniak – President, Krzysztof Maraszek – Vice-President and Zbigniew Lewiński – Vice-President, was paid on the following ground and consisted of the following components:

- a) **fixed monetary remuneration** following from management contracts and from the appointment to the function of the President and Vice-President of the Company's Management Board on the basis of the rules set out below:

In 2019, the Vice-President of the Management Board, Krzysztof Maraszek, was employed on the basis of the management contract, and the remuneration of the President of the Management Board, Piotr Stefaniak, and Vice-President of the Management Board, Zbigniew Lewiński during their term of office was determined by the Company's Supervisory Board in a resolution.

The conditions of the remuneration of Mr Piotr Stefaniak when he served as President of the Company's Management Board were determined in resolutions No. 25/2015 and No. 27/2015 of 13/08/2015 of the Supervisory Board of 20/07/2015.

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.

The conditions of remuneration of Mr Krzysztof Maraszek as the Vice-President of the Management Board were determined in the management contract of 30/07/2015 as amended (the "Contract"). The Contract was executed for the period from 01/08/2015 to the end of the term of office.

During the entire year 2019, the remuneration level of each Member of the Management Board has remained unchanged, irrespective of the grounds for the functions fulfilled by the Members of the Management Board, and was PLN 70,000 gross per month per person.

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.

Pursuant to the resolutions of the Company's Supervisory Board as above, in the event of Mr Piotr Stefaniak's and Mr Zbigniew Lewiński's dismissal by the Company's Supervisory Board from the function of the President and Vice-President of the Management Board respectively or the resignation by Mr Piotr Stefaniak from the function in the Company's Management Board, the Company is obliged to pay the relevant 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 provisions of law, from further fulfilling the functions of the Member of the Management Board. The Supervisory Board also resolved that Mr Piotr Stefaniak and Mr Zbigniew Lewiński are prohibited from competitive business during the term of the mandates and for 12 months after their expiry. In relation to non-competition after the expiry of the mandates, the Company is obliged to pay each of those members 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), and D & O insurance.
- c) **additional monetary remuneration:**

The remuneration of each member of the Management Board in 2019 included the right to additional annual remuneration subject to the Company achieving profit for the previous ended financial year (i.e. 2018) and the approval of the financial statements by the General Assembly. The amount of that remuneration element was determined each time in a resolution of the Supervisory Board. In 2019, the Supervisory Board adopted resolution No. 11/2019 of 18/06/2019, on the basis of which

additional remuneration at PLN 97,200 gross was paid to each member of the Management Board. Pursuant to the resolution, the remuneration was paid within 30 days from the adoption of the resolution, in 2019.

- 1.1.2. In the financial year from 01/01/2020 to 31/12/2020 the remuneration of the members of the Management Board of INPRO SA was paid on the following grounds and consisted of the following elements:

From 01/01/2020 to 30/09/2020 the remuneration of the Members of the Management Board of INPRO SA in the bench consisting of: Piotr Stefaniak – President, Krzysztof Maraszek – Vice-President and Zbigniew Lewiński – Vice-President, was paid on the basis of the same rules as in the period from 01/01/2019 to 31/12/2019, i.e. in relation to the President, Mr Piotr Stefaniak, on the basis of resolution No. 25/2015 of 20/07/2015 and resolution No. 27/2015 of 13/08/2015 of the Supervisory Board, in relation to Vice-President, Mr Zbigniew Lewiński, on the basis of resolution No. 29/2015 of 04/09/2015 of the Supervisory Board, and in relation to Vice-President, Mr Krzysztof Maraszek, as laid down in the Contract. The detailed description of the remuneration rules is provided in item 1.1.1. with regard to 2019.

- 1.1.2.1. The remuneration of each member of the Management Board in 2020 included the right to additional annual remuneration subject to the Company achieving profit for the previous ended financial year (i.e. 2019) and the approval of the financial statements by the General Assembly. The amount of that remuneration element was determined each time in a resolution of the Supervisory Board. In 2020, the Supervisory Board adopted resolution No. 21/2020 of 15/07/2020, on the basis of which additional remuneration at PLN 93,621 gross was paid to each member of the Management Board. Pursuant to the resolution, the remuneration was paid within 30 days from the adoption of the resolution, in 2020.
- 1.1.2.2. Following changes in the Management Board as effected on the basis of the resolutions of the Supervisory Board adopted under the provisions of § 7 paragraphs 3 and 5 and § 10 of the Company's Statutes as well as under § 10 and § 14 of the By-Laws of the Supervisory Board, the Supervisory Board adopted resolutions Nos. 22/2020, 23/2020, 24/2020, 25/2020, and 26/2020 becoming effective on 14 September 2020, in which the Supervisory Board respectively:
- (i) appointed Mr Robert Franciszek Maraszek member of the Management Board and gave him the function of the Vice-President of the Management Board of INPRO SA.
  - (ii) appointed Mr Marcin Tomasz Stefaniak member of the Management Board and gave him the function of the Vice-President of the Management Board of INPRO S.A.
  - (iii) accepted the resignation of Piotr Janusz Stefaniak from the function of President of the Management Board of the Company and gave him the function of Vice-President of the Management Board of INPRO SA.
  - (iv) accepted the resignation of Krzysztof Marian Maraszek from the function of Vice-President of the Management Board of the Company and gave him the function of President of the Management Board of INPRO SA.

The remuneration of the members of the Management Board of INPRO SA, i.e. Messrs Krzysztof Maraszek, Piotr Stefaniak, Zbigniew Lewiński, Robert Maraszek and Marcin Stefaniak consisted of the following elements:

a) **fixed monetary remuneration:**

The President of the Management Board, Krzysztof Maraszek, was engaged on the basis of the Contract, whose wording was fixed in the annexe of 03/09/2015 (the "Annexe"), and the remuneration of the following members: Vice-President, Piotr Stefaniak, and Vice-President, Zbigniew Lewiński, during the term of their office was determined by the Company's Supervisory Board.

The new 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.

The conditions of the remuneration of Mr Piotr Stefaniak when he served as Vice-President of the Company's Management Board were determined in resolutions No. 25/2015 of 20/07/2015 and No. 27/2015 of 13/08/2015 of the Supervisory Board, amended by resolution No. 29/2020 of 14/09/2020.

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 04/09/2020 of the Supervisory Board, amended by resolution No. 30/2020 of 14/09/2020.

The conditions of remuneration of Mr Krzysztof Maraszek as the Vice-President of the Management Board were determined in the Contract with the wording determined by the Annexe of 03/09/2015.

The conditions of the remuneration of Mr Robert Maraszek as the Vice-President of the Management Board were determined in resolution No. 27/2020 of 04/09/2020 of the Supervisory Board.

The conditions of the remuneration of Mr Piotr Stefaniak as the Vice-President of the Management Board were determined in resolution No. 28/2020 of 04/09/2020 of the Supervisory Board.

The remuneration level of the member of the Management Board in 2020 was as follows:

- Mr Krzysztof Maraszek – the remuneration for the period from 01/10/2020 to 31/12/2020 in the amount of PLN 70,000 gross per month;
- Mr Piotr Stefaniak – the remuneration for the period from 01/01/2020 to 30/09/2020 in the amount of PLN 70,000 gross per month, and in the period from 01/10/2020 to 31/12/2020 in the amount of PLN 35,000 gross per month;

- Mr Zbigniew Lewiński – the remuneration for the period from 01/01/2020 to 30/09/2020 in the amount of PLN 70,000 gross per month, and in the period from 01/10/2020 to 31/12/2020 in the amount of PLN 35,000 gross per month;
- Mr Krzysztof Maraszek – the remuneration for the period from 01/10/2020 to 31/12/2020 in the amount of PLN 35,000 gross per month;
- Mr Marcin Stefaniak – the remuneration for the period from 01/10/2020 to 31/12/2020 in the amount of PLN 35,000 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.

Pursuant to the resolutions of the Company's Supervisory Board as above, in the event of Mr Piotr Stefaniak's and Mr Zbigniew Lewiński's dismissal by the Company's Supervisory Board from the function of the President and Vice-President of the Management Board respectively or the resignation by Mr Piotr Stefaniak from the function in the Company's Management Board, the Company is obliged to pay the relevant 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 provisions of law, from further fulfilling the functions of the Member of the Management Board. The Supervisory Board also resolved that Mr Piotr Stefaniak and Mr Zbigniew Lewiński are prohibited from competitive business during the term of the mandates and for 12 months after their expiry. In relation to non-competition after the expiry of the mandates, the Company is obliged to pay each of those members 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), and D & O insurance. Mr Marcin Stefaniak also has a health insurance cover.
- c) **additional monetary remuneration:**

After 14/09/2020, the right to additional variable remuneration based on the rules set out in the Remuneration Policy was an element of the remuneration of each member of the Management Board.

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 Assembly.

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 results, which is computed as a specified percentage (0.5 %) of the gross profit on a given project. Bonus award each time requires the adoption of a relevant resolution by the Supervisory Board. In 2020, a resolution on the award of such a bonus was not adopted.

## 1.2 Supervisory Board

- 1.2.1 In the financial year from 01/01/2019 to 31/12/2019, the remuneration of the members of the Supervisory Board of INPRO SA consisting of Jerzy Glanc – Chairman, Krzysztof Gaśak – Deputy Chairman, Łukasz Maraszek – Secretary, Wojciech Stefaniak and Szymon Lewiński, consisted of the following elements:

- **fixed monetary remuneration** (fixed lump sum remuneration in relation to participation in the sessions of the Supervisory Board), based on the appointment as Chairperson or Member of the Supervisory Board of INPRO SA.

Pursuant to resolution No. 25/2017 of 02/06/2017 of the General Assembly 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 6,000.00 gross for each session of the Supervisory Board,
- b) the remuneration of the Vice-Chairperson of the Supervisory Board in the amount of PLN 5,000.00 gross for each session of the Supervisory Board,
- c) the remuneration of the Secretary of the Supervisory Board in the amount of PLN 4,000.00 gross for each session of the Supervisory Board,
- d) the remuneration of the various 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 3,500.00 gross for each session of the Supervisory Board.

- **additional one-off remuneration** awarded in conformity with resolution No. 20/2019 of 12/06/2019 of the General Assembly of INPRO SA to the members of the Supervisory Board for their activity in 2018 in the amount of:



1. Jerzy Glanc – 15,000.00 zlotys gross,
2. Krzysztof Gąsak – 10,000.00 zlotys gross
3. Łukasz Maraszek – 5,000.00 zlotys gross,
4. Wojciech Stefaniak – 5,000.00 zlotys gross,
5. Szymon Lewiński – 5,000.00 zlotys gross.

1.2.2 In the financial year from 01/01/2020 to 31/12/2020, the remuneration of the members of the Supervisory Board of INPRO SA consisted of the following elements:

1.2.2.1. In the period from 01/01/2020 to 25/06/2020, the remuneration of the members of the INPRO SA's Supervisory Board consisting of Jerzy Glanc – Chairman, Krzysztof Gąsak – Vice-Chairman, Łukasz Maraszek – Secretary, Wojciech Stefaniak – Member, Szymon Lewiński – Member, pursuant to resolution No. 25/2017 of 02/06/2017 of the General Assembly, consisted of the following elements:

- **fixed monetary remuneration** (fixed lump sum remuneration in relation to participation in the sessions of the Supervisory Board), based on the appointment as Chairperson or Member of the Supervisory Board of INPRO SA.

- a) the remuneration of the Chairperson of the Supervisory Board in the amount of PLN 6,000.00 gross for each session of the Supervisory Board,
- b) the remuneration of the Vice-Chairperson of the Supervisory Board in the amount of PLN 5,000.00 gross for each session of the Supervisory Board,
- c) the remuneration of the Secretary of the Supervisory Board in the amount of PLN 4,000.00 gross for each session of the Supervisory Board,
- d) the remuneration of the various 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 3,500.00 gross for each session of the Supervisory Board.

- **additional one-off remuneration** awarded in conformity with resolution No. 10/2020 of 25/06/2020 of the General Assembly of INPRO SA to the members of the Supervisory Board for their activity in 2019 in the amount of:

1. Jerzy Glanc – 12,000.00 zlotys gross,
2. Krzysztof Gąsak – 12,000.00 zlotys gross
3. Łukasz Maraszek – 7,000.00 zlotys gross,
4. Wojciech Stefaniak – 7,000.00 zlotys gross,
5. Szymon Lewiński – 7,000.00 zlotys gross.

1.2.2.2. In the period from 26/06/2020 to 31/12/2020, the remuneration of the members of the Supervisory Board of INPRO SA consisting of Jerzy Glanc – Chairman, Krzysztof Gąsak – Deputy Chairman, Łukasz Maraszek – Secretary, Wojciech Stefaniak, Szymon Lewiński, Beata Krzyżagórska-Żurek and Mariusz Linda consisted of the following elements:

- **fixed monetary remuneration** (fixed lump sum remuneration in relation to participation in the sessions of the Supervisory Board), based on the appointment as Chairperson or Member of the Supervisory Board of INPRO SA.

Pursuant to resolution No. 33/2020 of 25/06/2020 of the General Assembly of Shareholder 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 7,000.00 gross for each session of the Supervisory Board,
- b) the remuneration of the Vice-Chairperson of the Supervisory Board in the amount of PLN 6,000.00 gross for each session of the Supervisory Board,
- c) the remuneration of the Secretary of the Supervisory Board in the amount of PLN 4,000.00 gross for each session of the Supervisory Board,
- d) the remuneration of the various 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 5,000.00 gross for each session of the Supervisory Board.

## 2. Total remuneration

### 2.1 Management Board

#### Remuneration received at INPRO SA in the financial year from 01/01/2019 to 31/12/2019

Management Board	Monetary remuneration in relation to [appointment/management contract]	Additional monetary remuneration	Benefits	Total
Piotr Stefaniak	PLN 840 000.00	PLN 97 200.00	-	PLN 937 200.00
Krzysztof Maraszek	PLN 840 000.00	PLN 97 200.00	-	PLN 937 200.00

Management Board	Monetary remuneration in relation to [appointment/management contract]	Additional monetary remuneration	Benefits	Total
Zbigniew Lewiński	PLN 840 000.00	PLN 97 200.00	-	PLN 937 200.00
<b>Total</b>	<b>PLN 2 520 000.00</b>	<b>PLN 291 600.00</b>	<b>-</b>	<b>PLN 2 811 600.00</b>

#### Proportions between the various remuneration components

Management Board	Monetary remuneration in relation to [appointment/management contract]	Additional monetary remuneration	Benefits	Total
Piotr Stefaniak	90 %	10 %	-	100 %
Krzysztof Maraszek	90 %	10 %	-	100 %
Zbigniew Lewiński	90 %	10 %	-	100 %
<b>Total</b>	<b>90 %</b>	<b>10 %</b>	<b>-</b>	<b>100 %</b>

90 % of the remuneration of the Management Board of INPRO SA in the financial year from 01/01/2019 to 31/12/2019 comprised fixed monetary remuneration in relation to the functions, the amount of the remuneration having been fixed in item 1.1.1. above.

Additional monetary remuneration constituted 10 % of the total remuneration of the Management Board in the financial year 2019. The grounds for the payment were constituted by resolution No. 11/2019 of 18/06/2019 of the Supervisory Board.

The remuneration was completed with:

- non-monetary benefit in the form of: the right to use the car, telephone and computer (all used for business and private purposes), and D & O insurance.

#### Remuneration received at INPRO SA in the financial year from 01/01/2020 to 31/12/2020

Management Board	Monetary remuneration in relation to [appointment/management contract/employment relationship]	Additional monetary remuneration	Benefits	Total
Piotr Stefaniak	PLN 735 000.00	PLN 93 621.00	-	PLN 828 621.00
Krzysztof Maraszek	PLN 840 000.00	PLN 93 621.00	-	PLN 933 621.00
Zbigniew Lewiński	PLN 735 000.00	PLN 93 621.00	-	PLN 828 621.00
Robert Maraszek*	PLN 106 200.00	-	-	PLN 106 200.00
Marcin Stefaniak*	PLN 106 489.80	-	-	PLN 106 489.80
<b>Total</b>	<b>PLN 2 522 689.80</b>	<b>PLN 280 863.00</b>	<b>-</b>	<b>PLN 2 803 552.80</b>

\* in the period of fulfilling the function of a member of the Management Board – i.e. remuneration for the period from 01/10/2020 – 31/12/2020

#### Proportions between the various remuneration components

Management Board	Monetary remuneration in relation to [appointment/management contract/employment relationship]	Additional monetary remuneration	Benefits	Total
Piotr Stefaniak	89 %	11 %	-	100 %
Krzysztof Maraszek	90 %	10 %	-	100 %
Zbigniew Lewiński	89 %	11 %	-	100 %
Robert Maraszek*	100 %	-	-	100 %
Marcin Stefaniak*	100 %	-	-	100 %
<b>Total</b>	<b>90 %</b>	<b>10 %</b>	<b>-</b>	<b>100 %</b>

\* in the period of fulfilling the function of a member of the Management Board – i.e. remuneration for the period from 01/10/2020 – 31/12/2020

90 % of the remuneration of the Management Board of INPRO SA in the financial year from 01/01/2020 to 31/12/2020 comprised fixed monetary remuneration in relation to the functions, the amount of the remuneration having been fixed in item 1.1.2. above.

Additional monetary remuneration constituted 10 % of the total remuneration of the Management Board in the financial year 2020. The grounds for the payment were constituted by resolution No. 21/2020 of 15/07/2020 of the Supervisory Board; the resolution pertained to the

members of the Management Board serving as at the resolution date, thus the resolution did not comprise the following: Robert Maraszek and Marcin Stefaniak.

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 1,200 for October - December 2020 per person), telephone and computer (all used for business and private purposes), and D & O insurance. Mr Marcin Stefaniak also had a health insurance cover (PLN 289.80 for October - December 2020). In the period covered by this Report (i.e. 2019 and 2020) 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 01/01/2019 to 31/12/2019

Supervisory Board	Monetary remuneration in relation to appointment	Additional monetary remuneration	Total
Jerzy Glanc	PLN 54 000.00	PLN 15 000.00	PLN 69 000.00
Krzysztof Gąsak	PLN 56 000.00	PLN 10 000.00	PLN 66 000.00
Łukasz Maraszek	PLN 33 500.00	PLN 5 000.00	PLN 38 500.00
Wojciech Stefaniak	PLN 14 000.00	PLN 5 000.00	PLN 19 000.00
Szymon Lewiński	PLN 10 500.00	PLN 5 000.00	PLN 15 500.00
<b>Total</b>	<b>PLN 168 000.00</b>	<b>PLN 40 000.00</b>	<b>PLN 208 000.00</b>

### Proportions between the various remuneration components

Supervisory Board	Monetary remuneration in relation to appointment	Additional monetary remuneration	Total
Jerzy Glanc	78 %	22 %	100 %
Krzysztof Gąsak	85 %	15 %	100 %
Łukasz Maraszek	87 %	13 %	100 %
Wojciech Stefaniak	74 %	26 %	100 %
Szymon Lewiński	68 %	32 %	100 %
<b>Total</b>	<b>81 %</b>	<b>19 %</b>	<b>100 %</b>

The main remuneration component (81 %) of the Supervisory Board of INPRO SA in 2019 was monetary remuneration in relation to appointment. The remuneration was paid under resolution No. 25/2017 of the Ordinary General Assembly of INPRO SA of 02/06/2017 on the determination of the remuneration of Supervisory Board members.

By way of resolution No. 20/2019 of 12/06/2019, the General Assembly also awarded one-off remuneration to the members of the Supervisory Board for their activity in 2018. That remuneration was awarded before the Remuneration Policy was endorsed.

### Remuneration received at INPRO SA in the financial year from 01/01/2020 to 31/12/2020

Supervisory Board	Monetary remuneration in relation to appointment	Additional monetary remuneration	Total
Jerzy Glanc	PLN 53 000.00	PLN 12 000.00	PLN 65 000.00
Krzysztof Gąsak	PLN 50 000.00	PLN 12 000.00	PLN 62 000.00
Łukasz Maraszek	PLN 17 500.00	PLN 7 000.00	PLN 24 500.00
Wojciech Stefaniak	PLN 22 000.00	PLN 7 000.00	PLN 29 000.00
Szymon Lewiński	PLN 13 500.00	PLN 7 000.00	PLN 20 500.00
Beata Krzyżagórska-Żurek*	PLN 29 000.00		PLN 29 000.00
Mariusz Linda*	PLN 25 150.00		PLN 25 150.00
<b>Total</b>	<b>PLN 210 150.00</b>	<b>PLN 45 000.00</b>	<b>PLN 255 150.00</b>

\* in the period of fulfilling the function of member of the Supervisory Board – i.e. remuneration for the period from 26/06/2020 – 31/12/2020

### Proportions between the various remuneration components

Supervisory Board	Monetary remuneration in relation to appointment	Additional monetary remuneration	Total
Jerzy Glanc	82 %	18 %	100 %
Krzysztof Gąsak	81 %	19 %	100 %
Łukasz Maraszek	71 %	29 %	100 %
Wojciech Stefaniak	76 %	24 %	100 %
Szymon Lewiński	66 %	34 %	100 %
Beata Krzyżagórska-Żurek*	100 %	-	100 %
Mariusz Linda*	100 %	-	100 %
<b>Total</b>	<b>82 %</b>	<b>18 %</b>	<b>100 %</b>

\* in the period of fulfilling the function of member of the Supervisory Board – i.e. remuneration for the period from 26/06/2020 – 31/12/2020

The main remuneration component (82 %) of the Supervisory Board of INPRO SA in 2020 was monetary remuneration in relation to appointment. Whilst the grounds for the payment of remuneration until June 2020 were constituted by resolution No. 25/2017 of 02/06/2017 of the Ordinary General Assembly of INPRO SA on the determination of the remuneration of the Supervisory Board members, from 3/06/2020 to 31/12/2020 remuneration was paid on the basis of resolution No. 33/2020 of 25/06/2020 of the Ordinary General Assembly of INPRO SA regarding the same subject matter.

By way of resolution No. 10/2020 of 25/06/2020, the General Assembly also awarded one-off remuneration to the members of the Supervisory Board for their activity in 2019. That remuneration was awarded before the Remuneration Policy for the Members of the Management Board and Supervisory Board was endorsed.

In relation to the launch of the Employee Capital Plans (PPK) programme, one Supervisory Board member has been covered by the programme since December 2020.

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

The current Remuneration Policy has been in force at the Company since 25 June 2020.

The payments of remuneration and other non-monetary benefits to the Management Board and Supervisory Board members, the amounts and payment terms presented in detail above, comply with the requirements of the endorsed Remuneration Policy through the following:

- provision of remuneration in the form allowed by the Remuneration Policy,
- not exceeding the amount of the fixed remuneration of the Management Board and Supervisory Board members

Solutions adopted in the Remuneration 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

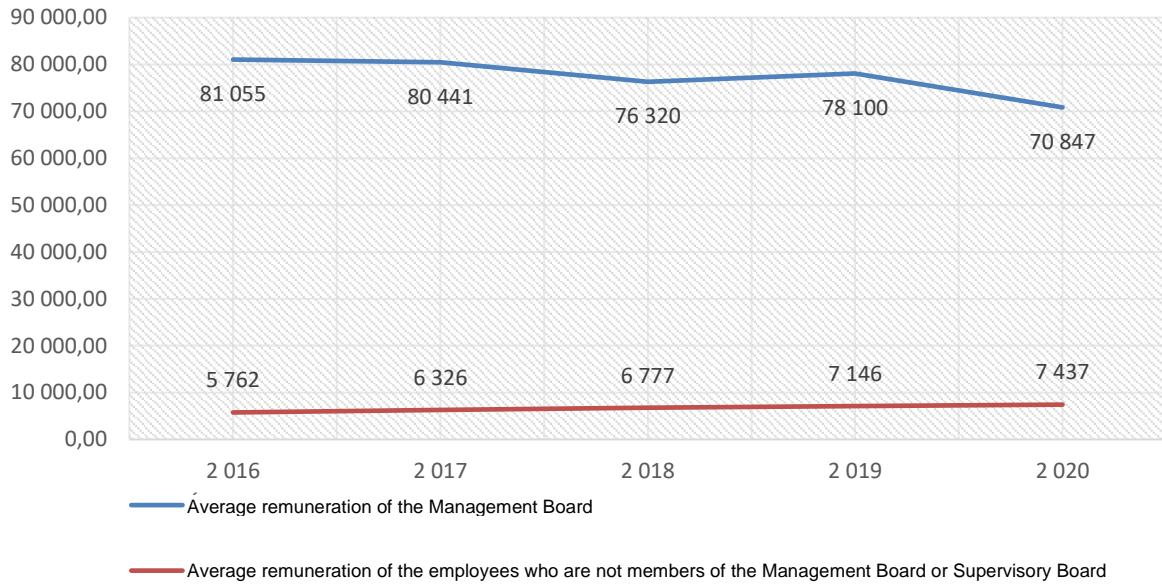
The members of the Company's Management Board received their (fixed and additional) remuneration on the basis of the payment grounds described in detail above (the Contract and resolutions of the Supervisory Board). It is appropriate to consider that the amount of the remuneration of the Management Board members in 2019 and 2020 is commensurate with their functions, positions and responsibilities, and the structure of such remuneration (the fixed and additional 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 2019 and 2020, the award of the additional remuneration component was conditioned by the Company achieving profit for the previous financial year and on the approval of the financial statements. The amount of additional remuneration was determined each time, on both 2019 and 2020, in a resolution of the Supervisory Board. In 2019, the Supervisory Board adopted resolution No. 11/2019 of 18/06/2019, on the basis of which additional remuneration at PLN 97,200 gross was paid to each member of the Management Board, and in 2020 the Supervisory Board adopted resolution No. 21/2020 of 15/07/2019, on the basis of which additional remuneration at PLN 93,621 gross was paid to each member of the Management Board.

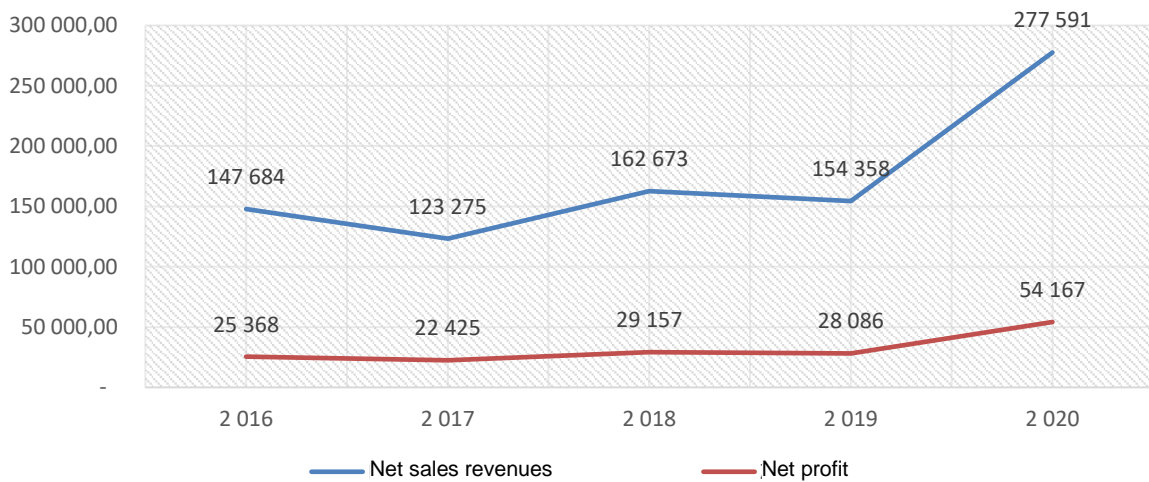
Supervisory Board members received remuneration on the basis of the grounds for the payment as described in detail above (the resolutions of the General Assembly). It is appropriate to consider the amount of the Supervisory Board members as commensurate with the Company's size and the level of complexity of supervision activities performed by the Supervisory Board. The components of the remuneration of the Supervisory Board members included fixed lump-sum remuneration related to the participation in the sessions of the Supervisory Board, and additional remuneration not awarded on the basis of the Company's financial results but on 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. It is appropriate to emphasize that the resolutions on the additional remuneration for the Supervisory Board members had been adopted and the payments made before the Remuneration Policy became effective.

### 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

### Average remuneration at INPRO SA in 2016 - 2020 in PLN



### Financial results of INPRO SA in 2016 - 2020 in 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 2019.

Subsidiary/Court registration	Remuneration title	Remuneration amount	Name
PB DOMESTA Sp. z o.o. National Court Register (KRS) No.: 0000061417	Appointment as Supervisory Board member	PLN 39 600.00	Piotr Stefaniak
PB DOMESTA Sp. z o.o. National Court Register (KRS) No.: 0000061417	Appointment as Supervisory Board member	PLN 39 600.00	Krzysztof Maraszek
PB DOMESTA Sp. z o.o. National Court Register (KRS) No.: 0000061417	Appointment as Supervisory Board member	PLN 39 600.00	Zbigniew Lewiński
<b>Total</b>		<b>PLN 118 800.00</b>	

Amount of the remuneration from the entities belonging to the INPRO SA Corporate Group in 2020.

Subsidiary/Court registration	Remuneration title	Remuneration amount	Name
DOMESTA Sp. z o.o. National Court Register (KRS) No.: 0000061417	Appointment as Supervisory Board member	PLN 39 600.00	Piotr Stefaniak
DOMESTA Sp. z o.o. National Court Register (KRS) No.: 0000061417	Appointment as Supervisory Board member	PLN 39 600.00	Krzysztof Maraszek
DOMESTA Sp. z o.o. National Court Register (KRS) No.: 0000061417	Appointment as Supervisory Board member	PLN 39 600.00	Zbigniew Lewiński
<b>Total</b>		<b>PLN 118 800.00</b>	

In the financial year 2020, Management Board members Piotr Stefaniak, Krzysztof Maraszek and Zbigniew Lewiński were paid only by one entity within the Corporate Group – PB Domesta Sp. z o.o.

The other Management Board members (Mr Robert Maraszek and Mr Marcin Stefaniak) did not collect remuneration from entities within the INPRO SA Corporate Group in the financial year 2020.

### 6.2 Supervisory Board

In the financial years 2019 and 2020, Supervisory Board members did not collect their 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 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 remuneration policy implementation procedure

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

§2

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

## 10. A resolution with a binding character

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the amendment of the Remuneration Policy for the Members of the Management Board and Supervisory Board of  
INPRO SA  
§1**

Acting on the basis of § 12 para. 12 of the Company's Statutes in connection with Article 90 d para. 1 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 2019, item 623, as amended), in connection with §19 para. 2 of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA (further the Remuneration Policy), following the assessment of the annual report of the Supervisory Board of the performance of the Remuneration Policy and wishing to adjust its provisions to the current conditions and scale of the activity of the Company and Management Board members, and bearing in mind the contents of resolution No. 13/1834/2021 of 29 March 2021 of the Stock Exchange Council on the adoption of new corporate governance rules for companies quoted on the Main Market of the Warsaw Stock Exchange – "Best Practice for WSE Listed Companies 2021", the Ordinary General Assembly decides as follows:

1. The third sentence of **§6 para. 13** of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA shall be struck out.
2. The wording of **§6 para. 16** of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA shall be amended and read as follows:

*"The total remuneration of the Member of the Management Board in relation to the functions in the governing bodies of Group subsidiaries shall not, on the given subsidiary's financial year scale, exceed 50 % of the total fixed remuneration earned by the given Member of the Management Board in the same financial year of the Company".*

3. The wording of **§9** of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA shall be amended and read as follows:

**“§9**

***Variable part of the remuneration of the Member of the Management Board***

1. *Each of the Members of the Management Board may receive variable remuneration described in para. 2 below depending on the financial results and the assessment of his or her performance, with the Company's size, operational risks, the internal organisation and the range and degree of complexity of the activity pursued by the Company taken into account. The relationship with the financial results may concern the entire Company or the Group. Detailed rules for the determination, calculation and payment of variable remuneration to the Members of the Management Board shall be determined by the Supervisory Board in a resolution.*
2. *As part of variable remuneration described in para. 1, the Members of the Management Board may receive:*

- a. **Annual bonuses** – a bonus determined in a resolution of the Supervisory Board awarded jointly to all the Members of the Management Board, which bonus may not be lower than 1 % of the Company's or Group's profit following from the financial statements approved by the General Assembly for the Company or Group respectively for the previous financial year. The Annual Bonus shall be divided in equal parts between all the members of the Management Board.

*The Annual Bonus shall be determined on the basis of the criteria set out in the Remuneration Policy and of the financial statements as well as other documents suitable for assessment as verified by experts, following the approval of the report of the Management Board of the Company's/Group's activity and of the financial statements for the previous financial year showing a profit, and following the acknowledgement of the fulfilment of duties of a given Member of the Management Board by the General Assembly.*

*In the event of the expiry of the mandate of the Member of Management Board during a given financial year, the amount of the variable remuneration component in the form of the Annual Bonus fixed in a resolution of the Supervisory Board shall be determined with the period of fulfilling the function of a Member of the Management Board in the given financial year taken into consideration.*

- b. **Project profit bonuses** – a bonus which may be awarded to the Management Board members performing the tasks of the Project Director and Construction Division Director for property development projects executed and completed in the Company's financial year preceding the bonus award year and settled until the date of the adoption of the resolution in the bonus payment.

*Project profit bonuses may be paid under a resolution of the Supervisory Board on the basis of the criteria laid down in the Remuneration Policy and the settlement of a given property development project, included in the project profitability assessment approved by the Company's Management Board, such project executed and completed in the Company's financial year preceding the year in which the resolution on the payment of the project profit bonus was adopted.*

*It is assumed that the execution and completion of a property development project will be understood as obtaining the occupancy permit for the project in the meaning of a project task or a property development project, if it is not divided into project tasks, or obtaining another document which, in the light of current regulations, permits the commencement of project occupancy.*

*The project profit bonus may be awarded to each of the Members of the Management Board mentioned above in the amount of 0.5% gross profit from the given project completed and executed in the Company's financial year preceding the year of project profit bonus payment in relation to a project settled before the date of the Supervisory Board resolution on the bonus payment.*

*Upon request from the President of the Management Board, the Supervisory Board may consider it reasonable to pay an advance towards a project profit bonus in relation to a project completed and executed in the Company's financial year. Following the determination of the project profit bonus, if the advance paid is higher than the project profit bonus due to a Member of the Management Board, he or she will be obliged to repay such a surplus to the Company within 30 days from the date on which such a surplus has arisen.*

*In the event of expiry of the mandate of the Member of the Management Board authorised to receive the project profit bonus before the completion and settlement of the project, the amount of the variable component determined in the resolution in the form of the project profit bonus shall be determined in consideration of the period of fulfilling the function of the Member of the Management Board in the course of the project, for the execution of which such a bonus is to be awarded.*

3. *The amounts of variable remuneration shall be fixed as gross amounts.*
  4. *Subject to para. 5 below, the relationship of the variable to fixed remuneration components:*
    - a) *the amount of the variable remuneration component in the form of a part of the due annual bonus awarded to a given Member of the Management Board may not exceed 50 % of the total fixed remuneration of the given Member of the Management Board calculated for the Company's entire financial year, for which the annual bonus is to be awarded;*
    - b) *the amount of the variable remuneration component in the form of the project profit bonus may not exceed 50% of the total fixed remuneration of the given Member of the Management Board calculated for Company's entire financial year preceding the year in which the project profit bonus is paid.*
  5. *In special cases, the Supervisory Board may increase the proportion between the variable and fixed remuneration components as described in para. 4 above, each by 10 %, especially if the assessment of the individual performance of the Member of the Management Board in connection with significant increases of the Company's financial results justify a higher ratio of the variable to fixed remuneration components, and this contributes to the attainment of the objectives of the Remuneration Policy.*
  6. *The assessment of the individual performance shall take financial and non-financial criteria into account.*
  7. *The financial criteria may include, in particular:*
    - a) *implementation of the organisational unit's budget, or*
    - b) *implementation of the given project budget, or*
    - c) *performance of tasks generating additional and unplanned revenues or savings, with the risks posed by the performance of such tasks taken into consideration,*
    - d) *contributing to losses which objectively could have been prevented – as a negative factor in the assessment.*
  8. *The non-financial criteria may include, in particular:*
    - a) *participation in activities influencing the Company's reputation – as a positive and negative factor in the assessment,*
    - b) *prompt performance of the tasks with the objective conditions of their performance taken into consideration,*
    - c) *approach to the risk,*
    - d) *implementation of the strategy in the areas being supervised; and*
    - e) *enterprise or initiative in activities comprising corporate social responsibility”.*
4. **The wording of §11 para. 2 of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA shall be amended and read as follows:**

*“2. The fixed remuneration of the Members of the Supervisory Board shall be calculated at a fixed monthly rate determined in conformity with the Remuneration Policy with the division into:*

*a) remuneration of the Chairperson of the Supervisory Board;*

*b) remuneration of the Vice-Chairperson of the Supervisory Board;*

*c) remuneration of the Secretary of the Supervisory Board;*

*d) remuneration of the Members of the Supervisory Board who do not fulfil the function of the Chairperson, Vice-Chairperson or Secretary of the Supervisory Board.*

*Moreover, the Members of the Supervisory Board fulfilling functions in the Audit Committee may be paid remuneration at a fixed monthly rate determined in conformity with the Remuneration Policy with the division into:*

*a) remuneration of the Chairperson of the Audit Committee;*

*b) remuneration of the Audit Committee members who do not fulfil the function of the Chairperson of the Audit Committee”.*



5. The wording of §11 of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO S.A. shall be amended in such manner that after para. 3 a **new para. 4** shall be added, which will read as follows:

*“4. In the event of an unjustified failure of a Member of the Supervisory Board to appear at its session, the remuneration of that Member of the Supervisory Board for the month in which the session has taken place shall be reduced by the amount constituting 100 % of the monthly remuneration of that Member of the Supervisory Board”.*

6. The wording of §13 para. 1 of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA shall be amended and read as follows:

*“1. The General Assembly authorises the Supervisory Board to specify the Remuneration Policy elements as allowed by the regulations, in particular, fixing the variable part of the monetary remuneration, subject to the recognition of the changes in the amount of that remuneration being commensurate with the financial results of the entire Company and/or its Group directly managed by the given Member of the Management Board”.*

## §2

The other provisions of the Remuneration Policy are not changed.

## §3

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

### 11. A resolution with a binding character

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the adoption of the consolidated text of the Remuneration Policy for the Members of the Management Board  
and Supervisory Board of INPRO SA**

### §1

Acting on the basis of § 12 para. 12 of the Company's Statutes in connection with Article 90 d para. 1 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 2019, item 623, as amended), in connection with §19 para. 2 of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA (further the Remuneration Policy), following the assessment of the annual report of the Supervisory Board of the performance of the Remuneration Policy and bearing in mind the contents of resolution No. .../2021 of 28 June 2021 of the Ordinary General Assembly of INPRO SA, decides to adopt the new consolidated text of the Remuneration Policy for the Members of the Management Board and Supervisory Board of INPRO SA as follows:

**REMUNERATION POLICY  
FOR THE MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD OF INPRO SA**

*This document, further the Remuneration Policy, lays down the grounds, rules and procedures for the fixing, calculation and payment of the remuneration of the Members of the Management Board and Supervisory Board of INPRO SA. The legal grounds for drawing up this Policy are constituted by the regulations included in the Offering Act.*

### I. Definitions

#### §1

Whenever mention is made of:

- a) Company – this shall be understood as INPRO SA;
- b) Supervisory Board – this shall be understood as the Company's Supervisory Board;
- c) Management Board – this shall be understood as the Company's Management Board;
- d) General Assembly – this shall be understood as the General Assembly of the Company's Shareholders.
- e) Member of the Supervisory Board – this shall be understood as a Member of the Company's Supervisory Board no matter the function given to him or her in that governing body, unless the content of this Remuneration Policy or relevant resolutions clearly refers to a specific function in that governing body;

- f) *Member of the Management Board – this shall be understood as a Member of the Company's Management Board no matter the function given to him or her in that governing body, unless the content of this Remuneration Policy or relevant resolutions clearly refers to a specific function in that governing body;*
- g) *Subsidiaries – this shall be understood as the Company's subsidiaries;*
- h) *Remuneration Report – this shall be understood as a remuneration report containing the summary concerning the remuneration 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 § 16 of the Remuneration Policy;*
- i) *Trading Act – this shall be understood as the Financial Instrument Trading Act of 29 July 2005, as amended;*
- j) *Offering Act – this shall be understood as the Act of 25 July 2005 on public offering, conditions governing the introduction of financial instruments into the organised trading system, and on public companies, as amended;*
- k) *Remuneration Policy – this shall be understood as this Remuneration Policy for the Members of the Company's Management Board and Supervisory Board;*

## II. General provisions

### §2

1. *The Management Board shall prepare, implement and update this Remuneration Policy.*
2. *The Supervisory Board shall approve this Remuneration Policy and exercise the supervision of its pursuance.*
3. *This Remuneration Policy is subject to adoption in a resolution of the General Assembly by the ordinary majority of votes.*
4. *The Supervisory Board shall each year review the pursuance of the Remuneration Policy and prepare the Remuneration Report.*
5. *The Supervisory Board does not create the remuneration committee, however, bearing in mind the Company's size and the pursuance of the interests assumed by the Company, the Supervisory Board shall each year, before the approval of the Remuneration Report, assess the need to establish such a committee.*

### §3

*The objective of the Remuneration Policy is to:*

- 1) *follow the business strategy for the pursuance of the activity assumed by the Company;*
- 2) *pursue long-term interests assumed by the Company; and*
- 3) *retain the Company's stability.*

### §4

1. *The grounds for fixing the total remuneration of the Members of the Management Board and Supervisory Board are constituted by the assessment of the results of the work of a given person and organisational unit in relation to the general results of the Company.*
2. *Remuneration paid to the Members of the Management Board and Members of the Supervisory Board shall take the Company's current situation into account.*
3. *The Company's main assumptions with regard to the assumed development strategy are published by the Company at its website and announcements, and in forecasts published by the Company.*

## III. General remuneration structure

### §5

1. *The remuneration system for the Members of the Management Board shall comprise fixed and variable remuneration and non-monetary benefits.*
2. *The remuneration system for the Members of the Supervisory Board shall comprise fixed remuneration and non-monetary benefits.*
3. *The components of the remuneration of the Members of the Management Board and Members of the Supervisory Board shall be paid in a transparent way ensuring the efficient pursuance of the Remuneration Policy.*
4. *When laying down the remuneration rules for the Members of the Management Board and Members of the Supervisory Board, the remuneration rules concerning all the Company's employees shall be taken into consideration and the situation on the labour market shall be reviewed.*
5. *The Members of the Management Board and Members of the Supervisory Board covered by this Remuneration Policy shall receive their remuneration for work corresponding to the type of work being done and to the qualifications necessary to perform that work, with the following taken into consideration:*
  - a) *quantity,*
  - b) *assessment, and*
  - c) *quality of the work being done.*

### §6

#### **Legal grounds for remunerating the Members of the Management Board.**

1. *The legal grounds for remunerating the Members of the Management Board are constituted by the legal relationship between the Company and the Member of the Management Board. The Company assumes that its management will be commissioned on the basis of three legal relationships:*
  - a) *employment relationship effected under an employment agreement concluded for a specified time of the fulfilment of the function of the Member of the Management Board or for unspecified time;*
  - b) *the order for the Company management services (the management contract) or another civil law agreement concluded for the period when the Member of the Management Board fulfils his or her function;*
  - c) *appointment for the fulfilment of the function of the Member of the Management Board for the time over which the function of the Member of the Management Board is fulfilled.*
2. *In negotiations with the Member of the Management Board, the Supervisory Board shall set out the legal grounds for establishing the management relationship and the rules for remunerating the Member of the Management Board. The legal grounds for managing the Company by the Member of the Management Board shall be established in a resolution of the Supervisory Board.*
3. *When fixing the legal grounds for remunerating the Members of the Management Board, the Supervisory Board shall rely on the actual economic content of the relationship between the parties (i.e. the Company and the Member of the Management Board). The basic rules for remunerating the Member of the Management Board, such rules concerning the fixed and variable part of the remuneration, must remain the same irrespective of the applied legal grounds.*
4. *The Supervisory Board shall fix the level of the remuneration of the Members of the Management Board as paid by the Company. In that regard, the Supervisory Board shall, when fixing the amount of the remuneration due to the Member of the Management Board in relation to participation in the management of the Company, consider the fact that the Members of the Management Board may fulfil functions in the supervising bodies of Group companies, while exercising the rights of the Company as the shareholder in those entities or fulfilling supervisory functions on the Company's behalf.*
5. *The amount of fixed remuneration shall be determined individually for each Member of the Management Board on the basis of the level of education, knowledge and professional experience, the nature of the position, responsibilities and the scope of liability at the position in such manner that the remuneration level does not encourage taking an excessive risk in order to obtain the variable remuneration component.*
6. *The fixed monthly remuneration of the Member of the Management Board shall not exceed 15 times the average monthly remuneration of the Company's employees who are not the Members of the Management Board and Supervisory Board, with bonuses and prizes awarded to such employees taken into consideration, such remuneration calculated for the month preceding the fixing of that fixed remuneration component of the Member of the Management Board; the Supervisory Board may, however, waive that rule if the Supervisory Board considers that this is required by the appropriate remuneration of the Member of the Management Board fixed on the basis of the other criteria for the award of the remuneration as set out in the Remuneration Policy.*
7. *Each Member of the Management Board may, in reasonable cases, apply to the Supervisory Board for a change of the legal grounds of the management relationship which has been established and of the remuneration rule for the Member of the Management Board, including also setting out another fixed and variable part of the remuneration, and another range and value of non-monetary benefits.*
8. *The applicable division of the monetary remuneration of the Members of the Management Board into the fixed and variable part, the latter amount mostly depending on the Company's economic results and on the results of the Company's various organisational structures, to an even greater extent than in the case of other employees (in whose case the fixed part of the remuneration prevails) encourages the Members of the Management Board to take well thought-out actions resulting in the Company or Group achieving increasingly better economic results, with the stability of activity ensured over longer periods.*
9. *The Members of the Management Board, like the other employees of the Company, may be covered by an additional no competition agreement after their employment or function has ended. The no competition period following the end of the employment relationship shall be 12 months, and the compensation paid by the Company to the Member of the Management Board corresponds to the amount of the remuneration received by him or her before the end of employment over the period matching the no competition period.*
10. *If the mandate expires, particularly as a result of death, dismissal or resignation, the agreement with the Member of the Management Board, referred to in para. 1 point a) or b) (further jointly the Agreement) shall terminate on the last day of the fulfilment of the function without the period of notice and the need for additional acts.*
11. *In the case of the termination of the agreement with the Member of the Management Board upon mutual agreement of parties, the agreed-upon time of termination of the agreement shall not be longer than 3 (three) months.*
12. *Each of the parties may terminate the agreement with immediate effect in the case of a serious breach of the provisions of the agreement by the other party, however, on the part of the Member of the Management Board, the serious breach of the provisions of the agreement shall be understood as the improper performance of the duties as a result of the gross negligence of the Member of the Management Board, as a result of which negligence the Company has suffered actual damage significantly affecting the Company's liquidity, or the commitment by the Member of the Management Board of an offence ascertained by a legally valid court judgement preventing him or her, pursuant to the absolutely binding regulations, from the further fulfilment of the function of the Member of the Management Board.*
13. *Each of the parties may terminate the agreement for other reasons than that specified in para. 12, in compliance with the periods of notice allowed for in the Labour Code and, in the case of civil law agreements, upon maximum three month notice, provided that where an event referred to in para. 10 has occurred in the period of notice, which event results in the termination of the agreement due to the cessation of the fulfilment of the function, the agreement shall terminate in conformity with para. 10. Detailed arrangements about the period of notice taken in the agreement within the limits set out above shall be made by the parties to that agreement.*
14. *In the event of the dissolution or termination of the agreement for reasons other than the serious breach by one of the Members of the Management Board of the provisions of the agreement in the meaning of that concept as described in para. 12, the Member of the Management Board may be awarded severance pay not higher than 35 (thirty five) times the fixed monthly remuneration last*

paid to the Member of the Management Board [the **Severance Pay**]. The agreement shall allow for the possibility of suspending, limiting or refusing the Severance Pay due to poor individual results of the Company. The provisions of the preceding sentence about the possible Severance Pay award shall apply to the termination of the appointment relationship described in para. 1 point c) as appropriate.

15. The Member of the Management Board shall not be entitled to the Severance Pay referred to in para. 14 in the case of:
  - a) termination, dissolution or change of the agreement or the dismissal and appointment of a new Member of the Management Board as a result of the change of the function in the Management Board;
  - b) termination, dissolution or change of the agreement as a result of the appointment for the next term of office of the Management Board;
  - c) resignation by the Member of the Management Board from his or her function before the lapse of one half of his or her term of office, unless the resignation is due to the reasons concerning the Company or the health state of the Member of the Management Board or his or her next of kin, or when before resignation the Member of the Management Board has been the Member of the Management Board without interruptions for at least 5 years;
  - d) dismissal and re-appointment of the Member of the Management Board without concluding the agreement or reappointment without concluding the agreement in order to give the Member of the Management Board the function in the new term of office or change the function fulfilled in the Management Board.
16. *The total remuneration of the Member of the Management Board in relation to the functions in the governing bodies of Group subsidiaries shall not, on the given subsidiary's financial year scale, exceed 50 % of the total fixed remuneration earned by the given Member of the Management Board in the same financial year of the Company.*

## **§7**

### **Legal grounds for remunerating the Members of the Supervisory Board**

1. The Members of the Supervisory Board shall receive their remuneration in relation to the appointment relationship, that is in relation to sitting on the Supervisory Board. Pursuant to the Company's Statutes, the Members of the Supervisory Board shall be appointed for the common term of office.
2. The rules and amount of the remuneration of the Members of the Supervisory Board shall be set out by the General Assembly in a resolution.
3. Determining the fixed lump-sum remuneration for the Members of the Supervisory Board is a guarantee of its stable work as a governing body where its Members, while not directly dependent on the financial result, shall, with due prudence and without unnecessary risks, exercise supervision over the day-to-day activity of the Company and of the actions by the Management Board and its Members.

## **§8**

### **Fixed part of the remuneration of the Members of the Management Board**

1. Each of the Members of the Management Board may receive fixed remuneration paid monthly in the amount and within the time limit set out in a resolution of the Supervisory Board. The amount of the monthly remuneration is a gross amount. If the Company concluded an employment agreement, management contract or another civil law agreement with the Member of the Management Board, or appointment, the amount of variable remuneration shall be clearly specified in the wording of the agreement or appointment. The provisions of § 6 shall apply.
2. If the total remuneration is divided into fixed and variable components, the fixed ones shall constitute a part of the total remuneration which is big enough that it is possible to pursue the flexible variable component policy including the reduction of those components or not paying them.
3. If the legal grounds for the remuneration for the Member of the Management Board are constituted by an employment relationship; he or she shall also receive other benefits awarded on the basis of the binding regulations.

## **§9**

### **Variable part of the remuneration of the Member of the Management Board**

1. *Each of the Members of the Company's Management Board may receive variable remuneration described in para. 2 below depending, in particular, on the financial results and the assessment of his or her performance, with the Company's size, operational risks, the internal organisation and the range and degree of complexity of the activity pursued by the Company taken into account. The relationship with the financial results may concern the financial results of the entire Company or the Group. Detailed rules for fixing, calculation and payment of variable remuneration to the Members of the Management Board shall be determined by the Supervisory Board in a resolution.*
2. *As part of variable remuneration described in para. 1, the Members of the Management Board may receive:*
  - a) **Annual bonuses** – a bonus determined in a resolution of the Supervisory Board awarded jointly to all the Members of the Management Board, which bonus may not be lower than 1 % of the Company's or Group's profit following from the financial statements approved by the General Assembly for the Company or Group respectively for the previous financial year. The Annual Bonus shall be divided in equal parts between all the members of the Management Board.

*The Annual Bonus shall be determined on the basis of the criteria set out in the Remuneration Policy and of the financial statements as well as other documents suitable for assessment as verified by experts, following the approval of the report of the Management Board of the Company's/Group's activity and of the financial statements for the*

previous financial year showing a profit, and following the acknowledgement of the fulfilment of duties of a given Member of the Management Board by the General Assembly.

In the event of the expiry of the mandate of the Member of Management Board during a given financial year, the amount of the variable remuneration component in the form of the Annual Bonus fixed in a resolution of the Supervisory Board shall be determined with the period of fulfilling the function of the Member of the Management Board in the given financial year taken into consideration.

- b) Project profit bonuses** – a bonus which may be awarded to the Management Board members performing the tasks of the Project Director and Construction Division Director for property development projects executed and completed in the Company's financial year preceding the bonus award year and settled until the date of the adoption of the resolution in the bonus payment.

Project profit bonuses may be paid under a resolution of the Supervisory Board on the basis of the criteria laid down in the Remuneration Policy and the settlement of a given property development project, included in the project profitability assessment approved by the Company's Management Board, such project executed and completed in the Company's financial year preceding the year in which the resolution on the payment of the project profit bonus was adopted.

It is assumed that the execution and completion of a property development project will be understood as obtaining the occupancy permit for the project in the meaning of a project task or a property development project, if it is not divided into project tasks, or obtaining another document which, in the light of current regulations, permits the commencement of project occupancy.

The project profit bonus may be awarded to each of the Members of the Management Board mentioned above in the amount of **0.5%** gross profit from the given project completed and executed in the Company's financial year preceding the year of project profit bonus payment in relation to a project settled before the date of the Supervisory Board resolution on the bonus payment.

Upon request from the President of the Management Board, the Supervisory Board may consider it reasonable to pay an advance towards a project profit bonus in relation to a project completed and executed in the Company's financial year. Following the determination of the project profit bonus, if the advance paid is higher than the project profit bonus due to a Member of the Management Board, he or she will be obliged to repay such a surplus to the Company within 30 days from the date on which such a surplus has arisen.

In the event of expiry of the mandate of the Member of the Management Board authorised to receive the project profit bonus before the completion and settlement of the project, the amount of the variable component determined in the resolution in the form of the project profit bonus shall be determined in consideration of the period of fulfilling the function of the Member of the Management Board in the course of the project, for the execution of which such a bonus is to be awarded.

3. The amounts of variable remuneration shall be fixed as gross amounts.
4. Subject to para. 5 below, the relationship of the variable to fixed remuneration components:
  - a) the amount of the variable remuneration component in the form of a part of the due annual bonus awarded to a given Member of the Management Board may not exceed 50 % of the total fixed remuneration of the given Member of the Management Board calculated for the Company's entire financial year, for which the annual bonus is to be awarded;
  - b) the amount of the variable remuneration component in the form of the project profit bonus may not exceed 50% of the total fixed remuneration of the given Member of the Management Board calculated for Company's entire financial year preceding the year in which the project profit bonus is paid.
5. In special cases, the Supervisory Board may increase the proportion between the variable and fixed remuneration components as described in para. 4 above, each by 10 %, especially if the assessment of the individual performance of the Member of the Management Board in connection with significant increases of the Company's financial results justify a higher ratio of the variable to fixed remuneration components, and this contributes to the attainment of the objectives of the Remuneration Policy.
6. The assessment of the individual performance shall take financial and non-financial criteria into account.
7. The financial criteria may include, in particular:
  - a) implementation of the organisational unit's budget, or
  - b) implementation of the given project budget, or
  - c) performance of tasks generating additional and unplanned revenues or savings, with the risks posed by the performance of such tasks taken into consideration,
  - d) contributing to losses which objectively could have been prevented – as a negative factor in the assessment.
8. The non-financial criteria may include, in particular:

- a) participation in activities influencing the Company's reputation – as a positive and negative factor in the assessment,
- b) prompt performance of the tasks with the objective conditions of their performance taken into consideration,
- c) approach to the risk,
- d) implementation of the strategy in the areas being supervised; and
- e) enterprise or initiative in activities comprising corporate social responsibility".

#### **§10**

##### **Non-monetary benefits for the Members of the Management Board**

1. The Management Board Members comprised by this Remuneration Policy shall receive remuneration in the form of non-monetary benefits, which include without limitation:
  - a) the opportunity to use the Company's infrastructure such as the Company's rooms and equipment including a car, computer and telephone,
  - b) access to trade literature and press as well as to special reports prepared upon order from the Company,
  - c) additional non-financial benefits, e.g. the multisport card, private health care and insurance,
  - d) training and the costs of travel, meals and accommodation related to such activities,
  - e) costs of business travel, including accommodation, meals, commuting including public transport and flights
  - f) purchase and covering the costs of the life insurance of the Member of the Management Board,
  - g) purchase and covering the costs of directors and officers liability insurance (the so-called D&O) for the Members of the Management Board, and
  - h) covering the costs of legal aid or other expenses in relation to third party's legal steps in relation to the fulfilment of the function by the Member of the Management Board.
2. Remunerating the Members of the Management Board with financial instruments in the meaning of the Financial Instrument Trading Act of 29 July 2005 is not anticipated.
3. No additional pension or early retirement programmes are anticipated for the Members of the Management Board; which does not exclude their possible coverage by employee capital plans run under the Employee Capital Plan Act of 4 October 2018.

#### **§11**

##### **Fixed part of the remuneration of the Supervisory Board**

1. A Member of the Supervisory Board may receive remuneration from the Company in relation to his or her function in the supervising body only as a fixed lump sum gross amount determined in a resolution of the General Assembly.
2. The fixed remuneration of the Members of the Supervisory Board shall be calculated at a fixed monthly rate determined in conformity with the Remuneration Policy with the division into:
  - a) remuneration of the Chairperson of the Supervisory Board;
  - b) remuneration of the Vice-Chairperson of the Supervisory Board;
  - c) remuneration of the Secretary of the Supervisory Board;
  - d) remuneration of the Members of the Supervisory Board who do not fulfil the function of the Chairperson, Vice-Chairperson or Secretary of the Supervisory Board.

Moreover, the Members of the Supervisory Board fulfilling functions in the Audit Committee may be paid remuneration at a fixed monthly rate determined in conformity with the Remuneration Policy with the division into:

- a) remuneration of the Chairperson of the Audit Committee;
  - b) remuneration of the Audit Committee members who do not fulfil the function of the Chairperson of the Audit Committee.
3. The amount of variable remuneration shall be determined on the basis of the person's education level, knowledge, qualifications and professional experience, the nature of the position, responsibilities including participation in the work of relevant committees, if any, and the responsibilities at the position.
  4. In the event of an unjustified failure of a Member of the Supervisory Board to appear at its session, the remuneration of that Member of the Supervisory Board for the month in which the session has taken place shall be reduced by the amount constituting 100 % of the monthly remuneration of that Member of the Supervisory Board.

#### **§12**

##### **Non-monetary benefits for the Members of the Supervisory Board**

The Supervisory Board Members comprised by this Remuneration Policy shall receive remuneration in the form of non-monetary benefits, which include without limitation:

- a) the opportunity to use the Company's infrastructure such as the Company's rooms and office equipment in relation to the activities of the Member of the Supervisory Board,
- b) access to trade literature and press as well as to special reports prepared upon order from the Company,
- c) training and the costs of travel, meals and accommodation related to such activities.

#### IV. Authorisation from the General Assembly

#### **§13**

1. *The General Assembly authorises the Supervisory Board to specify the Remuneration Policy elements as allowed by the regulations, in particular, fixing the variable part of the monetary remuneration, subject to the recognition of the changes in the amount of that remuneration being commensurate with the financial results of the entire Company and/or its Group directly managed by the given Member of the Management Board.*
2. *Based on this authorisation, the Supervisory Board may also decide on making this Policy more detailed by adopting the Management Board Remuneration By-Laws.*

#### **V. Temporary exception from the application of the Remuneration Policy**

##### **§ 14**

1. *If there is a risk to the financial stability of the Company and its profitability cannot be guaranteed due to the failure to follow budget assumptions in their significant part, the Supervisory Board may decide, in a resolution, on a temporary exception from the application of this Remuneration Policy. The exception from the application of this Policy may not be resolved on a one-off basis for a period longer than one financial year.*
2. *The temporary exception from the application of this Policy may concern the variable components of the remuneration of the Management Board or the non-monetary benefits.*
3. *The temporary exception from the application of this Policy may take place in the following situations:*
  - a) *the loss of the financial stability or profitability by the Company;*
  - b) *the introduction by authorised state bodies of martial law, the state of emergency due to a natural disaster or of other states of emergency, or resolving the laws bearing the same consequences as the introduction of those states;*
  - c) *extraordinary and universal economic events significantly affecting the Company's operations.*

#### VI. Pension and early retirement programmes

##### **§15**

*There are no early or additional retirement programmes at the Company except employee capital plans run pursuant to the Employee Capital Plan Act of 4 October 2018.*

#### VII. Avoiding the conflict of interest and conflict resolution

##### **§16**

1. *This Remuneration Policy aims to ensure that potential conflicts of interest related to remunerating the Members of the Management and Supervisory Board are identified and minimised. The decision-making process concerning the award of remuneration is transparent and multilevel, and clear and transparent rules for the assessment of performance are in place.*
2. *As an act of the Company's internal regulations, this Policy has been created in a standard process with the participation of legal services and competent Members of the Management Board responsible for the day-to-day activity of corporate bodies and organisational structures, with the Supervisory Board acting as an opinion-giving body. The final decision on the Policy was made by the General Assembly. The implementation of the Policy and the ongoing supervision of its pursuance shall be provided by the Management Board in conformity with the relevant division of powers.*
3. *The Supervisory Board shall exercise the general supervision of the pursuance of the Policy. When preparing a report, the Supervisory Board shall also conduct a comprehensive review of the Policy.*
4. *Entities pursuing the Policy shall examine, on an ongoing basis, the possibility of a conflict of interest related to the Policy with regard to the provisions of the binding regulations and the Company's internal documents.*

#### VIII. Remuneration Report

##### **§17**

1. *The Supervisory Board shall 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 this Remuneration Policy.*
2. *The Members of the Supervisory Board shall be responsible for information in the Remuneration Report.*
3. *The Remuneration Report shall include, in particular:*
  - a) *the amount of the total remuneration divided into components and the mutual proportions between those remuneration components;*
  - b) *explanation of the way in which total remuneration complies with the endorsed Remuneration Policy, including how remuneration contributes to the attainment of the Company's long-term results;*
  - c) *information on the way in which the criteria concerning the results were applied;*
  - d) *information (on the year-to-year basis) on the change of the remuneration, the Company's results and the average remuneration of the Company's employees who are not the Members of the Management Board or Supervisory Board, in the period of at least the last five financial years, on the year-to-year basis, in a way permitting the comparison;*

- e) *the amount of the remuneration from the entities belonging to the Group;*
  - f) *the number of financial instruments awarded or offered and the main conditions for exercising the rights under those financial instruments, including the price and date of exercising the right, and their changes;*
  - g) *information on taking advantage of the opportunity to require variable remuneration components to be returned;*
  - h) *information on exceptions from the Remuneration Policy implementation procedure, including the explanation of the conditions and manner as well as the elements in which exceptions have been used, and*
  - i) *other information if it is or will be required by the universally binding regulations.*
4. *The first Remuneration Report shall be prepared in compliance with the binding regulations.*
  5. *Information about financial years for which the Supervisory Board was not obliged to prepare the Remuneration Report may be provided on the basis of estimates.*
  6. *No personal data of the Members of the Management Board and Supervisory Board shall be included in the Remuneration Report.*
  7. *Where the remuneration of the Members of the Supervisory Board and Supervisory Board comprises monetary or non-monetary benefits awarded to the next of kins or partners of such Members, information on the value of such benefits shall be included in the Remuneration Report. The next of kin or partner is understood as a spouse, ascendant, descendant, sibling, relation by affinity along the same line or to the same degree, an adopted person and his or her spouse, as well as a cohabiting person.*
  8. *The General Assembly shall adopt a resolution giving an opinion on the Remuneration Report. The resolution referred to in the previous sentence is advisory in nature.*
  9. *The Remuneration Report shall include the explanation of how the resolution referred to in para. 8 above was taken into account in the report.*
  10. *The Company shall publish the Remuneration Report on its website and disclose it free of charge for at least 10 years from the end of the session of the General Assembly.*
  11. *The Remuneration Report shall be subject to the auditor's assessment with regard to information required under paragraphs 1 – 6 and 10 above.*

#### **IX. Effective force of the Policy.**

##### **§18**

1. *The provisions of this Policy shall be effective from its adoption by the resolution of the General Assembly, subject to the following paragraphs.*
2. *With regard to fixing, calculation and payment of the variable part of the remuneration of the Members of the Management Board for the financial year 2019, the previous rules set out in the contractual relationships between those Members and the Company (contracts or civil-law agreements) or in the appointment relationship shall apply, with the acquired rights rule taken into account in relation to the Members of the Management Board, unless the Supervisory Board considers that those rights are contrary to the basic rules of this Policy.*
3. *With regard to the fixing, calculation and payment of the remuneration of the Members of the Supervisory Board for the financial year 2019 and the remuneration due to them until the effective date of the Remuneration Policy, such remuneration fixed by relevant resolutions adopted before the effective date of this Policy, the previous rules shall apply unless the General Assembly considers that those rules are contrary to the basic rules of this Policy.*

#### **X. Final provisions**

##### **§19**

1. *To the extent as not governed by the Remuneration Policy, other internal regulations effective in the Company shall apply, including the Statutes, the By-Laws of the General Assembly, By-Laws of the Supervisory Board, By-Laws of the Management Board and the legal acts of the universally binding regulations including the Trading Act and the Offering Act.*
2. *Any significant change of the Remuneration Policy shall require a resolution of the General Assembly.*
3. *The resolution of the General Assembly on the Remuneration Policy shall be adopted not less frequently than every four years.*
4. *The remuneration of the Members of the Management Board and Members of the Supervisory Board shall be fixed on the basis of this Remuneration Policy subject to the provisions of § 18 above.*
5. *This Remuneration Policy shall be published on the Company's website.*

##### **§2**

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

12. *A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on changing 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 consideration § 15 of the By-Laws of the Supervisory Board and the endorsed Remuneration Policy for the Members of the Management Board and Supervisory Board in connection with Inpro SA, as well as bearing in mind the contents of resolution No. 13/1834/2021 of 29 March 2021 of the Stock Exchange Council on the adoption of new corporate governance rules for companies quoted on the Main Market of the Warsaw Stock Exchange – "Best Practice for WSE Listed Companies 2021", the Ordinary General Assembly decides to determine the remuneration of the members of the Supervisory Board as follows:

- 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

This resolution shall come into force on 1 July 2021.

### 13. A resolution with a binding character

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the amendment to the Statutes of INPRO S.A.**

## § 1

Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Assembly decides to amend the provision of § 10 of the Company's Statutes in such manner that §10 para. 9 point f shall read as follows:

*"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)".*

## §2

Acting on the basis of § 12 para. 5 of the Company's Statutes, the Ordinary General Assembly decides to amend the provision of § 10 of the Company's Statutes in such a way that the dot in § 10 para. 9 point "n" shall be replaced by a coma, following which, as part of the list in that paragraph, the next point marked as "**point o**" is added reading as follows:

*"o) adopt the Company's diversity policy in relation to the Management Board and Supervisory Board"*

## §3

The other provisions of the Company's Statutes are not changed.

## §4

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

14. A resolution with a binding character

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the adoption of the consolidated text of the Statutes of INPRO SA**

**§ 1**

The Ordinary General Assembly of INPRO SA with its registered office in Gdańsk, in relation to the resolutions Nos. // of 28 June 2021 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 provisions of law and these Statutes.*

**§ 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.Z 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, A series, of the nominal value of 0.10 zlotys (ten groszes) each,*
  - b) *10,010,000 (ten million and ten thousand) ordinary bearer shares, B series, 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 Assembly.*
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 Assembly.*

## **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.*
2. *The Company's Management Board shall consist of one to five members appointed for the common term of office lasting five 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 Assembly 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.*
8. *The Management Board may, without consent from the General Assembly 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.*

### **§ 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 Assembly 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 Assembly.*
3. *The mandate of the Member of the Supervisory Board shall expire, at the latest, on the day of holding a General Assembly 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.*
8. *When fulfilling its duties, the Supervisory Board shall be authorised to review all the Company's documents and require reports and explanations from the Management Board and the Company's employees.*
9. *The Supervisory Board shall perform constant supervision over the Company's activity in all its aspects, 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 way of financing of losses, and submit to the General Assembly 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. make once a year and present to the Ordinary General Assembly 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. make once a year and present to the Ordinary General Assembly the assessment of its work and a report of the activity of the Supervisory Board with regard to the scope following from the current Best Practice for WSE Listed Companies,
- i. make once a year and present to the Ordinary General Assembly 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 Assembly,
- 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 Assembly, 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 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.*
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 Assembly.*
  - 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 Assembly.*
16. *The Supervisory Board shall be convened as required, but not less frequently than four times in 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 Assembly.*
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 provisions of law 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 Assembly 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 Assembly to adopt a resolution issuing an opinion on the remuneration report.*

## **GENERAL ASSEMBLY**

### **§ 11**

1. *The General Assembly shall hold its sessions as an ordinary or extraordinary assembly.*
2. *The Ordinary General Assembly shall be held within six months of the end of each financial year.*
3. *The General Assembly shall be convened on the basis of the rules specified by the Commercial Companies Code.*
4. *A request for the cancellation of the General Assembly and a decision by the Management Board on such cancellation requires justification. The cancellation or a change of the date of the General Assembly shall be effected in the form prescribed for its convocation, not later than 10 (ten) days before the date of the General Assembly. 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 Assembly.*
5. *The General Assembly shall be held in a locality which is the Company's registered office. The General Assembly 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 Assembly, and the rules for its sessions and adoption of resolutions are set out in the by-laws adopted by the General Assembly by the absolute majority of votes.*
7. *The resolutions of the General Assembly on the amendment to its by-laws shall be valid as from the next General Assembly.*

### **§ 12**

*A resolution of the General Assembly 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 own 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 Assembly shall be adopted by the absolute majority of votes, no matter the number of shares represented at the Assembly, 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 Assembly adopted at the Ordinary General Assembly.
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 provisions of law provide otherwise.

### §2

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

15. A resolution with a binding character

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the approval of the amendments to the By-Laws of the Supervisory Board of INPRO SA**

### § 1

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

*"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)",*

### §2

Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Assembly decides to approve the amendment to the provision of § 8 of the By-Laws of the Supervisory Board of INPRO S.A., where the dot in § 8 para. 1 point n has been replaced by a coma, following which, as part of the list in that paragraph, the next point marked as "point o)" has been added reading as follows:



*“o) adopt the Company’s diversity policy in relation to the Management Board and Supervisory Board”.*

### **§3**

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

**16. A resolution with a binding character**

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the approval of the consolidated text of the By-Laws of the Supervisory Board of INPRO SA**

### **§ 1**

*Acting on the basis of § 12 para. 11 of the Company's Statutes, the Ordinary General Assembly 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 Assembly,*
3. *Commercial Companies Code,*
4. *These By-Laws.*

### **§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 Assembly.*
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.*

### **§ 3**

*Each member of the Supervisory Board shall in his or her activity be guided 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 with 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 Assembly,*
  - 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 Assembly. 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 Assembly.*

### **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, 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 Assembly 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. make once a year and present to the Ordinary General Assembly 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. make once a year and present to the Ordinary General Assembly the assessment of its work and a report of the activity of the Supervisory Board with regard to the scope following from the current Best Practice for WSE Listed Companies,
- i. make once a year and present to the Ordinary General Assembly 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 Assembly.
- 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 Assembly, 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 Assembly 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 Assembly to adopt a resolution issuing an opinion on the remuneration report.*

#### **§ 9**

*Members of the Supervisory Board may participate in the sessions of the General Assembly 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. *Notices of the convocation of a session shall be sent to the members of the Board 7 days before the date of the session by registered letter, electronic mail or fax, with conformation of receipt 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 agenda shall be given in the notices of the dates and times of the session. As far as possible, the materials concerning the matters covered by the agenda shall be sent with the notice.*

#### **§ 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. *Only the matters covered by the agenda shall be considered at the sessions of the Board. Matters submitted during the session may only be considered if all the members of the Supervisory Board express their consent to that.*

#### **§ 12**

*The sessions of the Supervisory Board shall be presided over by its Chairperson. 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.*

#### **§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. 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 demanded 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.*
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. *Each session of the Board shall be minuted and the minutes shall include:*

- a) *date of the session,*
- b) *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,*
- c) *voting results and the wording of dissenting opinions or reservations to the 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 Assembly 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 Assembly.*

**§2**

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

*17. A resolution with a binding character*

**Resolution No. ..../2021**

**of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the acknowledgement of the fulfilment of duties by the President of the Management Board, Krzysztof Marian Maraszek, in 2020**

**§1**

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly 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 2020 comprising the period from 01/01/2020 to 31/12/ 2020.

**§2**

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

*18. A resolution with a binding character*

**Resolution No. ..../2021**

**of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the acknowledgement of the fulfilment of duties by the President of the Management Board, Piotr Janusz Stefaniak, in 2020**

**§1**

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Piotr Janusz Stefaniak, Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2020 comprising the period from 01/01/2020 to 31/12/2020.

**§2**

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

*19. A resolution with a binding character*

**Resolution No. ..../2021**

**of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board, Zbigniew Feliks Lewiński, in 2020**

**§1**

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly 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 2020 comprising the period from 01/01/2020 to 31/12/2020.

§2

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

20. *A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board, Robert  
Franciszek Maraszek, in 2020**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly 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 2020 comprising the period from 01/01/2020 to 31/12/2020, with the fact that Mr Robert Franciszek Maraszek was appointed member of the Company's Management Board on 14 September 2021 taken into consideration.

§2

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

21. *A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board, Marcin Tomasz  
Stefaniak, in 2020**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Marcin Tomek Stefaniak, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2020 comprising the period from 01/01/2020 to 31/12/2020, with the fact that Mr Marcin Tomasz Stefaniak was appointed member of the Company's Management Board on 14 September 2021 taken into consideration.

§2

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

22. *A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Jerzy Glanc, in 2020**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Jerzy Glanc, the Chairman of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2020 comprising the period from 01/01/2020 to 31/12/2020.

§2

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

**23. A resolution with a binding character**

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Krzysztof Gąsak, in 2020**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Krzysztof Gąsak, a member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2020 comprising the period from 01/01/2020 to 31/12/2020.

§2

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

**24. A resolution with a binding character**

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Beata Krzyżagórska-  
Żurek, in 2020**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly 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 2020 comprising the period from 01/01/2020 to 31/12/2020, with the fact that Ms Beata Krzyżagórska-Żurek was appointed member of the Company's Supervisory Board on 25 June 2020 taken into consideration.

§2

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

**25. A resolution with a binding character**

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Mariusz Linda, in 2020**



§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly 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 2020 comprising the period from 01/01/2020 to 31/12/2020, with the fact that Mr Mariusz Linda was appointed member of the Company's Supervisory Board on 25 June 2020 taken into consideration.

§2

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

*26. A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Wojciech Stefaniak, in 2020**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Wojciech Stefaniak, a member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2020 comprising the period from 01/01/2020 to 31/12/2020.

§2

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

*27. A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Szymon Lewiński, in 2020**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Szymon Lewiński, a member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2020 comprising the period from 01/01/2020 to 31/12/2020.

§2

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

*28. A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Łukasz Maraszek, in 2020**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Łukasz Maraszek, a member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2020 comprising the period from 01/01/2020 to 31/12/2020.

§2

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

29. *A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on the creation of the reserve capital for the acquisition of own shares of INPRO SA**

§ 1

Acting on the basis of Article 396 §4 and Article 396 §5 of the Commercial Companies Code in connection with § 14 of the Statutes of INPRO SA with its registered office in Gdańsk (further the "Company"), the Ordinary General Assembly of the Company decides to create reserve capital in the amount of PLN 11,000,000.00 (in words: eleven million zlotys) by the transfer of PLN 11,000,000.00 (in words: eleven million zlotys) from the supplementary capital amounts which, pursuant to Article 348 § 1 of the Commercial Companies Code, may be designated for distribution. Acting on the basis of Article 396 § 5 of the Commercial Companies Code, the Ordinary General Assembly of the Company decides that the reserve capital referred to above shall be used for the acquisition of the Company's Own Shares for their redemption and for the coverage of the costs of those proceedings in conformity with Article 362 § 1 item 5 of the Commercial Companies Code and resolution No. ..../2021 of 28 June 2021 of the Ordinary General Assembly of the Company on granting authorisation to the Management Board to acquire the Company's own shares for their redemption.

§ 2

This resolution shall come into force on the date of the adoption by this Assembly of a resolution on granting authorisation to the Company's Management Board to acquire the Company's own shares.

30. *A resolution with a binding character*

**Resolution No. ..../2021  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 28 June 2021  
on granting authorisation to the Management Board of INPRO SA to acquire the Company's own shares for their redemption**

§ 1

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 (the "Company"), the Ordinary General Assembly of the Company authorises the Company's Management Board to acquire the Company's own shares ("**Own Shares**") on terms and conditions described in this resolution.

§ 2

1. The total amount which may be designated by the Company for the acquisition of Own Shares, along with the costs of their purchase, shall be not more than PLN 11,000,000.00 (in words: eleven million zlotys) (the "**Buy-Back Budget**").
2. To finance the acquisition of Own Shares, the Ordinary General Assembly shall create reserve capital in the amount of PLN 11,000,000.00 (in words: eleven million zlotys) (the "**Reserve Capital**").
3. The Management Board shall be authorised to acquire Own Shares once or more times from the date of this Resolution to 30 June 2023, however, not longer than until the funds covered by the Buy-Back Budget for the acquisition of Own Shares have been exhausted. The start and end of the share acquisition process will require a relevant resolution by the Management Board; it will provide the public with the details of share acquisition, including the start and end date.

4. The Company may acquire Own Shares in the off-session transaction(s) conducted by public call(s) for tenders for the sale of Own Shares by all the Company's shareholders in the transaction, however, the acquisition of own shares will take place in such a way that equal treatment of all the Company's shareholders will be ensured;  
If the Management Board deems it necessary, Own Share acquisition in a transaction(s) on the regulated market of the Warsaw Stock Exchange is also permitted.
5. Shares may be acquired directly by the Company or via an investment company.
6. The number of Own Shares to be acquired by the Company will be fixed by the Management Board, and then advised to the public in a current report on the date of publication of the calls for tenders for the sale of Own Shares.
7. The price per Own Share and the wording of the call for sale tenders will be fixed by the Management Board and then published by the Company immediately to perform the duty to provide information, such duty following from the universally binding regulations. The price of one Own Share will be fixed in consideration of the market conditions at the point of publication of the call for tenders for the sale of Own Shares by the Company's shareholders, however, the price so fixed may not be lower than PLN 5.50 (in words: five zlotys and 50 groszes) and higher than PLN 7.50 (in words: seven zlotys and 50 groszes) and must comply with the following conditions:
  - 1) the Own Share acquisition price will be the same for all the shareholders,
  - 2) the Management Board will effect the Own Share buy-back transaction with equal access of the shareholders to the right of sale of Own Shares,
  - 3) if the number of Own Shares offered by the shareholders for acquisition by the Company in reply to its call is higher than the total number of Own Shares fixed by the Company in the call, the Management Board will effect the pro-rata reduction of the shareholders' tenders by rounding off the fractional number of Own Shares down to the nearest integer so that the total number of Own Shares equals the maximum number specified by the Company in the published call, in compliance with the principle of equal treatment of all the shareholders followed.
  - 4) Own Shares remaining after the rounding off (i.e. their number constituting the difference between the number of Own Shares fixed by the Company in the call for tenders and the total number covered by the reduced and rounded-off sales tenders) will be allocated one by one, consecutively, from the biggest to the smallest sales offers, until such time as the shares are allocated in the number equal to that in the published call.
8. Own Shares will be acquired from the shareholders for consideration paid by the Company only from the sum within the Buy-Back Budget (constituting part of Reserve Capital) which, pursuant to Article 348 § 1 of the Commercial Companies Code, may be designated for division between the shareholders.
9. Own Shares being acquired will be fully covered.
10. The purpose of acquisition of Own Shares is their redemption and then reduction of the Company's share capital pursuant to Article 359 of the Commercial Companies Code. Own Shares acquired by the Company will be redeemed under a relevant resolution of the General Assembly.
11. The Company's Management Board is also authorised to undertake any factual and legal acts necessary to acquire the Company's Own Shares under this resolution, including in particular:
  - 1) to determine, pursuant to this resolution, the acquisition price of Own Shares and the number of Own Shares being acquired,
  - 2) to determine, before the start of acquisition of Own Shares, the conditions, time limits and rules for the public invitation(s) to tender for the sale of Own Shares by all the Company's shareholders, in particular to determine the conditions and time limits for the submission of tenders for the sale of Own Shares by the shareholders, the wording of Own Share sale agreements and the publication of sample sale agreements, rules and conditions of the settlement of Own Share acquisition transactions,
  - 3) to enter into any agreements with relevant entities (including, in particular, with the investment company) pertaining to the commissioning to those entities of the execution of the various acts conducted as part of Own Share buy-back.
  - 4) At its discretion, the Management Board, while being guided by the Company's interest, may:
    - (i) terminate the acquisition of Own Shares at any time,
    - (ii) abandon the acquisition of Own Shares in part or as a whole,
    - (iii) renounce the performance of this Resolution at any time,

- 5) In the event that the Management Board suspends or renounces the Own Share buy-back, while being guided by the Company's interest, the Management Board may make a decision on resumption of the Own Share buy-back in the authorisation period at any time.

**§3**

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