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**Appendix** to the Resolution of 30 June 2020 of the General Meeting of Shareholders of XTPL S.A. with its registered in Wrocław on adoption of a remuneration policy

## **POLICY OF REMUNERATION OF MANAGEMENT BOARD AND SUPERVISORY BOARD MEMBERS OF XTPL S.A.**

### **1. GENERAL PROVISIONS**

- 1.1. The purpose of the policy of remuneration of management board and supervisory board members (“**Remuneration Policy**”) is to determine the principles of remuneration for members of the management board and the supervisory board of XTPL S.A. with its registered office in Wrocław (the “**Company**”), which are significant due to their impact on the implementation of the Company’s business strategy, long-term interests and stability of operations.
- 1.2. The Company pays remuneration to members of the Company’s management board and supervisory board only in accordance with the Remuneration Policy.
- 1.3. The remuneration system for members of the Company’s management board and the supervisory board specified in the Remuneration Policy, and the amount of their remuneration are aligned with market conditions, and are aimed at enabling the recruitment and retention of people who meet the criteria required to manage the Company, as well as prevent conflicts of interest between members of the management board and the Company. The Company separately sets out the rules for the prevention of conflicts of interest, and strives to ensure that the terms of remuneration of the Company’s management and supervisory board members are determined in such a way as to enable the implementation of these principles to the greatest extent.
- 1.4. The remuneration system for members of the Company’s management board and supervisory board complies with the principles adopted when determining the remuneration system for the Company’s employees.
- 1.5. Any matters not covered by the Remuneration Policy will be governed by the Act on public offering, conditions governing the introduction of financial instruments to organized trading and public companies, the Act of 26 June 1974 – the Labor Code, as amended (the “**Labor Code**”), the Act of 15 September 2000 – the Commercial Companies Code, as amended, or the Act of 23 April 1964 – the Civil Code, as amended.

### **2. IMPACT OF THE REMUNERATION POLICY ON THE COMPANY’S GOALS**

- 2.1. The principles of determining the remuneration of members of the Company's management board and supervisory board provided for in the Remuneration Policy are intended to ensure fair remuneration for members of the Company's supervisory board and to motivate members of the Company's management board to actively engage in activities aimed at developing, implementing and pursuing the Company's business strategy ensuring the Company's development and achievement of positive financial performance.
- 2.2. The remuneration policy supports the implementation of the Company's goals, building a steady increase in the Company's market value, and thus the value of shares held by the Company's shareholders, as well as stability of the Company's business.

### **3. LEGAL RELATIONSHIP BETWEEN MANAGEMENT BOARD & SUPERVISORY BOARD MEMBERS AND THE COMPANY**

- 3.1. Members of the Company's management board are connected with the Company by the corporate relationship formed with their appointment to the Company's management board. The term of office of the Company's management board is three years. It is jointly served by all members of the management board. Management Board members are appointed and removed by the Company's Supervisory Board.
- 3.2. In addition, the Company and a given member of the management board may have an employment relationship established under an employment contract. Employment contracts with management board members are concluded for an indefinite period. In special cases, employment contracts may be signed for a probation period or a fixed period. In employment contracts with members of the management board, the Company does notice periods longer than those specified in the Labor Code. The employment contracts of the Company's management board members do not provide for other termination conditions than those specified in the Labor Code.
- 3.3. The remuneration is paid to members of the Company's management board on the basis of and in accordance with:
  - 3.3.1. the employment contract between a given member of the management board and the Company;
  - 3.3.2. the employment contract between a given member of the management board and the Company, and the resolution of the Company's supervisory board on the remuneration of the management board member;
  - 3.3.3. the resolution of the supervisory board on the appointment of a member of the Company's management board or determination of the remuneration of members of the Company's management board, if no employment contract exists between the Company and the management board member;

provided that that remuneration of the management board member specified in the employment contract is in accordance with the conditions set out in the relevant resolution of the Company's supervisory board.

- 3.4. Members of the Company's supervisory board are connected with the Company by the corporate relationship formed with their appointment to the Company's supervisory board. The term of office of the Company's supervisory board is three years. It is jointly served by all members of the supervisory board. Members of the supervisory board are appointed and removed by the Company's General Meeting.
- 3.5. The company does not sign "agreements for performing the function of a supervisory board member" with members of the supervisory board, including those serving as audit committee members.
- 3.6. The remuneration is paid to the members of the Company's supervisory board on the basis of and in accordance with the resolution of the general meeting on the appointment of a member of the Company's supervisory board or a resolution on determining the amount and principles of remuneration payable to members of the supervisory board.

#### 4. DETERMINING THE REMUNERATION

- 4.1. When determining the remuneration of the Company's management board and supervisory board members, the following factors are taken into account:
  - 4.1.1. the value of the average monthly remuneration (arithmetic mean) of the Company's employees who are not members of the Company's management board or supervisory board, from the period of 12 consecutive calendar months immediately preceding the date of appointment of a member of the Company's management board or supervisory board to perform a function in the Company's management board or supervisory board, respectively;
  - 4.1.2. roles and responsibilities attached to a given position, understood as the degree of influence of the position on the Company's overall operations, planning and implementation of the business strategy, and Company's financial performance;
  - 4.1.3. building the Company's long-term market value and impact on its stability.
- 4.2. The value of the fixed monthly remuneration of a member of the Company's management board or supervisory board may not be higher than 10 times the average monthly remuneration (arithmetic mean) of the Company's employees who are not members of the Company's management board or supervisory board, from the period of 12 consecutive calendar months immediately preceding the date of appointment of a member of the Company's management board or supervisory board to perform a function in the Company's management board or supervisory board, respectively.

#### 5. FIXED REMUNERATION COMPONENTS

- 5.1. For performance of their respective functions and work for the Company, members of the Company's management board receive remuneration in a fixed monthly amount determined by a resolution of the Company's supervisory board. The amount of remuneration payable to members of the Company's management board may vary.
- 5.2. For performance of their respective functions, members of the Company's supervisory board receive remuneration in the form of a fixed monthly amount determined by a resolution of the Company's general meeting. The amount of the remuneration payable to the chairman and members of the Company's supervisory board, including those who serve as members of the Company's audit committee, may vary.
- 5.3. If the appointment, removal or resignation from the Company's supervisory board, or the expiry of the member's mandate for other reasons takes place during a calendar month, the remuneration of the member of the Company's supervisory board is calculated in proportion to the number of days served in his or her function in that calendar month. The rule provided for in the previous sentence applies accordingly to members of the Company's management board, with the exception of the management board members employed by the Company on the basis of an employment contract, in which case the Labor Code will apply accordingly.

## 6. VARIABLE REMUNERATION COMPONENTS

- 6.1. Members of the Company's management board are remunerated based on variable components of remuneration in the form of financial instruments and rewards for patent applications.
- 6.2. Members of the Company's supervisory board are not remunerated based on variable components of remuneration.
- 6.3. Due to the fact that the members of the Company's supervisory board are not remunerated based on variable components of remuneration, the Remuneration Policy does not specify the proportion of fixed and variable remuneration components.

## 7. REWARDS FOR MANAGEMENT BOARD MEMBERS FOR PATENT APPLICATIONS

- 7.1. Members of the Company's management board may receive a reward for patent applications in accordance with the rules arising from the "**Patent Motivation Program Procedure**".
- 7.2. The purpose of rewarding members of the Company's management board for patent applications is to motivate them to submit their own scientific ideas and to realize their scientific professional potential, so that in this way they can contribute to the increase of the Company's market value also in the scientific area, and thus the value of shares held by the Company's shareholders.
- 7.3. The Patent Motivation Program Procedure was implemented for an indefinite term. Rewards for patent application will be granted to the author or team of authors if the patent application of the Company is filed with the patent office. The award is one-off in nature and is determined at a fixed

amount, which is distributed between the authors of the patent application, in accordance with the individual, percentage contribution of each author.

- 7.4. The amount of rewards for patent applications for a given member of the management board in a given financial year cannot be higher than the fixed one-month remuneration of the member of the management board.

## 8. FINANCIAL INSTRUMENTS FOR MANAGEMENT BOARD MEMBERS

- 8.1. Members of the Company's management board may receive additional remuneration in accordance with the rules resulting from the terms and conditions of the incentive scheme adopted by the Company's management board after prior positive opinion by the supervisory board pursuant to §3 of the resolution of the Extraordinary General Meeting of the Company No. 04/04/2019 of 24 April 2019 on the establishment of an incentive scheme in the Company or another incentive scheme introduced by a decision of the general meeting ("**Incentive Scheme Regulations**").
- 8.2. The purpose of remunerating members of the Company's management board with financial instruments is to create additional motivation for members of the Company's management board to implement the Company's strategy so as to ensure a steady increase in the Company's market value, and thus the value of shares held by the Company's shareholders.
- 8.3. Pursuant to the Incentive Scheme Regulations, the incentive scheme under which members of the Company's management board may be granted the right to purchase series P shares or series L shares of the Company, or subscription warrants lasts for financial years 2019–2021. The financial instruments referred to in the previous sentence are awarded annually. The Company's supervisory Board may award to members of the Company's Management Board, at its discretion, a specific number of shares or subscription warrants to be allocated in a given year during the incentive scheme.
- 8.4. The value of financial instruments awarded to members of the Company's management board in relation to their fixed components of remuneration is variable and is not subject to restrictions other than those resulting from the Incentive Scheme Regulations.
- 8.5. Subscription warrants issued as part of the incentive scheme are not transferable, except as specified in the resolution on the issue of subscription warrants.
- 8.6. The Company's supervisory board may, at its own discretion, make the conclusion of a share sale agreement with a member of the Company's management board conditional on prior conclusion of a lock-up agreement with the Company.

## 9. ADDITIONAL BENEFITS AND COST REIMBURSEMENT

- 9.1. Additional benefits for members of the Company's management board may include (where such benefits are offered to the Company's employees):

- 9.1.1. a group life and accident insurance;
  - 9.1.2. an additional health insurance, also for family members;
  - 9.1.3. a sports program normally offered in the market, also for family members;
  - 9.1.4. English lessons, and Polish lessons (in the case of foreigners);
  - 9.1.5. use of the Company's assets for private purposes, if such permission is granted;
  - 9.1.6. other additional benefits if they are introduced at the Company; and
  - 9.1.7. compensation for a competition ban after the termination of the legal relationship of a member of the Company's management board or supervisory board, if a relevant non-competition agreement is signed.
- 9.2. Members of the Company's management board employed at the Company under an employment contract:
- 9.2.1. are entitled to the benefits available to employees under labor law provisions;
  - 9.2.2. may participate in employee pension and capital plans/ programs, on the principles set out by law, on the terms and conditions of those plans/ programs applicable to the Company's employees.
- 9.3. Members of the Company's supervisory board may participate in employee pension and capital plans/ programs, on the principles set out by law, on the terms and conditions of those plans/ programs applicable to the Company's employees.
- 9.4. Members of the Company's management board and supervisory board are entitled to reimbursement of the costs of official expenses incurred in connection with their functions or duties performed for the Company.

## 10. DEROGATION FROM THE REMUNERATION POLICY

- 10.1. If this is necessary for the purpose of delivery of the Company's long-term interests and financial stability or to guarantee its profitability, the Company's supervisory board may decide to temporarily waive the application of the Remuneration Policy, and specifically:
- 10.1.1. grant members of the Company's management board a one-time additional benefit in the amount not higher than 40% of the 12-month fixed remuneration of a given member of the Company's management board, provided that such a benefit may not be granted more often than once in a given calendar year;
  - 10.1.2. grant voluntary severance pay to members of the Company's management board for terminating the legal relationship between the member of the Company's management

board and the Company in an amount not higher than three times his or her fixed monthly remuneration.

- 10.2. The Company's supervisory board may decide to temporarily waive the application of the Remuneration Policy if:
  - 10.2.1. the Company's financial position so permits; and
  - 10.2.2. it is justified by the exceptional commitment of a given member of the management board in the implementation of the Company's business strategy and his or her contribution to the increase in the Company's market value; or
  - 10.2.3. it is necessary in order to hire a person who meets the criteria required to manage the Company, who due to his or her knowledge, skills and professional experience may significantly contribute to the implementation of the Company's business strategy and to the increase in the Company's market value.
- 10.3. The decision regarding a temporary waiver of application of the Remuneration Policy is taken by the Company's supervisory board at the request of the Company's management board or at least two members of the Company's supervisory board, by a majority of  $\frac{3}{4}$  votes.
- 10.4. The Company's supervisory board will specify the following details in the resolution on temporary waiver of the application of the Remuneration Policy:
  - 10.4.1. the period for which the Remuneration Policy will not be applied;
  - 10.4.2. the scope of waiver of the application of the Remuneration Policy; and
  - 10.4.3. the impact of the waiver of the application of the Remuneration Policy on individual remuneration components.

## **11. FINAL PROVISIONS**

- 11.1. The Remuneration Policy has been prepared on the basis of the principles of remuneration of members of the Company's management board and supervisory board in force on the date of its adoption, in the manner provided for in the Company's internal regulations.
- 11.2. The Remuneration Policy shall override and supersede the remuneration policy currently in force at the Company.