

REPORT OF THE SUPERVISORY BOARD OF CPD S.A. ON THE REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD FOR THE YEAR 2024

A. DESCRIPTIVE SECTION

1. Introduction

In fulfilment of the obligation arising from Article 90g of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (consolidated text: Journal of Laws of 2022, item 2554, as amended; hereinafter: the "Public Offering Act"), the Supervisory Board of CPD S.A. (hereinafter: the "Company" or "CPD") prepares an annual remuneration report (the "Report") presenting a comprehensive review of remuneration, including all benefits, regardless of their form, received or due (payable) to individual members of the Management Board and the Supervisory Board in the last financial year, in accordance with the Remuneration Policy for Members of the Management Board and Supervisory Board of CPD S.A. dated 27 May 2020 (hereinafter: the "Remuneration Policy").

This Report presents data for 2024. For comparative purposes, certain data covering 2023, as presented in the report on remuneration of the Management Board and Supervisory Board members for 2023, has been included.

All monetary amounts in the Report are presented in Polish zloty (PLN) on a gross basis.

Pursuant to Article 90e of the Public Offering Act, the assessment of compliance of remuneration paid with the Company's remuneration policy covers the period from 1 January 2024 to 31 December 2024.

The Board presents below a summary of the most significant remuneration-related events for the financial years covered by the report.

2. Key Events at the Company

In financial year 2024, the Company continued the strategic options review process initiated in 2023, aimed at identifying possible directions for further development. Following the disposal of all assets by the Company in 2023 and the cessation of operations, the Company also did not conduct any such operations in 2024.

The key financial parameters defining the Company's business operations in 2024 were:

- The Company generated revenues of: PLN 0.01 million
- The Company incurred a net loss of: PLN 0.92 million
- The Company's equity at the end of 2024 was: PLN –1.02 million

3. Supervisory Board and Management Board

3.1. Company Bodies in 2024

3.1.1. Supervisory Board

In 2024, the composition of the Supervisory Board underwent the following changes:

On 16 May 2024, Tobiasz Wybraniec resigned from his position as a member of the Supervisory Board. The resignation took effect on 28 June 2024.

On 28 June 2024, the Annual General Meeting of the Company appointed Bartłomiej Janiszewski as a member of the Supervisory Board.

On 4 November 2024, Emil Tomaszewski resigned from his position as a member of the Supervisory Board. The resignation took effect on 12 November 2024.

On 12 November 2024, the Extraordinary General Meeting of the Company removed Krzysztof Zawadzki, Adam Proń, Wojciech Włodarczyk and Bartłomiej Janiszewski from their positions as members of the Supervisory Board, and appointed Tomasz Kaniowski, Krzysztof Koza, Dariusz Maciejuk, Sebastian Łuczak and Marek Smogór as members of the Supervisory Board.

Accordingly, the Supervisory Board was composed of the following persons:

- Mr Emil Tomaszewski – Member of the Supervisory Board (independent member, until 12.11.2024),

- Mr Krzysztof Zawadzki – Member of the Supervisory Board (until 12.11.2024),
- Mr Adam Proń – Member of the Supervisory Board (independent member, until 12.11.2024),
- Mr Wojciech Włodarczyk – Member of the Supervisory Board (independent member, until 12.11.2024),
- Mr Tobiasz Wybraniec – Member of the Supervisory Board (independent member, until 28.06.2024),
- Mr Bartłomiej Janiszewski – Member of the Supervisory Board (independent member, from 28.06.2024 to 12.11.2024),
- Mr Tomasz Kaniowski – Chairman of the Supervisory Board (independent member, from 12.11.2024),
- Mr Krzysztof Koza – Vice-Chairman of the Supervisory Board (independent member, from 12.11.2024),
- Mr Dariusz Maciejuk – Member of the Supervisory Board (independent member, from 12.11.2024),
- Mr Sebastian Łuczak – Member of the Supervisory Board (independent member, from 12.11.2024),
- Mr Marek Smogór – Member of the Supervisory Board (independent member, from 12.11.2024).

In 2024, the Audit Committee was composed of the following persons:

- Mr Wojciech Włodarczyk – Committee Chairman (independent member, from 04.01.2024 to 12.11.2024),
- Mr Adam Proń – Committee Member (independent member, from 04.01.2024 to 12.11.2024),
- Mr Krzysztof Zawadzki – Committee Member (until 12.11.2024),
- Mr Tomasz Kaniowski – Committee Chairman (independent member, from 20.11.2024),
- Mr Krzysztof Koza – Committee Member (independent member, from 20.11.2024),
- Mr Marek Smogór – Committee Member (independent member, from 20.11.2024).

Supervisory Board members received fixed remuneration in respect of their appointment. No changes were made to the form of remuneration payment, which is defined in the remuneration policy for members of the Management Board and Supervisory Board of the Company, constituting Annex No. 1 to Resolution No. 20 of the Annual General Meeting of the Company dated 27 May 2020.

By Resolution No. 5 of the Extraordinary General Meeting of the Company dated 15 November 2023, the fixed remuneration components for Supervisory Board members were set as follows:

- PLN 500.00 (five hundred) gross per month – remuneration in respect of appointment.
- PLN 200.00 (two hundred) gross per month – remuneration for performing additional functions in the Audit Committee.

3.1.2. Management Board

In 2024, the Management Board was composed of:

- Ms Elżbieta Wiczowska – Member of the Management Board until 29.11.2024,
- Mr Rafał Kijonka – President of the Management Board from 14.10.2024.

The remuneration principles for the Management Board were not changed. Its members received fixed remuneration in respect of their appointment.

4. Terms of Employment/Remuneration of CPD's Corporate Bodies

The terms and conditions under which the Management Board and Supervisory Board members perform their functions at the Company and receive remuneration from CPD and its subsidiaries have been in place for several years; below are the principles applicable in 2024, subject to the reservation that in 2024 CPD had no subsidiaries or affiliates.

4.1. Remuneration Principles for the Supervisory Board

Supervisory Board members elect from among themselves the persons performing special functions on the Board (Chairman or Vice-Chairman of the Supervisory Board and Secretary of the Supervisory Board) pursuant to the Supervisory Board Regulations of CPD adopted by the Board.

Since the adoption of the Remuneration Policy, the remuneration principles for Supervisory Board members and the Audit Committee have been governed by the provisions of that document. The General Meeting sets the fixed remuneration components for individual Supervisory Board members, including Audit Committee members.

4.2. Employment and Remuneration Principles for CPD's Management Board

Management Board members perform their functions at the Company on the basis of appointment to the position (Member of the Management Board or President of the Management Board) resolved by the CPD Supervisory Board.

Since the adoption of the Remuneration Policy, the remuneration principles for Management Board members have been governed by the provisions of that document.

Persons serving on the CPD Management Board are not employees of the Company (no employment contracts have been concluded with them at the Company). The Company has not concluded any agreements with them providing for compensation in the event of their resignation or dismissal.

Persons serving on the Management Board (or their related entities) may provide services to CPD's subsidiaries with the approval of the Supervisory Board. The Supervisory Board approves the remuneration for such services for each Management Board member on a case-by-case basis.

5. Summary of the Application of CPD's Remuneration Policy

Prior to the adoption of the Remuneration Policy, the remuneration principles at the Company were established by resolutions of the CPD Supervisory Board (for Management Board members) and by resolutions of the CPD General Meeting (for Supervisory Board members).

The Remuneration Policy for Members of the Management Board and Supervisory Board of CPD was adopted by the CPD General Meeting on 27 May 2020. The arrangements contained in the Remuneration Policy comply with the requirements of the Public Offering Act and the SRD II Directive.

5.1. Remuneration of Supervisory Board Members

Supervisory Board members (including Audit Committee members), in accordance with the above Remuneration Policy, receive only fixed remuneration.

The level of remuneration for Supervisory Board members should be sufficient to attract, retain and motivate persons with the competencies necessary for the proper supervision of the Company and its Capital Group.

When setting the remuneration for individual Supervisory Board members, the General Meeting took into account the workload required to properly perform their functions, the scope of duties and responsibilities associated with those functions, and the competencies resulting from their experience.

5.2. Remuneration of Management Board Members

In accordance with the Remuneration Policy, the remuneration of Management Board members is set with regard to its incentive nature and the effective and smooth management of the Company, and consists of:

- fixed remuneration components, including additional cash and non-cash benefits;
- variable remuneration components (including, among others, cash bonuses).

In 2024, Management Board members received from CPD only fixed remuneration in respect of their appointment to the CPD Management Board. This remuneration was determined by resolutions of the Company's Supervisory Board separately for each Management Board member as a uniform amount per calendar year or month. The level of remuneration is commensurate with the tasks assigned to each individual and the associated responsibility.

6. Changes in the Remuneration Policy and Derogations from Its Application

The Remuneration Policy of CPD S.A. was introduced on 27 May 2020 and was not amended during the reporting period. Furthermore, during the reporting period the Company did not apply any derogations either from the procedure for implementing the remuneration policy or from the derogations referred to in Article 90f of the Public Offering Act.

7. Remuneration in the Form of Financial Instruments

In accordance with the content of the Remuneration Policy, no remuneration in the form of financial instruments is currently granted to Management Board or Supervisory Board members; accordingly, no such instruments were granted or offered during the reporting period.

8. Clawback of Variable Remuneration

During the period covered by the report, the Company did not grant variable remuneration to corporate body members and therefore does not envisage the possibility of clawback in this regard.

9. Previous Remuneration Report

The most recent resolution expressing an opinion on the Supervisory Board's remuneration report for members of the Management Board and Supervisory Board of the Company, i.e. Resolution No. 21 of the Annual General Meeting of 28 June

2024 (referred to in Article 90g(6) of the Public Offering Act), concerned the Supervisory Board's remuneration report for members of the Management Board and Supervisory Board for 2023 (the "Previous Remuneration Report"). The above resolution was adopted unanimously, contained no comments on the Previous Remuneration Report and indicated no additional remarks or recommendations for changes to the Remuneration Policy; consequently, no action was required to implement any such changes. Accordingly, in 2024 the Company continued to apply the established practices regarding the remuneration of Management Board and Supervisory Board members.

10. Summary

In 2024, there were no changes to the manner or level of remuneration of Management Board and Supervisory Board members, nor to the performance criteria or methodology applied, nor to the remuneration policy or its application compared to the previous financial year.

B. FINANCIAL DATA

This section presents the total remuneration of the Company's corporate body members broken down into components referred to in Article 90d(3)(1) of the Public Offering Act ("description of fixed and variable remuneration components, as well as bonuses and other cash and non-cash benefits that may be granted to members of the management board and supervisory board"), and the proportions between these remuneration components; the section also covers remuneration received from entities belonging to the same capital group within the meaning of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2023, item 120, as amended).

1. Management Board Remuneration

1.1. Remuneration of Management Board Members Received from CPD

In 2024, Management Board members received from CPD only fixed annual remuneration in respect of their appointment to the CPD Management Board, as indicated in Table 1 below.

Table 1 – Remuneration of Members of the CPD S.A. Management Board for Financial Year 2024

Name, position held	Position held	Year 1	Fixed remuneration 2			Variable remuneration components 3		Other extraordinary benefits 4	Total remuneration 5	Fixed/variable remuneration ratio
			Remuneration in respect of appointment	Additional cash benefits	Additional non-cash benefits	Single- year	Multi- year			
Elżbieta Wiczowska	Member of the Management Board (until 29.11.2024)	2024	541 311.54	0.00	None	0.00	0.00	0.00	541 311.54	100% / 0%
Rafał Kijonka	President of the Management Board (from 14.10.2024)	2024	25 806.45	0.00	None	0.00	0.00	0.00	25 806.45	100% / 0%

1.2. Remuneration of Management Board Members Received from CPD Subsidiaries

The Supervisory Board, in accordance with point C.6 of the Remuneration Policy, approves the establishment or continuation of cooperation with a CPD subsidiary and sets the remuneration limit for individual Management Board members in this regard.

1.2.1. Remuneration for Performing Functions in the Bodies of CPD Subsidiaries

In financial year 2024, CPD had no subsidiaries; accordingly, Management Board members received no remuneration for performing functions in the bodies of subsidiaries during this period.

1.2.2. Remuneration for Services Rendered to CPD Subsidiaries

In financial year 2024, CPD had no subsidiaries; accordingly, Management Board members received no remuneration in connection with the provision of advisory services to subsidiaries during this period.

1.3. Other Benefits of Management Board Members Received from CPD or CPD Subsidiaries

In 2024, the Company did not pay any bonuses or benefits to Management Board members, including those arising from incentive or bonus schemes based on the issuer's (Company's) capital, in particular those based on pre-emptive bonds, convertible bonds, subscription warrants, in cash, in kind or in any other form.

2. Remuneration of Supervisory Board Members

In 2024, the remuneration of the Company's Supervisory Board members comprised fixed remuneration components in respect of appointment to the CPD Supervisory Board and remuneration for performing additional functions in the Audit Committee. The level of remuneration was determined by the General Meeting.

None of the CPD Supervisory Board members received a variable financial component or remuneration from other CPD subsidiaries.

Supervisory Board members received the remuneration (paid remuneration amounts) for performing functions on the Supervisory Board, including for performing functions on the Audit Committee, as indicated in Table 2 below.

Table 2 – Remuneration of Members of the CPD S.A. Supervisory Board for Financial Year 2024

Name, position held	Position held	Year 1	Fixed remuneration 2				Variable remuneration components 3		Other extraordinary benefits 4	Total remuneration 5	Fixed/variable remuneration ratio
			Remuneration in respect of appointment		Additional cash benefits	Additional non-cash benefits	Single- year	Multi- year			
			Supervisory Board	Audit Committee							
Krzysztof Zawadzki	Member of the Supervisory Board (until 12.11.2024), Audit Committee Member (until 12.11.2024)	2024	5 200	2 080	0.00	None	0.00	0.00	0.00	7 280	100% / 0%
Emil Tomaszewski	Member of the Supervisory Board (until 12.11.2024)	2024	5 200	0.00	0.00	None	0.00	0.00	0.00	5 200	100% / 0%
Adam Proń	Member of the Supervisory Board (until 12.11.2024), Audit Committee Member (until 12.11.2024)	2024	5 200	2 080	0.00	None	0.00	0.00	0.00	7 280	100% / 0%
Wojciech Włodarczyk	Member of the Supervisory Board (until 12.11.2024), Audit Committee Member (until 12.11.2024)	2024	5 200	2 080	0.00	None	0.00	0.00	0.00	7 280	100% / 0%
Tobiasz Wybraniec	Member of the Supervisory	2024	2 966.66	0.00	0.00	None	0.00	0.00	0.00	2 966.66	100% / 0%

Name, position held	Position held	Year 1	Fixed remuneration 2				Variable remuneration components 3		Other extraordinary benefits 4	Total remuneration 5	Fixed/variable remuneration ratio
			Remuneration in respect of appointment		Additional cash benefits	Additional non-cash benefits	Single- year	Multi- year			
			Supervisory Board	Audit Committee							
	Board (until 28.06.2024)										
Bartłomiej Janiszewski	Member of the Supervisory Board (from 28.06.2024 to 12.11.2024)	2024	2 250.00	0.00	0.00	None	0.00	0.00	0.00	2 250.00	100% / 0%
Tomasz Kaniowski	Member of the Supervisory Board (from 12.11.2024), Audit Committee Member (from 20.12.2024)	2024	816.66	77.41	0.00	None	0.00	0.00	0.00	894.07	100% / 0%
Krzysztof Koza	Member of the Supervisory Board (from 12.11.2024), Audit Committee Member (from 20.12.2024)	2024	816.66	77.41	0.00	None	0.00	0.00	0.00	894.07	100% / 0%
Dariusz Maciejuk	Member of the Supervisory Board (from 12.11.2024)	2024	816.66	0.00	0.00	None	0.00	0.00	0.00	816.66	100% / 0%
Marek Smogór	Member of the Supervisory Board (from 12.11.2024), Audit Committee Member (from 20.12.2024)	2024	816.66	77.41	0.00	None	0.00	0.00	0.00	894.07	100% / 0%
Sebastian Łuczak	Member of the Supervisory Board (from 12.11.2024)	2024	816.66	0.00	0.00	None	0.00	0.00	0.00	816.66	100% / 0%

3. Information on Year-on-Year Changes in the Remuneration of Management Board and Supervisory Board Members, Company Performance, and Average Employee Remuneration

Information on year-on-year changes in the remuneration of Management Board and Supervisory Board members, Company performance, and average remuneration of employees of the Company who are neither Management Board nor Supervisory Board members is presented in Table 3 below.

In accordance with Article 90g(3) of the Public Offering Act, data for 2018, for which the Supervisory Board was not required to prepare a remuneration report, has been omitted from the table below.

Table 3

Data in PLN thousands	2019	2020	2021	2022	2023	2024
Management Board remuneration (total, excl. remuneration paid by subsidiaries for services)	1 618.34	2 299.83	1 768.26	1 809.67	1 552.91	567.12
Year-on-year change	–	681.49	–531.57	41.41	–256.76	–985.79
Average Management Board member remuneration (annual, excl. remuneration paid by subsidiaries for services)	404.58	574.96	442.06	452.42	388.26	283.56
Year-on-year change	–	170.37	–132.90	10.36	–64.20	–104.70
Total Management Board remuneration (incl. remuneration paid by subsidiaries for services)	4 580.38	5 444.30	2 393.74	7 989.21	3 196.61	567.12
Year-on-year change	–	863.92	–3 050.56	5 595.47	–4 792.60	–2 629.49
Total Supervisory Board remuneration [3]	552.00	552.00	468.19	67.78	306.32	36.57
Year-on-year change	–	0.00	–83.81	–400.41	238.54	–269.75
Average Supervisory Board member remuneration (annual)	92.00	92.00	58.52	11.30	59.68	3.33
Year-on-year change	–	0.00	–33.48	–47.22	48.38	–56.35
Gross profit/(loss) from operations	26 509	136 842	98 904	–21 789	14 579	–921
Year-on-year change	–	110 333	–37 938	–120 693	36 368	–15 500
Company financial revenues	23 497	126 352	108 072	12 910	601	26
Year-on-year change	–	102 855	–18 280	–95 162	–12 309	–575
Funds paid to shareholders	43 010	74 383	171 578	50 010	78 092	0
Year-on-year change	–	31 373	97 195	–121 567	28 082	–78 092
Average remuneration of employees other than Management Board and Supervisory Board members (for the financial year)	141 658.20	171 181.08	102 915.68	105 773.21	57 688	3 320.56
Year-on-year change	–	29 522.88	–68 265.40	2 857.53	–48 085.21	–54 367.44

C. INFORMATION ON COMPLIANCE OF REMUNERATION WITH THE REMUNERATION POLICY AND ON THE MANNER IN WHICH REMUNERATION CONTRIBUTES TO THE ACHIEVEMENT OF THE COMPANY'S LONG-TERM RESULTS

1. Compliance of Remuneration with the Remuneration Policy

The Remuneration Policy for Members of the Management Board and Supervisory Board of CPD was adopted by the CPD General Meeting on 27 May 2020. The arrangements contained in the Remuneration Policy were established in a manner intended to contribute to the realisation of the Company's business strategy and the interests of its shareholders. The means of achieving these objectives include, among others, appropriate incentivisation of the members of these bodies to work effectively for the benefit of the Company and its Capital Group, and aligning their interests with those of the Company. The CPD S.A. General Meeting, as the body shaping the remuneration policy, decided that the optimal solution would be to set appropriately high fixed remuneration so as to attract persons with appropriate qualifications to the Company and motivate them to fulfil their assigned tasks.

In 2024, the Company operated on a limited basis, i.e. it did not conduct ongoing business activity, and the main activities of the Company's bodies were aimed at settling its affairs and preparing for the resumption of operations.

The remuneration granted and paid to individual Management Board members is commensurate with the tasks assigned to them, the workload undertaken, and the associated responsibility. The remuneration had a positive impact on motivation and positively influenced the quality and efficiency of work.

In view of the above, in the opinion of the Supervisory Board, the payment of remuneration in 2024 complies with the adopted Remuneration Policy.

2. Criteria Relating to the Achievement of the Company's Long-Term Results

The remuneration granted and paid to individual Management Board members is commensurate with the tasks described above that were assigned to them, the workload undertaken, and the associated responsibility. The remuneration had a positive impact on motivation and positively influenced the quality and efficiency of work.

The remuneration of the Company's Supervisory Board members in 2024 was paid at a fixed level. Its level is appropriate for attracting, retaining and motivating persons with the competencies necessary for the proper supervision of the Company and its Capital Group. When setting the remuneration for individual Supervisory Board members, account is taken of the workload required to properly perform the function of a corporate body member, the scope of duties and responsibilities associated with that function, and the competencies resulting from their experience. Persons performing functions on the Audit Committee receive additional remuneration.

Signatures

Tomasz Kaniowski – Chairman of the Supervisory Board

Bartłomiej Oset – Member of the Supervisory Board

Sebastian Łuczak – Member of the Supervisory Board

Marek Smogór – Member of the Supervisory Board

Krzysztof Koza – Member of the Supervisory Board