

PATENTUS S.A.  
with its registered office in Pszczyna, Górnośląska St. 11

**PATENTUS S.A.**  
**SUPERVISORY BOARD**  
**REMUNERATION REPORT**  
**FOR 2022 FISCAL YEAR.**

Pszczyna, March 2023

## **I. General information**

"Remuneration Policy for PATENTUS S.A. Management Board and Supervisory Board Members" (hereinafter referred to as the "Remuneration Policy") is applied in PATENTUS S.A. (hereinafter referred to as the "Company") as adopted by the resolution of the Annual General Meeting of the Company of 29<sup>th</sup> June 2020 (Resolution No. 5) and as available at <https://patentus.eu/relacje-inwestorskie/>, which formulates assumptions exercised in shaping the fixed and variable components of remuneration of persons covered by it. Its purpose is to properly shape the remuneration of persons performing the functions of the Management Board and Supervisory Board Members with due diligence to ensure that decisions made with regard to these persons encourage attentiveness for the long-term goodwill of the Company and avoid excessive exposure to risk.

The present report on the Management Board and Supervisory Board of PATENTUS S.A. remuneration, was prepared by Supervisory Board of PATENTUS S.A. in accordance with the Act of 29<sup>th</sup> July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies (hereinafter also referred to as the "Act") for the year the fiscal 2022 (lasted from 1<sup>st</sup> January 2022 to 31<sup>st</sup> December 2022).

The Company's Remuneration Policy applies to the remuneration of the Management Board and the Supervisory Board members, and as it regards variable remuneration, it also applies to the Company's Commercial Proxies, however, the decision on awards and bonuses for Commercial Proxies is made by the Company's Management Board, and the amount of the Variable Remuneration of Commercial Proxies may not exceed the equivalent of 3.5% of the Company's net profit generated in the previous fiscal year.

The report prepared by the Supervisory Board of PATENTUS S.A. in accordance with the Act and the Remuneration Policy, is responsible for their completeness, reliability and compliance with the present state. Report on the Members of the Management Board and the Supervisory Board of PATENTUS S.A. remuneration for 2021 was prepared and adopted by the Supervisory Board of PATENTUS S.A. in accordance with the requirements set out in the Act of 29<sup>th</sup> July, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Resolution No. 6 of 18<sup>th</sup> March, 2022). Extraordinary General Meeting of PATENTUS S.A. on the basis of Article. 90g section 6 of the aforementioned Act expressed a positive opinion on the Report on the remuneration of the Members of the Management Board and the Supervisory Board of PATENTUS S.A. for 2021 (Resolution No. 17 of 19<sup>th</sup> May, 2022).

## II. Management Board of the Company

Throughout the entire period covered by the Company's Report, the Management Board was composed of:

- 1) JÓZEF DUDA – President of the Management Board
- 2) STANISŁAW DUDA – Vice President of the Management Board

## III. Supervisory Board of the Company

Throughout the entire period covered by the Report, the Supervisory Board was composed of:

- 1) WIESŁAW WASZKIELEWICZ - Chairman of the Supervisory Board
- 2) ŁUKASZ DUDA - Deputy Chairman of the Supervisory Board
- 3) JAKUB SZYMCZAK - Member of the Supervisory Board
- 4) ANNA GOTZ - Secretary of the Supervisory Board
- 5) EDYTA GŁOMBK - Member of the Supervisory Board

## IV. Commercial Proxies of the Company

Throughout the entire period covered by the Report, the Company's Commercial Proxies were:

- 1) MAŁGORZTA BARBARA DUDA
- 2) MAŁGORZTA ELŻBIETA DUDA

Commercial Proxies Data in PLN thousand	Position / Function	Type of remuneration	Period from 1 <sup>st</sup> January 2022 to 31 <sup>st</sup> December 2022	Period from 1 <sup>st</sup> January 2021 to 31 <sup>st</sup> December 2021
Duda Małgorzata / Wiktor/	Commercial Proxy Shareholder	remuneration from employment	0	0
		remuneration for performance of function	276	326
		Bonuses and rewards for performance of function	0	17
Duda Małgorzata / Wąs/	Chief Finance Officer Shareholder	remuneration from employment	0	0
		remuneration for performance of function	276	326
		Bonuses and rewards for performance of function	0	17
Total remuneration for Key Management Personnel and Commercial Proxies			0	0
Remuneration for performance of function			552	652
Bonuses and rewards for performance of function (Key Management Personnel)			0	34

## V. Total remuneration amount of the Management Board and the Supervisory Board members, divided by components, and the mutual proportions between these remuneration components:

The only mandatory and permanent part of the remuneration paid to the Management Board members is Fixed Remuneration. Additional remuneration remains in the following proportion with the basic remuneration:

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Key Management Personnel	Position / Function	Type of remuneration	Period from 1 <sup>st</sup> January 2022 to 31 <sup>st</sup> December 2022	Period from 1 <sup>st</sup> January 2021 to 31 <sup>st</sup> December 2021
Duda Józef	President of the Management Board – shareholder	remuneration from employment	0	0
		remuneration for performance of function	441	521
		Bonuses and rewards for performance of function	0	35
Duda Stanisław	Vice President of the Management Board	remuneration from employment	0	0
		remuneration for performance of function	441	521
		Bonuses and rewards for performance of function	0	35
Total remuneration for the Management Board			0	0
Remuneration for performance of function			882	1042
Bonuses and rewards for performance of function (Management Board)			0	70

Remuneration of the Company's Supervisory Board is presented in the table below:

Supervisory Board Data in PLN thousand	Position/Function	Type of benefit	Period from 1 <sup>st</sup> January 2022 to 31 <sup>st</sup> December 2022	Period from 1 <sup>st</sup> January 2021 to 31 <sup>st</sup> December 2021
Waszkielewicz Wiesław	Chairman of Supervisory Board from 5 <sup>th</sup> November 2019	remuneration for serving as Supervisory Board member	23	16
		other benefits	0	0
Götz Anna	Supervisory Board member	remuneration for serving as Supervisory Board member	23	16
		other benefits	0	0
		remuneration from the employment – assistant in the sales department	95	84
Duda Łukasz	Supervisory Board member	remuneration for serving as Supervisory Board member	23	16
		remuneration from the employment	93	71
Szymczak Jakub	Supervisory Board member	remuneration for serving as Supervisory Board member	24	16
Edyta Głombek	Supervisory Board member	remuneration for serving as Supervisory Board member	24	16
<b>Total remuneration for serving as Supervisory Board member</b>			<b>117</b>	<b>80</b>
<b>Total remuneration under the employment contract</b>			<b>188</b>	<b>155</b>

**VI. Explanation of the total remuneration compliance with the adopted remuneration policy, including the manner it contributes to the achievement of the Company's long-term results:**

In accordance with the PATENTUS S.A. Remuneration Policy remuneration paid to the Management Board members includes:

- a) "Fixed Remuneration" in the form of a lump sum, constituting monthly cash remuneration paid for the function performed.

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b) "Variable Remuneration", i.e. awards or bonuses that are awarded on a discretionary basis.

Each member of the Company's Management Board may receive a variable remuneration, depending on the Company's financial results. Detailed principles of establishment, calculation and payment of variable remuneration are defined by the Supervisory Board annually in a resolution. The variable remuneration amounts are set gross. The Variable Remuneration amount may not exceed in total the equivalent of 10% of the Company's net profit generated in the previous fiscal year.

Fixed Remuneration is the only, obligatory and permanent part of remuneration paid to the Management Board members.

A person appointed to the Management Board receives remuneration on the basis of the appointment to perform the function and for the period of performing the function in the Management Board. In accordance with the PATENTUS S.A. Articles of Association and the Remuneration Policy, the remuneration of the Management Board members is determined by the Supervisory Board.

By resolution, the Supervisory Board established a monthly lump sum for the person holding the position of the President of the Management Board of PATENTUS S.A. and the position of the Vice President of the Management Board of PATENTUS S.A. in the amount of: PLN 40,000.00 gross, supplemented with a medical care premium of PLN 57.00 for the period from 1<sup>st</sup> January 2022 to 31<sup>st</sup> July 2022, and PLN 62.00 for the period from 1<sup>st</sup> August 2022 to 31<sup>st</sup> December 2022.

The Supervisory Board, by Resolution No. 1 of 27<sup>th</sup> May 2019, made company cars available to Management Board members for private purposes. For the use of the vehicles made available for private purposes, the Management Board members are obliged to pay a monthly fee to PATENTUS S.A.. The fee was calculated on the basis of the Management Board member statement, indicating the kilometers traveled in the given month, applying the provisions of the Regulation of the Minister of Labor and Social Policy of 29<sup>th</sup> January 2013 on receivables due to an employee employed in a state or local government budgetary unit for a business trip (Journal of Laws 2013, item 167).

In the opinion of the Supervisory Board, the remuneration of the Company's Management Board and Supervisory Board Members in 2022 was awarded and paid in accordance with the Remuneration Policy. Based on the data covered by the aforementioned report, PATENTUS S.A. Supervisory Board recognises that the Company provides a stable remuneration policy, conducive to the Company's development and security and that the existing practice of variable remuneration management corresponds to the criterion established in the Remuneration Policy.

Fixed and variable remuneration constituting the total remuneration of the Management Board and Supervisory Board members remain in a rational relation to the Company's financial results as well as to the total costs incurred by the Company.

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Remuneration of the Management Board and the Supervisory Board members was determined in accordance with the Remuneration Policy, in a manner intended to contribute to the business strategy implementation, long-term interests as well as the stability of the Company and its development. The remuneration of each Management Board Member paid in 2021 included the workload necessary for the proper performance of the Management Board Member function, the scope of duties and responsibilities related to the performance of the Management Board member function, the enterprise size, financial result, and the amount of remuneration paid by other entities operating on the market.

**VII. Information on the performance criteria application method:**

In the period covered by the report, the Company achieved a net profit/loss in the amount of:

1. in 2022 fiscal year – PLN 3 329 thous.
2. in 2021 fiscal year – PLN (-5 826) thous.

The Variable Remuneration amount was determined in reference to the Remuneration Policy provisions, pursuant to which its amount may not exceed the total of the equivalent of 10% of the Company's net profit earned in the previous fiscal year.

**VIII. Information on the annual change in the remuneration, company's results and the average remuneration of employees of this company who are not members of the management board or the supervisory board, over the period of at least last five fiscal years, in total, in a manner that allows for comparison.**

	in PLN thous.	in PLN thous.	in PLN thous.	in PLN thous.	in PLN thous.	in PLN thous.	
year	company results (negative loss)	PATENTUS S.A. remuneration	Management Board remuneration (all compounds)	Supervisory Board remuneration	employees remuneration (3-4-5)	average employees remuneration (monthly)*	employment
1	2	3	4	5	6	7	8
2022	3 098	8 919	1 434	305	7 180	5.11	117
2021	-5 826	8 124	1 798	235	6 091	4.30	118
2020	777	6 873	3 060	208	3 605	2.73	110
2019	14 480	8 557	3 286	111	5 160	4.02	107
2018	8 203	5 894	1 162	86	4 646	3.65	106
2017	1 697	4 971	1 075	85	3 811	3.08	103
2016	-15 666	6 124	1 045	65	5 014	4.22	99
			*Management Board remuneration (for function performance) also includes the Commercial Proxies remuneration			*excluding the members of the Management Board and the Supervisory board	

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**IX. Remuneration amount from entities belonging to the same capital group within the meaning of the Act of 29<sup>th</sup> September 1994 on accounting (Journal of Laws of 2019, item 351, 1495, 1571, 1655 and 1680 and of 2020, item 568):**

Remuneration amount from entities belonging to the PATENTUS S.A. capital group in the period covered by the report was, respectively:

1. Remuneration of the ZKS MONTEX Sp. z o.o. Members:

Key Management Personnel Data in PLN thousand	Position / Function	Type of benefit	Period from 1 <sup>st</sup> January 2022 to 31 <sup>st</sup> December 2022	Period from 1 <sup>st</sup> January 2021 to 31 <sup>st</sup> December 2021
Sławomir Cwiela	President of the Management Board	remuneration for performance of function	84	84
		remuneration from employment	72	72
		Annual bonus 4% from net profit	0	0
Management Board total remuneration			156	156

2. Remuneration of the ZKS MONTEX Sp. z o.o. Supervisory Board Members:

Supervisory Board Data in PLN thousand	Position / Function	Type of benefit	Period from 1 <sup>st</sup> January 2022 to 31 <sup>st</sup> December 2022	Period from 1 <sup>st</sup> January 2021 to 31 <sup>st</sup> December 2021
Łukasz Duda	Chairman of Supervisory Board	remuneration for serving as Supervisory Board member	19	12
Jakub Szymczak	Supervisory Board member	remuneration for serving as Supervisory Board member	19	12
Tomasz Duda	Supervisory Board member	remuneration for serving as Supervisory Board member	19	12
<b>Total remuneration for serving as Supervisory Board member</b>			<b>57</b>	<b>36</b>
<b>Total remuneration under the employment contract</b>			<b>0</b>	<b>0</b>

**X. Number of financial instruments granted or offered and the main conditions for the exercise of rights from these instruments, including the price and exercise date and their changes:**

Throughout the reporting period, the Company did not grant or offer any financial instruments to the Management Board or the Supervisory Board members.

**XI. Information on the use of the option to request a refund of variable remuneration components:**

The company did not use the option to request the refund of variable remuneration components from the Management Board members. The Company's Remuneration Policy does not provide for variable remuneration components for the Supervisory Board members.

**XII. Information on deviations from the procedure of the remuneration policy implementation and deviations applied pursuant to Art. 90f, including an explanation of the premises and procedure, along with the indication of the elements from which the deviations were applied:**

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Throughout the period covered by the report, the Company did not depart from the procedure of implementing the adopted Remuneration Policy. Remuneration Policy was prepared and adopted within the time limit resulting from the relevant legal regulations. Throughout the period covered by the Report, there were no circumstances justifying the Supervisory Board's decision to temporarily withdraw from the application of the remuneration policy, in particular, it was not necessary to pursue long-term interests and financial stability of the company or to guarantee its profitability.

- XIII. Management Board and the Supervisory Board members remuneration did not include cash or non-cash benefits granted to the Management Board and Supervisory Board members relatives.**
- XIV. The present Report shall be subject to assessment in the form of the Annual General Meeting of the Company resolution approving the statements for the fiscal year 2022.**
- XV. The Annual General Meeting on 19<sup>th</sup> May 2022, with regard to assessment of the Supervisory Board report on the remuneration of the Management Board and Supervisory Board members and the evaluation of this document in the scope specified by law by a senior auditor, by Resolution No. 17 on the assessment of the Supervisory Board Report on the remuneration of the PATENTUS S.A. Management Board and Supervisory Board members for the 2022 fiscal year, expressed a positive opinion on the Supervisory Board's report on the remuneration of the Management Board and Supervisory Board members for the 2022 fiscal year.**

Pursuant to Art. 90 g sec. 1 of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies (the "Act"), the Company's Supervisory Board prepares an annual remuneration report presenting a comprehensive review of remuneration, including all benefits, regardless of their form, received by individual management board and supervisory board members or due to individual management board and supervisory board members in the fiscal year, in accordance with the remuneration policy. Pursuant to art. 395 § 2<sup>1</sup> of the Commercial Companies Code – the Annual General Meeting should adopt the resolution referred to in Art. 90g sec. 6 of this Act, i.e. a resolution on the assessment of the Supervisory Board report on the remuneration of the Management Board and the Supervisory Board members. Moreover, pursuant to Article 36 sec. 2 of the Act of 16<sup>th</sup> October 2019 amending the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies and pursuant to certain other Acts, the company's supervisory board for the first time prepares a remuneration report referred to in Art. 90g of the Act on Public Offering, for 2019-2020 in total. Adoption of the resolution in question by the Annual General Meeting will fulfill the obligation specified in Art. 395 §2<sup>1</sup> of the Commercial Companies Code. Remuneration report was assessed by a statutory auditor in terms of disclosure of information required under the Act. Pursuant to Art. 90 g sec. 6 of the Act on Public Offering, the aforementioned resolution of the Annual General Meeting is of an advisory nature.



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- XVI. The present report shall be published on the company's website and will be made available free of charge for at least 10 years from the end of the Annual General Meeting at which the resolution on this report will be adopted.**
- XVII. The present report will be reviewed by a statutory auditor in terms of disclosure of information required by Art. 90g, sec. 1-5 and 8 of the Act of 29<sup>th</sup> July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies.**

**Signatures of Members of the Supervisory Board:**

**Chairman of the Supervisory Board** - .....

**Deputy Chairman of the Supervisory Board** - .....

**Member of the Supervisory Board** - .....

**Member of the Supervisory Board** - .....

**Secretary of the Supervisory Board** - .....