

## Report on remuneration of Management Board and Supervisory Board Members for year 2022

### **I. Introduction**

This Remuneration Report has been prepared by the Supervisory Board of Asseco South Eastern Europe S.A. (hereinafter: "the Company") pursuant to Article 90g of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to organized trading system and on public companies (Journal of Laws 2020.2080, consolidated text). The report provides a comprehensive overview of the remuneration, including all benefits, regardless of their form, due to individual members of the Management Board and Supervisory Board in 2022, in accordance with the Remuneration Policy for members of the Management Board and Supervisory Board adopted by the Company (hereinafter: "Remuneration Policy"). The Remuneration Policy was adopted by resolution of the General Meeting on 16 June 2020. It sets out the basis, principles and procedures for determining, calculating and paying remuneration to the members of the Management Board and the members of the Supervisory Board with a view to contributing to the business strategy, long-term interests and stability of the Company.

Report on remuneration of Management Board and Supervisory Board Members prepared for the year 2021 received a positive opinion of the Ordinary General Meeting of the Company by resolution no 17 on June 21, 2022.

The composition of the Company's Management Board in 2022 was as follows:

Piotr Jeleński	President of Management Board
Michał Nitka	Member of Management Board
Miljan Mališ	Member of Management Board
Kostadin Slavkoski	Member of Management Board

The composition of the Supervisory Board in 2022 was as follows:

Jozef Klein	Chairman of Supervisory Board
Adam Góral	Vice Chairman of Supervisory Board
Artur Kucharski	Member of Supervisory Board
Jacek Duch	Member of Supervisory Board
Adam Pawłowicz	Member of Supervisory Board

### **II. The amount of the total remuneration of the Members of the Management Board and Supervisory Board divided into the components referred to in Article 90d, paragraph 3(1) of the Act and the mutual proportions between these components.**

The members of the Management Board of the Company during the reporting year 2022 - received cash remuneration consisting of two parts, i.e. a fixed part and a variable part.

The fixed remuneration paid by the Company for the financial year did not exceed 27.00% (twenty seven per cent) the amount of total remuneration received from all Group companies for achieving 100% of the target provided for that financial year in accordance with the Remuneration Policy.

The variable remuneration of the members of the Company's Management Board was dependent on financial performance.

Detailed rules for determining, calculating and paying the variable remuneration for Management Board Members- Piotr Jeleński and Michał Nitka were determined by the Supervisory Board. The Board, on appointment and at the beginning of each financial year of the ongoing term of office,

determines the amounts taking into account the dependence of the variable remuneration of the Member of the Management Board on the adopted budget of the Company. The amounts of variable remuneration are determined gross. The final amount to be paid by the Company is reduced by the amounts of remuneration received by Piotr Jeleński and Michał Nitka in subsidiaries for their functions in supervisory and advisory bodies.

The members of the Management Board, Miljan Mališ and Kostadin Slavkoski, receive remuneration only in the subsidiaries in which they are employed and therefore their remuneration is described in section III as remuneration from entities belonging to the same capital group.

Members of the Supervisory Board, on the other hand, have fixed remuneration in accordance with Resolution No. 23 of the Ordinary General Meeting of the Company of 21 June 2022 on the determination of the principles of remuneration of members of the Supervisory Board of the Company.

The amount of the total remuneration is presented in this Report as the components referred to in Article 90d, paragraph 3(1) of the Act - i.e. fixed and variable remuneration components, as well as bonuses and other benefits and mutual proportions between the fixed and variable remuneration components. The table below presents a summary of all the above components and proportions for each member of the Management Board and Supervisory Board receiving remuneration from the Company.

All amounts are given in gross values.

*Table 1: Remuneration of the Members of the Management Board and the Supervisory Board received and/or due from the Company in the reporting period - in PLN thousand gross.*

Imię i nazwisko, funkcja	Stałe wynagrodzenie (Wynagrodzenie podstawowe)	Wynagrodzenie zmienne (Premia roczna)	Świadczenia dodatkowe	PPK	Całkowite wynagrodzenie	Proporcja między stałymi i zmiennymi (S / Z)
Piotr Jeleński, Prezes Zarządu	360	3,872	5	72	4,310	10% / 90%
Michał Nitka, Członek Zarządu	264	416	5	11	696	40% / 60%
Józef Klein, Przewodniczący RN	61				61	100% / 0%
Adam Góral, Wiceprzewodniczący RN	49				49	100% / 0%
Jacek Duch, Członek RN	70				70	100% / 0%
Artur Kucharski, Członek RN	100				100	100% / 0%
Adam Pawłowicz, Członek RN	70				70	100% / 0%

The table shows the remuneration accrued for the year together with the amounts paid in the following year. The amount for 2022 results from the calculation which is the basis for the created provision.

The column "extraordinary allowances" includes such benefits as private medical care, costs of a car used by a Board Member for private purposes (defined as a monthly lump sum), training costs.

Management Board members enjoy extraordinary allowances on the same basis as Company employees.

In the column "Variable remuneration (annual bonus)" the annual bonuses due to the member of the Management Board for the reporting year were included (even if they were paid after the end of the reporting year).

When calculating the data for the column "Proportion between fixed and variable remuneration (F/V)", extraordinary allowances were included in the fixed remuneration.

The following table shows fixed and variable salaries broken down into the portion paid during 2022 and the portion due and not paid.

*Table 2: Remuneration of members of the Management Board and Supervisory Board divided into paid and unpaid*

Imię i nazwisko, funkcja	Wypłacone Stałe wynagrodzenie	Wypłacone Wynagrodzenie zmienne	Należne niewypłacone Stałe wynagrodzenie	Należne niewypłacone Zmienne wynagrodzenie
Piotr Jeleński, Prezes Zarządu	360			3,872
Michał Nitka, Członek Zarządu	264			416
Józef Klein, Przewodniczący RN	61			
Adam Góral, Wiceprzewodniczący RN	49			
Jacek Duch, Członek RN	70			
Artur Kucharski, Członek RN	100			
Adam Pawłowicz, Członek RN	70			

### III. Remuneration of entities belonging to the same capital group

Table 2, below, presents the remuneration which the members of governing bodies receive from companies incorporated within the ASEE Group. For Members of the Management Board- Piotr Jeleński and Michał Nitka such remuneration is awarded for their functions in the supervisory or advisory bodies in subsidiary companies, namely in the Supervisory Boards of Asseco SEE doo Belgrade, Serbia, Asseco SEE dooel and Payten dooel, Macedonia, Sonet společnost s.r.o., Czech Republic, Asseco SEE and Payten, Bosnia and Herzegovina, as well as in the coordinating committee of Asseco SEE srl and Payten Payment Solutions srl, Romania.

Miljan Mališ - Member of the Management Board receives the entire remuneration from ASEE's subsidiary Payten d.o.o. in Serbia, where he is permanently employed and serves as Member of the Management Board. At the same time, Miljan Mališ supervises the Segment in the Payments area within the ASEE Group.

Likewise, Member of the Management Board Kostadin Slavkoski receives remuneration from Asseco SEE dooel in Macedonia performing the function of Member of the Management Board in that company. Kostadin Slavkoski at the same time supervises the Banking segment in the ASEE Group.

*Table 3: Remuneration of the Members of the Management Board and the Supervisory Board in the reporting period received and/or due from Group Companies - in PLN thousand gross*

Imię i nazwisko, funkcja	Stałe wynagrodzenie (wynagrodzenie podstawowe)	Wynagrodzenie zmienne (premia roczna)	Świadczenia dodatkowe	PPK	Całkowite wynagrodzenie	Proporcja między stałymi i zmiennymi (S / Z)
Piotr Jeleński, Prezes Zarządu		2,842			2,842	0% / 100%
Miljan Malis, Członek Zarządu	182	986			1,168	16% / 84%
Kostadin Slavkoski, Członek Zarządu	224	634			858	26% / 74%
Michał Nitka, Członek Zarządu		536			536	0% / 100%

The following table shows fixed and variable salaries divided into the portion paid during 2022 and the portion due and not paid.

*Table 4: Remuneration of members of the Management Board and Supervisory Board in ASEE subsidiaries, broken down into paid and unpaid*

Imię i nazwisko, funkcja	Wypłacone Stałe wynagrodzenie	Wypłacone Wynagrodzenie zmienne	Należne niewypłacone Stałe wynagrodzenie	Należne niewypłacone Zmienne wynagrodzenie
Piotr Jeleński, Prezes Zarządu		739		2,103
Miljan Malis, Członek Zarządu	182	379		608
Kostadin Slavkoski, Członek Zarządu	224	558		76
Michał Nitka, Członek Zarządu		236		300

#### **IV. An explanation of how total remuneration is consistent with the Policy, including how it contributes to the Company's long-term performance and information on how the performance criteria have been applied**

The total remuneration, including the bases, rules and procedures for determining, calculating and paying the remuneration for Members of the Company's Management Board and Members of the Supervisory Board are in accordance with principles and procedures adopted in the Remuneration Policy, adopted by the Company. The proportion of fixed remuneration of the Members of the Management Board to variable remuneration, as well as the manner of calculation and payment of remuneration, including in particular variable remuneration (bonuses), is in accordance with the principles adopted in the Remuneration Policy.

The members of the governing bodies did not receive in the reporting period any remuneration (including cash and non-cash components) other than provided for in the Remuneration Policy.

The variable remuneration of the Members of the Company's Management Board is dependent on financial performance. Pursuant to the Remuneration Policy, the dependence on financial results may relate both to the results of the entire Company and/or Group and/or Segment which is supervised by a given Member of the Management Board.

The variable part of the remuneration is settled after the closing of the financial year for which the remuneration is calculated and it is paid on the basis of data from the financial statements, confirmed by the auditor's report. In the course of the financial year, advances are made on variable remuneration depending on the achievement of financial targets.

As the greater part of the remuneration of the members of the Management Board is the variable part depending on the financial objectives and is paid in proportion to the Company's performance, this directly contributes to the achievement of the Company's long-term results (which are the achievement of increasingly better economic results and thus maximising the Company's net profits).

The table below provides details of the variable remuneration - descriptions of the business objectives, the adequate achievement of which entitles to receive variable remuneration (bonus) in 2022. In doing so, the Supervisory Board has verified that the total remuneration is in line with the adopted Remuneration Policy, including that the proportion of fixed to variable remuneration has been maintained in accordance with the principles set out in the Policy and the method of calculation and payment of bonuses is in line with the principles adopted in the Policy.

*Table 3: Variable remuneration for 2022*

Name, function	Description of criteria (business objectives) and type of remuneration	Weight	Lower limit - target achievement threshold for bonus entitlement	Upper limit of the criterion (business goal)
Piotr Jeleński	Variable remuneration (bonus) dependent on realization of consolidated profit of the ASEE Group as specified in the budget	100%	no	bonus based on actual achievement of target
Michał Nitka	Variable remuneration (bonus) dependent on realization of consolidated profit of the ASEE Group as specified in the budget	100%	no	bonus based on actual achievement of target
Miljan Mališ	Variable remuneration (bonus) dependent on achieving the target: consolidated Margin 3 of the Card and Processing Business Line ATM and POS Related Services and the Card and Processing Business Line of the ASEE Group	50%	no	120% performance The bonus for maximum (120%) performance is 144% of salary
	Variable remuneration (bonus) dependent on achievement of target: consolidated revenues from own activities of the Card and Processing Business Line ATM and POS Related Services and Processing of the ASEE Group	50%	Bonus payable subject to 90% achievement of target	120% The bonus for maximum (120%) performance is 144%
Kostadin Slavkoski	Variable remuneration (bonus) dependent on target achievement: ASEE Group's consolidated 3 BU Banking margin	60%	no	120% performance The bonus for maximum (120%) performance is 144% of salary
	Variable remuneration (bonus) dependent on achieving the target: net profit of Asseco SEE in Macedonia	40%	no	120% The bonus for maximum (120%) performance is 144%

**V. Information on the change, on an annual basis, of the remuneration, performance of the Company and average remuneration of employees of this Company who are not members of the Management Board or the Supervisory Board, in 2022**

The following table summarises the remuneration of the Members of the Management Board and Supervisory Board, as well as the Company's results and the average remuneration of the Company's employees over the last four years, allowing these figures to be compared. The average employee remuneration (excluding Management Board and Supervisory Board Members) was calculated by dividing the remuneration calculated for the reporting period by the full-time equivalent, excluding persons on unpaid leave and redundancy. For the purpose of calculating the average remuneration for the purposes of the comparison below, the basic remuneration and variable remuneration, excluding additional benefits, were taken into account.

In the table below, information relating only to the years 2019 - 2022 is included - due to the fact that for the earlier years the Supervisory Board was not obliged to prepare a remuneration report (pursuant to Article 90g, paragraph 3 of the Act of 29 July 2005 on public offerings and conditions for introducing financial instruments into an organised trading system and on public companies).

*Table 4 Comparison of remuneration (basic + variable) and company results over the last 4 reporting years (amounts in PLN thousand)*

	Zmiana 2022/2021 (%)	Zmiana 2021/2020 (%)	2022	2021	2020	2019
<b>Wynagrodzenie członków zarządu</b>						
Piotr Jeleński, Prezes Zarządu	+22%	+26%	7,074	5,807	4,602	3,770
Marcin Rulnicki, Członek Zarządu (do dnia 30 kwietnia 2021 roku)		-54%		568	1,241	1,169
Miljan Malis, Członek Zarządu	+29%	-31%	1,168	904	1,312	705
Kostadin Slavkoski, Członek Zarządu	+13%	-27%	858	757	1,041	130
Michał Nitka, Członek Zarządu (od dnia 1 maja 2021 roku)	+163%		1,217	463	-	
<b>Wynagrodzenie członków RN</b>						
Józef Klein, Przewodniczący RN	+70%	0%	61	36	36	36
Adam Góral, Wiceprzewodniczący RN	+63%	0%	49	30	30	30
Jacek Duch, Członek RN	+16%	0%	70	60	60	60
Artur Kucharski, Członek RN	+11%	0%	100	90	90	90
Adam Pawłowicz, Członek RN	+16%	0%	70	60	60	60
<b>Wyniki Grupy</b>						
Skonsolidowany Zysk operacyjny grupy kapitałowej ASEE	+19%	+25%	215,944	181,451	145,647	109,785
Skonsolidowany Zysk netto grupy kapitałowej ASEE	+26%	+31%	195,986	155,223	118,170	90,993
Skonsolidowany Zysk operacyjny grupy kapitałowej ASEE (w tys EUR)	+16%	+22%	46,060	39,640	32,553	25,521
Skonsolidowany Zysk netto grupy kapitałowej ASEE (w tys EUR)	+23%	+28%	41,803	33,910	26,412	21,153
<b>Zatrudnienie</b>						

Średnia liczba pracowników spółki nie będąca Członkami Zarządu i Rady Nadzorczej	+3%	+8%	27	26	24	25
<b>Średnie wynagrodzenie</b>						
Pracowników w Spółce	+9%	-12%	158	145	165	134

The decrease in average employee salary in 2022 in the Company is mainly due to the hiring of new employees, who have only a fixed portion in the salary structure. The decrease in average employee salary in 2021 at the Company is primarily due to higher special bonuses paid in 2020 and, to a lesser extent, the hiring of an additional person with a lower than average salary.

**VI. Financial instruments granted or offered and principal terms of exercising rights attached to them**

Not applicable - no financial instruments were granted or offered to members of the Management Board or the Supervisory Board

**VII. Information on the use of the option to claim back variable components of remuneration**

Not applicable - the option to claim back variable components of remuneration has not been exercised

**VIII. Information concerning deviations from the procedure for implementing the remuneration policy and derogations**

Not applicable - there were no deviations from the application of the Remuneration Policy.

**IX. Additional explanations**

The Company is aware that:

- in 2017, the shareholder of ASEE - Asseco Poland S.A. signed agreements with managers of ASEE Group companies (including members of the Company's Management Board) to acquire shares in ASEE. In total, the programme covers 2,221,356 shares in ASEE S.A., representing 4.28% of the Company's capital. The agreements concluded between the managers of ASEE Group companies and Asseco Poland S.A. provide for spreading the payments for shares over a period of time until 2024.
- in September 2021, the majority shareholder of ASEE - Asseco International A.S. signed agreements with managers of ASEE Group companies (including members of the Company's Management Board) to acquire shares in ASEE. In total, the programme covers 547.550 shares in ASEE S.A., representing 1,05% of the Company's capital. The agreements concluded between the managers of ASEE Group companies and Asseco International A.S. provide for spreading the payments for shares over a period of time until 2029.

The above transactions were recognized as some kind of incentive programs for managers and accounted for under IFRS2 with required disclosures in the financial statements.