



REPORT ON REMUNERATION OF THE  
MANAGEMENT BOARD AND  
SUPERVISORY BOARD OF TRAKCJA S.A.  
FOR 2019 AND 2020



**We turn vision into reality**

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## 1. General information

This Report on remuneration of the Management Board and Supervisory Board of Trakcja S.A. for 2019 and 2020 ("Remuneration Report") has been prepared pursuant to Article 90g. of the Act on public offering and the conditions for admitting financial instruments to the regulated system of trading and on publicly traded companies (Journal of Laws of 2020, item 2080).

The applicable Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Trakcja S.A. ("Remuneration Policy") was approved on 30 June 2020 by resolution No. 28 of the Ordinary General Meeting of the Company. The applicable Remuneration Policy is available on Trakcja S.A.'s website in the "Investor Relations" tab: <https://www.grupatrakcja.com/pl/relacje-inwestorskie/lad-korporacyjny/>.

In accordance with §20 point 1 of the Remuneration Policy, the Supervisory Board prepares an annual remuneration report (the Report), presenting a comprehensive review of remuneration, including all benefits, regardless of their form, received by individual Members of the Management Board and Members of the Supervisory Board or due to them in the last financial year, in accordance with this Remuneration Policy. The Report is evaluated by a statutory auditor.

The Supervisory Board prepares the Remuneration Report for the first time jointly for 2019 and 2020.

## 2. Management Board

### Year 2020

As at December 31, 2020 the Company's Management Board was composed of the following members:

|                       |   |   |
|-----------------------|---|---|
| Marcin Lewandowski    | - | President of the Management Board;      |
| Arkadiusz Arciszewski | - | Vice-President of the Management Board; |
| Aldas Rusevičius      | - | Vice-President of the Management Board; |
| Paweł Nogalski        | - | Vice-President of the Management Board; |
| Robert Sobków         | - | Member of the Management Board;         |
| Adam Stolarz          | - | Member of the Management Board.         |

During 2020, there were no changes in the composition of the Company's Management Board

### Year 2019

As at December 31, 2019 the Company's Management Board was composed of the following members:

|                       |   |   |
|-----------------------|---|---|
| Marcin Lewandowski    | - | President of the Management Board;      |
| Paweł Nogalski        | - | Vice-President of the Management Board; |
| Arkadiusz Arciszewski | - | Vice-President of the Management Board; |
| Aldas Rusevičius      | - | Vice-President of the Management Board; |
| Robert Sobków         | - | Member of the Management Board;         |

Adam Stolarz - Member of the Management Board;

On September 7, 2019, Mr Marek Kacprzak and Mr Maciej Sobczyk tendered their resignations as a Management Board Members, with effect as of 30 September 2019.

On October 10, 2019 the Company's Supervisory Board adopted a resolution naming Mr. Arkadiusz Arciszewski as Vice-President of the Management Board with effect from October 10, 2019.

On December 4, 2019 the Company's shareholder, Agencja Rozwoju Przemysłu S.A., declared in writing that Mr. Adam Stolarz and Mr. Robert Sobków were named as Members of the Management Board.

| Management Board      | function                           | from       | to         |
|-----------------------|------------------------------------|------------|------------|
| Marcin Lewandowski    | President of Management Board      | 01.09.2018 | currently  |
| Paweł Nogalski        | Vice-President of Management Board | 09.06.2015 | currently  |
| Arkadiusz Arciszewski | Vice-President of Management Board | 10.10.2019 | currently  |
| Aldas Rusevicius      | Vice-President of Management Board | 01.12.2017 | currently  |
| Robert Sobków         | Member of Management Board         | 04.12.2019 | currently  |
| Adam Stolarz          | Member of Management Board         | 04.12.2019 | currently  |
| Marek Kacprzak        | Vice-President of Management Board | 09.06.2015 | 30.09.2019 |
| Maciej Sobczyk        | Vice-President of Management Board | 14.09.2017 | 30.09.2019 |

### 3. Supervisory Board

#### Year 2020

As at December 31, 2020, the Company's Supervisory Board was composed of the following members:

Dominik Radziwiłł - Chairman of the Supervisory Board;

Jorge Miarnau Montserrat - Vice-Chairman of the Supervisory Board;

Michał Hulbój - Vice-Chairman of the Supervisory Board;

Krzysztof Tenerowicz - Member of the Supervisory Board;

Klaudia Budzisz - Member of the Supervisory Board;

Miquel Llevat Vallespinosa - Member of the Supervisory Board;

Fernando Perea Samarra - Member of the Supervisory Board.

During 2020, there were no changes in the composition of the Supervisory Board.

#### Year 2019

As at December 31, 2019, the Company's Supervisory Board was composed of the following members:

Dominik Radziwiłł - Chairman of the Supervisory Board;

Jorge Miarnau Montserrat - Vice-Chairman of the Supervisory Board;

Michał Hulbój - Vice-Chairman of the Supervisory Board;

Krzysztof Tenerowicz - Member of the Supervisory Board;

|                            |   |                                  |
|----------------------------|---|----------------------------------|
| Klaudia Budzisz            | - | Member of the Supervisory Board; |
| Miquel Llevat Vallespinosa | - | Member of the Supervisory Board; |
| Fernando Perea Samarra     | - | Member of the Supervisory Board. |

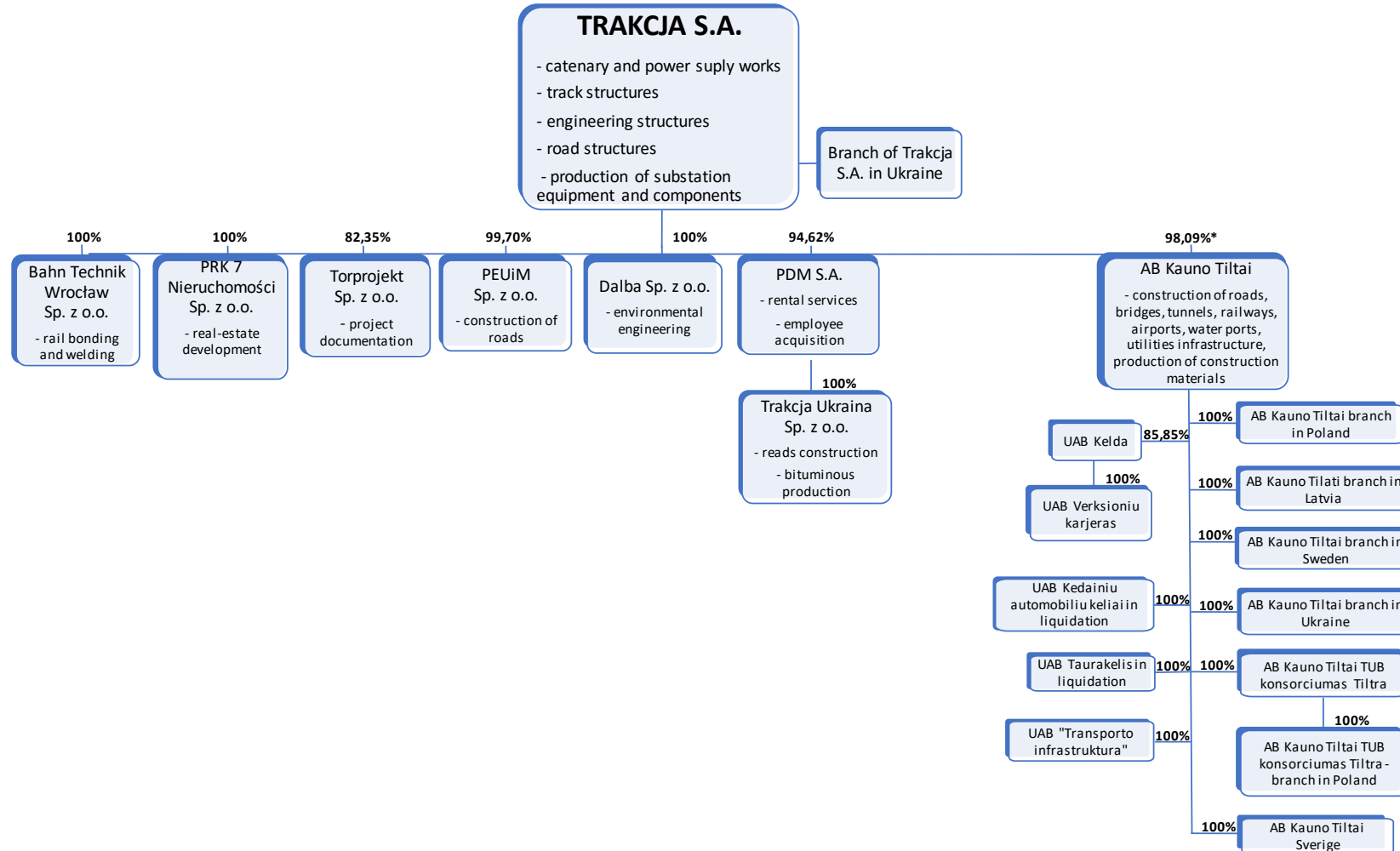
On December 4, 2019 the Company was notified of resignation by Mr. Wojciech Napiórkowski from the position on the Company's Supervisory Board as at December 4, 2019 and the shareholder, Agencja Rozwoju Przemysłu S.A., declared in writing that Ms. Klaudia Budzisz was named as a Member of the Company's Supervisory Board.

On December 20, 2019 the Company was notified of resignation by Mr. Łukasz Rozdeicz-Kryszkowski from the position on the Company's Supervisory Board as at December 20, 2019 and the shareholder, Agencja Rozwoju Przemysłu S.A., declared in writing that Mr. Krzysztof Tenerowicz was named as a Member of the Company's Supervisory Board.

| Supervisory Board           | function                               | from       | to         |
|-----------------------------|--|------------|------------|
| Dominik Radziwiłł           | Chairman of the Supervisory Board      |            | currently  |
|                             | Member of the Supervisory Board        | 05.10.2015 |            |
| Jorge Miarnau Monserrat     | Vice-Chairman of the Supervisory Board |            | currently  |
|                             | Member of the Supervisory Board        | 04.07.2012 |            |
| Michał Hulbój               | Vice-Chairman of the Supervisory Board |            | currently  |
|                             | Member of the Supervisory Board        | 25.06.2015 |            |
| Krzysztof Tenerowicz        | Member of the Supervisory Board        | 20.12.2019 | currently  |
| Klaudia Budzisz             | Member of the Supervisory Board        | 04.12.2019 | currently  |
| Miquel Llevat Vallespinosa  | Member of the Supervisory Board        | 04.07.2012 | currently  |
| Fernando Perea Samarra      | Member of the Supervisory Board        | 12.06.2013 | currently  |
| Wojciech Napiórkowski       | Member of the Supervisory Board        | 29.06.2012 | 04.12.2019 |
| Łukasz Rozdeicz-Kryszkowski | Member of the Supervisory Board        | 16.06.2016 | 20.12.2019 |

#### 4. The amount of total remuneration in the Parent Company and subsidiaries of the Trakcja Group, broken down by components and mutual proportions between these components of remuneration

Trakcja is the Parent Company of Trakcja Group. The Group's composition and structure as at 31 December 2020 is presented in the diagram below.



\*) Trakcja holds a total of 98.09% (96.84% directly and 1.25% indirectly) of the share capital of AB Kauno Tiltai. The indirect shareholding results from the acquisition of own shares by the subsidiary.

The principles and amount of remuneration of the Members of the Company's Management Board are determined by the Company's Supervisory Board, pursuant to Article 16 sec. 2 point 2 of the Company's Articles of Association and the Remuneration Policy.

In accordance with the Remuneration Policy valid from 30 June 2020, the remuneration of the Members of the Management Board of Trakcja S.A. in 2020 consisted of the following elements:

- 1) fixed cash remuneration for being appointed to the Management Board of the Company and performing the function of the Management Board Member and remuneration for providing management services to the Company (managerial contract), based on a contract concluded with the Company, which consisted of:
  - a) fixed part (basic salary),
  - b) a variable part (annual bonus) – comprising two elements, one of which depends on the Company's financial result based on EBITDA and the other on the performance by a Member of the Management Board of the individually determined managerial objectives for a given financial year by the Supervisory Board;
- 2) additional non-monetary benefits, inter alia, the right to use a premium class company car, coverage of the Management Board Member with a medical care package, life insurance, Employee Capital Plan.

In the event of, the Member of the Board does not provide in the same time the position of a director or the other position within the organizational structure of the Company and does not provide constant management services for Company, then is entitled to obtain exclusively remuneration mentioned in point 1 above.

The Company does not provide for special benefits and pension schemes for the Members of the Management Board.

Prior to the introduction of the Remuneration Policy in 2019 and 2020, the Management Board Members were employed on the basis of employment contracts or managerial contracts.

In 2019, the remuneration of the Members of the Management Board of Trakcja S.A. consisted of the following elements:

- 1) cash remuneration consisted of:
  - a) a fixed part remuneration resulting from an employment contract or a services contract, the so-called managerial contract;
  - b) a variable part:
    - annual bonus depending on the Company's financial result based on EBITDA;
    - annual bonus based on individual targets set by the Supervisory Board;
- 2) additional non-monetary benefits, inter alia, the right to use a premium class company car, coverage of the Management Board Member with a medical care package, life insurance, Employee Capital Plan.

From 2019 and in accordance with the Remuneration Policy valid from 30 June 2020, the remuneration of the Members of the Supervisory Board of Trakcja S.A. in 2020 consisted of the following elements:

- 1) fixed cash remuneration for the function performed;
- 2) remuneration for sitting on committees operating within the Supervisory Board.

The remuneration awarded to Supervisory Board Members varies depending on the function held on the Supervisory Board or a committee of the Supervisory Board.

The Company does not provide for special benefits and pension schemes for the Members of the Supervisory Board of the Company.

Total amount of the remuneration paid and other benefits paid to Members of the Parent Company's Management Board for 2020 is presented in the table below:

| Management Board of the Parent Company |  | Parent Company |         |            |         |                |         |              | Subsidiaries |         |           |         |                |         |            |
|--|--|----------------|---------|------------|---------|----------------|---------|--------------|--------------|---------|-----------|---------|----------------|---------|------------|
|  |  | Remuneration   | share % | Bonuses    | share % | Other benefits | share % | Total        | Remuneration | share % | Bonuses   | share % | Other benefits | share % | Total      |
| Marcin Lewandowski                     | President of Management Board          | 1 524          | 92%     | 124        | 8%      | 3              | 0%      | 1 651        | -            | 0%      | -         | 0%      | -              | 0%      | -          |
| Paweł Nogalski                         | Vice-President of the Management Board | 836            | 89%     | 81         | 9%      | 18             | 2%      | 935          | -            | 0%      | -         | 0%      | -              | 0%      | -          |
| Arkadiusz Arciszewski                  | Vice-President of the Management Board | 585            | 90%     | 66         | 10%     | 2              | 0%      | 653          | -            | 0%      | -         | 0%      | -              | 0%      | -          |
| Aldas Rusevicius                       | Vice-President of the Management Board | 117            | 92%     | 10         | 8%      | -              | 0%      | 127          | 586          | 85%     | 88        | 13%     | 15             | 2%      | 689        |
| Robert Sobków                          | Member of Management Board             | 585            | 91%     | 47         | 7%      | 11             | 2%      | 643          | -            | 0%      | -         | 0%      | -              | 0%      | -          |
| Adam Stolarz                           | Member of Management Board             | 585            | 91%     | 41         | 6%      | 14             | 2%      | 640          | -            | 0%      | -         | 0%      | -              | 0%      | -          |
| <b>Total</b>                           |  | <b>4 232</b>   |         | <b>369</b> |         | <b>48</b>      |         | <b>4 649</b> | <b>586</b>   |         | <b>88</b> |         | <b>15</b>      |         | <b>689</b> |

The presented bonuses for the Management Board Members of the Parent Company for 2020 were adopted on April 27, 2021, after the publication of the Financial statements for the financial year ended December 31, 2020.

The "Other benefits" category includes amounts related to non-cash benefits, incl. having a premium-class company car, medical care, life insurance, Employee Capital Plan (PPK).

Remuneration paid and other benefits paid to Members of the Parent Company's Supervisory Board for 2020 is presented in the table below:

| Supervisory Board of the Parent Company |  | Parent Company |         |          |         |                |         |              | Subsidiaries |         |          |         |                |         |            |
|---|--|----------------|---------|----------|---------|----------------|---------|--------------|--------------|---------|----------|---------|----------------|---------|------------|
|   |  | Remuneration   | share % | Bonuses  | share % | Other benefits | share % | Total        | Remuneration | share % | Bonuses  | share % | Other benefits | share % | Total      |
| Dominik Radziwiłł                       | Chairman of the Supervisory Board      | 234            | 98%     | -        | 0%      | 4              | 2%      | 238          | -            | 100%    | -        | 0%      | -              | 0%      | 267        |
| Jorge Miarnau Monserrat                 | Vice-Chairman of the Supervisory Board | 94             | 100%    | -        | 0%      | -              | 0%      | 94           | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Michał Hulbój                           | Vice-Chairman of the Supervisory Board | 174            | 98%     | -        | 0%      | 3              | 2%      | 177          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Miquel Llevat Vallespinosa              | Member of the Supervisory Board        | 129            | 100%    | -        | 0%      | -              | 0%      | 129          | -            | 100%    | -        | 0%      | -              | 0%      | 267        |
| Krzysztof Tenerowicz                    | Member of the Supervisory Board        | 205            | 99%     | -        | 0%      | 2              | 1%      | 207          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Klaudia Budzisz                         | Member of the Supervisory Board        | 129            | 99%     | -        | 0%      | 1              | 1%      | 130          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Fernando Perea Samarra                  | Member of the Supervisory Board        | 129            | 100%    | -        | 0%      | -              | 0%      | 129          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| <b>Total</b>                            |  | <b>1 094</b>   |         | <b>-</b> |         | <b>10</b>      |         | <b>1 104</b> | <b>534</b>   |         | <b>-</b> |         | <b>-</b>       |         | <b>534</b> |



Total amount of the remuneration paid and other benefits paid to Members of the Parent Company's Management Board for 2019 is presented in the table below:

| Management Board of the Parent Company |  | Parent Company |         |            |         |                |         | Subsidiaries |              |         |          |         |                |         |            |
|--|--|----------------|---------|------------|---------|----------------|---------|--------------|--------------|---------|----------|---------|----------------|---------|------------|
|  |  | Remuneration   | share % | Bonuses    | share % | Other benefits | share % | Total        | Remuneration | share % | Bonuses  | share % | Other benefits | share % | Total      |
| Marcin Lewandowski                     | President of Management Board                          | 1 320          | 80%     | 320        | 20%     | -              | 0%      | 1 640        | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Jarosław Tomaszewski                   | President of Management Board to 27.04.2018            | -              | 0%      | -          | 0%      | 960            | 100%    | 960          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Paweł Nogalski                         | Vice-President of the Management Board                 | 600            | 79%     | 126        | 17%     | 30             | 4%      | 756          | 258          | 100%    | -        | 0%      | -              | 0%      | 258        |
| Marek Kacprzak                         | Vice-President of the Management Board to 30.09.2019   | 450            | 40%     | -          | 0%      | 678            | 60%     | 1 128        | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Sobczyk Maciej                         | Vice-President of the Management Board to 30.09.2019   | 450            | 40%     | -          | 0%      | 686            | 60%     | 1 136        | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Arkadiusz Arciszewski                  | Vice-President of the Management Board from 10.10.2019 | 158            | 100%    | -          | 0%      | -              | 0%      | 158          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Robert Sobków                          | Member of Management Board from 04.12.2019             | 22             | 100%    | -          | 0%      | -              | 0%      | 22           | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Adam Stolarz                           | Member of Management Board from 04.12.2019             | 22             | 100%    | -          | 0%      | -              | 0%      | 22           | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Rusevicius Aldas                       | Vice-President of the Management Board                 | 120            | 100%    | -          | 0%      | -              | 0%      | 120          | 483          | 100%    | -        | 0%      | -              | 0%      | 483        |
| <b>Total</b>                           |  | <b>3 142</b>   |         | <b>446</b> |         | <b>2 354</b>   |         | <b>5 942</b> | <b>741</b>   |         | <b>-</b> |         | <b>-</b>       |         | <b>741</b> |

The "Other benefits" category includes amounts related to non-cash benefits, incl. having a premium-class company car, medical care, life insurance, Employee Capital Plan (PPK).

Remuneration paid and other benefits paid to Members of the Parent Company's Supervisory Board for 2019 is presented in the table below:

| Supervisory Board of the Parent Company |  | Parent Company |         |          |         |                |         |              | Subsidiaries |         |          |         |                |         |            |
|---|--|----------------|---------|----------|---------|----------------|---------|--------------|--------------|---------|----------|---------|----------------|---------|------------|
|   |  | Remuneration   | share % | Bonuses  | share % | Other benefits | share % | Total        | Remuneration | share % | Bonuses  | share % | Other benefits | share % | Total      |
| Dominik Radziwiłł                       | Chairman of the Supervisory Board                | 240            | 100%    | -        | 0%      | -              | 0%      | 240          | 280          | 100%    | -        | 0%      | -              | 0%      | 280        |
| Jorge Miarnau Monserrat                 | Vice-Chairman of the Supervisory Board           | 96             | 100%    | -        | 0%      | -              | 0%      | 96           | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Michał Hulbój                           | Vice-Chairman of the Supervisory Board           | 132            | 100%    | -        | 0%      | -              | 0%      | 132          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Wojciech Napiórkowski                   | Member of the Supervisory Board to<br>04.12.2019 | 168            | 100%    | -        | 0%      | -              | 0%      | 168          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Łukasz Rozdeiczner-Kryszkowski          | Member of the Supervisory Board to<br>20.12.2019 | 132            | 100%    | -        | 0%      | -              | 0%      | 132          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| Miquel Llevat Vallespinosa              | Member of the Supervisory Board                  | 132            | 100%    | -        | 0%      | -              | 0%      | 132          | 258          | 100%    | -        | 0%      | -              | 0%      | 258        |
| Fernando Perea Samarra                  | Member of the Supervisory Board                  | 132            | 100%    | -        | 0%      | -              | 0%      | 132          | -            | 0%      | -        | 0%      | -              | 0%      | -          |
| <b>Total</b>                            |  | <b>1 032</b>   |         | <b>-</b> |         | <b>-</b>       |         | <b>1 032</b> | <b>538</b>   |         | <b>-</b> |         | <b>-</b>       |         | <b>538</b> |

In accordance with §3 point 5 of the Remuneration Policy, the Company does not provide for taking into account, within the framework of remuneration of the Members of the Management Board and the Supervisory Board, benefits for their closest relatives, mentioned in art. 90g sec. 5 of the Act on Public Offer. Possible non-monetary benefits for the benefit of the closest Members of the Management Board of the Company may be financed from their remuneration.

## **5. An explanation of how the total remuneration complies with the adopted Remuneration Policy, including how it contributes to the long-term performance of the Company**

The current Remuneration Policy has been effective in Trakcja S.A. since 30 June 2020. It is a continuation of application of the principles and the procedure of remunerating the Members of the Management Board and the Supervisory Board of the Company, taking into account the motivational elements and the mechanisms making the amount of remuneration dependent on the current market situation, including the financial situation of the Company.

The remuneration of the Members of the Management Board of Trakcja S.A. contributes to the achievement of long-term results of Trakcja S.A. through the establishment by the Supervisory Board of management objectives in the financial and non-financial area, the achievement of which results in the granting of a periodic bonus. The level of remuneration of the Members of the Management Board and the Supervisory Board in 2019 and 2020 allowed to attract and maintain an appropriate level of motivation of people with the highest competences, which are needed for optimal management and supervision of the Company. The level of fixed and variable remuneration corresponds to both the competence, experience and scope of tasks of these persons and the related responsibility.

## **6. Information on how the performance criteria have been applied**

When determining the variable remuneration components, the Supervisory Board shall take into account, in particular, the current financial standing of the Company, as well as the current situation and prosperity in the construction industry and the scope and complexity of the projects currently implemented by the Company.

In accordance with §9 of the Remuneration Policy, the variable remuneration consists of:

- 1) annual bonus related to the Company's financial result, based on EBITDA and
- 2) annual bonus related to the realization of individually set managerial goals.

The amounts and principles of granting and paying variable remuneration to each Member of the Management Board shall be determined by the Supervisory Board.

In accordance with §10 of the Remuneration Policy, the annual bonus is entitled on condition that the Company achieves a positive financial result and is determined based on the planned EBITDA of the Trakcja Group. When calculating the bonus, the planned EBITDA rate specified in the annual consolidated budget of the Trakcja Group, approved by the Supervisory Board of the Company, and the achieved EBITDA resulting from the annual consolidated financial statements of the Trakcja Group, audited by a certified auditor, are taken into account.

In accordance with §11 of the Remuneration Policy, the annual bonus is also granted for the implementation of individual managerial goals set for a given financial year by the Supervisory Board. When setting managerial targets, the following is taken into account:

- 1) financial criteria, in particular:
  - a) execution of the Company's financial plan (budget) of the Company and the Group,
  - b) the performance of tasks which give rise to additional and unplanned income or savings, taking into account the risks associated with the performance of such tasks,
  - c) contributing to losses which could objectively have been prevented (as a negative factor).
- 2) non-financial criteria, in particular:

- a) participation in activities affecting the Company's reputation (as a positive or negative factor),
- b) failure to meet expectations of competence (as a negative factor in the assessment),
- c) timely completion of the tasks set, taking into account the objective conditions for their performance,
- d) the approach to risk,
- e) the implementation of tasks in the areas to be supervised,
- f) other criteria concerning, among others, taking into account social interests, including the Company's contribution to environmental protection and taking actions aimed at preventing and eliminating negative social effects of the Company's operations.

Fulfillment of all managerial objectives to the full extent entitles a Member of the Management Board to an annual bonus of up to 50% of the annual remuneration, understood as twelve times the sum of the basic remuneration received under the managerial contract and the remuneration for performing the function of a Member of the Management Board.

## 7. Information on the annual change in the remuneration, the Company's results and the average remuneration of employees of this Company who are not Members of the Management Board or Supervisory Board, over the period of at least the last five financial years, in total, in a manner that enables

|  | 2016          | change        | change %    | 2017          | change           | change %     | 2018            | change           | change %    | 2019             | change         | change %    | 2020            |
|--|---------------|---------------|-------------|---------------|------------------|--------------|-----------------|------------------|-------------|------------------|----------------|-------------|-----------------|
|  |               | 2017 vs 2016  |             |               | 2018 vs 2017     |              |                 | 2019 vs 2018     |             |                  | 2020 vs 2019   |             |                 |
| <b>Annual average remuneration of employees who are not Members of the Management Board or the Supervisory Board</b> | <b>83</b>     | <b>4</b>      | <b>5%</b>   | <b>87</b>     | <b>9</b>         | <b>10%</b>   | <b>96</b>       | <b>4</b>         | <b>4%</b>   | <b>100</b>       | <b>3</b>       | <b>3%</b>   | <b>103</b>      |
| <b>Management Board as at 31.12.2020</b>   |               |               |             |               |                  |              |                 |                  |             |                  |                |             |                 |
| Marcin Lewandowski   | -             | -             | nd          | -             | 440              | nd           | 440             | 1 200            | 273%        | 1 640            | 11             | 1%          | 1 651           |
| Paweł Nogałski   | 817           | 15            | 2%          | 832           | (14)             | -2%          | 818             | (62)             | -8%         | 756              | 179            | 24%         | 935             |
| Arkadiusz Arciszewski  | -             | -             | nd          | -             | -                | nd           | -               | 158              | nd          | 158              | 495            | 314%        | 653             |
| Aldas Rusevicius   | -             | 10            | nd          | 10            | 122              | 1220%        | 132             | (12)             | -9%         | 120              | 7              | 6%          | 127             |
| Robert Sobków  | -             | -             | nd          | -             | -                | nd           | -               | 22               | nd          | 22               | 621            | 2790%       | 643             |
| Adam Stolarz   | -             | -             | nd          | -             | -                | nd           | -               | 22               | nd          | 22               | 618            | 2777%       | 640             |
| <b>Previous Members of the Management Board</b>  |               |               |             |               |                  |              |                 |                  |             |                  |                |             |                 |
| Jarosław Tomaszewski   | 1 311         | (21)          | -2%         | 1 290         | 313              | 24%          | 1 603           | (643)            | -40%        | 960              | (960)          | -100%       | -               |
| Marek Kacprzak   | 824           | 16            | 2%          | 840           | 99               | 12%          | 939             | 189              | 20%         | 1 128            | (1 128)        | -100%       | -               |
| Sobczyk Maciej   | -             | 179           | nd          | 179           | 608              | 340%         | 787             | 349              | 44%         | 1 136            | (1 136)        | -100%       | -               |
| Nerijus Eidukevičius   | 207           | (207)         | -100%       | -             | -                | nd           | -               | -                | nd          | -                | -              | nd          | -               |
| Sławomir Raczyński   | 783           | (783)         | -100%       | -             | -                | nd           | -               | -                | nd          | -                | -              | nd          | -               |
| <b>Annual total remuneration of Members of the Management Board of Trakcja S.A.</b>                                  | <b>3 942</b>  | <b>(791)</b>  | <b>-20%</b> | <b>3 151</b>  | <b>1 568</b>     | <b>50%</b>   | <b>4 719</b>    | <b>1 225</b>     | <b>26%</b>  | <b>5 942</b>     | <b>(1 295)</b> | <b>-22%</b> | <b>4 649</b>    |
| <b>Supervisory Board as at 31.12.2020</b>  |               |               |             |               |                  |              |                 |                  |             |                  |                |             |                 |
| Dominik Radziwiłł  | 104           | 136           | 131%        | 240           | -                | 0%           | 240             | -                | 0%          | 240              | (2)            | -1%         | 238             |
| Jorge Miarnau Monserrat  | 56            | 40            | 71%         | 96            | -                | 0%           | 96              | -                | 0%          | 96               | (2)            | -3%         | 94              |
| Michał Hulbój  | 96            | 36            | 38%         | 132           | -                | 0%           | 132             | -                | 0%          | 132              | 45             | 34%         | 177             |
| Miquel Llevat Vallespinosa   | 68            | 64            | 94%         | 132           | -                | 0%           | 132             | -                | 0%          | 132              | (3)            | -3%         | 129             |
| Krzysztof Tenerowicz   | -             | -             | nd          | -             | -                | nd           | -               | -                | nd          | -                | 207            | nd          | 207             |
| Klaudia Budzisz  | -             | -             | nd          | -             | -                | nd           | -               | -                | nd          | -                | 130            | nd          | 130             |
| Fernando Perea Samarra   | 68            | 64            | 94%         | 132           | -                | 0%           | 132             | -                | 0%          | 132              | (3)            | -3%         | 129             |
| <b>Previous Members of the Supervisory Board</b>   |               |               |             |               |                  |              |                 |                  |             |                  |                |             |                 |
| Wojciech Napiórkowski  | 96            | 36            | 38%         | 132           | -                | 0%           | 132             | 36               | 27%         | 168              | (168)          | -100%       | -               |
| Łukasz Rozdeiczner-Kryszkowski   | 57            | 48            | 84%         | 105           | 27               | 26%          | 132             | -                | 0%          | 132              | (132)          | -100%       | -               |
| Andrzej Bartos   | 33            | (33)          | -100%       | -             | -                | nd           | -               | -                | nd          | -                | -              | nd          | -               |
| <b>Annual total remuneration of Members of the Supervisory Board of Trakcja S.A.</b>                                 | <b>578</b>    | <b>391</b>    | <b>68%</b>  | <b>969</b>    | <b>27</b>        | <b>3%</b>    | <b>996</b>      | <b>36</b>        | <b>4%</b>   | <b>1 032</b>     | <b>71</b>      | <b>7%</b>   | <b>1 104</b>    |
| <b>Net profit (loss) for the period</b>  | <b>28 699</b> | <b>3 341</b>  | <b>12%</b>  | <b>32 040</b> | <b>(118 727)</b> | <b>-371%</b> | <b>(86 687)</b> | <b>(162 991)</b> | <b>188%</b> | <b>(249 678)</b> | <b>179 197</b> | <b>-72%</b> | <b>(70 481)</b> |
| <b>EBITDA</b>  | <b>21 911</b> | <b>10 869</b> | <b>50%</b>  | <b>32 780</b> | <b>(119 766)</b> | <b>-365%</b> | <b>(86 986)</b> | <b>(33 799)</b>  | <b>39%</b>  | <b>(120 785)</b> | <b>86 449</b>  | <b>-72%</b> | <b>(34 336)</b> |

The above data comes from the published Financial statements of Trakcja for the years 2016-2020.

The above EBITDA ratio was calculated according to the following formula:

EBITDA = operating profit + depreciation

## **8. The number of granted or offered financial instruments and the main conditions for the exercise of rights from these instruments, including the price and date of exercise and their changes**

In accordance with §3 point 4 of the Remuneration Policy, the Company does not provide for the granting of remuneration in the form of financial instruments to Members of the Management Board and the Supervisory Board. The Company did not grant and did not offer any financial instruments in 2019 and 2020.

## **9. Information on the use of the option to claim the return of variable remuneration components**

In 2019 and 2020, there was no deferral of the payment of variable remuneration components and the option to demand their return was not used.

## **10. Information on deviations from the procedure for implementing the Remuneration Policy and derogations applied in accordance with Article 90f, including an explanation of the rationale and procedure, and an indication of the elements from which the deviations**

In accordance with the Remuneration Policy, derogations from the Policy are possible only if this is necessary for the long-term interests and financial stability of the Company. In 2020, due to the lack of premises, the Supervisory Board did not make a decision to depart from the adopted Remuneration Policy.

Warsaw, May 24, 2021

.....  
Dominik Radziwiłł  
Chairman of the Supervisory Board

.....  
Jorge Miarnau Montserrat  
Vice-Chairman of the Supervisory Board

.....  
Michał Hulbój  
Vice-Chairman of the Supervisory Board

.....  
Klaudia Budzisz  
Member of the Supervisory Board

.....  
Krzysztof Tenerowicz  
Member of the Supervisory Board

.....  
Miquel Llevat Vallespinosa  
Member of the Supervisory Board

.....  
Fernando Perea Samarra  
Member of the Supervisory Board