

**REMUNERATION POLICY FOR MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD
SECO/WARWICK S.A.**

The Remuneration Policy for Members of the Management Board and the Supervisory Board ("Policy") was prepared and adopted by Seco/Warwick S.A. in Świebodzin ("Company") pursuant to Articles 90d–90f of the Public Offering Act. The purpose of the Policy is to establish an organizational framework for the remuneration of members of the Management Board and the Supervisory Board (hereinafter collectively referred to as the "Bodies"), and thereby contribute to the implementation of the Company's business strategy, long-term interests, and stability by ensuring a consistent remuneration system.

The Company pays remuneration to members of the Bodies exclusively in accordance with the Policy.

If necessary to pursue the Company's long-term interests and financial stability or to ensure its profitability, the Supervisory Board is authorized to temporarily deviate from the application of this Policy regarding fixed and variable monetary components, as well as other monetary and non-monetary benefits granted to members of the Bodies. During the period of suspension of the Policy, it is possible to pay remuneration to members of the Governing Bodies outside the scope specified in the Policy. The conditions under which it is possible to deviate from the Policy are:

1. a decrease in the Company's quarterly revenue of at least 25% compared to revenue in the preceding quarter;
2. a decrease in the Company's operating profit of at least 15% compared to the operating profit in the previous quarter;
3. the occurrence of unforeseen circumstances related to force majeure;
4. the occurrence of other situations, regardless of their legal classification, that have a material impact on the Company's operations or its market environment.

The Supervisory Board is authorized to suspend the application of the Policy for a specified period, but for no longer than until the next Ordinary General Meeting of the Company.

1. MEMBERS OF THE MANAGEMENT BOARD

1.1. Description of fixed and variable components of remuneration, as well as bonuses and other monetary and non-monetary benefits that may be granted to members of the Management Board, including an indication of the proportions of remuneration components

1.1.1. Fixed components of remuneration

The fixed component of the remuneration of Management Board members consists of a monthly salary for serving as a member of the Management Board, whereby:

1. the fixed remuneration of the Chairman of the Management Board should be set within a range of 4 to 8 times the average remuneration in the enterprise sector according to the Central Statistical Office (GUS), calculated for the previous quarter;
2. the fixed remuneration of Polish members of the Management Board should be set within a range of 3 to 6 times the average remuneration in the enterprise sector according to the Central Statistical Office (GUS), calculated for the previous quarter.
3. The fixed compensation for a member of the Management Board who serves as the managing director of Retech Systems LLC should be set within a range of \$20,000 to \$40,000.

The compensation may be paid by another company belonging to the Company's Group.

1.1.2. Variable components of Management Board members' compensation

The variable components of the remuneration of Management Board members consist of:

1. **A Base Bonus**, the amount, term, and payment rules of which are specified in an agreement concluded with the members of the Management Board or a resolution of the Supervisory Board, provided that the amount of the Base Bonus must comply with the provisions of the Policy. The conditions upon which the receipt of the Base Bonus depends are determined on a case-by-case basis for members of the Management Board by the Supervisory Board, which subsequently verifies their fulfillment;
2. **An Annual Bonus**, the amount, period, and payment terms of which are specified in an agreement concluded with the members of the Management Board, provided that the amount of the Annual Bonus must comply with the provisions of the Policy.

The sum of the variable components of the Management Board members' remuneration, i.e., the Base Bonus and the Annual Bonus, should not exceed 200% of the fixed remuneration for one fiscal year of the Company, provided that the remuneration may be paid by another company belonging to the Company's Group.

Additionally, members of the Management Board receive separate remuneration under the Incentive Program described in Section 1.12 of the Policy, in accordance with the rules set forth in the Program Regulations adopted by the General Meeting. Remuneration for participation in the Incentive Program is of an incentive nature, and its amount depends on the Company's achievement of specific objectives, including financial results. Thus, remuneration under the Incentive Program contributes to the implementation of the Company's business strategy, long-term interests, and stability. Remuneration under the Incentive Program is paid to the program participant in the form of Company shares; for this reason, it is not possible to clearly define the proportion of this variable remuneration to the fixed remuneration, although it is estimated that such remuneration in a fiscal year should not exceed 400% of the fixed remuneration for a single fiscal year

of the Company's financial year in the case of the President of the Management Board, and 200% of the fixed remuneration for one financial year of the Company in the case of the other members of the Management Board.

1.1.3. Other monetary and non-monetary benefits

Other monetary and non-monetary benefits provided to members and the Chairman of the Company's Management Board include:

1. subsidies for a medical insurance package;
2. subsidies for additional accident insurance;
3. civil liability insurance for members of the Management Board;
4. the option to use a company car for private purposes for a fee;
5. long-service award;
6. benefits from the social fund;
7. subsidies for training;
8. subsidies for membership fees.

The total value of all other monetary and non-monetary benefits granted to each member of the Company's Management Board shall not exceed the equivalent of **20% of the fixed remuneration for one fiscal year of the Company.**

The Supervisory Board is hereby authorized to specify the details of the Policy set forth in section 1.1 of the Policy, in particular by specifying the amounts of individual remuneration components within the ranges set forth in Section 1.1 of the Policy.

1.2. Explanation of how the working and pay conditions of the Company's employees other than members of the Management Board and the Supervisory Board were taken into account in establishing the Policy

In the process of preparing this Policy, the level of remuneration of members of the Management Board and the Supervisory Board was analyzed in relation to the remuneration of other Company employees, in particular to avoid a glaring disparity in the remuneration of individual categories of employees.

In the opinion of the General Meeting, the ratio of the remuneration of members of the Management Board and the Supervisory Board to the remuneration of other employees, as adopted by the Company in the Policy, reflects the nature of the work performed, the qualifications required to perform it, and the workload required for members of the Governing Bodies to properly perform their duties.

1.3. Specification of the term for which employment contracts, contracts of mandate, contracts for specific work, or other contracts of a similar nature were concluded with members of the Management Board, and specification of the notice periods and conditions for terminating such contracts; and in the event that no contract has been concluded with a member of the Management Board

— an indication of the type and duration of the legal relationship between the Management Board member and the company, as well as the period and conditions for terminating that legal relationship

The basis for serving as a member or chairman of the Company's Management Board is a corporate relationship resulting from appointment to a joint term of office lasting three years. Employment may take the form of an employment relationship based on an employment contract concluded for a fixed or indefinite term, an employment relationship by election, or a civil-law employment relationship.

The corporate relationship terminates in accordance with the provisions of the Commercial Companies Code. In the case of an employment relationship, the provisions of the Labor Code apply, while a non-employment relationship is terminated in accordance with the provisions of the Civil Code and the terms of the agreement, including by notice or with immediate effect. The notice period, appropriate to the Company's needs in a given case, will be specified in each instance in the agreement with the member or the President of the Management Board.

1.4. Description of the main features of supplementary pension and disability benefit programs and early retirement programs

The Company operates employee capital plans as defined in the Act of October 4, 2018, on Employee Capital Plans ("**Employee Capital Plans**"). If a member of the Management Board is employed under an employment contract, the employer covers 1.5% of the member's contribution, in accordance with the provisions of the Act on Employee Capital Plans. Members of the Management Board are entitled to join and withdraw from participation in Employee Capital Plans under the terms set forth in the Act on Employee Capital Plans. Members of the Management Board are also entitled to participate in the pension plan introduced by a company within the Company's Group.

As of the date of adoption of the Policy, the Company does not have any employee pension plans in effect with respect to members of the Management Board.

As of the date of adoption of the Policy, there are no early retirement programs in effect at the Company with respect to members of the Management Board.

1.5. Description of the decision-making process conducted to establish, implement, and review the Policy

The draft of this Policy was prepared by the Management Board based on the Act on Public Offerings and the Company's corporate and employee documentation. The draft was then submitted to the Supervisory Board for review. After taking into account the Supervisory Board's comments, the draft Policy was prepared for submission to a vote by the Company's General Meeting, together with a resolution introducing the Policy.

The Policy will be implemented through the adoption of the required resolutions by the Supervisory Board and the General Meeting, as well as through a review of the remuneration paid to members of the Governing Bodies to ensure compliance with the provisions of the Policy.

As part of the verification of the Policy's application within the Company, the Supervisory Board will review the remuneration of members of the Governing Bodies paid by the Company and the Company's applicable regulations in this regard (e.g., bylaws, incentive programs). If any discrepancies are identified, the Management Board and the Supervisory Board will take steps to resolve them.

The General Meeting authorizes the Supervisory Board to specify the elements of the Policy to the extent indicated in the Policy and in the resolution adopting the Policy.

The Supervisory Board will prepare an annual report on the remuneration of members of the Governing Bodies, presenting a comprehensive overview of remuneration. The Supervisory Board's report will be subject to an audit by a certified public accountant, to the extent provided for in the Act on Public Offerings.

1.6. Description of measures taken to avoid conflicts of interest related to the Policy or to manage such conflicts of interest

The Company has implemented the following measures to avoid conflicts of interest, including those related to the Policy:

1. The Rules of Procedure of the Management Board and the Rules of Procedure of the Supervisory Board contain provisions aimed at avoiding and managing conflicts of interest;
2. The Company has a procedure in place for identifying transactions with Related Parties, which is intended, among other things, to ensure that there are no conflicts of interest among members of the Management Board and the Supervisory Board;
3. the Company has a procedure in place for the anonymous reporting of legal violations by whistleblowers, which also applies in the event of a violation of the provisions of the Policy;
4. The Supervisory Board will prepare an annual remuneration report providing a comprehensive overview of remuneration. The report will be subject to an audit by a certified public accountant to the extent provided for in the Act on Public Offerings.

1.7. An indication of how the compensation policy contributes to the implementation of the business strategy, long-term interests, and stability of the Company

The policy contributes to the achievement of the objectives set forth in the Preamble to the Policy by:

1. introducing transparent and uniform rules for the remuneration of members of the Governing Bodies in connection with the functions they perform in the Company;
2. a breakdown of the fixed components of Management Board members' compensation and the incentive-based components;
3. linking the remuneration principles for members of the Management Board to the Company's financial performance;
4. minimizing the risk of conflicts of interest among members of the Governing Bodies by establishing consistent principles for the remuneration system within the Policy.

1.8. A description of clear, comprehensive, and differentiated criteria regarding financial and non-financial performance for the awarding of variable remuneration components, including criteria regarding the consideration of social interests, the Company's contribution to environmental protection, and the undertaking of actions aimed at preventing the negative social impacts of the Company's operations and mitigating them in situations where the Company awards variable remuneration components

During the process of adopting this Policy, the Management Board and the Supervisory Board analyzed the variable remuneration components of Management Board members with a view to ensuring the fulfillment of the Company's financial and non-financial interests.

The granting of variable remuneration components to members of the Management Board is contingent upon the achievement of specific objectives, which are determined on a case-by-case basis by the Supervisory Board. When determining the objectives conditioning the payment of variable remuneration components, the Supervisory Board should be guided by the Company's current interests, in particular the pursuit of specific financial and non-financial objectives by the Company, which in turn may indirectly influence the Company's ability to fulfill social interests and environmental protection objectives.

1.9. Explanation of how the criteria referred to in Section 1.8 of the Policy contribute to the implementation of the Company's business strategy, long-term interests, and stability, in situations where the Company awards variable remuneration components

The criteria established by the Supervisory Board, which determine the payment of variable remuneration components to Management Board members, should aim to motivate Management Board members to take actions consistent with the Company's interests and business strategy. In the medium and long term, this ensures the realization of the Company's interests and reduces the frequency of personnel changes in the Management Board, which positively impacts the stability of the Company's operations.

1.10. Description of the methods used to determine the extent to which the criteria set forth in Section 1.8 of the Policy have been met, in a situation where the Company grants variable remuneration components

The Supervisory Board is authorized to specify the conditions for the payment of variable remuneration components to members of the Management Board. The Supervisory Board is also authorized to verify and confirm the fulfillment of the conditions for the payment of variable remuneration components to members of the Management Board in a given period.

1.11. Information regarding deferral periods and the Company's right to demand the return of variable remuneration components, in situations where the Company grants variable remuneration components

The rules governing the payment of variable compensation to members of the Management Board do not include provisions allowing for deferral periods or enabling the Company to demand the return of variable compensation.

1.12. When the Company grants remuneration to members of the Management Board in the form of financial instruments, the remuneration policy also specifies the periods during which the right to receive such remuneration is vested, the rules for disposing of such financial instruments, and an explanation of how granting remuneration in the form of financial instruments contributes to the implementation of the Company's business strategy, long-term interests, and stability

The Company may grant remuneration to members of the Management Board under incentive programs, including those based on the granting of remuneration to members of the Management Board in the form of financial instruments. A description of this component of remuneration is included in Section 1.1.2 of the Policy.

The vesting periods for remuneration in the form of financial instruments and the rules for their disposal are specified in the relevant incentive program regulations.

1.13. Significant changes introduced in relation to the previously applicable remuneration policy and a description of how the content of the resolution referred to in Article 90g(6) or the results of the discussion referred to in Article 90g(7) of the Act on Public Offerings were incorporated into it

This Remuneration Policy has been developed in accordance with the provisions of the Act on Public Offerings.

The amendments to the Policy concern sections 0, 1.1.2, 1.3, 2.1.1, 2.1.3, and 2.3. The amendments are intended to adapt the Policy to the changing realities of the market economy, primarily by linking the remuneration of members of the governing bodies to the average wage in the enterprise sector as published by the Central Statistical Office (GUS).

2. MEMBERS OF THE SUPERVISORY BOARD

2.1 Description of fixed and variable remuneration components, as well as bonuses and other monetary and non-monetary benefits that may be granted to members of the Supervisory Board, including an indication of the proportions of remuneration components

2.1.1 Fixed component of remuneration

The fixed component of the remuneration of members of the Company's Supervisory Board consists of a monthly salary resulting from a resolution of the Company's General Meeting regarding the determination of the remuneration of Supervisory Board members, whereby:

1. the fixed remuneration of the Chairman of the Supervisory Board should be set within a range of 1 to 2 times the average remuneration in the enterprise sector according to the Central Statistical Office (GUS), calculated for the previous quarter;
2. the fixed remuneration of the Vice-Chairman of the Supervisory Board should be set within a range of 0.5 to 1.5 times the average remuneration in the enterprise sector according to the Central Statistical Office (GUS), calculated for the previous quarter;
3. The fixed remuneration of Supervisory Board members should be set within a range of 0.5 to 1 times the average wage in the enterprise sector as reported by the Central Statistical Office (GUS), calculated for the previous quarter.
4. The fixed remuneration of a member of the Supervisory Board who is an employee of SECO/WARWICK Corp. should be set within a range of \$2,500 to \$4,200.

2.1.2 Variable remuneration components

The company does not grant variable remuneration components to members of the Supervisory Board.

2.1.3 Other monetary and non-monetary benefits

Other monetary and non-monetary benefits for members of the Supervisory Board include:

1. Contribution to a health insurance plan;
2. Use of a company car;
3. Reimbursement of expenses incurred in connection with attendance at Supervisory Board meetings;
4. Reimbursement of expenses incurred in connection with travel, accommodation, and other costs justified by the scope of work covered by the Agreement.

The total value of all other monetary and non-monetary benefits granted to members of the Company's Supervisory Board during a fiscal year shall not exceed **100%** of the fixed remuneration of the respective Supervisory Board member for that fiscal year.

The Company may enter into agreements with members of the Supervisory Board regarding the provision of additional services to the Company, provided that the monthly fixed remuneration under such an agreement shall be set within a range of 1 to 3 times the average remuneration in the enterprise sector according to the Central Statistical Office (GUS), calculated for the preceding quarter.

The Supervisory Board is authorized to specify the elements of the Policy set forth in section 2.1 of the Policy, in particular by specifying the amounts of individual remuneration components within the range specified in section 2.1 of the Policy.

2.2 Explanation of how the working and pay conditions of the Company's employees other than members of the Management Board and the Supervisory Board were taken into account when establishing the Policy

This issue is discussed in Section 1.2 of the Policy and also applies to members of the Supervisory Board.

2.3 Specification of the term for which employment contracts, contracts of mandate, contracts for specific work, or other contracts of a similar nature were concluded with members of the Supervisory Board, and specification of the notice periods and conditions for terminating such contracts, and in the event that no contract was concluded with a member of the Supervisory Board - an indication of the type and duration of the legal relationship between the member of the Supervisory Board and the company, as well as the period and conditions for terminating that legal relationship.

The basis for serving as a member of the Supervisory Board is a corporate relationship resulting from appointment to a joint term of office lasting three years. Members of the Supervisory Board may be removed from their positions on the Supervisory Board at any time by resolution of the Company's General Meeting.

In addition, the Company may enter into agreements with members of the Supervisory Board regarding the provision of additional services to the Company, based on civil law contracts concluded for an indefinite term. Agreements for the provision of consulting services may be terminated with three months' notice.

2.4 Description of the main features of supplementary pension and disability benefit programs and early retirement programs

Members of the Supervisory Board are not bound to the Company by an employment contract; therefore, as of the date of adoption of the Policy, no employee pension plans are in effect at the Company with respect to members of the Supervisory Board.

2.5 Description of the decision-making process conducted to establish, implement, and review the Policy

This issue is discussed in Section 1.5 of the Policy and also applies to members of the Supervisory Board.

2.6 Description of measures taken to avoid conflicts of interest related to the Policy or to manage such conflicts of interest

This issue is addressed in Section 1.6 of the Policy and also applies to members of the Supervisory Board.

2.7 An explanation of how the compensation policy contributes to the implementation of the Company's business strategy, long-term interests, and stability

This issue is addressed in Section 1.7 of the Policy and also applies to members of the Supervisory Board.

2.8 A description of clear, comprehensive, and differentiated criteria regarding financial and non-financial performance for the award of variable remuneration components, including criteria regarding the consideration of social interests, the Company's contribution to environmental protection, and the undertaking of actions aimed at preventing and mitigating the negative social impacts of the Company's operations in situations where the Company awards variable remuneration components

The Company does not grant variable remuneration components to members of the Supervisory Board.

2.9 Explanation of how the criteria referred to in Section 2.7 of the Policy contribute to the implementation of the Company's business strategy, long-term interests, and stability, in situations where the Company grants variable remuneration components

The Company does not grant variable remuneration components to members of the Supervisory Board.

2.10 Description of the methods used to determine the extent to which the criteria set forth in Section 2.7 of the Policy have been met, in situations where the Company grants variable remuneration components

The Company does not grant variable remuneration components to members of the Supervisory Board.

2.11 Information regarding deferral periods and the Company's right to request the return of variable compensation components in situations where the Company awards variable compensation components

The Company does not grant variable remuneration components to members of the Supervisory Board.

2.12 When the Company grants members of the Supervisory Board remuneration in the form of financial instruments, the remuneration policy also specifies the periods during which the right to receive remuneration in this form vests, the rules for disposing of such financial instruments, and an explanation of how the granting of remuneration in the form of financial instruments contributes to the implementation of the Company's business strategy, long-term interests, and stability

The Company does not grant remuneration in the form of financial instruments to members of the Supervisory Board.

2.13 Significant changes introduced in relation to the previously applicable remuneration policy and a description of how the content of the resolution referred to in Article 90g(6) or the results of the discussion referred to in Article 90g(7) of the Act on Public Offerings were incorporated into it

This Remuneration Policy has been developed in accordance with the provisions of the Act on Public Offerings.

Compared to the previously applicable compensation policy, significant changes to the Policy concern sections 0, 1.1.2, 1.3, 2.1.1, 2.1.3, and 2.3. The changes are related to adapting the Policy to the evolving realities of the market economy, primarily by linking the remuneration of members of the Governing Bodies to the average remuneration in the enterprise sector as published by the Central Statistical Office (GUS).

2.14 Effective Date of the Policy

This Policy, as set forth herein, shall be effective as of 2025.