

**Resolution No. 04/11/2021 of the Extraordinary General Meeting of GENOMTEC, a
joint-stock company with its registered office in Wrocław, of November 5, 2021
2021**

**regarding the adoption of the Remuneration Policy for Members of the Management Board and the Supervisory Board
Supervisory Board of Genomtec SA**

§1

The Extraordinary General Meeting of Shareholders of GENOMTEC Spółka Akcyjna with its registered office in Wrocław adopts the Remuneration Policy for Members of the Management Board and Supervisory Board of Genomtec S.A., which constitutes an annex to the resolution.

§2

The resolution comes into force on the date of its adoption.

1,650,621 shares participated in the open vote, of which a total of 1,650,621 valid votes were cast, representing 20.23% of the share capital, including:

- 1,650,621 votes in favor of adopting the resolution,
- 0 votes against,
- 0 abstentions.

REMUNERATION POLICY FOR MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD
GENOMTEC SA

1. GENERAL PROVISIONS

- 1.1. *The purpose of the remuneration policy for members of the management board and supervisory board ("Remuneration policy") is to establish the principles of remuneration for members of the management board and supervisory board of GENOMTEC SA with its registered office in Wrocław ("Company"). The solutions adopted in the Remuneration Policy are important due to their impact on the implementation of the business strategy, long-term interests and the stability of the Company's operations.*
- 1.2. *The Company pays remuneration to members of the Management Board and Supervisory Board of the Company only in accordance with the Remuneration Policy.*
- 1.3. *The remuneration system for members of the management board and supervisory board of the Company specified in the Remuneration Policy and the amount of their remuneration take into account objective criteria, including market conditions and the scope of responsibility and the level of qualifications and experience related to the performance of a given function. The remuneration principles provided for in the Remuneration Policy are intended to enable the recruitment and retention of persons meeting the criteria required to manage the Company, as well as to ensure full commitment to the performance of functions in the Company.*
- 1.4. *The remuneration system for members of the management board and supervisory board of the Company is established taking into account the working conditions and pay of the Company's employees, other than members of the management board and members of the supervisory board of the Company. When establishing the Remuneration Policy, the level of remuneration of the Company's employees and the scope of responsibility related to performing the function of a member of the management board and supervisory board were taken into account in particular.*
- 1.5. *The Company aims to ensure that the terms of remuneration of the management board and supervisory board of the Company are established in such a way as to avoid conflicts of interest to the greatest extent possible. Conflicts of interest related to the Remuneration Policy are prevented by the dispersion of competences in determining the amount and principles of remuneration, as provided for in Articles 378 and 392 of the Commercial Companies Code. If a member of the management board or supervisory board identifies a conflict of interest related to the Remuneration Policy or the likelihood of such a conflict occurring, they are obliged to notify the Company and refrain from taking part in the discussion and voting on a resolution on a matter related to the Remuneration Policy in connection with which a conflict of interest has arisen or may arise in the event that the conflict of interest concerns such member of the management board or supervisory board.*
- 1.6. *During the decision-making process conducted to establish, implement and review the Remuneration Policy, the requirements of generally applicable legal provisions, assumptions*

the economic objectives of the Company, including the implementation of the Company's business strategies, its interests and stability, as well as the working conditions and remuneration of employees other than members of the management board and supervisory board.

- 1.7. *In matters not covered by the Remuneration Policy, the provisions of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to an organised trading system and on public companies, as amended, the Act of 26 June 1974 – the Labour Code, as amended ("the Act") shall apply.**kp**), the Act of 15 September 2000, the Commercial Companies Code ("**ksh**"), as amended, or the Act of 23 April 1964, the Civil Code, as amended.*

2. IMPACT OF REMUNERATION POLICY ON THE ACHIEVEMENT OF COMPANY GOALS

- 2.1. *The purpose of the principles for shaping the remuneration of members of the management board and supervisory board of the Company provided for in the Remuneration Policy is to motivate members of the management board of the Company to actively engage in activities aimed at developing, implementing and carrying out the business strategy of the Company, ensuring the development of the Company and achieving positive financial results, as well as ensuring fair remuneration for members of the supervisory board of the Company.*
- 2.2. *The remuneration policy contributes to the achievement of the Company's objectives, building a steady increase in the Company's market value and thus the value of shares held by the Company's shareholders, and the stability of the Company's business operations.*

3. RATIO LEGAL CONNECTING MEMBERS BOARD OF DIRECTORS AND ADVICE SUPERVISORY BOARD WITH THE COMPANY

- 3.1. *The members of the Management Board of the Company are connected with the Company by a corporate relationship of appointment to the Management Board of the Company. The term of office of the Management Board of the Company is 3 years, and it is common for all members of the Management Board. The members of the Management Board are appointed and dismissed by the Supervisory Board of the Company.*
- 3.2. *The Company and a given member of the management board may additionally be connected by an employment relationship established on the basis of an employment contract. Employment contracts with members of the management board are concluded for an indefinite period. In special cases, it is possible to conclude employment contracts for a trial period or a fixed term. In employment contracts with members of the management board, the Company does not apply notice periods longer than those indicated in the Labour Code. The employment contracts of members of the management board of the Company do not provide for other terms for terminating these contracts than those specified in the Labour Code.*
- 3.3. *In exceptional cases member board of directors being a foreigner and the Company may be connected by a civil law relationship based on a cooperation agreement (B2B agreement) concluded by the Company with a member of the management board or a company controlled by him.*

- 3.4. *Remuneration is paid to members of the Company's management board on the basis of and in accordance with:*
- 3.4.1. *an employment contract concluded between a given member of the management board and the Company and a resolution of the supervisory board of the Company on determining the remuneration of a member of the management board;*
- 3.4.2. *resolution of the supervisory board on the appointment of a member of the management board of the Company or determining the remuneration of members of the Company's management board if the Company and the management board member have not concluded an employment contract;*
- 3.4.3. *a cooperation agreement (B2B agreement) concluded between a member of the management board or a company controlled by him and the Company;*
- 3.5. *The members of the Supervisory Board of the Company are connected with the Company by a corporate relationship of appointment to the Supervisory Board of the Company. The term of office of the Supervisory Board of the Company is 3 years, and it is common for all members of the Supervisory Board. The members of the Supervisory Board are appointed and dismissed by the General Meeting of the Company. The Company does not enter into*
- 3.6. *any agreements with members of the Supervisory Board, including those performing duties within the audit committee, for the performance of the function of a member of the Supervisory Board.*
- 3.7. *Remuneration is paid to members of the Supervisory Board of the Company on the basis of and in accordance with the resolution of the general meeting on the appointment of a member of the Supervisory Board of the Company or the resolution on determining the amount and principles of remuneration of members of the Supervisory Board.*

4. RULES FOR DETERMINING THE AMOUNT OF REMUNERATION

- 4.1. *When determining the amount of remuneration of members of the management board and supervisory board of the Company, the following are taken into account:*
- 4.1.1. *the value of the average monthly remuneration (arithmetic mean) of the Company's employees who are not members of the management board or supervisory board of the Company, for the period of 12 consecutive calendar months immediately preceding the date of appointment of a member of the management board or supervisory board of the Company to perform functions on the management board or supervisory board of the Company, respectively;*
- 4.1.2. *scope of responsibility for a given position, understood as the influence of a given position on the overall activities of the Company, planning and implementation of the business strategy and the financial results achieved by the Company;*
- 4.1.3. *building the market value of the Company in the long-term perspective and influencing its stability.*
- 4.2. *The value of the monthly fixed remuneration of a member of the management board or supervisory board of the Company may not be higher than 20 times the average monthly remuneration (arithmetic average) of the Company's employees who are not members of the management board or supervisory board of the Company, from the period of 12 consecutive calendar months directly preceding the date of appointment*

a member of the management board or supervisory board of the Company to perform functions on the management board or supervisory board of the Company, respectively.

5. FIXED SALARY COMPONENTS

- 5.1. *Members of the Management Board of the Company receive remuneration for performing their function and work for the Company in a fixed monthly amount established by a resolution of the Supervisory Board of the Company. The amount of remuneration of members of the Management Board of the Company may vary.*
- 5.2. *The members of the Supervisory Board of the Company receive remuneration for performing their function in a fixed monthly amount determined by a resolution of the General Meeting of the Company. The amount of remuneration of the Chairman, Vice-Chairmen and members of the Supervisory Board of the Company, including those serving as members of the Audit Committee of the Company, may vary.*
- 5.3. *In the event that the appointment, dismissal, resignation from the Supervisory Board of the Company or expiration of the mandate for other reasons occurs during a calendar month, the remuneration of a member of the Supervisory Board of the Company is calculated in proportion to the number of days in which the function was performed in that calendar month. The principle provided for in the previous sentence shall apply accordingly to members of the Management Board of the Company, with the exception of members of the Management Board employed by the Company under an employment contract, to whom the Labor Code shall apply accordingly.*

6. VARIABLE REMUNERATION COMPONENTS

- 6.1. *Members of the Management Board of the Company ^{apart from} constants ingredients The remuneration referred to in point 5 above is paid on the basis of variable remuneration components in the form of granted financial instruments.*
- 6.2. *The proportions of the fixed and variable components of the remuneration of Management Board Members may be variable due to the fact that the amount of the variable component is linked to the results achieved.*
- 6.3. *Members of the Supervisory Board of the Company are not remunerated based on variable remuneration components.*
- 6.4. *Due to the fact that members of the Supervisory Board of the Company are not remunerated based on variable remuneration components, the Remuneration Policy does not specify the mutual proportions of the fixed and variable components of their remuneration.*
- 6.5. *The Supervisory Board is authorised to establish criteria regarding financial and non-financial results for awarding variable remuneration components in the form of financial instruments to Members of the Management Board.*

7. FINANCIAL INSTRUMENTS FOR MANAGEMENT BOARD MEMBERS

- 7.1. *Members of the Management Board of the Company may receive remuneration in accordance with the principles set out in the regulations of the Company's motivational program, which was adopted pursuant to*

*Resolution No. 01/12/2020 of the Supervisory Board of GENOMTEC SA of December 28, 2020 on the adoption of the regulations of the incentive program, to which the Supervisory Board was authorized by § 3 of Resolution No. 06/08/2020 of the Extraordinary General Meeting of GENOMTEC SA of August 31, 2020 on the establishment of an incentive program in GENOMTEC SA ("**Incentive Program Regulations**").*

- 7.2. *The purpose of remunerating the members of the Company's management board with financial instruments is to provide additional motivation for the members of the Company's management board to implement the Company's strategy, in order to guarantee a constant increase in the market value of the Company, and thus the value of shares held by the Company's shareholders. High motivation of the members of the Company's management board should contribute to the implementation of the business strategy, long-term interests and stability of the Company.*
- 7.3. *In accordance with the Incentive Program Regulations, the period of the incentive program in which members of the Company's management board may be granted series A subscription warrants entitling them to subscribe for series I shares is the financial years 2021-2024. The financial instruments referred to in the previous sentence are granted annually. The Supervisory Board of the Company may grant members of the Company's management board, at its discretion, a specified number of subscription warrants entitling them to subscribe for shares, intended for distribution in a given year of the incentive program. The value of financial instruments granted to members of the Company's management board in relation to their fixed remuneration components is variable and is not subject to any restrictions other than those resulting from the Incentive Program Regulations.*
- 7.4. *Subscription warrants issued In within program*
- 7.5. *The incentive benefits provided are non-transferable, except for situations specified in the resolution on the issue of subscription warrants.*
- 7.6. *The Supervisory Board of the Company may, at its own discretion, make the conclusion of a share sale agreement with a member of the Management Board of the Company dependent on the prior conclusion of an agreement with the Company restricting the transferability of shares (lock-up).*

8. ADDITIONAL BENEFITS AND REIMBURSEMENT

8.1. *Additional benefits for members of the Company's management board may include providing the opportunity - in the case of offering such benefits to employees of the Company:*

8.1.1. *group life and accident insurance coverage;*

8.1.2. *additional health insurance coverage, also for their family members;*

8.1.3. *use of the sports programme normally offered on the market, also for their family members;*

- 8.1.4. *taking advantage of English language lessons, and for foreigners – Polish language;*
- 8.1.5. *use of the Company's official property for private purposes, if such permission is granted;*
- 8.1.6. *other additional benefits in the event of their introduction in the Company; and*
- 8.1.7. *compensation for refraining from conducting competitive activity after the termination of the legal relationship of a member of the management board or supervisory board of the Company with the Company, if an appropriate non-competition agreement is concluded. Members of the*
- 8.2. *management board of the Company employed in the Company under an employment contract:*
 - 8.2.1. *are entitled to benefits to which employees are entitled under labor law;*
 - 8.2.2. *may participate in employee pension and capital plans/programs, under the principles set out in generally applicable legal provisions, on the terms of these plans/programs applicable to the Company's employees.*
- 8.3. *Members of the Supervisory Board* Companies they can *participate* In *employee pension and capital plans/programs, on the principles specified in generally applicable legal provisions, on the terms of these plans/programs applicable to the Company's employees.*
- 8.4. *Members of the management board and supervisory board of the Company are entitled to receive reimbursement from the Company for business expenses incurred in connection with their function in the Company or duties performed for it.*
- 8.5. *Members of the Management Board are entitled to use company cars for private purposes and cover the costs of their use by the Company,*
- 8.6. *Members of the Management Board whose monthly remuneration (determined on the basis of all legal titles, i.e. in particular the appointment relationship, employment contract, cooperation agreement) does not exceed eight times the average monthly remuneration in the national economy in the previous calendar year, are entitled to receive reimbursement from the Company for the use of a private car for business purposes.*

9. DEVIATION FROM THE APPLICATION OF THE REMUNERATION POLICY

- 9.1. *If it is necessary to pursue long-term interests and*
In order to ensure the financial stability of the Company or to ensure its profitability, the Supervisory Board of the Company may decide to temporarily waive the application of the Remuneration Policy by:
 - 9.1.1. *granting members of the Management Board of the Company a one-off additional benefit in an amount not higher than 40% of the 12-fold fixed monthly remuneration of a given*

member of the Company's management board, provided that such benefit cannot be granted more than once in a given calendar year;

9.1.2. granting voluntary severance pay to members of the Company's management board for termination of the legal relationship between a given member of the Management Board and the Company, in an amount not higher than six times his/her monthly fixed remuneration – independent of benefits provided under legal provisions.

9.2. The Supervisory Board of the Company may decide to temporarily waive the application of the Remuneration Policy in the event that:

9.2.1. her financial situation allows it; and

9.2.2. it is justified by the exceptional commitment of the relevant member of the Management Board to the implementation of the Company's business strategy and his contribution to the growth of the Company's market value; or

9.2.3. it is necessary for the recruitment of a person to the Company who meets the criteria required to manage the Company and who, due to his/her knowledge, skills and professional experience, may significantly contribute to the implementation of the Company's business strategy and to the increase in the Company's market value.

9.3. The decision on a temporary waiver of the application of the Remuneration Policy is taken by the Supervisory Board of the Company at the request of the Management Board of the Company or at least two members of the Supervisory Board of the Company, by a majority of $\frac{3}{4}$ of the votes.

9.4. The Supervisory Board of the Company will determine in the resolution on temporary waiver of the application of the Remuneration Policy:

9.4.1. the period during which the Remuneration Policy will not be applied;

9.4.2. scope of waiver of the application of the Remuneration Policy; and

9.4.3. the impact of refraining from applying the Remuneration Policy on individual remuneration components.

10. FINAL PROVISIONS

10.1. The remuneration policy has been prepared based on the provisions of law in force on the date of its adoption and the principles of remuneration of members of the management board and supervisory board of the Company, in the manner provided for in the internal regulations of the Company.

10.2. The remuneration policy comes into effect on the date the Company's shares are admitted to trading on the regulated market operated by the Warsaw Stock Exchange.”