

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

12

/

2023

Date:

May 29th 2023

Abbreviated issuer name:

GRENEVIA S.A.

Subject:

Notice of Annual General Meeting

Legal basis:

Art. 56.1.2 of the Public Offering Act – Current and periodic information

Text of the report:

The Management Board of GRENEVIA S.A. of Katowice (the “Company”) hereby gives notice of the Company’s Annual General Meeting to be held at ul. Armii Krajowej 51 in Katowice, Poland, at 12.30 pm on June 27th 2023.

Attached to this report is the full text of the notice of the Annual General Meeting, reasoned draft resolutions and documents to be considered by the Annual General Meeting.

All information and documents relating to the Annual General Meeting are available on the Company’s website at <https://grenevia.com/walne-zgromadzenia/>.

Legal basis:

Par. 19.1.1 and 19.1.2 of the Minister of Finance’s Regulation of March 29th 2018 on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state.

Appendices:

File:	Description
...	Notice of the Annual General Meeting of GRENEVIA S.A.
...	Draft resolutions of the AGM of GRENEVIA S.A.
...	Report on Remuneration of the Management and Supervisory Boards of GRENEVIA S.A. for 2022
...	Independent auditor’s report on assessment of the Remuneration Report
...	Resolution of the Supervisory Board of GRENEVIA S.A. to adopt the Remuneration Report
...	Report of the Supervisory Board of GRENEVIA S.A. on its activities in 2022
...	Rules for attending the General Meeting of GRENEVIA S.A. by means of remote communication

GRENEVIA Spółka Akcyjna	(full issuer name)
GRENEVIA S.A.	Electromechanical (ele)
(abbreviated issuer name)	(sector according to the WSE)
40-202	Katowice
(postal code)	(city/town)
Al. Roździeńskiego	1a
(street)	(number)
(+48 32) 359 63 00	(+48 32) 359 66 77
(phone)	(fax)
sekretariat@grenea.com	www.grenea.com
(email)	(www)
634-012-62-46	270641528
(Tax Identification Number – NIP)	(Industry Identification Number – REGON)

SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
May 29th 2023	Mirosław Bendzera	President of the Management Board	
May 29th 2023	Dawid Gruszczyk	Vice President of the Management Board, Sales	

Notice
of the Annual General Meeting of GRENEVIA S.A.
to be held at 12.30 pm on June 27th 2023

The Management Board of GRENEVIA S.A. of Katowice, with its registered office at Al. Roździeńskiego 1a, Katowice, Poland, entered in the business register maintained by the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register, under No. KRS 0000048716, with a share capital of PLN 5,746,806.73, paid up in full, acting pursuant to Art. 399.1 and Art. 402(1) in conjunction with Art. 402(2) of the Commercial Companies Code, hereby convenes an **Annual General Meeting of the Company (the General Meeting) to be held at ul. Armii Krajowej 51, Katowice, Poland, at 12.30 pm on June 27th 2023**, with the option for Shareholders to participate therein using electronic means of communication and with the following agenda:

1. Opening of the Annual General Meeting (AGM).
2. Appointment of the Chairperson.
3. Confirmation that the AGM has been properly convened and has the capacity to pass resolutions.
4. Appointment of the Ballot Counting Committee.
5. Presentation of the Directors' Report on the Company's and the Group's operations in the financial year 2022, the non-financial report of the Group for 2022, and the separate and consolidated financial statements for the financial year 2022.
6. Presentation of the Report of the Supervisory Board on its activities in the financial year 2022.
7. Consideration of the Company's separate financial statements for the financial year 2022 and voting on a resolution to receive them.
8. Consideration of the Directors' Report on the Company's and the Group's operations in 2022 and voting on a resolution to receive it.
9. Consideration of and voting on a resolution to allocate the net profit for the financial year 2022.
10. Consideration of the Group's consolidated financial statements for the financial year 2022 and voting on a resolution to receive them.
11. Voting on resolutions to grant discharge from liability to members of the Company's governing bodies for 2022.
12. Voting on a resolution to provide an opinion on the Supervisory Board's Report on remuneration of members of the Management and Supervisory Boards of GRENEVIA S.A. for 2022
13. Voting on resolutions to appoint Supervisory Board Members for another term of office.
14. Voting on a resolution to determine the remuneration of Supervisory Board members.
15. Closing of the AGM.

Grounds for the draft resolutions:

Item 2 of the agenda

The resolution is of a procedural nature; its adoption is required under the Commercial Companies Code.

Item 4 of the agenda

The resolution is of a procedural nature.

Items 5, 6, 7, 8, 9 and 10 of the agenda

The General Meeting is required to adopt the resolutions under Art. 395 of the Commercial Companies Code.

Item 11 of the agenda

The General Meeting is required to adopt the resolutions under Art. 395 of the Commercial Companies Code.

Item 12 of the agenda

In accordance with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, the General Meeting of a company is required to pass a resolution to provide an opinion on the remuneration report. The resolution is of an advisory nature.

In connection with the preparation by the Supervisory Board of the Report on remuneration of members of the Management and Supervisory Boards of GRENEVIA S.A. for 2022, in light of the aforementioned statutory obligation, it is necessary for the General Meeting to pass a resolution to provide its opinion on the report.

Item 13 of the agenda

The General Meeting is required to adopt the resolutions under Art. 385 of the Commercial Companies Code.

Item 14 of the agenda

The General Meeting is required to adopt the resolutions under Art. 392 of the Commercial Companies Code.

Pursuant to Art. 402(2) of the Commercial Companies Code, the Company presents procedures governing attendance and exercise of voting rights at the Annual General Meeting:

1. The right to attend the General Meeting

Pursuant to Art. 406(1) of the Commercial Companies Code, only persons who were Company shareholders 16 days prior to the date of the General Meeting, i.e. as at June 11th 2023 (the record date), have the right to participate in the Meeting.

In order to attend the General Meeting of GRENEVIA S.A., a holder of rights carried by GRENEVIA book-entry bearer shares shall, no earlier than upon release of the notice of the General Meeting and no later than on the first weekday following the record date, request the entity maintaining the holder's securities accounts to issue a personal certificate confirming the holder's right to attend the General Meeting.

At the holder's request, the certificate should specify all or some of the shares registered in the holder's securities account.

The Company recommends that shareholders collect certificates confirming their right to attend the General Meeting issued by the entity maintaining their securities accounts and carry them on the date of the General Meeting.

2. The right of a shareholder to request that certain items be placed on the agenda of the General Meeting

Pursuant to Art. 401.1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the Company's share capital may request that certain items be placed on the agenda of the General Meeting. Such request shall be submitted to the Management Board at least twenty-one days prior to the scheduled date of the General Meeting. The request shall state a rationale or include a draft resolution regarding the proposed agenda item. The Management Board shall announce changes to the agenda made at the request of shareholders as soon as practicable, but in any case no later than eighteen days prior to the scheduled date of the General Meeting. Such changes shall be announced in the same manner as the notice of the General Meeting is announced. The request shall be submitted in writing at the Company's registered office at Al. Różdzieńskiego 1a, 40-202 Katowice, Poland, or emailed in electronic form (PDF file) to: Wza@grenevia.com.

The request may be made using a correctly completed and duly signed form as available from the Company's website at <http://www.grenevia.com>; if the request is submitted by email, the form and any appendices thereto shall be attached to the email message as PDF files. Different forms for shareholders who are natural persons and for shareholders other than natural persons are available from the Company's website.

A shareholder or shareholders requesting that a particular item be placed on the agenda shall enclose with their request relevant documents confirming their identity and their right to make the request, namely:

1. a depositary certificate for their shares or a certificate confirming the shareholder's right to attend the General Meeting issued by the entity maintaining the shareholder's securities account in accordance with the laws and regulations governing trade in financial instruments, stating that its holder is a shareholder in the Company and holds the required number of shares as at the request date;
2. where the shareholder is a natural person – a copy of his or her identity card, passport or other identity document;
3. where the shareholder is not a natural person – a valid copy of its entry in the relevant register or other document confirming the authority to represent the shareholder;
4. if the request is submitted through a proxy – a copy of the power of proxy signed by the shareholder or persons duly authorised to represent the shareholder, and a copy of the proxy's identity card, passport or other official identity document; if the proxy is not a natural person – a valid copy of its entry in the relevant register confirming the authority of a natural person (natural persons) to represent the proxy and a copy of the identity card or passport of the natural person (natural persons) duly authorised to represent the proxy.

The obligation to enclose the documents specified above shall apply regardless of whether the request is made in writing or in electronic form. The documents shall be delivered in the same form as the request (i.e. as printed copies or scanned copies saved as PDF files). The Company may take

such measures as may be necessary to confirm the shareholder's or shareholders' identity and the validity of the documents submitted.

The Management Board shall announce changes to the agenda made at the request of a shareholder or shareholders as soon as practicable, but in any case no later than eighteen days prior to the scheduled date of the General Meeting.

The new agenda shall be published on the Company's website, at <http://www.grenea.com>.

3. The right of a shareholder to propose draft resolutions on items placed or to be placed on the agenda prior to the scheduled date of the General Meeting

Pursuant to Art. 401.4 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the Company's share capital may, prior to the scheduled date of the General Meeting, submit to the Company (in writing or by electronic means) draft resolutions concerning any items which have been placed or are to be placed on the Meeting's agenda.

Such draft resolutions shall be submitted in writing at the Company's registered office at Al. Roździeńskiego 1a, 40-202 Katowice, Poland, or emailed in electronic form (PDF file) to: Wza@grenea.com. The Company shall immediately publish such draft resolutions on its website at <http://www.grenea.com>.

Draft resolutions may be submitted using a correctly completed and duly signed form as available from the Company's website; if a draft resolution is submitted by electronic means, the form and any appendices thereto shall be attached to the email message as PDF files. Any proposed draft resolutions shall be published immediately on the Company's website, at <http://www.grenea.com>. Different forms for shareholders who are natural persons and for shareholders other than natural persons are available from the Company's website.

A shareholder or shareholders submitting a draft resolution or draft resolutions shall enclose with their submission relevant documents confirming their identity and their right to make such submission, namely:

1. a depositary certificate for their shares or a certificate confirming the shareholder's right to attend the General Meeting issued by the entity maintaining the shareholder's securities account in accordance with the laws and regulations governing trade in financial instruments, stating that its holder is a shareholder in the Company and holds the required number of shares as at the request date;
2. where the shareholder is a natural person – a copy of his or her identity card, passport or other identity document;
3. where the shareholder is not a natural person – a valid copy of its entry in the relevant register or other document confirming the authority to represent the shareholder;
4. if the draft resolutions are submitted through a proxy – a copy of the power of proxy signed by the shareholder or persons duly authorised to represent the shareholder, and a copy of the proxy's identity card, passport or other official identity document; if the proxy is not a natural person – a valid copy of its entry in the relevant register confirming the authority of a natural person (natural persons) to represent the proxy and a copy of the identity card or passport of the natural person (natural persons) duly authorised to represent the proxy.

The obligation to enclose the documents specified above shall apply regardless of whether the request is made in writing or in electronic form. The documents shall be delivered in the same form as the draft resolutions (i.e. as printed copies or scanned copies saved as PDF files). The Company may take such measures as may be necessary to confirm the shareholder's or shareholders' identity and the validity of the documents submitted.

4. The right of a shareholder to propose draft resolutions on items placed on the agenda during the General Meeting

Pursuant to Art. 401.5 of the Commercial Companies Code, during the General Meeting any shareholder may propose draft resolutions concerning items that have been placed on its agenda.

5. Voting by proxy

- a) Pursuant to Art. 412 of the Commercial Companies Code, shareholders may attend and exercise their voting rights at the General Meeting of GRENEVIA S.A. in person or by proxy. Powers of proxy must be granted in writing or in electronic form. A representative of a shareholder being a legal entity shall present a valid copy of the entity's entry in the relevant register, specifying the entity's duly authorised representatives. A person who is not included in such entry shall present a power of proxy to act for the entity signed by the entity's duly authorised representatives. A proxy may exercise all shareholder rights at the General Meeting unless the power of proxy states otherwise.

A proxy may:

- appoint substitutes if so permitted under the power of proxy (subject to Art. 412(2).3 of the Commercial Companies Code, which prohibits appointment of substitutes by proxies who are members of the Company's Management or Supervisory Board, Company employees or members of the governing bodies or employees of the Company's subsidiary);
- represent multiple shareholders and vote the shares of each shareholder differently.

A shareholder whose shares are registered in more than one securities account may appoint different proxies to exercise the rights carried by shares registered in different accounts.

- b) Members of the Company's Management Board and Company employees may act as shareholders' proxies at the General Meeting. If a member of the Management or Supervisory Board or a Company employee is appointed as a proxy for a General Meeting, the appointment shall only be valid for that General Meeting. Such proxy shall disclose to the shareholder any circumstances giving rise to an actual or potential conflict of interest and shall vote in accordance with the shareholder's instructions, and shall not be permitted to appoint substitutes.
- c) A power of proxy to attend and exercise voting rights at the General Meeting must be granted in writing, in electronic form, or using the online form available from the Company's website at <http://www.grenevias.com>. A power of proxy granted in electronic form shall not require a secure digital signature verifiable with a valid qualified certificate in order to be effective. The fact that a power of proxy has been granted in electronic form or using the online form available from the Company's website at <http://www.grenevias.com> must be notified to the Company by email at Wza@grenevias.com. An electronic power of proxy must enable identification of the shareholder

and the proxy. A power of proxy made in a foreign language shall be ineffective unless it is accompanied by its certified Polish translation.

An electronic power of proxy must be submitted/sent to the Company from the shareholder's email address which has been verified and confirmed by the shareholder personally at the Company's registered office (the main office) or confirmed in a deed made before a notary, with its copy submitted to the Company. If an electronic power of proxy is submitted/sent to the Company from an address that has not been verified and confirmed by the shareholder in person, it must be enclosed with copies of the identity cards of the shareholder and the proxy, or – if the shareholder is a legal entity – copies of the documents specifying the authority to represent the entity and copies of the identity cards of its duly authorised representatives and a copy of the identity card of the proxy.

For the purposes of taking attendance at the General Meeting, a proxy appointed by means of an electronic power of proxy must present a document (a printout of the power-of-proxy instrument) confirming the appointment and enabling identification of the shareholder who appointed the proxy and the proxy's identity document.

If a proxy voting form is to be used (the form is available from <http://www.grenea.com>), the proxy should deliver the form to the Chairperson of the General Meeting before voting starts on the resolution which according to the shareholder's instructions is to be voted on by the proxy using the form. The Chairperson of the General Meeting shall inform the General Meeting that a vote has been cast using a proxy voting form, which shall be used to count the vote towards all votes cast on the resolution. Proxy voting forms used to cast votes during the General Meeting shall be attached to the minute book. Shareholders may, but are not required to, use the proxy voting form as available from the Company, and casting valid votes by a proxy is not conditional on using the form. Using the form is a shareholder's right, not an obligation. Shareholders may instruct proxies on how to exercise their voting rights at their discretion.

6. Information on the shareholders' right to ask questions concerning items placed on the agenda of the General Meeting

Shareholders attending the General Meeting shall have the right to ask questions concerning the items placed on its agenda and speak at the General Meeting in accordance with the Rules of Procedure for the General Meeting.

7. Attending the General Meeting by electronic means of communication

a) Attending the General Meeting by electronic means of communication

Shareholders shall have the option to attend the General Meeting using electronic means of communication. In order to attend the General Meeting by electronic means of communication, a dedicated ICT platform shall be used, which enables real-time two-way verbal communication between the shareholder, or the shareholder's proxy, and the General Meeting. When exercising the option to attend the General Meeting by electronic means of communication, shareholders or their proxies shall bear all related risks, in particular those arising from the inability to receive transmission, communicate in real time or exercise voting rights at the General Meeting as a result

of a technical failure or any interference in the transmission along the communication channel being used.

Any communication from a shareholder wishing to attend the General Meeting by electronic means of communication to the Company and vice versa shall be sent to or from, as appropriate, the following email address: Wza@grenea.com.

No later than by 4.00 pm seven days prior to the General Meeting, the shareholder shall email the following documents to the Company at Wza@grenea.com:

- a. a statement, in the PDF format, of the shareholder's intent to attend the General Meeting by electronic means of communication, completed and signed in accordance with the form attached as **Appendix 1** hereto (the "**Statement**");
- b. a scanned copy of the shareholder's passport or identity card enabling confirmation of the shareholder's identity, with the passport or identity card number and the shareholder's personal identification number (PESEL) indicated. Where the shareholder is a legal entity or an unincorporated organisation – a scanned copy of its entry in the relevant register or of another document confirming the capacity of its representatives. If the original of any of the aforementioned documents is in a language other than Polish, its copy shall be submitted accompanied by its certified Polish translation;
- c. if the shareholder has appointed a proxy to attend the General Meeting on the Shareholder's behalf – a scanned copy of the power of proxy and of the proxy's passport or identity card enabling confirmation of the proxy's identity, with the passport or identity card number and the proxy's personal identification number (PESEL) indicated. The power of proxy shall comply with the formal requirements as set out in Section 5 above.

The Company shall verify the right of the shareholders who send the Company completed Statements to attend the General Meeting based on the list of shareholders entitled to attend it obtained from the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.). In order to ensure proper verification, the Company may contact the shareholder, or the shareholder's proxy, using the contact details specified in the Statement. If any inconsistency is identified, the Company may request the shareholder to cure it within a time limit set by the Company, and, if the shareholder fails to do so within such time limit, the Company may refuse to allow the shareholder to attend the General Meeting by electronic means of communication, notifying the shareholder of such refusal prior to the General Meeting at the email address provided in the Statement.

Following confirmation of the shareholder's right to attend the General Meeting and of the power of proxy, if any, the Company shall, no later than by 4.00 pm one day prior to the General Meeting, send to shareholder or the shareholder's proxy detailed instructions on how to register with the ICT platform enabling attending the General Meeting by electronic means of communication at the email address provided by the shareholder in the Statement. The relevant credentials and other related information shall be provided in a secure file, with the opening password texted at the telephone number provided in the Statement.

Any risks arising from attending, communicating with, or voting at the General Meeting by electronic means of communication in connection with improper storage of or unauthorised access to the credentials shall be borne solely by the shareholder or the shareholder's proxy, with the Company not being liable for any related loss or damage.

Any formal, organisational or technical matters raised or any disputes arising during the General Meeting in connection with attending it by electronic means of communication, whether by a shareholder or a shareholder's proxy, shall be decided by the Chairperson of the General Meeting, with such decisions to be final and binding. The technical requirements to access and use the ICT platform dedicated to attending the General Meeting by electronic means of communication are attached as **Appendix 2** hereto.

b) Speaking at the General Meeting by electronic means of communication

A shareholder or a shareholder's proxy exercising the option to attend the General Meeting by electronic means of communication shall have the same right to speak at the General Meeting as shareholders physically attending it. The two-way real-time communication between the shareholder, or the shareholder's proxy, and the General Meeting shall be verbal.

c) Exercising voting rights by postal ballot or by means of electronic communication:

Voting rights may not be exercised by postal ballot.

A shareholder or a shareholder's proxy exercising the option to attend the General Meeting by electronic means of communication shall have the same right to vote at the General Meeting as shareholders physically attending it. The Company shall ensure that shareholders can vote any number of shares they hold, with the option to vote each share differently, and that, in a secret ballot, the way they vote their shares cannot be identified.

8. Access to documents relating to the General Meeting

The complete documents to be presented to the General Meeting and the draft resolutions concerning items which have been or are to be placed on its agenda prior to the scheduled date of the General Meeting shall be available from the Company's website at <http://www.grenea.com> from the date of this Notice of the Annual General Meeting. The documents shall be promptly updated to reflect any changes and revisions, in accordance with the Commercial Companies Code. Persons entitled to attend the General Meeting may obtain copies of the documents from the Company's registered office at Al. Roździeńskiego 1a, 40-202 Katowice, Poland, Monday to Friday, 9 am to 3 pm.

Any comments, opinions and/or clarifications of the Management or Supervisory Board concerning items which have been or are to be placed on the agenda of the General Meeting prior to the scheduled date thereof shall be posted on the Company's website promptly after they are issued.

9. List of persons entitled to attend the General Meeting

A list of persons entitled to attend the General Meeting shall be drawn up on the basis of a list prepared by the Central Securities Depository of Poland, and shall be available for inspection by shareholders at Al. Roździeńskiego 1a, 40-202 Katowice, Poland, for the three weekdays preceding the Annual General Meeting. Shareholders may request that the list of shareholders entitled to attend the General Meeting be sent to them free of charge, providing an address to which it is to be sent. Such request should be made in electronic form (PDF file) and sent to Wza@grenea.com.

To confirm a shareholder's right to request the list of shareholders entitled to attend the General Meeting (which is afforded exclusively to the Company's shareholders pursuant to Art. 407 of the Commercial Companies Code), the request should be enclosed with a copy of the identity document of the shareholder or a person acting on the shareholder's behalf and a copy of the depositary certificate for the shareholder's shares or of a certificate confirming the right to attend the General Meeting, issued to the holder's name.

The Company recommends that shareholders collect the certificates confirming their right to attend the General Meeting issued by the entity maintaining their securities accounts and check whether their name is on the list of shareholders entitled to attend the General Meeting.

10. Registration at the General Meeting

Persons entitled to attend the General Meeting are requested to register at the entrance to the Meeting venue 30 minutes prior to the opening of the Meeting.

Persons who have sent the Company completed Statements shall register at the General Meeting by logging in to the ICT platform dedicated to holding remote ballots and to verbal communication with the General Meeting using their previously received credentials no earlier than half an hour prior to the opening of the Meeting.

11. Shareholders communicating with the Company by electronic means

Subject to the limitations specified in the Commercial Companies Code and this Notice, shareholders may communicate with the Company by electronic means. In particular, they may use electronic channels to send proposals, requests, notices, and documents. Shareholders may communicate with the Company by email at the following address: Wza@grenea.com.

Shareholders communicating with Company by electronic means shall bear all risk associated with their use.

Where documents originally drawn up in a language other than Polish are sent by electronic means, they shall be accompanied by their certified Polish translations. All documents sent by shareholders to the Company or by the Company to shareholders in electronic form must be scanned copies saved as PDF files.

12. Other

Any other matters concerning the General Meeting which are not provided for in this Notice shall be governed by applicable laws and regulations, including, without limitation, the Commercial Companies Code, the Company's Articles of Association, the Rules of Procedure for the General Meeting of GRENEVIA S.A., and the Detailed Rules for Attending the General Meeting by Electronic Means of Communication.

13. Total number of Company shares and number of voting rights attached to the shares as at the date of notice of the General Meeting

The Company's share capital amounts to PLN 5,746,806.73 (five million, seven hundred and forty-six thousand, eight hundred and six zloty, 73/100) and is divided into:

- 1) 432,378,291 (four hundred and thirty-two million, three hundred and seventy-eight thousand, two hundred and ninety-one) Series A ordinary bearer shares,
- 2) 49,039,170 (forty-nine million, thirty-nine thousand, one hundred and seventy) Series B ordinary bearer shares;
- 3) 4,970,000 (four million, nine hundred and seventy thousand) Series C ordinary bearer shares,
- 4) 43,677,000 (forty-three million, six hundred and seventy-seven thousand) Series D ordinary bearer shares;
- 5) 29,293,500 (twenty-nine million, two hundred and ninety-three thousand, five hundred) Series E ordinary registered shares, to be converted into bearer shares at the shareholder's request,
- 6) 15,322,712 (fifteen million, three hundred and twenty-two thousand, seven hundred and twelve) Series F ordinary bearer shares.”

The following appendices are attached to this notice:

- 1. Statement of intent to attend the General Meeting by electronic means of communication*
- 2. Technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication.*

Appendix 1

Form of the statement of intent to participate in the General Meeting by electronic means of communication

STATEMENT

I (We), the undersigned, being a shareholder/ acting on behalf of a shareholder* in _____ of _____ (the "Company"):

(shareholder details: full name/ company name, address/ registered address)

hereby declare my/our intent to participate by electronic means of communication in the Annual/Extraordinary General Meeting of the Company to be held at _____ on _____.

1. I represent that as a Shareholder I shall attend the Annual/Extraordinary General Meeting by such means in person.* / I represent that as a Shareholder I shall attend the Annual/Extraordinary General Meeting by such means by proxy.*
2. I represent that I am duly authorised to represent the Shareholder, as confirmed by relevant documents submitted to the Company, and I shall attend the General Meeting by such means in person.* / I represent that I am duly authorised to represent the Shareholder, as confirmed by relevant documents submitted to the Company, and I shall attend the General Meeting by such means by proxy.*
3. I represent that upon attending the General Meeting I shall hold or represent, as appropriate, _____ Company shares as indicated in the list of shareholders entitled to attend the Company's General Meeting prepared by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A).
4. I acknowledge and accept all the requirements for and consequences of attending the General Meeting by electronic means of communication as announced and published by the Company.

Details of the shareholder/ person representing the shareholder entitled to attend the General Meeting by electronic means of communication*:

Name and surname: _____

Address: _____

Personal Identification Number (PESEL):

ID card/passport No.*: _____

Email address for communication, including for receiving the ICT platform credentials:

Telephone number for communication, including for receiving the opening password for the ICT platform credentials: _____

Signature(s) of the shareholder/ person(s) authorised to represent the shareholder*

name and surname (position)
place and date

name and surname (position)
place and date

** Strike out as appropriate*

Appendix 2

Technical requirements to access and use the ICT platform dedicated to attending the General Meeting by electronic means of communication

1. A working computer with a camera, microphone and web browser (recommended: Chrome v. 78.0.3904 or later and Mozilla Firefox v. 70.0 or later).
2. Microsoft Windows operating system (recommended: Windows 10).
3. Internet connection with a minimum capacity of 1 Mb/s (recommended: minimum capacity of 5 Mb/s).

**Draft resolutions
of the Annual General Meeting of GRENEVIA S.A.
convened for June 27th 2023**

Item 2 of the agenda:

**RESOLUTION NO. 1
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023**

to appoint Chairperson of the Annual General Meeting

Section 1

Pursuant to Art. 409.1 of the Commercial Companies Code, the Annual General Meeting of GRENEVIA S.A. of Katowice hereby resolves to appoint Mr/Ms ... as Chairperson of the General Meeting.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 4 of the agenda:

**RESOLUTION NO. 2
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023**

to appoint the Ballot Counting Committee

Section 1

The Annual General Meeting of GRENEVIA S.A. of Katowice appoints the Ballot Counting Committee comprising: ...

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 7 of the agenda:

**RESOLUTION NO. 3
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023**

to receive the Company's financial statements for 2022

Section 1

Pursuant to Art. 395.2.1) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice receives the financial statements for the financial year 2022, comprising:

- the statement of financial position as at December 31st 2022, showing total assets and total equity and liabilities of PLN 2,633m;
- the statement of profit or loss for the period from January 1st to December 31st 2022, showing a net profit of PLN 252m;
- the statement of comprehensive income for the period from January 1st to December 31st 2022, showing total comprehensive income of PLN 282m;
- the statement of changes in equity for the financial year from January 1st to December 31st 2022, showing an increase in equity of PLN 282m;
- the statement of cash flows for the financial year from January 1st to December 31st 2022, showing a net decrease in cash of PLN 455m;
- notes, including a summary of the applied accounting policies and other explanatory notes.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. ... votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 8 of the agenda:

**RESOLUTION NO. 4
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023**

to receive the Directors' Report on the Company's and the Group's operations in 2022

Section 1

Pursuant to Art. 395.2.1) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice receives the Directors' Report on the Company's and Group's operations in 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 9 of the agenda:

RESOLUTION NO. 5
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to allocate the Company's net profit for the financial year 2022

Section 1

Pursuant to Art. 395.2.2), Art. 348.1, Art. 396.5 of the Commercial Companies Code, and pursuant to Articles 19.1–19.3 of the Articles of Association of GRENEVIA S.A. (the "Company"), the Annual General Meeting of the Company hereby resolves to allocate the Company's total net profit earned in the financial year ended December 31st 2022, of PLN 252,356,340.64, to the Company's statutory reserve funds.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 10 of the agenda:

RESOLUTION NO. 6
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to receive the consolidated financial statements for 2022

Section 1

Pursuant to Art. 395.2.1) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice receives the consolidated financial statements for the financial year 2022, comprising:

- the statement of financial position as at December 31st 2022, showing total assets and total equity and liabilities of PLN 3,670m;
- the statement of profit or loss for the financial year from January 1st to December 31st 2022, showing a net profit of PLN 120m;

- the statement of comprehensive income for the period from January 1st to December 31st 2022, showing total comprehensive income of PLN 181m;
- the statement of changes in equity for the financial year from January 1st to December 31st 2022, showing an increase in equity of PLN 214m;
- the statement of cash flows for the financial year from January 1st to December 31st 2022, showing a net decrease in cash of PLN 394m;
- notes, including a summary of the applied accounting policies and other explanatory notes.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 11 of the agenda:

RESOLUTION NO. 7
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Management Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Mr Mirosław Bendzera** of liability for his activities as President of the Management Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 8
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Management Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Ms Beata Zawiszowska** of liability for her activities as Vice President of the Management Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

RESOLUTION NO. 9
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Management Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Mr Dawid Gruszczyk** of liability for his activities as Vice President of the Management Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

RESOLUTION NO. 10
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Management Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Mr Tomasz Jakubowski** of liability for his activities as Vice President of the Management Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 11
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Management Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Mr Ireneusz Kazimierski** of liability for his activities as Vice President of the Management Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 12
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Supervisory Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Mr Tomasz Domogała** of liability for his activities as Chair of the Supervisory Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

RESOLUTION NO. 13
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Supervisory Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Mr Czesław Kisiel** of liability for his activities as Deputy Chair of the Supervisory Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

RESOLUTION NO. 14
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Supervisory Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Mr Jacek Leonkiewicz** of liability for his activities as Member of the Supervisory Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 15
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Supervisory Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Ms Dorota Wyjadłowska** of liability for his activities as Member of the Supervisory Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 16
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Supervisory Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Mr Tomasz Kruk** of liability for his activities as Member of the Supervisory Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 17
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to grant discharge from liability to member of the Supervisory Board

Section 1

Pursuant to Art. 395.2.3) of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice discharges **Mr Adam Toborek** of liability for his activities as Member of the Supervisory Board in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 12 of the agenda:

RESOLUTION NO. 18
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to provide an opinion on the Supervisory Board's Report on remuneration of members of the Management and Supervisory Boards of GRENEVIA S.A. for 2022

Section 1

Acting pursuant to Art. 395.2(1) of the Commercial Companies Code in conjunction with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, and having considered the auditor's assessment, the Annual General Meeting of GRENEVIA S.A. of Katowice (the "Company") hereby resolves to give a favourable opinion on the Supervisory Board's Report on remuneration of members of the Management and Supervisory Boards of GRENEVIA S.A. for 2022, drawn up and adopted by the Supervisory Board, attached as an appendix hereto.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 13 of the agenda:

RESOLUTION NO. 19
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to appoint a Supervisory Board Member for another term of office

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, the Annual General Meeting of GRENEVIA S.A. of Katowice appoints Mr/Ms to the Company's Supervisory Board for another joint two-year term of office.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 20
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to appoint a Supervisory Board Member for another term of office

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, the Annual General Meeting of GRENEVIA S.A. of Katowice appoints Mr/Ms to the Company's Supervisory Board for another joint two-year term of office.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 21
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to appoint a Supervisory Board Member for another term of office

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, the Annual General Meeting of GRENEVIA S.A. of Katowice appoints Mr/Ms to the Company's Supervisory Board for another joint two-year term of office.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 22
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to appoint a Supervisory Board Member for another term of office

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, the Annual General Meeting of GRENEVIA S.A. of Katowice appoints Mr/Ms to the Company's Supervisory Board for another joint two-year term of office.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 23
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to appoint a Supervisory Board Member for another term of office

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, the Annual General Meeting of GRENEVIA S.A. of Katowice appoints Mr/Ms to the Company's Supervisory Board for another joint two-year term of office.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

RESOLUTION NO. 24
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to appoint a Supervisory Board Member for another term of office

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, the Annual General Meeting of GRENEVIA S.A. of Katowice appoints Mr/Ms to the Company's Supervisory Board for another joint two-year term of office.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

RESOLUTION NO. 25
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to appoint a Supervisory Board Member for another term of office

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, the Annual General Meeting of GRENEVIA S.A. of Katowice appoints Mr/Ms to the Company's Supervisory Board for another joint two-year term of office.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

Re item 14 of the agenda:

RESOLUTION NO. 26
of the Annual General Meeting of GRENEVIA S.A.
dated June 27th 2023

to determine the remuneration of Supervisory Board Members

Section 1

Acting pursuant to Art. 392.1 of the Commercial Companies Code in conjunction with Art. 17.1.3 of the Company's Articles of Association, the Annual General Meeting of GRENEVIA S.A. of Katowice resolves not to change the amount of remuneration of GRENEVIA S.A. Supervisory Board Members appointed for another term of office, i.e. GRENEVIA S.A. Supervisory Board Members will receive monthly gross remuneration of PLN 500. Members of the GRENEVIA S.A. Audit Committee receive additional gross monthly remuneration of PLN 500.

Section 2

This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.



REPORT ON REMUNERATION OF THE MANAGEMENT AND SUPERVISORY BOARDS OF GRENEVIA S.A. FOR 2022



TABLE OF CONTENTS

REPORT ON REMUNERATION OF THE MANAGEMENT AND SUPERVISORY BOARDS

Table of contents

I. INTRODUCTION	3
GRENEVIA GROUP IN 2022	4
FINANCIAL PERFORMANCE IN 2022	5
II. TOTAL REMUNERATION OF MEMBERS OF THE MANAGEMENT AND SUPERVISORY BOARDS OF GRENEVIA S.A.	6
TOTAL REMUNERATION OF MEMBERS OF THE MANAGEMENT AND SUPERVISORY BOARDS	7
A) REMUNERATION OF MANAGEMENT BOARD MEMBERS (GROSS AMOUNTS)	8
B) REMUNERATION OF SUPERVISORY BOARD MEMBERS (GROSS AMOUNTS)	12
C) REMUNERATION FROM OTHER GROUP COMPANIES (GROSS AMOUNT IN PLN)	13
D) VALUE OF BENEFITS GRANTED TO CLOSE PERSONS OF MANAGEMENT OR SUPERVISORY BOARD MEMBERS (INCLUDED IN THE REMUNERATION OF THE MANAGEMENT OR SUPERVISORY BOARD MEMBERS)	14
E) OLD AGE AND DISABILITY PENSION SCHEMES AND EARLY RETIREMENT PROGRAMMES	14
III. REMUNERATION IN THE FORM OF OTHER FINANCIAL INSTRUMENTS	14
IV. USE OF THE OPTION TO RECLAIM VARIABLE REMUNERATION	14
V. DEVIATIONS FROM THE PROCEDURE FOR IMPLEMENTATION OF THE REMUNERATION POLICY AND DEROGATIONS UNDER ART. 90F	14
VI. ASSESSMENT OF THE APPLICATION OF PERFORMANCE CRITERIA	15
VII. Information about the annual change in remuneration, the Company's performance and the average remuneration of the Company's employees who are not Members of the Management or Supervisory Boards, for at least five most recent financial years, in aggregate	18
A) INFORMATION ABOUT THE ANNUAL CHANGE IN REMUNERATION, THE COMPANY'S PERFORMANCE AND THE AVERAGE REMUNERATION OF THE COMPANY'S EMPLOYEES WHO ARE NOT MEMBERS OF THE MANAGEMENT OR SUPERVISORY BOARDS, FOR AT LEAST FIVE MOST RECENT FINANCIAL YEARS, IN AGGREGATE	18
ASSESSMENT OF THE REMUNERATION POLICY	19
C) FINAL REMARKS	19

I. INTRODUCTION

GRENEVIA S.A. (the “Company”) has in place the ‘**Remuneration policy for Members of the Management and Supervisory Boards of FAMUR S.A.**’ (the “**Remuneration Policy**” available at <https://GRENEVIA.com/walnezgromadzenie#2020>), adopted by way of a resolution of the Company’s Annual General Meeting of June 29th 2020 (Resolution No. 23), which sets out the principles used to determine the fixed and variable components of the remuneration paid to persons covered by that policy. Its purpose is to properly determine the remuneration of persons serving as Members of the Management and Supervisory Boards, while ensuring that decisions taken in respect of such persons encourage them to further the best interests of the Company in the long term and to avoid excessive risk exposure.

This Report on Remuneration of the Management and Supervisory Boards of GRENEVIA S.A. has been prepared by the Supervisory Board of GRENEVIA S.A. in accordance with the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (also referred to as the “**Act**”) and covers the year **2022**.

The Supervisory Board of GRENEVIA S.A. has prepared this Report in accordance with the Act and the Remuneration Policy, and is responsible for its completeness, reliability and accuracy.

In addition to the Act, this Report has been prepared by reference to the provision of Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (“Shareholder Rights Directive II”, also referred to as “SRD II”) and, as an auxiliary document, draft guidelines on the standardised presentation of the remuneration report under Directive 2007/36/EC amended by Directive (EU) 2017/828 (draft guidelines of the European Commission, second version – hereinafter referred to as the “Draft Guidelines”), developed by reason of the authorisation contained in Art. 9b of SRD II, given that they set out non-binding guidelines and do not create new legal obligations and their purpose is to provide balanced and flexible data presentation guidance for remuneration reporting in order to ensure transparent, uniform and clear data reporting.

This Remuneration Report has been structured according to Art. 90 g of the Act and sections of the Draft Guidelines, with the proviso that where no data relating to a given aspect is available, this is clearly stated, without omission.

All remuneration disclosed in this Report is presented in gross amounts.

The table below provides the composition of the Management Board:

Full name
Composition of the Management Board in the period January 1st–December 31st 2022
1) Mirosław Bendzera
2) Beata Zawiszowska
3) Dawid Gruszczyk
4) Tomasz Jakubowski
5) Ireneusz Kazimierski (until December 31st 2022)

The table below provides the composition of the Supervisory Board:

Full name
Composition of the Supervisory Board in the period January 1st–December 31st 2022
1) Tomasz Domogała
2) Czesław Kisiel
3) Jacek Leonkiewicz
4) Dorota Wyjadłowska
5) Tomasz Kruk
6) Adam Toborek

GRENEVIA Group in 2022

The key project initiated in 2022, which has fundamentally affected the Company's operations, was its organisational restructuring. With a view to ensuring effective management of our existing businesses and seamless integration of new companies focusing on the green transition opportunities into our Group, in the first step we divided FAMUR's resources into two areas: the FAMUR operations segment (which prepares its own set of accounts) and the corporate management holding segment. The changes led to the creation of a new brand: Grenevia, which became an active investor that integrates and develops operations in four business segments, including: utility-scale solar projects and solar PV solutions for businesses supplied by Projekt Solartechnik; battery, energy storage and electric mobility systems offered by Impact Clean Power Technology; modern industrial automation equipment and solutions for the power distribution sector based on Elgór + Hansen's capabilities; and technologies and products for the mining and wind power sectors, which will continue to be offered under the FAMUR brand. The new structure and name are the outcome of the transformation pursued in line with the Group's new strategic directions announced in May 2021. Currently, Grenevia's focus is on building the value of its individual segments, which support the evolution towards a low-carbon economy.

Concurrently, the Group has integrated ESG as a fundamental element of its business strategy. This is reflected in its Sustainable Development Strategy for 2023–2030 as presented in January 2023, which aligns with the DNA and operational mode of the entire organisation.

The Sustainable Development Strategy, developed in the second half of 2022 in collaboration with the consulting firm EY, combines the Group's business model transformation strategy with an ESG agenda and relies on five pillars reflecting sustainable development from the perspective of Grenevia and intended to guide its activities in this area going forward. The selection of those pillars was preceded by a thorough analysis of global megatrends, with a focus on emissions reduction and responsible resource use as drivers for the energy transition in the global economy.

The Grenevia Group has been and will continue to be a socially responsible organisation, aiming to grow its business sustainably, with due regard paid to the interests of all stakeholders, in particular shareholders, employees and local communities.

In conducting its activities, Grenevia is guided by the sense of responsibility towards its external stakeholders and attaches great importance to safety and environmental protection.

Russia's aggression against Ukraine, an unprecedented event in the recent history of Europe, underscored the importance of solidarity and support for the Ukrainian community. Grenevia employees' dedication brought tangible results in the form of numerous aid initiatives for victims of the war.

After the imposition of sanctions following the outbreak of the war, the Company took a responsible and professional approach to fulfilling the resulting obligations. It chose to withdraw from newly signed contracts for the supply of machinery to be used in the territory of the Russian Federation, totalling approximately PLN 130m. Grenevia also resolved not to bid for any new longwall system delivery contracts. As a result, the total value of bids for the supply of new machinery and equipment to the Russian market that the Group has foregone since the start of the war is estimated to be around EUR 200m. Its activity was limited to performing existing contracts and supplying spare parts and equipment primarily intended to meet warranty and post-warranty obligations by the Group's subsidiary in Russia as well as activities enabling it to complete those tasks. After a number of events occurred as a result of which the Company became unable to use its powers to exercise influence on the operations and performance of OOO FAMUR in accordance with the International Accounting Standards, at the end of August 2022 Grenevia reported loss of control of its Russian maintenance company and reclassified it to discontinued operations, and in March 2023 the divestment process was commenced.

During the latter part of 2022, the Group worked intensely on expanding its business activities in line with the adopted development directions. On November 8th 2022, it acquired an equity interest in Impact Clean Power Technology for approximately EUR 59m. The shares represented 51% of the acquiree's share capital, carrying around 59% of total voting rights at its General Meeting. The transaction was financed with proceeds from the PLN 400m issue of green bonds in 2021, which had been earmarked for investments in the sustainable development of the Group in accordance with the Green Bond Framework.

Another important initiative designed to change the Group's profile was undertaken in its traditional business area, i.e. the FAMUR segment. Based on its existing machine park and many years' experience in engineering, manufacturing and repairing gearboxes for various industry applications, Grenevia launched a range of services consisting in repair/refurbishment and maintenance of gearboxes used in wind turbines with capacities of up to 2MW. With the Company's current scope and scale of operations, this did not require any major capital expenditure.

In 2022, having obtained the necessary certificates and authorisations, Grenevia repaired a number of gearboxes, and completed an operational start-up of the first gearbox with a pilot operation monitoring system.

Financial performance in 2022

In 2022, the Grenevia Group generated PLN 1,296m in revenue. This means a year-on-year increase of 27%, achieved on the back of higher revenue in the FAMUR segment, stable revenue from external customers in the Power Engineering segment, and first-time consolidation of the new PV and E-mobility segments. Export revenue reached 40%, and was mainly attributable to supplies to the US, Indonesia, and China. The share of revenue from Russia in total revenue fell to approximately 9% (from 23% in 2021); this revenue was generated mainly in connection with the completion of contracts signed before the outbreak of the war in Ukraine.

The higher revenue translated into a PLN 103m increase in EBITDA, to PLN 406m, with EBITDA margin at 31%. As a result, the Group reported a net profit of PLN 120m. Operating cash flows were negative, at PLN -8m, which was due mainly to expenditure on the development and construction of solar PV farms. As at December 31st 2022, the Group's net debt stood at PLN 124m and was chiefly related to the purchase of shares in Impact.



II. TOTAL REMUNERATION OF MEMBERS OF THE MANAGEMENT AND SUPERVISORY BOARDS OF GRENEVIA S.A.





Total remuneration of Members of the Management and Supervisory Boards

In accordance with the Remuneration Policy, a Management Board Member may be awarded:

- fixed remuneration – determined on an individual basis for each Management Board Member;
- variable remuneration depending on the level of achievement of individual targets (i.e. performance-related, budget-related, task-related and discretionary targets) – determined on an individual basis for each Management Board Member;
- cafeteria system benefits – determined on an individual basis for each Management Board Member;
- additional bonus and the right to use the Company's property that may be granted subject to the rules provided for in the Remuneration Policy.

Pursuant to the Remuneration Policy, Supervisory Board Members receive single-component fixed monthly remuneration in the amount defined in a resolution of the General Meeting. Remuneration of Supervisory Board Members does not represent a material item of the Company's operating expenses.

Since 2020, the legal basis for remunerating Members of the Management and Supervisory Boards of GRENEVIA S.A. has been their appointment arrangements. Provided below is a comprehensive overview of remuneration, including all benefits, regardless of their form, received by or due to individual Members of the Management Board and the Supervisory Board in 2022 in accordance with the Remuneration Policy.

A) REMUNERATION OF MANAGEMENT BOARD MEMBERS (gross amounts)

Full name/function on the Management Board and period of service			
(PLN) for 2022	Mirosław Bendzera	Beata Zawiszowska	Dawid Gruszczyk
Fixed remuneration	646,000 fixed remuneration to total remuneration (%): 77.2%	536,000 fixed remuneration to total remuneration (%): 88.6%	472,000 fixed remuneration to total remuneration (%): 85%
Cafeteria system benefits	13,159 cafeteria benefits to total remuneration (%): 1.6%	10,360 cafeteria benefits to total remuneration (%): 1.7%	10,600 cafeteria benefits to total remuneration (%): 1.9%
Fringe benefits	88,085, including: - Company car with a fuel card (lump sum for non-business use) – PLN 4,400 - mobile phone - computer (laptop) - medical package – PLN 537 - accommodation – PLN 80,300 - business travel – PLN 2,848 fringe benefits to total remuneration (%): 10.5%	5,034, including: - Company car with a fuel card (lump sum for non-business use) – PLN 4,400 - mobile phone - computer (laptop) - medical package – PLN 537 - business travel – PLN 97 fringe benefits to total remuneration (%): 0.8%	12,510, including: - Company car with a fuel card (lump sum for non-business use) – PLN 4,400 - mobile phone - computer (laptop) - medical package – PLN 537 - business travel – PLN 3,028 - English language learning – PLN 4,545 fringe benefits to total remuneration (%): 2.3%
Variable remuneration	89,870, including: performance-based component of variable remuneration for 2021 paid in 2022 variable remuneration to total remuneration (%): 10.7% The target-based component of variable remuneration for 2022 will be determined and settled in 2023	53,315 including: performance-based component of variable remuneration for 2021 paid in 2022 variable remuneration to total remuneration (%): 8.8% The target-based component of variable remuneration for 2022 will be determined and settled in 2023	60,283 including: performance-based component of variable remuneration for 2021 paid in 2022 variable remuneration to total remuneration (%): 10.9% The target-based component of variable remuneration for 2022 will be determined and settled in 2023
Total remuneration	837,114	604,709	555,393

(PLN) for 2022	Tomasz Jakubowski	Ireneusz Kazimierski
Fixed remuneration	481,000 fixed remuneration to total remuneration (%): 80.4%	440,000 fixed remuneration to total remuneration (%): 32%
Cafeteria system benefits	32,300 cafeteria benefits to total remuneration (%): 5.4%	26,337 cafeteria benefits to total remuneration (%): 1.9%
Fringe benefits	4,483, including: - Company car with a fuel card (lump sum for non-business use) – 4,400 - mobile phone - computer (laptop) - business travel – PLN 83 fringe benefits to total remuneration (%): 0.7%	16,815, including: - Company car with a fuel card (lump sum for non-business use) – 4,400 - mobile phone - computer (laptop) - English language learning – PLN 8,615 - accommodation for the duration of performing duties in Katowice – 3,800 fringe benefits to total remuneration (%): 1.2%
Variable remuneration	80,113, including: performance-based component of variable remuneration for 2021 paid in 2022 variable remuneration to total remuneration (%): 13.4% The target-based component of variable remuneration for 2022 will be determined and settled in 2023	91,274, including: performance-based component of variable remuneration for 2021 paid in 2022 variable remuneration to total remuneration (%): 6.6% The target-based component of variable remuneration for 2022 will be determined and settled in 2023
Additional bonuses		800,000 additional bonuses to total remuneration (%): 58.2%
Total remuneration	597,896	1,374,426

Explanations and discussion:

1) Base salary is fixed monthly remuneration paid for service on the Management Board, awarded individually by way of a resolution of the Supervisory Board (ranging between PLN 10,000 and PLN 75,000). In 2022, the base salaries of Management Board Members, as shown in the table above, were within the range provided for in the Remuneration Policy.

2) 'Cafeteria system benefits' are provided by enabling a Management Board Member to use an online platform ("the System"). Via the System, a Management Board Member may select – from a package granted to them individually by the Supervisory Board – benefits, vouchers or subscription packages specified in the System, for themselves or their close persons, by redeeming Points (1 point equalling PLN 1.00) to purchase or order benefits, vouchers or subscription packages in the System. The gross value of a package that can be granted to a Management Board Member under this Remuneration Policy is between PLN 12,000 and PLN 36,000 per year. The Supervisory Board will determine, in a separate resolution, the type of package allocated in the System to a given Management Board Member, specifying its annual value, i.e. the value for the entire year of serving on the Management Board, converted in the System into Points for purchasing or ordering benefits, vouchers or subscription packages. The table shows the number of points – benefits received by a Management Board member in 2022.

3) As regards fringe benefits, in order to facilitate proper performance of duties by Management Board Members, GRENEVIA S.A. may provide them with the following property:

- a company car with a fuel card, or coverage of the cost of travel by other means of transport,
- a mobile phone,
- a computer (laptop),
- dwellings/accommodation – to be used free of charge, or rented at below-market prices. Decisions in this respect are made by the Supervisory Board depending on the Company's needs and capacities.

The choice of property is made by the Supervisory Board, with the proviso that the total gross amount spent on using such property may not exceed PLN 450,000 per year.

The Company may decide to give its consent for a Management Board Member to improve their qualifications and cover, in whole or in part, the costs of training and studies, including postgraduate or foreign language courses. The Supervisory Board may give its consent to the foregoing by way of a resolution. The annual amount of allowances for those purposes is not capped as, due to their nature, decision-making depends on the Company's needs, which are fast-changing and difficult to predict.

The Company may also finance medical packages for a Management Board Member on the terms applicable to the Company's employees (i.e. with the same value as those granted to the Company's employees). A decision in this respect is made by the Supervisory Board by way of a resolution.

In 2022, five Members of the Management Board used basic benefits such as a company car with a fuel card. The Supervisory Board resolved on the use residential accommodation free of charge. In 2022, two Members of the Management Board took a foreign language course. Three Management Board Members use a medical package on the terms applicable to the Company's employees.

4) Variable remuneration depending on the level of achievement of individual targets set for Management Board Members (i.e., performance-related, budget-related, task-related and discretionary targets). Variable remuneration is granted to Management Board Members for a full calendar year. The targets and tasks assigned during a calendar year are valid until the end of that year (year n). A final assessment of the achievement of the performance-related, budget-related, task-related targets and/or targets subject to discretionary evaluation is made by the Supervisory Board within one month of the Supervisory Board's receipt of the target achievement report from a Management Board Member and the Company's audited financial statements for the previous financial year. The Management Board Member's right to variable remuneration (each component thereof) is at all times conditional upon their holding of the office as at September 30th of year n. The maximum annual variable remuneration for a Management Board Member may reach up to 100% of the annual fixed remuneration, provided that all targets and tasks have been achieved in 100%, and, additionally, when performance- or budget-related targets are achieved in more than 100%, the variable remuneration of a Management Board Member may exceed the maximum amount specified above, but may not exceed 150% of the Management Board Members' annual fixed remuneration. The above rules on the proportion of fixed and variable remuneration do not apply to variable remuneration for 2021, whose part was paid in advance in 2021 and as such was presented in the 2021

Remuneration Report and whose performance-based component was settled in 2022 following final evaluation and determination by the Supervisory Board and such is presented in this 2022 Remuneration Report.

In 2022, the proportion of the performance-based component of variable remuneration for 2021 paid in 2022 to fixed remuneration paid to the Management Board members was 14.56%.

That proportion is 87.81% if the amount of the performance-based component for 2021 paid in 2021 pursuant to a Supervisory Board resolution is included in the calculation.

In 2022, targets were set for the Management Board as the basis of eligibility of Management Board Members to earn variable remuneration. As at the date of this Report, achievement of the targets has been partly evaluated. Its final evaluation and settlement of the variable remuneration due will take place in 2023 and as such will be covered by the 2023 Remuneration Report.

6) Additional bonus. Pursuant to the Remuneration Policy, as a reward for outstanding achievements, including for significant commitment to the Company's operations or transactions of particular importance to the Company, or for vital contribution to the implementation of the Company's strategy, a Management Board Member may receive a one-off bonus ranging from 50% to 250% of their fixed gross annual remuneration. The aggregate amount of bonuses granted in a given year to a Management Board Member may not exceed 250% of their fixed gross annual remuneration. In 2022, one bonus was awarded – to Ireneusz Kazimierski.

7) When a Management Board Member resigns or is removed from the office, they are entitled to severance pay, in accordance with the Remuneration Policy.

The relative proportions of these components are consistent with the Remuneration Policy, which provides that – the proportion of variable remuneration depending on a Management Board Member's performance and achievement of targets relative to the remuneration due to such Management Board Member (fixed remuneration plus variable remuneration, as described in Section V.3 of the Remuneration Policy) may not exceed 150% of their fixed gross annual remuneration, and its amount may not lead to such Management Board Member becoming financially dependent on that component.

– the proportion of variable remuneration (as described in Section V.3 of the Remuneration Policy) to fixed remuneration may not exceed 150% of a Management Board Member's fixed annual remuneration.

However, it should be noted that at the request of the Management Board of GRENEVIA S.A. and with the consent of the Supervisory Board a significant portion of the variable remuneration due for the implementation of the targets set for 2021 was paid in December 2021, with the remainder settled in 2022 following final determination of the total amount of that remuneration.



B) REMUNERATION OF SUPERVISORY BOARD MEMBERS (gross amounts)

For 2022 PLN

Full name of Supervisory Board Member	Fixed remuneration in 2022
Tomasz Domogała	6,000
Czesław Kisiel	6,000
Jacek Leonkiewicz	12,000
Dorota Wyjadłowska	12,000
Adam Toborek	6,000
Tomasz Kruk	12,000

Supervisory Board Members perform their duties on the basis of appointment made in accordance with the Commercial Companies Code and the Articles of Association of GRENEVIA S.A. They are not employed by the Company under employment or civil-law contracts, including in any other capacity, in order to ensure their impartiality and avoid any conflict of interest. Supervisory Board Members receive single-component fixed monthly remuneration in the gross amount defined in a resolution of the General Meeting, ranging between PLN 250 and PLN 2,500.00. The amount of remuneration does not depend on the number of Supervisory Board meetings in a given month or a Supervisory Board Member's presence at such meetings.

c) REMUNERATION FROM OTHER GROUP COMPANIES (gross amount in PLN)

Full name and function on the Management Board	Remuneration, including company name and remuneration type and amount	2022
Beata Zawiszowska	Member of the Supervisory Board of Elgór+Hansen S.A. Member of the Management Board of Famur Finance Sp. z o.o. Member of the Supervisory Board of Mining Equipment Finance Sp. z o.o. Member of the Supervisory Board of Projekt-Solartech S.A. (from September 1st 2022) Member of the Supervisory Board of Impact Sp. z o.o. (from December 6th 2022)	24,000 2,400 2,000 600 209.68
Mirosław Bendzera	Chairman of the Supervisory Board of Elgór+Hansen S.A. Chairman of the Supervisory Board of Primetech S.A. Chairman of the Supervisory Board of Mining Equipment Finance Sp. z o.o. President of the Management Board of Famur Solar sp. z o.o. Member of the Supervisory Board of Projekt-Solartech S.A. (from January 14th 2023) Member of the Supervisory Board of Impact Sp. z o.o. (from December 6th 2022)	24,000 6,000 2,000 3,000 2,200 209.68
Tomasz Jakubowski	Member of the Supervisory Board of Elgór+Hansen S.A. Member of the Supervisory Board of Primetech S.A. (from June 22nd 2022)	24,000 3,166
Dawid Gruszczyk	Secretary of the Supervisory Board of Elgór+Hansen S.A. Member of the Supervisory Board of Primetech S.A.	24,000 6,000
Ireneusz Kazimierski	Member of the Management Board of Impact Sp. z o.o. (from March 8th to June 19th 2022 appointment without the right to remuneration; remuneration earned for the period from June 20th to December 31st 2022)	32,767.82
Dorota Wyjadłowska	Member of the Supervisory Board of Primetech S.A.	12,000
Tomasz Domogała	Chair of the Supervisory Board of Projekt-Solartech S.A. from January 14th to August 31st 2022	1,600
Jacek Leonkiewicz	Chair of the Supervisory Board of Impact Sp. z o.o. from June 20th 2022	1,500
Adam Toborek	Member of the Supervisory Board of Elgór+Hansen S.A. (from December 15th 2022) Member of the Supervisory Board of Impact Sp. z o.o. (from June 20th to December 5th 2022) Chair of the Supervisory Board and earlier Member of the Supervisory Board of Projekt-Solartech S.A. (from January 14th 2022)	1,000 1,290.32 2,200
Tomasz Kruk	Member of the Supervisory Board of Primetech S.A.	12,000 + 214.69 reimbursement of contributions

Pursuant to the Remuneration Policy, Members of the Company's Management and Supervisory Boards may, subject to and to the extent permitted by applicable laws, serve on the governing bodies of other GRENEVIA Group companies and enter into contracts with such companies, as and when needed. This, however, must not adversely affect the performance of their duties as a Member of the Company's Management Board or Supervisory Board. The Group means all subsidiaries of GRENEVIA S.A. and their respective subsidiaries.

d) VALUE OF BENEFITS GRANTED TO CLOSE PERSONS OF MANAGEMENT OR SUPERVISORY BOARD MEMBERS (INCLUDED IN THE REMUNERATION OF THE MANAGEMENT OR SUPERVISORY BOARD MEMBERS)

No such benefits were granted in 2022.

e) OLD AGE AND DISABILITY PENSION SCHEMES AND EARLY RETIREMENT PROGRAMMES

GRENEVIA S.A. does not operate any additional old age and disability pension schemes or early retirement programmes for members of the Management or Supervisory Boards.

III. REMUNERATION IN THE FORM OF OTHER FINANCIAL INSTRUMENTS

The Remuneration Policy does not provide for remuneration of Management or Supervisory Board Members in the form of financial instruments, and no such remuneration was awarded in 2022.

IV. USE OF THE OPTION TO RECLAIM VARIABLE REMUNERATION

In 2022, the option to reclaim variable remuneration components from a Management or Supervisory Board Member was not used as there was no need and no grounds for doing so.

V. DEVIATIONS FROM THE PROCEDURE FOR IMPLEMENTATION OF THE REMUNERATION POLICY AND DEROGATIONS UNDER ART. 90F

The Remuneration Policy applied by GRENEVIA S.A. was adopted in accordance with the Act. Having analysed the above data, it should be concluded that the Company paid remuneration to the Management and Supervisory Board Members fully in compliance with the Remuneration Policy, discharging its obligation under Art. 90e.1 of the Act. No measures were taken that could be considered derogations under Art. 90f of the Act.

VI. ASSESSMENT OF THE APPLICATION OF PERFORMANCE CRITERIA

The performance criteria presented in the table pertain to the targets set for 2021, for which remuneration was partly paid in 2021. The performance-related target was settled in 2022 and presented in this report in dark blue.

2021 (PLN) Full name Function and position	Description of the performance criteria and type of applicable remuneration*	Relative weighting	Scope of performance criteria		Result (actual performance) and actual award	Notes
			Minimum target/threshold performance and corresponding award	Maximum target/threshold performance and corresponding award		
Mirosław Bendzera President of the Management Board	Performance-related targets	31.1 %		200%	89,870.00	*An advance payment of PLN 482,163 was made in 2021. The performance-related target was settled in 2022.
	Task-related targets	27.3 %		100%	*107,633.00	
	Budget-related targets	27.3 %		200%	*297,000.00	
	Discretionary targets	14.3 %		100%	*77,500.00	
Beata Zawiszowska VP of the Management Board	Performance-related targets	32%		200%	53,315.00	*An advance payment of PLN 393,900 was made in 2021. The performance-related target will be settled in 2022.
	Task-related targets	29%		100%	*113,400.00	
	Budget-related targets	29%		200%	*243,000.00	
	Discretionary targets	10%		100%	*40,500.00	
Dawid Gruszczyk VP of the Management Board	Performance-related targets	32%		200%	60,283.00	*An advance payment of PLN 337,860 was made in 2021. The performance-related target will be settled in 2022.
	Task-related targets	29%		100%	*85,860.00	
	Budget-related targets	29%		200%	*216,000.00	
	Discretionary targets	10%		100%	*36,000.00	
Adam Toborek (until June 21st 2021) VP of the Management Board	Performance-related targets	32%		200%	**	** the bonus was awarded for the achievement of targets in the period and totalled 297,000.
	Task-related targets	29%		100%		
	Budget-related targets	29%		200%		
	Discretionary targets	10%		100%		
Tomasz Jakubowski VP of the Management Board	Performance-related targets	32%		200%	80,113.00	*An advance payment of PLN 317,400 was made in 2021. The performance-related target will be settled in 2022.
	Task-related targets	29%		100%	*65,400.00	
	Budget-related targets	29%		200%	*216,000.00	
	Discretionary targets	10%		100%	*36,000.00	
Ireneusz Kazimierski VP of the Management Board	Performance-related targets	32%		200%	91,274.00	*An advance payment of PLN 317,400 was made in 2021. The performance-related target will be settled in 2022.
	Task-related targets	29%		100%	*68,344.00	
	Budget-related targets	29%		200%	*243,000.00	
	Discretionary targets	10%		100%	*40,500.00	

The performance criteria presented in the table pertain to the targets set for 2022, the achievement of which will be evaluated in 2023 and remuneration for which will be paid in 2023.

2022 (PLN) Full name Function and position	Description of the performance criteria and type of applicable remuneration*	Relative weighting	Scope of performance criteria		Achievable result (actual performance) and actual award	Notes
			Minimum target/threshold performance and corresponding award	Maximum target/threshold performance and corresponding award		
Mirosław Bendzera President of the Management Board	Performance-related targets	30%		200%	359,476.00	
	Task-related targets	30%		100%	164,250.00	
	Budget-related targets	30%		200%	328,500.00	
	Discretionary targets	10%		100%	82,750.00	
Beata Zawiszowska VP of the Management Board	Performance-related targets	30%		200%	294,328.00	
	Task-related targets	30%		100%	137,250.00	
	Budget-related targets	30%		200%	274,500.00	
	Discretionary targets	10%		100%	45,750.00	
Dawid Gruszczyk VP of the Management Board	Performance-related targets	30%		200%	261,754.00	
	Task-related targets	30%		100%	121,500.00	
	Budget-related targets	30%		200%	243,000.00	
	Discretionary targets	10%		100%	40,500.00	
Ireneusz Kazimierski VP of the Management Board	Performance-related targets	30%		200%		*Due to the nature of the tasks set for 2022, no MBO was not defined, and the fulfilment of the tasks was compensated by awarding an additional bonus paid pursuant to a Supervisory Board resolution.
	Task-related targets	30%		100%		
	Budget-related targets	30%		200%		
	Discretionary targets	10%		100%		
Tomasz Jakubowski VP of the Management Board	Performance-related targets	30%		200%	261,754.00	
	Task-related targets	30%		100%	123,750.00	
	Budget-related targets	30%		200%	247,500.00	
	Discretionary targets	10%		100%	41,250.00	

The Company applies both financial and non-financial performance criteria set out in the Remuneration Policy to variable remuneration for Members of the Management Board. The Policy specifies:

- minimum expected net profit of the Company or the Group (depending on the decision of the Supervisory Board),
- actual net profit (as disclosed in the audited financial statements of the Company or the Group in which a Management Board Member serves on the Management Board), adjusted for non-recurring, extraordinary or non-operating items,
- net debt of the Company.

As regards the discretionary component of variable remuneration, the following were evaluated:

- achievement of targets and tasks important to the Company, assigned to the Management Board on an ad hoc basis, other than performance-related, budget-related and task-related targets associated with the variable remuneration component,
- contribution to the implementation of the Company's strategy,
- Management Board Member's attitude in the light of the following values:

a) faith – understood as:

- having faith that a common vision can be accomplished,
- acting in accordance with the adopted value system,
- focus on the future,
- faith in investing in development and education.

b) responsibility – understood as:

- making brave and informed decisions,
- taking responsibility for one's own and the team's decisions and actions,
- taking initiative,
- always acting in the Company's best interest,

c) cooperation – understood as:

- we are a close-knit team of people who trust one another
- we listen to and learn from others, making sure all voices are heard in a discussion
- once a decision is made, we work together towards the goal
- we are happy about achievements of our people, promoting them within the organisation

d) openness – understood as:

- loyalty and open and frank communication,
- respect for diversity of views and opinions,
- being open to change and innovation,
- willingness to discuss errors and learn from them.

e) reliability – understood as:

- keeping one's word in all circumstances,
- being reliable and honest,
- respecting the principles of fair play,
- fulfilling one's obligations.

VII. INFORMATION ABOUT THE ANNUAL CHANGE IN REMUNERATION, THE COMPANY'S PERFORMANCE AND THE AVERAGE REMUNERATION OF THE COMPANY'S EMPLOYEES WHO ARE NOT MEMBERS OF THE MANAGEMENT OR SUPERVISORY BOARDS, FOR AT LEAST FIVE MOST RECENT FINANCIAL YEARS, IN AGGREGATE

A) INFORMATION ABOUT THE ANNUAL CHANGE IN REMUNERATION, THE COMPANY'S PERFORMANCE AND THE AVERAGE REMUNERATION OF THE COMPANY'S EMPLOYEES WHO ARE NOT MEMBERS OF THE MANAGEMENT OR SUPERVISORY BOARDS, FOR AT LEAST FIVE MOST RECENT FINANCIAL YEARS, IN AGGREGATE

As data is presented for incomplete periods, a percentage presentation could be misleading to the user, therefore a year-on-year comparison of the remuneration is presented.

	2022	2021	2020	2019	2018	2017
Average remuneration of a Management Board Member in the years stated.	793,908	1,487,664.86	499,155	1,161,732	638,513	666,174

	2022	2021	2020	2019	2018	2017
Average remuneration of a Supervisory Board Member in the years stated.	9,000	9,077	9,084	8,510	7,568	2,387

	2022	2021	2020	2019	2018	2017
Average remuneration of full-time employees of the Company other than Management and Supervisory Board Members	7,830	6,864	6,718	5,204	5,524	5,314
Net profit (PLNm)	120	35	169	161	153	41
Revenue (PLNm)	1,296	916	965	1,588	1,384	941
EBITDA	406	229	396	515	366	208

Given the relatively immaterial impact of the other Group companies on the Company's key performance figures, the Company has only presented data for GRENEVIA S.A. in this Report on Remuneration of the Management and Supervisory Boards.

ASSESSMENT OF THE REMUNERATION POLICY

In the Supervisory Board's opinion, remuneration in 2022 was awarded and paid in accordance with the Remuneration Policy. Based on the data contained in this Report, the Supervisory Board of GRENEVIA S.A. has determined that the Company is pursuing a stable remuneration policy that promotes the Company's growth and security, and that the existing practices with respect to variable remuneration management meet the criteria set out in the Policy. The Remuneration Policy is effective and meets the objectives set out below:

- enabling the recruitment of top-class specialists and managers to serve on the Company's Management and Supervisory Boards, who will ensure the Company's continued business success and stability;
- adapting to the growing demand for high managerial competencies, which go hand in hand with financial expectations;
- implementing an efficient and effective remuneration system motivating Board Members to develop the Company and pursue its objectives and strategies, by linking (the variable) part of remuneration to the Company's performance and achievement of individual targets (KPIs);
- supporting sound and effective risk management, and discouraging Board Members from taking excessive risks beyond accepted limits.

The fixed and variable remuneration as well as other benefits comprising total remuneration of Management and Supervisory Board Members are reasonable in relation to the Company's financial performance and its total costs and expenses.

C) FINAL REMARKS

This Report will be submitted for an opinion to a statutory auditor in accordance with Art. 90g.10 of the Act in order to determine whether it contains all data required by law, and subsequently it will be submitted for consideration to the General Meeting of GRENEVIA S.A. for the purpose of passing a resolution (advisory in nature) providing an opinion on this Report. Next, this Report will be published on the Company's website and will remain available free of charge for at least ten years from the date of closing of that General Meeting.

Signatures of the Supervisory Board Members who have prepared this Report:

INDEPENDENT AUDITOR'S REPORT ON THE PERFORMANCE OF A REASONABLE ASSURANCE ENGAGEMENT TO ASSESS A REMUNERATION REPORT

To the General Meeting and Supervisory Board of Grenevia S.A.

We have been engaged to assess the accompanying remuneration report of Grenevia S.A. (the "Company") for 2022 in terms of its completeness, i.e., to assess whether it contains all the information required to be disclosed under Art. 90g.1-5 and Art. 90g.8 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (consolidated text: Dz.U. of 2022, item 2554) (the "Public Offering Act").

Identification of the criteria and description of the subject matter of the engagement

The remuneration report was drawn up by the Supervisory Board to fulfil the requirements of Art. 90g.1 of the Public Offering Act. The applicable requirements for a remuneration report are laid down in the Public Offering Act.

The requirements referred to in the preceding sentence form the basis for preparation of a remuneration report and, in our opinion, constitute appropriate criteria to provide a reasonable assurance conclusion.

Pursuant to Art. 90g.10 of the Public Offering Act, the remuneration report must be assessed by a statutory auditor to ascertain whether it contains the information required under Art. 90g.1-5 and Art. 90g.8 of the Public Offering Act. This report is provided to fulfil this requirement.

We understand the statutory auditor's assessment referred to in the preceding sentence, providing the basis for us to form a reasonable assurance conclusion, as the assessment whether the scope of information disclosed in the remuneration report is, in all material respects, complete and the information is disclosed with such level of detail as required by the Public Offering Act.

Responsibility of the Supervisory Board Members

Pursuant to the Public Offering Act, Members of the Company's Supervisory Board are responsible for preparing a remuneration report in accordance with the applicable laws, in particular for the completeness of the report and for information contained therein.

The Supervisory Board is also responsible for designing, implementing and maintaining a system of internal controls to ensure that a complete remuneration report free from any material misstatements, whether due to fraud or error, is prepared.

Responsibility of the auditor

Our objective was to assess the completeness of information contained in the accompanying remuneration report in relation to the criterion set out in the Identification of the criteria and description of the subject matter of the engagement section, and to express, on the basis of evidence obtained, an independent conclusion from our reasonable assurance engagement.

We have performed the engagement in accordance with National Standard on Assurance Engagements Other than Audits and Reviews 3000 (Z) compliant with International Standard on Assurance Engagements 3000 (Revised) - Assurance Engagements Other than Audits or Reviews of Historical Financial Information, adopted by Resolution 3436/52e/2019 of the National Council of Statutory Auditors of April 8th 2019, as amended ("NSAE 3000 (Z)").

The Standard requires the auditor to plan and perform the relevant procedures so as to obtain

reasonable assurance that the remuneration report was prepared in accordance with the specified criteria.

Reasonable assurance is a high level of assurance but is not a guarantee that a service performed in accordance with KSUA 3000 (Z) will always detect a material misstatement.

The procedures selected depend on the auditor's judgement, including assessment of the risk of a material misstatement, whether due to fraud or error. When assessing the risk, the auditor considers the internal controls relevant to the preparation of a complete report in order to plan appropriate procedures that will provide the auditor with sufficient appropriate evidence. We have not assessed the functioning of the internal control system to express a conclusion on its effectiveness.

Summary of the work performed and limitation of our procedures

The procedures we planned and performed included in particular:

- reviewing the remuneration report and comparing the information contained therein against the applicable requirements;
- reviewing the General Meeting's resolutions related to the remuneration policy for Members of the Management Board and Supervisory Board, as well as the specific resolutions of the Supervisory Board;
- establishing, based on a comparison against corporate documents, the list of persons with respect to whom information is required to be disclosed in the remuneration report, and determining, by making enquiries of the persons responsible for preparing the remuneration report and, where seen fit, also directly of the persons to whom the requirement to provide information applies, as to whether all information required by the criteria for preparing the remuneration report has been disclosed.

Our procedures were intended solely to obtain evidence that the information provided by the Supervisory Board in the remuneration report is complete in light of the applicable requirements. The purpose of our work was not to assess whether the information contained in the remuneration report was sufficient in view of the purpose of its preparation, or to assess the correctness and reliability of such information, in particular the amounts disclosed therein, including historical estimates, figures, dates, breakdowns, allocation methods or compliance with the remuneration policy adopted by the Management Board.

The remuneration report has not been audited within the meaning of the National Standards on Auditing. In the course of our assurance procedures, we did not audit or review the information used to prepare the remuneration report and therefore we do not accept any responsibility for issuing or updating any reports or opinions on the Company's historical financial information.

We believe that the evidence we obtained is sufficient and appropriate to provide a basis for our conclusion expressed below.

Ethical requirements, including independence

In performing the engagement, the statutory auditor and the audit firm complied with the independence and other ethical requirements set out in the International Code of Ethics for Professional Accountants (including International Independence Standards) of the International Ethics Standards Board for Accountants, adopted by Resolution No. 3431/52a/2019 on the principles of professional ethics for auditors, passed by the National Council of Statutory Auditors on March 25th 2019 (the "IESBA Code"). The IESBA Code is based on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional conduct. We also complied with other independence and ethical requirements applicable to this assurance engagement in Poland.

Quality control requirements

The audit firm applies National Standards on Quality Control as defined in International Standard on Quality Control 1 - Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, adopted by Resolution No. 38/1/2022 of the Board of the Polish Audit Supervision Agency, dated November 15th 2022 (“NSQC”).

In accordance with the NSQC requirements, the audit firm maintains a comprehensive quality control including documented policies and procedures for compliance with the ethical requirements, professional standards and applicable laws and regulations.

Conclusion

The auditor’s conclusion has been formed on the basis of the matters described above and should therefore be read with due account taken of those matters.

In our opinion, the accompanying remuneration report contains, in all material respects, all the elements listed in Art. 90g.1–5 and Art. 90g.8 of the Public Offering Act.

Disclaimer

This report prepared by BDO spółka z ograniczoną odpowiedzialnością sp.k. for the General Meeting and Supervisory Board of Grenevia S.A. is intended solely for the purpose described in the Identification of the criteria and description of the subject matter of the engagement section and should not be used for any other purposes. Accordingly, BDO spółka z ograniczoną odpowiedzialnością sp.k. disclaims any liability, whether contractual or non-contractual (including for negligence), with respect to any third parties in the context of this report. This does not release us from liability in situations where such release is excluded by law.

Marcin Krupa

Auditor Reg. No. 11142

Performing the engagement on behalf of

BDO spółka z ograniczoną odpowiedzialnością sp.k. of Warsaw entered in the list of audit firms under Reg. No. **3355**

Katowice, May 29th 2023

Resolution No. 738/XIV/2023
of the Supervisory Board of GRENEVIA S.A.
dated May 26th 2023

on the preparation and adoption of the 'Report on remuneration of the Management and Supervisory Boards of GRENEVIA S.A. for 2022'

Section 1

1. Acting pursuant to Art. 90g of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (Dz.U. 2021.1983 of November 2nd 2021), the Supervisory Board of GRENEVIA S.A. of Katowice resolves to prepare and adopt the 'Report on remuneration of the Management and Supervisory Boards of GRENEVIA S.A. for 2022'.
2. The report referred to in Section 1.1 is attached as an appendix hereto.

Section 2

This Resolution shall become effective as of its date.

Report
of the Supervisory Board of GRENEVIA S.A.
on its activities in 2022

Katowice, April 2023

1. LEGAL BASIS

This Report has been prepared in accordance with:

- a. Art. 382.3¹ of the Commercial Companies Code
- b. Art. 15.2.1 of the Company's Articles of Association
- c. Rules of Procedure for the Supervisory Board

2. COMPOSITION OF THE SUPERVISORY BOARD

Composition of the Supervisory Board as at December 31st 2022:

Full name	Position
Tomasz Domogała	Chairman of the Supervisory Board
Czesław Kisiel	Deputy Chairman of the Supervisory Board
Jacek Leonkiewicz	Member of the Supervisory Board
Adam Toborek	Member of the Supervisory Board
Dorota Wyjadłowska*	Member of the Supervisory Board
Tomasz Kruk*	Member of the Supervisory Board

*Comment: * Supervisory Board member meeting the independence criteria in relation to the Company, as laid down in the Act on Statutory Auditors, Auditing Firms, and Public Oversight of May 11th 2017 (Dz.U. of 2017, item 1089).*

On December 13th 2022, the Company received a statement from TDJ Equity I sp. z o.o. of Katowice, a shareholder holding over 20% of voting rights at the General Meeting of Grenevia S.A, announcing the appointment, made pursuant to Art. 13.3 and Art. 13.4 of the Company's Articles of Association, of Robert Rogowski to the Supervisory Board of Grenevia S.A., effective from January 1st 2023.

The committees operating within the Supervisory Board of Grenevia S.A. are the Nomination and Remuneration Committee, Strategy and Investment Committee, and Audit Committee. The composition of each committee is presented below.

Strategy and Investment Committee

Czesław Kisiel
Adam Toborek
Jacek Leonkiewicz

The Strategy and Investment Committee is a consultative, advisory and supportive body of the Supervisory Board; in particular, it presents recommendations, proposals, opinions and reports to the Supervisory Board. The responsibilities of the Strategy and Investment Committee include, without limitation, supporting the Supervisory Board in the following areas:

- issuing opinions on the strategy for the Company and the Group recommended by the Management Board
- issuing opinions on strategic projects recommended by the Management Board, related to the development of the Company and the Group
- issuing opinions on investments and divestments recommended by the Management Board, which would have a significant impact on the Company's and the Group's assets or operations

- monitoring the progress and effects of the strategy implemented by the Company and the Group, strategic projects, as well as investments and divestments having a significant impact on assets or operations

Nomination and Remuneration Committee

Czesław Kisiel

Adam Toborek

Jacek Leonkiewicz

The Nomination and Remuneration Committee is a consultative, advisory and supportive body of the Supervisory Board; in particular, it presents recommendations, proposals, opinions and reports to the Supervisory Board. The Committee's responsibilities include, without limitation, supporting the Supervisory Board in the following areas:

- control and supervision of the remuneration system, including monitoring of the remuneration and bonus policies for key management personnel
- supervision of the variable remuneration components policy for key management personnel
- appointing members of the Management Board

Audit Committee

Tomasz Kruk, Chairman of the Audit Committee

Dorota Wyjadłowska

Jacek Leonkiewicz

Most of the Committee members, including the Chairman, meet the independence criteria as specified in the Act on Statutory Auditors, Audit Firms and Public Oversight of May 11th 2017. In addition, at least one member of the Audit Committee has knowledge of and skills in accounting or financial statements auditing and at least one member of the Audit Committee has knowledge and skills relevant for the industry in which the Company operates, or the individual members of the Audit Committee have knowledge and skills relevant for different aspects of that industry.

The Audit Committee is an advisory and opinion giving body, acting collectively within the Supervisory Board and supporting the Supervisory Board, particularly with its recommendations, proposals, opinions and reports. The Audit Committee is responsible for advising the Supervisory Board on financial reporting, risk management and financial audit.

3. SUPERVISION PROCEDURES

Pursuant to the provisions of the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Supervisory Board, in 2022 the Supervisory Board exercised supervision over the Company's operations. The Supervisory Board performed its duties mainly by way of passing resolutions by written ballot. In addition, the Supervisory Board met on a so-called working basis, i.e. without convening official meetings. The Supervisory Board maintained regular contact with the Company's Management Board and the auditor.

4. ACTIVITIES OF THE SUPERVISORY BOARD IN THE REPORTING PERIOD

In the reporting period, the Supervisory Board monitored the Company's situation on an ongoing basis as well as issuing opinions on the Company's activities and plans. In particular, the Supervisory Board reviewed the financial statements. Between January 1st and January 31st 2022, the Supervisory Board of FAMUR S.A. passed 52 resolutions. As regards its activities, the Supervisory Board actively supported the Management Board in the pursuit of the Company's strategic objectives, considered the Management Board's requests concerning matters requiring approval from the Supervisory Board, and reviewed the Company's current economic and financial results, periodic financial statements, and

periodic information from the Company's Management Board concerning current and planned operations. In particular, the Supervisory Board:

- adopted the new Rules of Procedure for the Management Board of FAMUR S.A.
- changed the terms of remuneration for members of the Management Board.
- assessed the Company's financial statements for the financial year 2021.
- assessed the Directors' Report on the operations of the Company and the Group in 2021.
- assessed the Group's consolidated financial statements for the financial year 2021.
- authorised the assessment of the separate financial statements for 2021, consolidated financial statements for 2021, and the Directors' Report on the operations of the FAMUR Group and FAMUR S.A. in 2021, including a statements of reasons for the assessment.
- issued a statement on the operation of the Audit Committee in connection with the issue of the separate and consolidated full-year report for 2021.
- issued a statement on the selection of the audit firm to audit the Company's financial statements.
- granted consent to disposal by the Company of shares in FAMAK S.A. of Kluczbork.
- granted consent to disposal of perpetual usufruct rights to real property.
- assessed the Management Board's proposal regarding distribution of net profit for the financial year 2021.
- authorised the Supervisory Board's report for the Annual General Meeting on the activities of the Supervisory Board and on the assessment of the separate and consolidated financial statements, Directors' Report on the Company's and the Group's operations, the Management Board's proposal concerning distribution of net profit for the financial year 2021, and the Company's position.
- prepared and adopted the 'Report on remuneration of the Management and Supervisory Boards of FAMUR S.A. for 2021'.
- granted consent to the establishment of a special purpose vehicle.
- provided opinions on matters to be considered by the Annual General Meeting.
- determined the number of members of the Management Board of a new joint term of office.
- appointed members of the Management Board for a new joint term of office.
- considered and approved the Company's budget.
- appointed the auditor.
- considered and approved the acquisition of a controlling interest in Impact Clean Power Technology S.A. of Warsaw.
- gave consent to disposal of shares in special purpose vehicles.
- adopted rules for provision by the Management Board of certain information to the Supervisory Board pursuant to Art. 380¹ of the Commercial Companies Code.

5. ASSESSMENT OF THE SEPARATE FINANCIAL STATEMENTS OF THE COMPANY FOR 2022, THE CONSOLIDATED FINANCIAL STATEMENTS OF THE FAMUR GROUP FOR 2022, THE DIRECTORS' REPORT ON THE OPERATIONS OF GRENEVIA S.A. AND THE GRENEVIA GROUP IN 2022, AND THE MANAGEMENT BOARD'S PROPOSAL ON THE DISTRIBUTION OF NET PROFIT FOR THE FINANCIAL YEAR ENDED DECEMBER 31ST 2022

the Supervisory Board reviewed the auditor's report on the audit of the full-year financial statements for 2022, the auditor's report on the audit of the full-year consolidated financial statements for 2022, the financial statements of GRENEVIA S.A. for 2022, the consolidated financial statements for 2022, and the Directors' Report on the operations of the GRENEVIA Group and GRENEVIA S.A. for 2022.

In the auditor's opinion:

I. The separate financial statements for 2022:

- give a true and fair view of the Company's assets and financial position as at December 31st 2022, as well as its financial results and cash flows for the financial year then ended, in accordance with the applicable International Financial Reporting Standards as endorsed by the European Union and the adopted accounting policies;
- comply with the form and content requirements laid down in the laws and regulations applicable to the Company and in the Company's Articles of Association;
- were prepared on the basis of properly maintained accounting records, in accordance with Chapter 2 of the Accounting Act of September 29th 1994 (the "Accounting Act" – Dz.U. of 2021, item 217, as amended).

II. The consolidated financial statements for 2022:

- give a true and fair view of the Group's assets and financial position as at December 31st 2022, as well as its consolidated financial results and consolidated cash flows for the year then ended, in accordance with the applicable International Financial Reporting Standards as endorsed by the European Union and the adopted accounting policies;
- comply with the form and content requirements laid down in the laws and regulations applicable to the Group and in the Parent's Articles of Association.

III. The Directors' Report on the operations of the GRENEVIA Group and GRENEVIA S.A. in 2022:

- has been prepared in accordance with Art. 49 of the Accounting Act and Sections 70-71 of the Minister of Finance's Regulation of March 29th 2018 on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state (the "Current Information Regulation" – Dz.U. of 2018, item 757, as amended),
- is consistent with the consolidated financial statements and separate financial statements.

Pursuant to Par. 70.1.14 and Par. 71.1.12 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018, having considered and assessed the full-year financial statements for 2022, the full-year consolidated financial statements for 2022, and the Directors' Report on the operations of the GRENEVIA Group and GRENEVIA S.A. in 2022, and having further considered:

- the auditor's report on the audit of the above financial statements and discussions held with representatives of the audit firm, including the lead auditor,
- the positive recommendation by the Supervisory Board's Audit Committee to receive the financial statements for 2022, the consolidated financial statements for 2022, and the Directors' Report on the operations of the GRENEVIA Group and GRENEVIA S.A. in 2022,

The Supervisory Board concluded that the financial statements for 2022, the consolidated financial statements for 2022 and the Directors' Report on the operations of the GRENEVIA Group and GRENEVIA S.A. in 2022 are consistent with the accounting records, other relevant documents and facts.

Pursuant to Art. 4a of the Accounting Act of September 29th 1994 (the "Act"), the Supervisory Board further concludes that all elements of the financial statements for 2022, the consolidated financial statements for 2022, and the Directors' Report on the operations of the GRENEVIA Group and GRENEVIA S.A. in 2022 meet the requirements laid down in the applicable laws.

In performance of its duties under the Articles of Association, the Supervisory Board reviewed the Management Board's proposal on the distribution of the Company's net profit for the financial year ended December 31st 2022. The Supervisory Board endorses the Management Board's recommendation that the entire net profit for the financial year ended December 31st 2022 be allocated to the Company's statutory reserve funds.

Considering the results of the assessment of the financial statements and the Directors' Report on the operations of the Company in 2022, and taking into account the overall conditions and circumstances in which the Company operated in 2022, the Supervisory Board recommends that the Annual General Meeting of GRENEVIA S.A.:

- a) receive the Company's separate financial statements for 2022,
- b) receive the Directors' Report on the operations of the GRENEVIA S.A. and the GRENEVIA Group in 2022,
- c) receive the Group's consolidated financial statements for 2022,
- d) pass a resolution on profit distribution as proposed by the Management Board,
- e) grant discharge from liability to members of the Company's Management Board for their activities in 2022.

6. ASSESSMENT OF THE COMPANY'S STANDING, INCLUDING AN ASSESSMENT OF THE ADEQUACY AND EFFECTIVENESS OF ITS INTERNAL CONTROL, RISK MANAGEMENT AND COMPLIANCE SYSTEMS AND INTERNAL AUDIT FUNCTION

- In 2022, the Grenevia Group generated PLN 1,296m in revenue. This means a year-on-year increase of 27%, achieved on the back of higher revenue in the FAMUR segment, stable revenue from external customers in the Power Engineering segment, and first-time consolidation of the new PV and E-mobility segments. Export revenue reached 39%, and was mainly attributable to supplies to the US, Indonesia, and China. The share of revenue from Russia in total revenue fell to approximately 9% (from 23% in 2021); this revenue was generated in connection with the completion of contracts signed before the outbreak of the war in Ukraine. The higher revenue translated into a PLN 103m increase in EBITDA, to PLN 406m, with EBITDA margin at 31%. As a result, the Group reported a net profit of PLN 120m. Operating cash flows were negative, at PLN -8m, which was due mainly to expenditure on the development and construction of solar farms. As at December 31st 2022, the Group's net debt stood at PLN 127m and was chiefly related to the purchase of shares in Impact.
- The key features of the internal control and risk management systems used at the Company in the process of preparing financial statements are presented in the Directors' Report on the operations of the Company and the Group. At the beginning of January 2019, an Internal Audit Department was established at the Company. In 2022, the Company did not create any additional internal audit units, and all internal control, risk management and compliance functions were performed within the internal audit, corporate controlling and legal departments. Monitoring of the effectiveness of the internal control and risk management systems as well as of the internal audit function, including with respect to financial reporting, is also performed by the Audit Committee.

The Group has adopted a decentralised control and management structure, where responsibility for identifying key risks, planning mitigation measures, and responding to specific strategic, operational, commercial and financial risks is assigned to its individual segments. The risks identified at the segment level are assessed in the context of the strategic and operational objectives. The criteria for risk assessment include both financial and reputational impacts for the organisation, as well as consequences for the environment, employees and members of the

community affected by the Group's operations. For each of the identified risks, risk handling procedures and mitigation measures are determined. Periodically, the risks are reviewed for relevance and adequacy in the context of changes in the Group's operating environment. A review of the identified risks is discussed in the Directors' Reports on the operations of the Company and the Group. In assessing the materiality of a specific risk in terms of the expected magnitude of its negative impact on the Grenevia Group's business, financial condition, results of operations or prospects, and in terms of the probability of its occurrence, the Group considers a number of factors, including any past occurrence of that risk and its impact, as well as the availability and effectiveness of remedial measures that could mitigate the impact of its materialisation.

The Supervisory Board gives a positive opinion on the internal audit and risk management systems in place at the Company.

- As a company listed on the Warsaw Stock Exchange, GRENEVIA S.A. is subject to corporate governance standards set forth in the 'Best Practice for GPW Listed Companies 2021' ("Best Practice 2021") as issued by the WSE Supervisory Board. Best Practice 2021 is the latest version of the corporate governance code which companies listed on the main market of the Warsaw Stock Exchange have been required to adhere to since 2002. The Company issues current and periodic reports, which are published on its corporate website. The website also includes key corporate events, financials and news.

The Supervisory Board gives a positive opinion on the Company's fulfilment of the disclosure obligations related to compliance with the corporate governance principles set out in the WSE Rules and the legal regulations concerning current and periodic information to be disclosed by issuers of securities.

- The FAMUR Group has in place a diversity policy requiring the Group companies to:
 - prevent any discrimination based on gender, racial, national or ethnic origin, religion or religious denomination, philosophy of life, degree or type of disability, health, age, psychosexual orientation or gender identity, family status, lifestyle or any other possible discriminatory grounds (policy of equal treatment);
 - manage diversity by developing strategies, policies and programmes that help create a work environment in which each employee can feel appreciated, contributing to the success of the entire FAMUR Group.

The diversity policy assumes that in electing members to the Group companies' governing bodies and their key managers, the FAMUR Group seeks to ensure diversity, especially in terms of gender, educational background, age, and professional experience. Decisions concerning appointments to the Management and Supervisory Boards are made on the basis of objective criteria. Qualifications and expertise required to perform a particular function are the key considerations in determining whether a person may take up a particular position.

- The Grenevia Group donated over PLN 8m to the 'Guardian Angels House' Youth Assistance Association and the TDJ Foundation for the Promotion of Education and Development. In its activities, Grenevia S.A. follows the principles embedded in its corporate charitable giving and sponsorship policies.

In the Supervisory Board's opinion, in the reporting period the Company pursued a reasonable corporate social responsibility policy, which enhanced the brand value and was a source of reputational benefits.

7. ASSESSMENT OF THE PERFORMANCE BY THE MANAGEMENT BOARD OF ITS OBLIGATIONS UNDER ART. 380¹ OF THE COMMERCIAL COMPANIES CODE AND ASSESSMENT OF THE MANAGEMENT

BOARD'S PRACTICES WITH RESPECT TO THE PREPARATION AND PROVISION TO THE SUPERVISORY BOARD OF INFORMATION, DOCUMENTS, REPORTS AND CLARIFICATIONS REQUESTED PURSUANT TO ART. 382.4 OF THE COMMERCIAL COMPANIES CODE; INFORMATION ON THE TOTAL REMUNERATION PAID BY THE COMPANY FOR ALL EXPERT STUDIES AND ANALYSES COMMISSIONED BY THE SUPERVISORY BOARD DURING THE FINANCIAL YEAR UNDER ART. 382¹ OF THE COMMERCIAL COMPANIES CODE.

On December 23rd 2022, the Supervisory Board passed Resolution No. 723/XIV/2022 to adopt rules for provision by the Management Board of certain information to the Supervisory Board pursuant to Art. 380¹ of the Commercial Companies Code. In accordance with the rules, the Management Board is required to submit to the Supervisory Board:

- Management Board resolutions – at least once a month on the last business day of a given month;
- information on the condition of the Company, including with respect to its assets, and any material circumstances relating to the management of the Company, including, without limitation, its operations, investment projects and human resources – at least once a quarter or as soon as practicable following the occurrence of an event or circumstances requiring that the Supervisory Board be notified immediately;
- information on the progress in the implementation by the Company of its business development directions, including on any deviations from such directions and the reasons therefor – at least once a quarter or as soon as practicable following the occurrence of an event or circumstances requiring that the Supervisory Board be notified immediately;
- information on any transactions and other events or circumstances which materially affect, or may materially affect, the Company's assets, including its profitability or liquidity – at least once a quarter or as soon as practicable following the occurrence of an event or circumstances requiring that the Supervisory Board be notified immediately;
- any changes in any information that has been previously communicated to the Supervisory Board if such changes have, or are likely to have, a material effect on the Company's condition – at least once a quarter or as soon as practicable following the occurrence of an event or circumstances requiring that the Supervisory Board be notified immediately.

The Supervisory Board assesses that the Management Board duly discharged its reporting obligations under Art. 380¹ of the Commercial Companies Code. As the scope of information and reports submitted by the Management Board was sufficient, the Supervisory Board did not need to exercise its power to request additional information, documents, reports or clarifications from the Management Board under Art. 382.4 of the Commercial Companies Code.

In 2022, the Supervisory Board did not exercise its power to have, at the Company's expense, a third-party advisor (advisor to the Supervisory Board) examine a specific aspect of the Company's business or assets or prepare an analysis of or expert opinion on a related matter under Art. 382¹ of the Commercial Companies Code (this statute has been in force since October 13th 2022).

Katowice, April 24th 2023

Supervisory Board of GRENEVIA S.A.

**DETAILED RULES OF PARTICIPATION IN
THE GENERAL MEETING OF FAMUR S.A. OF KATOWICE
BY ELECTRONIC MEANS OF COMMUNICATION**

**Section 1
SCOPE**

1. These Rules govern the convention and conduct of, and adoption of resolutions by, the General Meeting in the manner referred to under Art. 406⁵.1–2 of the Commercial Companies Code.
2. The General Meeting shall be convened and conducted in the manner referred to under Art. 406⁵.1–2 of the Commercial Companies Code in compliance with all other applicable laws and regulations, the Company's Articles of Association, the Rules of Procedure for the General Meeting, and these Rules.
3. Any matters not provided for in these Rules shall be governed by the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the General Meeting.

**Section 2
DEFINITIONS**

As used in these Rules, the following terms shall have the following meanings:

- a) **Shareholder** shall mean a shareholder in the Company.
- b) **Commercial Companies Code** shall mean the Polish Commercial Companies Code of September 15th 2000 (Dz.U. of 2019, item 505; consolidated text as at March 15th 2019).
- c) **Rules** shall mean these Detailed Rules of Participation in the General Meeting of FAMUR S.A. of Katowice by Electronic Means of Communication as adopted pursuant to 406⁵.3 of the Commercial Companies Code.
- d) **Rules of Procedure for the General Meeting** shall mean the Rules of Procedure for the General Meeting of the Company.
- e) **Company** shall mean FAMUR S.A. of Katowice.
- f) **Articles of Association** shall mean the Articles of Association of the Company.
- g) **General Meeting** shall mean the Annual or Extraordinary General Meeting of the Company.

**Section 3
PARTICIPATION IN THE GENERAL MEETING**

1. The General Meeting may be participated in also by electronic means of communication.
2. Decision to allow participation in the General Meeting as provided for in Section 3.1 above shall be made by the body convening the General Meeting.
3. The conduct of the General Meeting in the manner referred to in Section 3.1 above shall include in particular:
 - 1) a real-time broadcast of the General Meeting;
 - 2) two-way real-time communication to ensure that all persons participating in the General Meeting can speak to the General Meeting from any location;
 - 3) ensuring the ability to vote in person or by proxy prior to or at the General Meeting.
4. In order to ensure communication in the manner referred to in Section 3.1 above, technologies and other means shall be used, which can guarantee identification of Shareholders and security of information. The

electronic means of communication to be used to participate in the General Meeting shall be specified in the notice of the General Meeting on a case-by-case basis.

5. Shareholders intending to participate in the General Meeting in the manner referred to in Section 3.1 above shall notify the Company of their intent to do so by electronic means of communication in the manner prescribed and at the address provided in the notice of the General Meeting and shall ensure compliance with the technical requirements specified therein.

Section 4

LIMITATION OF LIABILITY

1. Where a technical failure attributable to the Company prevents Shareholders from participating in the General Meeting in the manner referred to in Section 3.1 hereof, the Chairperson of the General Meeting may adjourn the General Meeting until electronic communication is restored, provided that this does not materially disrupt the proceedings of the General Meeting.
2. When exercising the option to participate in the General Meeting by electronic means of communication, Shareholders shall bear any related risks, in particular those arising from the inability to receive transmission, communicate or exercise voting rights at the General Meeting as a result of a technical failure or any interference in the communication channel being used, with the Company not being liable for any related loss or damage.