

**Resolutions concluded by the Ordinary Shareholders Meeting of Arctic Paper S.A. on 11<sup>th</sup> of June 2025 – attachment no 1 to current report 11/2025 dated 11<sup>th</sup> of June 2025**

**RESOLUTION No. 1/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11<sup>th</sup> of June 2025**

**regarding: appointment of the Chairman of the Ordinary Shareholders Meeting**

Acting pursuant to art. 409 § 1 of the Commercial Companies Code and pursuant to article 3 section 1 of the Rules of the Shareholders Meeting of Arctic Paper S.A., the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą („**Company**”) hereby adopted the following resolution (hereinafter the “**Resolution**”):

**§ 1**

Jacek Wojtaszak is appointed as the Chairman of the Ordinary Shareholders Meeting.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **secret** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:

- votes „for”: **42,843,190**,

- votes „against”: **0**,

- votes „abstaining”: **0**,

and there were no objections,

- the number of shares from which effective votes were cast was: **42,843,190**

- the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 2/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: adoption of the agenda of the Shareholders Meeting**

**§ 1**

Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą („**Company**”) hereby adopted the following agenda of the Shareholders Meeting of the Company, made public in accordance with art. 402<sup>2</sup> of the Commercial Companies Code:

1. Opening the meeting and electing the Chairman of the Ordinary Shareholders Meeting;
2. Confirming that the Shareholders Meeting was convened correctly and is able to adopt resolutions;
3. Adopting the agenda;
4. Adopting a resolution on non-appointment of a Returning Committee of the Shareholders Meeting;
5. Adopting a resolution on the consideration and approval of the Management Board's report on the operations of the Company for the financial year 2024;
6. Adopting a resolution on the consideration and approval of the Company's financial statement for the financial year 2024;
7. Adoption of resolutions on consideration and approval of:
  - a) the Management Board's report on the operations of the Arctic Paper S.A. Capital Group for the financial year 2024 including sustainability statement;
  - b) consolidated financial statement of the Arctic Paper S.A. Capital Group.
8. Introduction of the Supervisory Board's assessment of the Company's financial statement and the consolidated financial statement of the Arctic Paper S.A. Capital Group and the Management Board's report on the Company's operations and the Management Board's report on the operations of the Arctic Paper S.A. Capital Group. for the financial year 2024;
9. Consideration and approval of the report on the activities of the Supervisory Board of the Company for the financial year 2024;
10. Adopting a resolution on the distribution of the Company's net profit for the financial year 2024;



11. Adoption of resolutions on the acknowledgment of performance of duties by the Management Board Members in the financial year 2024;
12. Adoption of resolutions on the acknowledgment of performance of duties by the Supervisory Board Members in the financial year 2024;
13. Introduction to the content of the Remuneration Report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for the year 2024 together with the Independent Auditor's Report on the performance of the remuneration report evaluation service;
14. Adoption of a resolution on issuing an opinion on the Remuneration Report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for the year 2024;
15. Adoption of a resolution on the Remuneration Policy for Members of the Management Board and Supervisory Board of Arctic Paper S.A.;
16. Closing the meeting.

## § 2

The Resolution shall become effective upon adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:

- votes „for”: **42,843,190**,

- votes „against”: **0**,

- votes „abstaining”: **0**,

and there were no objections,

- the number of shares from which effective votes were cast was: **42,843,190**

- the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 3/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: waiving the appointment of the Scrutiny Committee of the Shareholders  
Meeting**

The Shareholders Meeting of of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("**Company**") hereby adopted the following resolution (hereinafter the "**Resolution**"):

**§ 1**

It is resolved to waive the appointment of the Scrutiny Committee while entrusting the Chairman of the Meeting with the Committee's duties in respect of the vote count.

**§ 2**

The Resolution shall become effective upon adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:

- votes „for”: **42,843,190**,

- votes „against”: **0**,

- votes „abstaining”: **0**,

and there were no objections,

- the number of shares from which effective votes were cast was: **42,843,190**

- the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 4/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: consideration and approval of the Management Board's report on the  
operations of the Company for the financial year 2024**

Acting pursuant to art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and pursuant to art. 18 section 1 item a) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą (**"Company"**) hereby adopted the following resolution(hereinafter the **"Resolution"**):

**§ 1**

The Shareholders Meeting, after consideration of the Management Board's report on the Company's operations in the financial year 2024, decided to approve the same.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 5/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: consideration and approval of the Company's financial statement for the  
financial year 2024**

Acting pursuant to art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and pursuant to art. 18 section 1 item a) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą (**"Company"**) hereby adopted the following resolution(hereinafter the **"Resolution"**):

**§ 1**

The Shareholders Meeting, after consideration of the financial statements of the Company comprising introduction, statement of financial position, statement of profit and loss, statement of total comprehensive income, statement of changes in equity, statement of cash flow and additional explanatory notes for the financial year 2024, decided to approve the same.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 6/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: consideration and approval of the Management Board's report on the  
operations of the Arctic Paper S.A. Capital Group for the financial year 2024**

Acting pursuant to art. 393 item 1 and art. 395 § 2 item 1 and art. 395 § 5 of the Commercial Companies Code, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("**Company**") hereby adopted the following resolution(hereinafter the "**Resolution**"):

**§ 1**

The Shareholders Meeting, after consideration of the of the Management Board's report on the operations of the Arctic Paper S.A. Capital Group for the financial year 2024 including sustainability statement, decided to approve the same.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 7/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: consideration and approval of consolidated financial statement of the  
Arctic Paper S.A. Capital Group for the financial year 2024**

Acting pursuant to art. 393 item 1 and art. 395 § 2 item 1 and art. 395 § 5 of the Commercial Companies Code, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("**Company**") hereby adopted the following resolution(hereinafter the "**Resolution**"):

**§ 1**

The Shareholders Meeting, after consideration of consolidated financial statement of the Arctic Paper S.A. Capital Group for the financial year 2024, decided to approve the same.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.



**RESOLUTION No. 8/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: Consideration and approval of the report on the activities of the  
Supervisory Board of the Company for the financial year 2024**

Acting pursuant to art. 382 §3 of the Commercial Companies Code and art. 15 section 2 of the of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("**Company**") hereby adopted the following resolution(hereinafter the "**Resolution**"):

**§ 1**

The Shareholders Meeting, after consideration of the report on the activities of the Supervisory Board of the Company for the financial year 2024, decided to approve the same.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 9/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: the distribution of the Company's net profit for the financial year 2024**

Acting pursuant to art. 395 § 2 item 2 of the Commercial Companies Code and pursuant to art. 18 section 1 item c) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("**Company**") hereby adopted the following resolution(hereinafter the "**Resolution**"):

**§ 1**

The Shareholders Meeting of the Company, after reviewing the Management Board's motion regarding the distribution of profit, decides to allocate the entire net profit of the Company of the financial year 2024, in the amount of PLN 197,291,617.02 (in words: one hundred ninety-seven million two hundred ninety-one thousand six hundred seventeen zlotys and two groszy) to the Company's reserve capital.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:

- votes „for”: **42,823,190**,

- votes „against”: **20,000**,

- votes „abstaining”: **0**,

and there were no objections,

- the number of shares from which effective votes were cast was: **42,843,190**

- the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 10/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: acknowledgment of performance of duties by a Management Board  
Member**

Acting pursuant to art. 393 item 1 i art. 395 § 2 item 3 of the Commercial Companies Code and pursuant to art. 18 section 1 item b) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("**Company**") hereby adopted the following resolution(hereinafter the "**Resolution**"):

**§ 1**

The Shareholders Meeting of the Company grants a vote of approval for the performance of duties in the financial year 2024 to Mr. Michał Jarczyński, in connection with the performance of the function of the President of the Management Board of the Company in the period from 1<sup>st</sup> of January 2024 until 31<sup>st</sup> of December 2024.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **secret** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 11/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: acknowledgment of performance of duties by a Management Board  
Member**

Acting pursuant to art. 393 item 1 i art. 395 § 2 item 3 of the Commercial Companies Code and pursuant to art. 18 section 1 item b) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("**Company**") hereby adopted the following resolution(hereinafter the "**Resolution**"):

**§ 1**

The Shareholders Meeting of the Company grants a vote of approval for the performance of duties in the financial year 2024 to Mrs. Katarzyna Wojtkowiak, in connection with the performance of the function of the Member of the Management Board of the Company in the period from 1st of January 2024 until 31st of December 2024.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **secret** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 12/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: acknowledgment of performance of duties by a Management Board  
Member**

Acting pursuant to art. 393 item 1 i art. 395 § 2 item 3 of the Commercial Companies Code and pursuant to art. 18 section 1 item b) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("**Company**") hereby adopted the following resolution(hereinafter the "**Resolution**"):

**§ 1**

The Shareholders Meeting of the Company grants a vote of approval for the performance of duties in the financial year 2024 to Mr. Tom Fabian Langenskiöld, in connection with the performance of the function of the Member of the Management Board of the Company in the period from 1st of January 2024 until 31st of December 2024.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **secret** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 13/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: acknowledgment of performance of duties by a Supervisory Board Member**

Acting pursuant to art. 393 item 1 i art. 395 § 2 item 3 of the Commercial Companies Code and pursuant to art. 18 section 1 item b) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("**Company**") hereby adopted the following resolution(hereinafter the "**Resolution**"):

**§ 1**

The Shareholders Meeting of the Company grants a vote of approval for the performance of duties in the financial year 2024 to Mr. Per Lundeen, in connection with the performance of the function of the Chairman of the Supervisory Board of the Company in the period from 1st of January 2024 until 31st of December 2024.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **secret**ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 14/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: acknowledgment of performance of duties by a Supervisory Board Member**

Acting pursuant to art. 393 item 1 i art. 395 § 2 item 3 of the Commercial Companies Code and pursuant to art. 18 section 1 item b) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą (**"Company"**) hereby adopted the following resolution (hereinafter the **"Resolution"**):

**§ 1**

The Shareholders Meeting of the Company grants a vote of approval for the performance of duties in the financial year 2024 to Mr. Thomas Onstad, in connection with the performance of the function of the Member of the Supervisory Board of the Company in the period from 1<sup>st</sup> of January 2024 until 31<sup>st</sup> of December 2024.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **secret** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 15/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: acknowledgment of performance of duties by a Supervisory Board Member**

Acting pursuant to art. 393 item 1 i art. 395 § 2 item 3 of the Commercial Companies Code and pursuant to art. 18 section 1 item b) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą (**"Company"**) hereby adopted the following resolution(hereinafter the **"Resolution"**):

**§ 1**

The Shareholders Meeting of the Company grants a vote of approval for the performance of duties in the financial year 2024 to Mr. Roger Mattsson, in connection with the performance of the function of the Member of the Supervisory Board of the Company in the period from 1<sup>st</sup> of January 2024 until 31<sup>st</sup> of December 2024.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **secret** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.





ARCTIC PAPER

**RESOLUTION No. 16/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: acknowledgment of performance of duties by a Supervisory Board Member**

Acting pursuant to art. 393 item 1 i art. 395 § 2 item 3 of the Commercial Companies Code and pursuant to art. 18 section 1 item b) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą (**"Company"**) hereby adopted the following resolution(hereinafter the **"Resolution"**):

**§ 1**

The Shareholders Meeting of the Company grants a vote of approval for the performance of duties in the financial year 2024 to Mrs. Zofia Dzik, in connection with the performance of the function of the Member of the Supervisory Board of the Company in the period from 1st of January 2024 until 31st of December 2024.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **secret** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 17/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: acknowledgment of performance of duties by a Supervisory Board Member**

Acting pursuant to art. 393 item 1 i art. 395 § 2 item 3 of the Commercial Companies Code and pursuant to art. 18 section 1 item b) of the Articles of Association, the Shareholders Meeting of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą (**"Company"**) hereby adopted the following resolution (hereinafter the **"Resolution"**):

**§ 1**

The Shareholders Meeting of the Company grants a vote of approval for the performance of duties in the financial year 2024 to Mrs. Anna Jakubowski, in connection with the performance of the function of the Member of the Supervisory Board of the Company in the period from 1<sup>st</sup> of January 2024 until 31<sup>st</sup> of December 2024.

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **secret** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:
  - votes „for”: **42,832,902**,
  - votes „against”: **0**,
  - votes „abstaining”: **10,288**,
- and there were no objections,
- the number of shares from which effective votes were cast was: **42,843,190**
  - the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 18/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: adoption of a resolution on issuing an opinion on the “Remuneration report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for the year 2024”**

Acting pursuant to art. 90g section 1 and section 6 of the Act of July 29, 2005 on public offering and the conditions for introducing financial instruments to an organized trading system and on public companies (Journal of Laws of 2025, item 592), the Shareholders Meeting of Arctic Paper S.A. based in Kostrzyn nad Odrą ("**Company**") hereby adopts the following resolution (hereinafter: the "**Resolution**"):

**§ 1**

The Shareholders Meeting of the Company gives a positive opinion on the "Remuneration report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for the year 2024".

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:

- votes „for”: **42,706,501**,

- votes „against”: **136,689**,

- votes „abstaining”: **0**,

and there were no objections,

- the number of shares from which effective votes were cast was: **42,843,190**

- the percentage share of these shares in the share capital amounted to: **61.83 %**.

**RESOLUTION No. 19/2025  
of the Ordinary Shareholders Meeting of  
Arctic Paper S.A.  
11th of June 2025**

**regarding: "Remuneration report of Members of the Management Board and  
Supervisory Board of Arctic Paper S.A. for the year 2024"**

Acting pursuant to art. 90e section 4 of the Act of July 29, 2005 on public offering and the conditions for introducing financial instruments to an organized trading system and on public companies (Journal of Laws of 2025, item 592), the Shareholders Meeting of Arctic Paper S.A. based in Kostrzyn nad Odrą ("**Company**") hereby adopts the following resolution (hereinafter: the "**Resolution**"):

**§ 1**

The Shareholders Meeting of the Company maintains the current wording of the "Remuneration Policy for Members of the Management Board and Supervisory Board of Arctic Paper S.A."

**§ 2**

The resolution shall become effective in the date of adoption hereof.

The Shareholders Meeting adopted the aforementioned resolution in **open** ballot, and for its adoption there were votes cast:

- effective votes: **42,843,190** including:

- votes „for”: **42,706,501**,

- votes „against”: **136,689**,

- votes „abstaining”: **0**,

and there were no objections,

- the number of shares from which effective votes were cast was: **42,843,190**

- the percentage share of these shares in the share capital amounted to: **61.83 %**.

**Remuneration Report  
of Members of the Management Board and Supervisory Board  
of Arctic Paper S.A.  
for year 2024**

The binding Remuneration Policy for the Members of the Management Board and Supervisory Board of Arctic Paper S.A. ("the Company", "the Policy") was approved on 31 August 2020 by Resolution No. 18 of the Annual General Meeting of Shareholders of Arctic Paper S.A.

In accordance with Art. 7.1 of the Policy, the Supervisory Board shall annually prepare a Remuneration Report in order to provide the General Meeting with information on the remuneration received in the preceding financial year by the Management Board and the Supervisory Board of the Company. The report is reviewed by the auditor.

The General Meeting shall adopt a resolution with an opinion on the remuneration report. The nature of such resolution is advisory.

In 2021 the Supervisory Board of Arctic Paper S.A. prepared first remuneration report for 2019 and 2020 combined.

The most recent "Remuneration Report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for year 2023" was prepared and approved by the Supervisory Board on 19th April, 2024.

"Remuneration Report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for year 2023" was assessed by Grant Thornton Polska Prosta Spółka Akcyjna.

On 22nd April 2024 the auditor has issued a report with an opinion on the Remuneration Report which was enclosed to the draft of the resolution of the Annual General Meeting. On 29<sup>th</sup> May, 2024 the Annual General Meeting of Arctic Paper S.A. by Resolution No. 19/2024, expressed its positive opinion on the submitted report.

In 2024, the Company did not apply deviations from the Remuneration Policy, deviations from its temporary application, or deviations from the procedure for implementing the Policy.

The current version of the Policy is available on the website of Arctic Paper S.A.

All values presented in the report are expressed in Polish zlotys.

## **I. Components of the remuneration of the Management Board and the Supervisory Board in 2024**

### **1.1 Management Board**

In reference to §4 point 7 of Remuneration Policy, the remuneration of the Members of the Management Board of Arctic Paper S.A. consists of the following elements:

- Fixed remuneration – due to the members of the Management Board of Arctic Paper S.A. for the function they hold;
- Variable remuneration – rewards for achieving short, medium or long-term objectives in line with the Company's strategy;
- Additional benefits – including those not directly of a pecuniary nature, allowances and benefits such as: use of a company car (including for private purposes), co-financing of health care (including for immediate family members such as spouse and minor children), coverage of premiums under life insurance contracts and D&O (Directors&Officers) liability insurance contracts.

Fixed Remuneration shall be the only mandatory part of remuneration disbursed to the Members of the Management Board of Arctic Paper S.A. In 2024, the remuneration of Management Board of Arctic Paper S.A. consisted of fixed remuneration and variable remuneration.

## 1.2 Supervisory Board

In 2024, the remuneration of the Supervisory Board of Arctic Paper S.A. consisted exclusively of fixed remuneration based on the appointment as Chairman of the Supervisory Board or Member of the Supervisory Board by the General Meeting of Shareholders of the Company ("General Meeting").

Members of the Supervisory Board who serve on committees of the Supervisory Board are entitled to additional monthly remuneration in an amount to be determined by the General Meeting by resolution.

## II. Total remuneration

### 2.1 Management Board

#### Remuneration charged at Arctic Paper S.A. in 2024

Management Board	Fixed remuneration for performance of duties	Variable remuneration	Additional benefits	TOTAL
Michał Jarczyński – President of the Management Board	1 134 000	434 577	-	1 568 577
Katarzyna Wojtkowiak* - Member of the Management Board	805 020	170 439	-	975 459
Fabian Langenskiöld** - Member of the Management Board	23 671	-	-	23 671
<b>TOTAL</b>	<b>1 962 691</b>	<b>605 016</b>	<b>-</b>	<b>2 567 707</b>

\* since 29th May 2023

\*\* since 14th August 2023

#### Proportions of individual remuneration components

Management Board	Fixed remuneration for performance of duties	Variable remuneration	Additional benefits	TOTAL
Michał Jarczyński – President of the Management Board	72%	28%	-	100%
Katarzyna Wojtkowiak* - Member of the Management Board	83%	17%	-	100%

Fabian Langenskiöld** - Member of the Management Board	100%	-	-	100%
<b>TOTAL</b>	<b>85%</b>	<b>15%</b>	<b>-</b>	<b>100%</b>

\* since 29th May 2023

\*\* since 14th August 2023

The remuneration of Member of the Management Board - Mr. Fabian Langenskiöld is presented broken down into the amounts of remuneration received from Arctic Paper SA for being appointed to serve as Members of the Management Board of Arctic Paper SA (table 2.1) and the amount of remuneration received from related entities for employment (table 6.1). The sum of these components is shown in point V of this report.

The remuneration of the Management Board of Arctic Paper S.A. in 2024 consisted of 85 % fixed remuneration by virtue of appointment, the amount of which was determined respectively by:

- resolution of the Supervisory Board of Arctic Paper S.A. no. 03/12/2018 dated 10th December 2018 on the remuneration of the President of the Management Board;
- employment agreement concluded with President of the Management Board on 1st October 2022;
- resolution of the Supervisory Board of Arctic Paper S.A. no. 01/10/2023 dated 17<sup>th</sup> October 2023 on the remuneration of the Member of the Management Board;
- employment agreement concluded with the Member of the Management Board on 22<sup>nd</sup> May 2023;
- resolution of the Supervisory Board of Arctic Paper S.A. no. 01/03/2024 dated 17th March 2023 on the remuneration of the Members of the Management Board;

The variable remuneration represented 15% of the total remuneration of the Management Board in 2024.

In accordance with the Remuneration Policy, the value of the variable remuneration of the President of the Management Board of Arctic Paper S.A. in 2024 did not exceed 50% of the gross Fixed Remuneration for the year.

The allocation of variable remuneration to the members of the Management Board is based on the result of the Supervisory Board's assessment of their work efficiency and the achievement of the objectives set. The selection of indicators (as well as their level of detail) for individual Board Members is considered on an individual basis, taking into account their scope of duties and responsibilities.

The amount of the variable remuneration shall be determined in particular on the basis of

- Quantitative indicators e.g. specific levels of financial indicators;
- Targeted indicators e.g. implementation of investment, financial, modernisation and environmental projects.



The remuneration of the members of the Management Board of Arctic Paper S.A. did not include cash or non-cash benefits granted to the close relatives of members of the Management Board of Arctic Paper S.A.

## 2.2 Supervisory Board

The only component of the remuneration of the Supervisory Board of Arctic Paper S.A. in 2024 was cash remuneration on appointment. The remuneration is based on Resolution No. 21/2024 of the Annual General Meeting of the Company of 29th May 2024 on the determination of the principles and amount of remuneration of the Members of the Supervisory Board of the Company.

### Remuneration charged at Arctic Paper S.A. in 2024

Supervisory Board	Cash remuneration on appointment	Additional cash remuneration	TOTAL
Per Lundeen – Chairman of the SVB	369 935	-	369 935
Thomas Onstad – Member of the SVB	187 097	-	187 097
Roger Mattsson – Member of the SVB	261 935	-	261 935
Zofia Dzik – Member of the SVB	224 516	-	224 516
Anna Jakubowski – Member of the SVB	187 097	-	187 097
<b>TOTAL</b>	<b>1 230 581</b>	-	<b>1 230 581</b>

### Proportions of individual remuneration components

Supervisory Board	Cash remuneration on appointment	Additional cash remuneration	TOTAL
Per Lundeen – Chairman of the SVB	100%	-	100%
Thomas Onstad – Member of the SVB	100%	-	100%
Roger Mattsson – Member of the SVB	100%	-	100%
Zofia Dzik - Member of the SVB	100%	-	100%
Anna Jakubowski – Member of the SVB	100%	-	100%
<b>TOTAL</b>	<b>100%</b>	-	<b>100%</b>

The remuneration of the members of the Supervisory Board of Arctic Paper S.A. did not include cash or non-cash benefits granted to the close relatives of members of the Supervisory Board of Arctic Paper S.A.

### III. Compatibility of the remuneration of the members of the Management Board and Supervisory Board with the adopted Remuneration Policy, including how it contributes to the Company's long-term performance.

The current Remuneration Policy has been in force in Arctic Paper S.A. since 31 August 2020. The remunerations paid so far to the Members of the Management Board and the Supervisory Board of Arctic Paper S.A. meet the requirements of the adopted Remuneration Policy.

The remuneration of the Members of the Management Board and the Supervisory Board of Arctic Paper S.A. is awarded and paid in the form provided for by the Remuneration Policy.

The remuneration of the Members of the Management Board and the Supervisory Board of Arctic Paper S.A. contributes to the implementation of the business strategy and the long-term development of the Arctic Paper S.A. group, among other things, through adequate remuneration, which is determined based on the scope of duties performed and the competence and experience required to properly manage and supervise the Company.

The amount of remuneration of the Members of the Management Board and the Supervisory Board of Arctic Paper S.A. takes into account the current financial situation of the Company and its size and business environment.

#### **IV. Information on how the performance criteria were applied.**

The objectives set for the implementation by the members of the Management Board may be non-financial (e.g. qualitative indicators, purposeful indicators – process improvements, involvement, innovations) or financial (e.g. the Company's results, specific levels of particular financial indicators). The performance evaluation forms the basis for determining the individual level of variable remuneration.

Performance evaluation, which includes financial and non-financial criteria, takes place annually. The Remuneration Committee makes a recommendation to the Supervisory Board on the value of the variable remuneration of the members of the Management Board. The final decision on the amount of the annual bonus awarded to individual members of the Management Board is taken by the Supervisory Board.

#### **V. Information on changes, on an annual basis, in remuneration, the Company's results and the average remuneration of the Company's employees who are not members of the Management Board or the Supervisory Board.**

	2020	2021		2022		2023		2024	
<b>Fixed remuneration of Members of Supervisory Board Arctic Paper S.A.</b>	<b>Amount</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>
Per Lundeen	300 000	300 000	0%	340 057	13%	353 167	4%	369 935	5%
Thomas Onstad	150 794	150 000	-1%	161 970	8%	176 583	9%	187 097	6%
Roger Mattsson	210 000	210 000	0%	227 010	8%	247 417	9%	261 935	6%
Mariusz Grendowicz (do 22.06.2021)	181 906	87 919	*	-	-	-	-	-	-
Dorota Raben (od 28.05.2019 do 22.06.2021)	155 223	71 667	*	-	-	-	-	-	-
Zofia Dzik (od 22.06.2021)	-	87 692	*	199 326	*	216 121	8%	224 516	4%
Anna Jakubowski (od 22.06.2021)	-	75 177	*	169 999	*	180 946	6%	187 097	3%
<b>Fixed and variable remuneration of Members of Management Board Arctic Paper S.A.</b>	<b>2020</b>	<b>2021</b>		<b>2022</b>		<b>2023</b>		<b>2024</b>	
	<b>Amount</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>
Michał Jarczyński (od 01.02.2019)	1 011 702	1 454 448	44%	1 119 625	-23%	1 504 276	34%	1 568 577	4%
Göran Eklund (od 01.09.2017 do 29 maja 2023 roku)	1 403 495	1 511 232	8%	1 495 890	-1%	1 086 078	-27%	-	-
Katarzyna Wojtkowiak ( od 29 maja 2023 roku)	-	-	-	-	-	416 679	*	975 459	134%
Fabian Langenskiöld (od 14 sierpnia 2023 roku)	-	-	-	-	-	605 503	*	2 194 024	262%
<b>Average remuneration of the Company's employees who are not members of the Management Board or Supervisory Board</b>									
	12 664	14 636	16%	14 589	0%	16 237	11%	17 210	11%
<b>Consolidated revenue in thousands PLN</b>	<b>2 847 450</b>	<b>3 412 576</b>	<b>19,8%</b>	<b>4 894 276</b>	<b>43,4%</b>	<b>3 549 153</b>	<b>-27,5%</b>	<b>3 434 693</b>	<b>-3,2%</b>
*no comparability of data for individual years due to the performance of the function by the member only for a part of the financial year									

## VI. Amount of remuneration from entities belonging to the Arctic Paper S.A. Capital Group.

### 6.1 Management Board

#### 2024

Michał Jarczyński - Arctic Paper Kostrzyn S.A.	895 308
Michał Jarczyński - Arctic Paper Munkedals AB	45 216
Michał Jarczyński - Arctic Paper Grycksbo AB	45 216
Fabian Langenskiöld - Arctic Paper Munkedals AB	2 170 353

In 2024, the other Members of the Management Board did not receive remuneration from entities belonging to the Arctic Paper S.A. Capital Group.

The remuneration of Members of the Management Board shown in the standalone and consolidated financial statement for 2024 does not include remuneration from subsidiaries belonging to the Arctic Paper SA Capital Group.

## **6.2. Supervisory Board**

### **2024**

Per Lundeen - Arctic Paper Munkedals AB	67 792
Per Lundeen - Arctic Paper Grycksbo AB	80 665
Per Lundeen - Rottneros AB	263 760
Roger Mattsson - Rottneros AB	113 040

In 2024, the other Members of the Supervisory Board did not receive remuneration from entities belonging to the Arctic Paper S.A. Capital Group.

The remuneration of Members of the Supervisory Board shown in the standalone and consolidated financial statement for 2024 does not include remuneration from subsidiaries belonging to the Arctic Paper SA Capital Group.

## **VII. The number of financial instruments granted or offered and the main conditions for the exercise of the rights attached to those instruments, including the price and exercise date and any modification thereof.**

Arctic Paper S.A. does not envisage granting or offering financial instruments.

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

In accordance with the Remuneration Policy, the Company assumes the possibility of recovery and also of deferring the granting or payment of the Variable Remuneration, in the event of:

- a) violation of a non-compete prohibition while holding a function of a Member of the Management Board and after a year following the end of a legal relation binding a Member of the Management Board and the Company;
- b) the disclosure of irregularities in the management of the Company resulting in damage;

No circumstances have arisen in 2024 that would justify the exercise of the option to seek repayment or defer the award or payment of the Variable Remuneration.

**IX. Information on deviations from the procedure for implementing the Remuneration Policy.**

To the knowledge of the Supervisory Board, there have been no deviations from the procedure for implementing the Remuneration Policy

**[signatures on the following page]**

**PODPISY / SIGNATURES**

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Per Lundeen

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Thomas Onstad

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Zofia Dzik

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Anna Jakubowski

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Roger Mattsson

# Independent auditor's report on a reasonable assurance engagement on the assessment of a remuneration report

**Grant Thornton Polska P.S.A.**  
ul. Abpa Antoniego Baraniaka 88 E  
61-131 Poznań  
Poland

T +48 61 62 51 100  
F +48 61 62 51 101  
[www.GrantThornton.pl](http://www.GrantThornton.pl)

For Shareholders and the Supervisory Board of Arctic Paper S.A.

We have been engaged to assess the attached remuneration report of Arctic Paper S.A. (Company) with its registered office in Fabryczna 1, Kostrzyn Nad Odrą for the year 2024 as regards the completeness of the information included therein, required pursuant to Article 90g sections 1-5 and 8 of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading and on public companies (Public Offering Act).

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

The remuneration report was prepared by the Company's Supervisory Board in order to meet the requirements of Article 90g section 1 of the Public Offering Act. The applicable requirements for the remuneration report are set out in the Public Offering Act.

The requirements described in the preceding sentence set out the basis for the preparation of a remuneration report and, in our opinion, constitute appropriate criteria for us to make a conclusion that provides reasonable assurance.

In accordance with the requirements of Article 90g section 10 of the Public Offering Act, a remuneration report shall be assessed by a statutory auditor as regards the inclusion of information required under Article 90g section 1-5 and 8 of the Public Offering Act. This report fulfils the above requirement.

The statutory auditor's assessment which forms the basis for us to make a conclusion that provides reasonable assurance, as referred to in the preceding sentence, shall be understood as an assessment of whether the scope of information presented in the remuneration report is complete, in all material respects, and whether the information has been disclosed in sufficient detail required by the Public Offering Act.

## *Responsibility of the Supervisory Board Members*

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

The Supervisory Board's responsibility also includes the design, implementation and maintenance of an internal control system ensuring the preparation of a complete remuneration report free from material misstatements due to fraud or error.

### *Auditor's responsibility*

Our objective was to assess the completeness of the information contained in the attached remuneration report against 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 the evidence obtained, an independent conclusion on the performed reasonable assurance engagement.

We completed the engagement in accordance with the regulations of the National Standard for Assurance Engagements other than Audits or Reviews 3000 (R) in the wording of International Standard on Assurance Engagements (ISAE) 3000 (revised) *Assurance Engagements other than Audits or Reviews of Historical Financial Information*, adopted by resolution of the National Chamber of Statutory Auditors, as amended (NSAE 3000 (R)).

The standard imposes on a statutory auditor an obligation to plan and perform procedures in such a manner as to obtain reasonable assurance that a remuneration report has been prepared in accordance with the specified criteria.

Reasonable assurance means a high level of assurance, but it does not guarantee that an engagement performed in accordance with NSAE 3000 (R) would always detect an existing material misstatement.

The selection of the procedures depends on the statutory auditor's judgement, including their estimation of the risks of material misstatement, whether due to fraud or error. When assessing the risk, the statutory auditor considers internal control associated with the preparation of a complete report in order to plan the relevant procedures which are to provide the auditor with sufficient and appropriate evidence. The assessment of the functioning of the internal control system was not conducted for the purpose of expressing a conclusion on the effectiveness of its operation.

### *Summary of work performed and limitations of our procedures*

The procedures planned and performed by us included in particular:

- reading the content of the remuneration report and comparing the information contained therein with the applicable requirements,
- reading the resolutions of the Company's General Meeting concerning the remuneration policy for Members of the Management Board and the Supervisory Board, as well as the Supervisory Board's resolutions that further specify the above resolutions,
- preparation (by comparison with corporate documents) of a list of persons for whom information is required to be included in the remuneration report and determining (by enquiring the persons responsible for preparing the report and, where we deemed it appropriate, also directly the persons subject to the requirement to include information) whether all information required in the criteria has been disclosed.

Our procedures were only aimed at obtaining evidence that the information provided by the Supervisory Board in the remuneration report complies (in terms of its completeness) with the applicable requirements. Our work was not intended to assess the sufficiency of the information contained in the remuneration report in terms of the purpose of preparation of remuneration report, nor to assess the correctness and accuracy of the information contained there, in particular as regards the amounts disclosed, including the previous years' estimates, figures, dates, inclusion in the breakdown, allocation methods, compliance with the adopted remuneration policy.



The remuneration report was not audited within the meaning of the National Auditing Standards. During our assurance procedures, we did not audit or review the information used to prepare the remuneration report and, therefore, we are not responsible for issuing or updating any reports or opinions on the Company's historical financial information.

We believe that the evidence we have obtained provides sufficient and appropriate basis for us to express the following conclusion.

#### *Ethical requirements, including independence*

In performing the engagement, the statutory auditor and the audit firm complied with the requirements of independence and other ethical requirements set out in *Handbook of the International Code of Ethics for Professional Accountants* (including the *International Independence Standards*) of the International Ethics Standards Board for Accountants, adopted by the National Council of Statutory Auditors' resolution on the principles of professional ethics of statutory auditors (IESBA Code). The IESBA Code is based on fundamental principles relating to integrity, objectivity, professional competence and due diligence, confidentiality and professional conduct. We also complied with other independence and ethical requirements that apply to this assurance engagement in Poland.

#### *Quality management requirements*

The audit firm applies national quality control standards in the wording adopted by resolution of the Council of the Polish Audit Oversight Agency, which requires the audit firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

#### *Conclusion*

The statutory auditor's conclusion is based on the considerations described above, therefore, the conclusion should be read in the light of these considerations.

In our opinion, the attached remuneration report contains, in all material respects, all the elements listed in Article 90g sections 1-5 and 8 of the Public Offering Act.

#### *Limitation of use*

This report has been prepared by Grant Thornton Polska Prosta spółka akcyjna (Grant Thornton) for the General Meeting of Shareholders and the Supervisory Board of the Company and 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.

Therefore, Grant Thornton assumes no liability associated with this report and arising out of any contractual or non-contractual relationship (including due to negligence) towards third parties in the context of this report. This does not release us from liability in situations where such release is excluded by operation of law.

Elżbieta Grześkowiak

Statutory auditor No. 5014 performing the engagement on behalf of  
Grant Thornton Polska Prosta spółka akcyjna,  
Poznań, ul. Abpa Antoniego Baraniaka 88 E, Audit Firm No. 4055

Poznań, May 5, 2025.

## **REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD of ARCTIC PAPER S.A.(“the Company”, “Arctic Paper”) in 2024**

The Supervisory Board presents a report on its activities in the financial year 2024, including in particular the results of the assessment of the Management Board's report on the Company's operations in the financial year 2024, the Company's financial statements for 2024, and the evaluation of the Supervisory Board, including the internal control system, the management of material risks for the Company and the internal audit function.

### **1. Composition of the Supervisory Board and Management Board of the Company**

As of 31<sup>st</sup> of December 2024, the Supervisory Board was composed of:

- Per Lundeen – Chairman of the Supervisory Board appointed on 14th of September 2016,
- Roger Mattsson – Vice-Chairman of the Supervisory Board appointed on 16<sup>th</sup> of September 2014,
- Thomas Onstad – Member of the Supervisory Board appointed on 22<sup>nd</sup> of October 2008,
- Zofia Dzik – Member of the Supervisory Board appointed 22<sup>nd</sup> of June 2021 (an independent member),
- Anna Jakubowski – Member of the Supervisory Board appointed on 22<sup>nd</sup> of June 2021(an independent member).

The independence of Mrs Anna Jakubowski and Mrs Zofia Dzik has been verified based on the submitted declaration on meeting the independence criteria of members of the supervisory board within the meaning of Annex II to the Recommendation of the European Commission of 15<sup>th</sup> of February 2005 on the role of non-executive directors or supervisory board members of listed companies and committees of the supervisory board ), taking into account the provisions of Rules 2.3 "Best Practices of Companies Listed on the Warsaw Stock Exchange 2021" and the independence criteria indicated in art. 129 section 3 of the Act on statutory auditors, auditing companies and public supervision (Journal of Laws 2020, item 1415).

On 29<sup>th</sup> of May 2024 Annual General Meeting of Arctic Paper SA appointed the Supervisory Board in the above composition for another joint term of office.

On 31<sup>st</sup> of December 2024 the Management Board was composed of:

- Michał Jarczyński – President of the Management Board,
- Katarzyna Wojtkowiak – Member of the Management Board;
- Tom Fabian Langenskiöld – Member of the Management Board.

## **2. Activities of the Supervisory Board**

The Arctic Paper Supervisory Board operates under the provisions of the Code of Commercial Companies as well as on the basis of the Company's Articles of Association and Rules of the Supervisory Board dated 24<sup>th</sup> November 2016.

In 2024, the Supervisory Board exercised permanent supervision over the Company's activities in all areas.

During the reporting period the Supervisory Board conducted its activities in the course of meetings convened by the Chairman. Some of the Supervisory Board Meetings were held by means of distance communication as on-line meetings. All meetings were minuted and decisions were taken by the Supervisory Board either in the form of resolutions or stated in the minutes.

In the reporting period, i.e. from 1<sup>st</sup> of January 2024 to 31<sup>st</sup> of December 2024 six meetings of the Supervisory Board of Arctic Paper S.A. were held on the following dates:

1. 2<sup>nd</sup> of February 2024,
2. 19<sup>th</sup> of April 2024,
3. 1<sup>st</sup> of July 2024,
4. 7<sup>th</sup> of August 2024,
5. 29<sup>th</sup> of October 2024,
6. 10<sup>th</sup> of December 2024.

All Supervisory Board meetings were convened properly. The Supervisory Board meetings were also attended by Members of the Management Board and invited guests.

The Supervisory Board performed its duties collectively, as well as with the support of the Audit Committee, the Remuneration Committee and the Risk Committee.

### **Audit Committee**

Since 5<sup>th</sup> of August 2021 the Audit Committee is composed of:

- Anna Jakubowski – Chairman of the Audit Committee, a member meeting the independence criteria; according to a statement made by Mrs. Anna Jakubowski, she fulfils the condition of knowledge and skills in the field of accounting or auditing of financial statements;
- Zofia Dzik – Member of the Audit Committee, meeting the independence criteria; according to a statement made by Mrs. Zofia Dzik, she fulfils the condition of knowledge and skills in the field of accounting or auditing of financial statements;
- Roger Mattsson - Member of the Audit Committee - due to his long-term experience as the financial controller at the Arctic Paper Group and over three years in the Audit Committee, Mr Roger Mattsson meets the requirement of knowledge and know-how of the Company's business as required of members of the Audit Committee. Additionally, he has knowledge and skills in the sphere of accounting or auditing financial statements.

The basic task of the Audit Committee is advisory to the Supervisory Board on issues of proper implementation and control of the financial reporting processes in the Company, effectiveness of

the internal control and risk management systems and cooperating with certified auditors. In 2024, the Audit Committee held meetings on 28 March, 7 August and 9 December.

In reference to the new regulations on the selection of the auditor, in particular the provisions of:

- (i) the Act of 11<sup>th</sup> of May 2017 on statutory auditors, audit firms and public supervision (the "Act on Statutory Auditors"),
- (ii) Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16<sup>th</sup> of April 2014 on specific requirements on the statutory audits of annual financial statements of public interest entities ("Regulation 537/2017"),

Audit Committee carries out its works related to the auditor's appointment procedure and performance of services other than statutory audit based on policies: "Policy and procedure for the selection of the audit firm to carry out the statutory and voluntary audit of consolidated and separate financial statements of Arctic Paper S.A." and "Policy on provision of allowed services by an audit firm that carries out an audit, by entities related to such audit firm, and by a network member of an audit firm which are not audit services of statutory consolidated and separate financial statements of Arctic Paper S.A."

According to the regulations applicable to the Company, the Company's Supervisory Board shall select – by way of a resolution and acting under a recommendation of the Audit Committee – the auditor authorised to carry out the audit.

On 22<sup>nd</sup> of February 2023 the Supervisory Board based on the recommendation of Audit Committee on selection of an audit firm conducting an audit of the financial statements, took a decision to select PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp.k. as an auditor for the Company and the Group for the period 2023-2024. The Audit Committee's recommendation was made pursuant to the selection procedure in line with the "Policy and procedure of selecting an audit firm to conduct a statutory and voluntary audit of consolidated and separate financial statements of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą".

### **Remuneration Committee**

Since 9<sup>th</sup> of February 2017 the Remuneration Committee is composed of:

- Per Lundeen - Chairman of the Remuneration Committee,
- Thomas Onstad - Member of the Remuneration Committee,
- Roger Mattsson - Member of the Remuneration Committee.

The basic task of the Remuneration Committee is advisory to the Supervisory Board on issues related to remuneration policy, bonus policy and other issues related to the remuneration of the employees, members of the Company's authorities and the authorities of Capital Group companies.

On 31<sup>st</sup> of August 2020, the Annual General Meeting of the Company, bearing in mind art. 90d.1 in connection with art. 90c.2.1 of the Act of 29<sup>th</sup> of July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (i.e. Journal of Laws of 2025, item 592) adopted the "Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Arctic Paper S.A". Under the

above-mentioned Acts, all public companies, including the Company, were obliged to adopt, by resolution of Annual General Meeting, the Remuneration Policy of Management Board and Supervisory Board Members, which is the rules for determining the remuneration of Members of the Management Board and Supervisory Board and to publish a remuneration report. The Company shall pay remuneration to the Members of the Management Board and the Supervisory Board solely in compliance with the adopted policy. The policy prepared by the Company was drawn up in accordance with the principles set out in the above-mentioned Act and refers to the required elements related to remuneration and other terms of employment for Members of the Management Board and Members of the Supervisory Board. The policy received an opinion from the Remuneration Committee operating at the Supervisory Board, as well as by the Supervisory Board.

In accordance with Art. 7.1 of the Policy, the Supervisory Board shall annually prepare a Remuneration Report in order to provide the Annual General Meeting with information on the remuneration received in the preceding financial year by the Management Board and the Supervisory Board of the Company. The report is reviewed by the auditor.

On 5<sup>th</sup> of May 2025 the Supervisory Board has adopted a resolution adopting “Remuneration Report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for year 2024” and recommends its submission to the Annual General Meeting of the Company.

“Remuneration Report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for year 2024” was assessed by Grant Thornton Polska Prosta Spółka Akcyjna. On 5<sup>th</sup> of May 2025 the auditor has issued a report with an opinion on the Remuneration Report which is enclosed to the draft of the resolution of the Annual General Meeting.

The Annual General Meeting shall adopt a resolution with an opinion on the remuneration report. The nature of such resolution is advisory.

## **Risk Committee**

Since 5<sup>th</sup> of August 2021 the Audit Committee is composed of:

- Per Lundeen – Chairman of the Risk Committee;
- Zofia Dzik – Member of the Risk Committee, meeting the independence criteria;
- Roger Mattsson – Member of the Risk Committee.

The basic task of the Risk Committee is advisory to the Supervisory Board on issues related to the proper identification, assessment and control of potential risks, i.e. opportunities and threats to realization of the Company’s strategic goals, with particular consideration for financial risk, related to both external factors (such as volatility of exchange rates, interest rates, general international economic condition) and internal factors (such as cash flows, liquidity management, variation of budget and financial forecasts).

## **3. Assessment of the internal control, risk management, compliance systems and the internal audit function.**

The Company has not established dedicated units to be involved in risk management, internal audit and compliance. However, the Company states that managers of each division of the

Company report directly to the relevant members of the Management Board. The external entities that provide consultancy services, including legal consulting and performing audits, have regular and direct contact with the Company's Management Board.

The Company's Supervisory Board and Management Board monitor the internal processes of the Company's operations at joint meetings. The Supervisory Board assesses the operational processes of the Company and formulates recommendations relating to current and planned processes of the Company's operations.

During 2024 the Management Board implemented the Risk Management system for Arctic Paper Group(ERM) and presented to the Supervisory Board adjusted risk matrix.

One of the main topics discussed together by the Management Board and Supervisory Board in 2024 was implementation new reporting standard ESRS – European Sustainability Reporting Standards into Arctic Paper reporting routine including the outcome of double materiality assessment conducted by the Company and identification of material impacts, risk and opportunities of Arctic Paper.

Over the year of 2024 the Supervisory Board together with Management Board has discussed among the others following topics: capex positions, fixed costs, raw materials prices and impact on financial situation, financing structure, market situation, planned marketing activities and brands recognition.

#### **4. Assessment of compliance by the Company with its disclosure duties in 2024.**

On 29<sup>th</sup> March 2021, the Supervisory Board of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) by Resolution No. 13/1834/2021 adopted new corporate governance rules for companies listed on the WSE Main Market – “Best Practice of GPW Listed Companies 2021” (“Best Practice 2021”, “DPSN2021”).

“Best Practice 2021” came into force on 1<sup>st</sup> of July 2021.

Application by companies of the principles of corporate governance contained in the “Best Practice 2021” is voluntary, but reporting on their application is an obligation of every listed company, enshrined in the Regulations of the WSE. Companies had to publish their first reports on the application of “DPSN2021” by 31<sup>st</sup> July 2021.

Pursuant to § 29 (3) of the Rules of the Warsaw Stock Exchange, on 29th July 2021 the Management Board of Arctic Paper S.A. published in the form of an EBI report the first statement regarding the Company's application of the principles contained in “Best Practice of GPW Listed Companies 2021” and then updated it with subsequent EBI reports.

Arctic Paper S.A. was striving at applying corporate governance rules as set forth in the document “Best Practice of GPW Listed Companies 2021”.

In 2024, Arctic Paper S.A. did not apply the following rules:

Disclosure Policy, Investor Communication  
Rule 1.3.2

Rule 1.4.2

Internal Systems and Functions

Rule 3.3

Rule 3.10

General Meeting, Shareholders Relations

Rule 4.1

Rule 4.3

In the opinion of the Supervisory Board, Arctic Paper S.A. has made all reasonable efforts to apply the corporate governance rules as specified in the document "Best Practice of GPW Listed Companies 2021" to the greatest possible extent subject to the size and nature of the Company's operations.

**5. Assessment of the rationality of the Company's policy with respect to its sponsorship, charity or similar activities.**

In 2024 Arctic Paper S.A. was not involved in any sponsorship, charity or similar activity.

**6. Information on the total remuneration payable by the Company for all audits commissioned (advisers of the supervisory board) by the supervisory board during the financial year.**

There were no orders in question in a given financial year.

**7. Assessment of the Management Board's report on the Company's operations in the financial year 2024, the Company's financial statements for the financial year 2024 and the Management's proposal regarding the distribution of profit generated by the Company in the financial year 2024.**

Acting pursuant to Art. 382 § 3 of the Code of Commercial Companies and in conjunction with the provisions of Art. 18.2 of the Company's Articles of Association, the Supervisory Board has analysed the consolidated and the Company's standalone financial statements for the period from 1<sup>st</sup> of January 2024 to 31<sup>st</sup> of December 2024 prepared by the Management Board and reviewed by the Company's auditor by PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp.k., consisting of:

- Consolidated balance sheet as at 31st of December 2024, with assets and liabilities amounting to PLN thousand 2,756,962 and standalone balance sheet as at 31 December 2024, with assets and liabilities amounting to PLN thousand 1,341,458;
- Consolidated profit and loss account for the period from 1st of January 2024 to 31st of December 2024, showing a net profit of PLN thousand 161,105 and standalone profit and loss account for the same period showing a net profit of PLN thousand 197,292;
- Consolidated statement of changes in equity for the period from 1st of January 2024 to 31st of December 2024 showing decrease in equity of PLN thousand 32,787 and standalone statement of changes in equity for the period from 1st of January 2024 to 31st of December 2024 showing an increase in equity of PLN thousand 126,728;
- Consolidated cash flow statement for the period from 1st of January 2024 to 31st of December 2024, showing a decrease in net cash of PLN thousand of 205,399 and standalone



cash flow statement for the period from 1st of January 2024 to 31st of December 2024, showing an decrease in net cash of PLN thousand 86,184;

- Accounting principles (policies) and additional explanatory notes.

The Supervisory Board has examined the Management Board's report on the Company's operations in the financial year 2024.

Pursuant to article 70.1.14 and article 71.1.12 of the Regulation of the Minister of Finance of 29<sup>th</sup> of March 2018, on current and periodic information provided by issuers of securities and on conditions under which information required by legal regulations of a third country may be recognised as equivalent, the Supervisory Board of Arctic Paper S.A. evaluates that:

- the financial statements of Arctic Paper S.A. for the financial year ended 31<sup>st</sup> of December 2024, as well as with the report of an independent certified auditor on the audit of the Company's annual standalone financial statements for the financial year ended 31<sup>st</sup> of December 2024, prepared by PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp.k.,
- the consolidated financial statements of the Arctic Paper Group for the financial year ended 31<sup>st</sup> of December 2024, as well as with the report of an independent auditor on the audit of the annual consolidated financial statements for the financial year ended 31<sup>st</sup> of December 2024, prepared by PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp.k.

have been prepared correctly in terms of substance and form, in accordance with the books and documents, as well as with the facts, and accurately reflects the financial result and assets of the Company and Arctic Paper Group in the financial year 2024.

The Supervisory Board of Arctic Paper S.A., after review of the reports of the Management Board of Arctic Paper S.A. on the activities of the Arctic Paper Group and the Company for 2024, states that reports have been prepared in accordance with the relevant applicable regulations regarding the reports on the activities and is in accordance with the books, documents and the actual state.

The Supervisory Board adopts the report, expresses its approval for the activities of the Management Board in 2024 and recommends that the Annual General Meeting discharges the Members of the Management Board for the performance of their duties in the financial year 2024:

- Mr Michał Jarczyński for a period from 1<sup>st</sup> of January 2024 until 31<sup>st</sup> of December 2024,
- Mrs Katarzyna Wojtkowiak for a period from 1st of January 2024 until 31st of December 2024,
- Mr Tom Fabian Langenskiöld for a period from 1st of January 2024 until 31st of December 2024.

The Supervisory Board requests the Annual General Meeting to grant discharge to members of the Supervisory Board for the performance of their duties in the financial year 2024.

## **8. Proposal regarding the distribution of profit generated by the Company in the financial year 2024**



On 15<sup>th</sup> May 2025 the Management Board of the Company decided to recommend to the Annual General Meeting to allocate the Company's net profit of 2024 in the amount of PLN 197,291,617.02 (one hundred ninety-seven million two hundred ninety-one thousand six hundred seventeen zlotys and two groszy) in its entirety to the Company's reserve capital.

The basis for the decision not to pay a dividend for 2024 is, in particular, the weaker financial results achieved in both main paper and pulp production segments of the Arctic Paper Group in the first months of 2025. In addition this decision was influenced by the fact that the prices of wood used for pulp production in Scandinavia remain at a very high level and the rapid strengthening of the Swedish krona exchange rate against the euro, and in particular against the US dollar, as well as the lack of predictability of the economic situation intensified by the introduction of global trade tariffs.

The recommendation of the Management Board together with the opinion of the Supervisory Board will be submitted to the General Meeting for adoption of a resolution.

## **9. Assessment of the Company's condition**

The paper segment has focused on maintaining volumes in a challenging market of year 2024, where the segment's largest market, Germany, was characterized by headwinds. Arctic Paper is seen as a stable supplier with strong brands and has continuously strengthened its position: for the last years, the market share of coated paper (CWF) has increased substantially, while the share of uncoated paper has remained stable.

For the pulp segment, Rottneros, pulp wood costs continued to rise and had an impact on the lower results.

The investment in molded fiber tray production in Kostrzyn is in the final phase and we expect production to start, and successively ramp up, during the first quarter. Fiber-based packaging makes a big climate benefit when it replaces plastic-based packaging.

In the energy segment, a 10 MW expansion of the solar park in Kostrzyn is underway. During the period, a PV farm of 4 MW was acquired in Garwolin in Poland, which means that the Group will have over 30 MW of installed capacity by the summer of 2025.

Arctic Paper's commitment and focus align with our 4P strategy to strengthen our positions in paper and pulp while also investing in the expansion of our packaging and green energy businesses. In 2024, the Group invested a total of PLN 424 million, with 40 percent allocated to the power and packaging segments. The Group's strong finances and stable position give us the strength to encounter another challenging year with confidence.

[Per Lundeen, Chairman of the Supervisory Board of Arctic Paper S.A  
on behalf of the Supervisory Board of Arctic Paper S.A.]



## REMUNERATION POLICY

### of Members of the Management Board and the Supervisory Board

### of Arctic Paper S.A.

The Remuneration Policy of the Members of the Management Board and the Supervisory Board of Arctic Paper S.A. with its registered office in Kostrzyn nad Odrą ("Company") has been prepared on the basis of the applicable regulations of law, especially:

- A) the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of 29 July 2005 (Journal of Laws of 2005, No. 184, No. 1539, consolidated text: Journal of Laws of 2019, item 623);
- B) the Act on the Code of Commercial Companies of 15 September 2000 (consolidated text: Journal of Laws of 2019, item 505, as amended).

## Article 1

### Definitions

- 1. **Remuneration Policy** – means the Remuneration Policy of the Management Board and the Supervisory Board of Arctic Paper S.A.
- 2. **Act** – means the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of 29 July 2005.
- 4. **Management Board, Supervisory Board, Remuneration Committee, General Meeting** – means the Management Board of Arctic Paper S.A., the Supervisory Board of Arctic Paper S.A., the Remuneration Committee of Arctic Paper S.A., the General Meeting of Arctic Paper S.A., respectively
- 5. **Member of the Management Board** – means the President of the Management Board and other Members of the Management Board.
- 6. **Member of the Supervisory Board** – means the Chairman of the Supervisory Board and other Members of the Supervisory Board.

## Article 2

### General Provisions

- 1. The purpose of this document is to determine the rules of remuneration of the Members of the Management Board and the Members of the Supervisory Board.
- 2. The solutions adopted in the Remuneration Policy should contribute to the implementation of the business strategy, long-term interests, and stability of the Company, having regard to the interests of the Company's shareholders.
- 3. The implementation of the business strategy, long-term interests, and stability of the Company is to be especially supported by the amount, rules, and the structure of remuneration of the Members of the Management Board and the Members of the Supervisory Board and consideration of the Company's current financial standing while granting it.
- 4. Determination of the remuneration rules of the Members of the Management Board and the Members of the Supervisory Board of the Company is aimed at recruiting staff that ensures the highest competence and experience necessary for the proper management of the Company and supervision over it.
- 5. The Remuneration Policy gives consideration to the Company's size, risk related to its business operations, the internal organisational structures, and also the scope and complexity of the pursued business activity and its business environment.

## Article 3

### Development and Implementation of the Remuneration Policy

1. A draft of the Remuneration Policy, as well as its amendments is developed by the Remuneration Committee. A draft is submitted to the Supervisory Board for issuing an opinion and introducing any changes.
2. The General Meeting shall determine the final content of the Remuneration Policy or shall send it back to the Remuneration Committee for further work that includes remarks of the General Meeting.
3. The General Meeting shall adopt the Remuneration Policy by way of resolution. The information included in the Remuneration Policy is the responsibility of the Members of the Management Board.
4. The Management Board is responsible for the implementation and updates of the Remuneration Policy.
5. The Company shall immediately put up the Remuneration Policy and a resolution on the Remuneration Policy together with the date of its adoption and voting results on its website. These documents shall remain available at least as long as they are applicable.
6. A resolution on the Remuneration Policy shall be adopted not less frequently than every four years. A material change of the Remuneration Policy shall require its adoption by the General Meeting by way of resolution.
7. The Company shall pay remuneration to the Members of the Management Board and the Supervisory Board solely in compliance with the Remuneration Policy.
8. By applying the rules provided for in the Remuneration Policy appropriate authorities of the Company shall from time to time give consideration to the Company's current financial standing.
9. A General Meeting authorise the Supervisory Board to work out details of elements of the Remuneration Policy to the extent that has been previously indicated by a General Meeting.
10. If it is indispensable for the implementation of long-term interests and maintenance of the Company's financial stability or to ensure its profitability, the Supervisory Board may decide about a temporary departure from the application of the Remuneration Policy.
11. A decision of the Supervisory Board on a temporary departure from the application of the Remuneration Policy shall be taken by way of resolution which shall indicate: the scope of time of departure, elements of the Remuneration Policy that are to be excluded and premises justifying a necessity of a temporary departure from the application of the Remuneration Policy.

## Article 4

### MANAGEMENT BOARD

#### **Description of the Components of the Remuneration of the Members of the Management Board and a legal relation binding the Members of the Management Board and the Company**

1. The Members of the Management Board are appointed by the Company's Supervisory Board to perform their function in the Management Board pursuant to the Company's Articles of Association and the regulations of law applicable in that respect.
2. The Members of the Management Board are appointed for a joint term of office that is 3 years. A Member of the Management Board may be recalled at any time by the Supervisory Board.
3. The Members of the Management Board shall be entitled to fixed monthly remuneration defined for each Member of the Management Board individually, and determined on the

- basis of a legal relation binding the Company with such Member of the Management Board.
4. Remuneration of a Member of the Management Board may be due under an appointment act, a contract of employment, a managerial contract, or other civil law agreement. Such agreements may be executed for an unspecified period of time.
  5. Irrespective of the basis pursuant to which they have been concluded, the agreements referred to in clause 4 above provide for a notice period from 6 to 12 months.
  6. Monthly remuneration of the Members of the Management Board is differentiated depending on a function held in the Management Board and the scope of responsibilities of a given Member of the Management Board.
  7. Remuneration of the Members of the Management Board shall include:
    - a) "Fixed Remuneration" – due to the Members of the Management Board for holding their functions, incurred accountability, performed work and their competences. Fixed remuneration is not dependent on criteria related to the performance or assessment of the results of work of a specific person, and it is granted by the Supervisory Board giving consideration to market conditions.
    - b) "Variable Remuneration" – awards for achieving short-, medium-, or long-term goals pursuant to the Company's strategy that may have a form of additional disbursements and short- or long-term incentive programmes;
    - c) "Fringe Benefits" – including those that are non-cash, additions and benefits, such as: provision of a company car (also for private purposes), co-financing of health care (including for immediate family members, such as: spouse and minor children), payment of premiums for a life insurance and a liability insurance contract, such as D&O (Directors & Officers).
  8. Fixed Remuneration shall be the only mandatory part of remuneration disbursed to the Members of the Management Board.
  9. The Company may introduce additional retirement and disability pension schemes or early retirement schemes for Members of the Management Board or the Supervisory Board.
  10. Members of the Management Board may be included in the Employee Capital Plan (*Polish – Pracownicze Plany Kapitałowe*) in accordance with the Act on Employee Capital Plans - participation in the plan is voluntary.
  11. Members of the Management Board may be covered by an additional non-competition agreement after termination of employment, on the terms resulting from generally applicable legal provisions for employees. The period of non-competition provision after termination of employment should not exceed 12 months.
  12. Members of the Management Board, with the consent of the Supervisory Board, may establish cooperation on the basis of an employment contract, management contract or other civil law contract with another entity belonging to the Arctic Paper Capital Group.

## Article 5

### General Rules of Granting Variable Remuneration

1. Variable Remuneration for the Members of the Management Board may be determined under the incentive programme.
2. A decision on inclusion of a Member of the Management Board in the incentive programme shall be taken by the Supervisory Board by way of resolution.
3. The purpose of the incentive programme is to remunerate the Members of the Management Board for achieving the quantitative or qualitative goals.
4. The incentive programme is to promote achieving annual consolidated financial goals of the Company and to implement the established business objectives.
5. The maximum level of an award grantable shall be determined and verified by the Company's Supervisory Board once a year.
6. The value of Variable Remuneration in a given financial year may not exceed:
  - a) 50% of the gross value of Fixed Remuneration due to the President of the Management Board for a given year;



- b) 35% of the gross value of Fixed Remuneration due to other Members of the Management Board for a given year.
- 7. The amount of the Variable Remuneration is calculated based on the financial and non-financial criteria determined by the Supervisory Board, including the achievement by the Company:
  - a) assumed economic goals;
  - b) assumed efficiency goals;
  - c) assumed development goals;
  - d) the objectives of sustainable development and environmental protection set out in the non-financial statements of the Arctic Paper group.

The specification of the above criteria is the responsibility of the Supervisory Board.

- 8. An award shall be paid out following publication of the annual financial statements of the Company and further approval of the award by the Supervisory Board, based on the recommendation of the Remuneration Committee.
- 9. In the event of dismissal of a Management Board Member by the Supervisory Board or resignation from the position before the end of the incentive programme, the Supervisory Board may decide that the variable remuneration will be paid in proportion to the period of performance of the function by the given Management Board Member.
- 10. The Company assumes a possibility of claiming reimbursement and also deferring granting or paying Variable Remuneration, in the event of:
  - a) violation of a non-compete prohibition while holding a function of a Member of the Management Board and after a year following the end of a legal relation binding a Member of the Management Board and the Company;
  - b) disclosure of irregularities in managing the Company resulting in damage;

## Article 6

### SUPERVISORY BOARD

#### **Description of the Components of the Remuneration of the Members of the Supervisory Board and a Legal Relation Binding the Members of the Management Board and the Company**

- 1. The Members of the Supervisory Board are appointed by the General Meeting to hold their functions in the Supervisory Board pursuant to the wording of the Company's Articles of Association and the regulations of law applicable in that respect.  
A function of a Member of the Supervisory Board shall only be performed on the basis of appointment pursuant to a relevant resolution of the General Meeting.
- 2. The Members of the Supervisory Board are appointed for a joint three-year term of office.
- 3. Remuneration of the Members of the Supervisory Board shall be determined by the General Meeting by way of resolution.
- 4. The remuneration amount of the Members of the Supervisory Board shall guarantee independence of the Members of the Supervisory Board during performance of their functions in the Supervisory Board.
- 5. In view of the function and an increased volume of work for the Company, the remuneration of the Chairman of the Supervisory Board may be higher than the remuneration of other Members of the Supervisory Board.
- 6. The Members of the Supervisory Board shall be paid Fixed Remuneration only during the term of their mandate.

7. The Member of the Supervisory Board who hold their functions in the committees of the Supervisory Board shall be entitled to additional monthly remuneration in the amount determined by the General Meeting by way of resolution.
8. The Company shall reimburse the costs incurred further to the performance of functions entrusted to the Members of the Supervisory Board, in particular: costs of travels from the place of their residence to the place where a meeting of the Supervisory Board or a meeting of a Committee of the Supervisory Board is held and back, the costs of accommodation and meals.
9. Members of the Supervisory Board may be included in the Employee Capital Plan (*Polish – Pracownicze Plany Kapitałowe*) in accordance with the Act on Employee Capital Plans - participation in the plan is voluntary.

## Article 7

### Remuneration Report

1. The Supervisory Board shall prepare a remuneration report annually presenting a comprehensive review of remuneration, including all benefits, regardless of their form that have been received by the individual Members of the Management Board and the Supervisory Board or due to individual Members of the Management Board and the Supervisory Board in the last financial year in accordance with the Remuneration Policy.
2. The information included in the remuneration report is the responsibility of the Members of the Supervisory Board.
3. The Supervisory Board shall prepare the first remuneration report jointly for 2019 and 2020.
4. The remuneration report concerning each Member of the Management Board and the Supervisory Board shall include in particular:
  - 1) the amount of the total remuneration by components that are referred to in Article 90d.3.1 of the Act (fixed and variable components), and mutual proportions among such remuneration components;
  - 2) explanation of the manner in which the total remuneration is compliant with the adopted Remuneration Policy, including, who it contributes to the achievement of the Company's long-term performance;
  - 3) information on the manner in which the criteria relating to performance have been applied;
  - 4) information on an annual change of remuneration, the Company's performance, and the average remuneration of employees of the Company, who are not Members of the Management Board or the Supervisory Board, during a period of the last five financial years, at least, as an aggregate, in the manner providing for their comparison;
  - 5) the amount of remuneration due from entities belonging to the same group within the meaning of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351, 1495, 1571, 1655, and 1680);
  - 6) the number of financial instruments granted or offered and the main terms and conditions of exercising the rights attached to such instruments, including the price and date of execution and their change;
  - 7) information on using a possibility of requesting reimbursement of variable remuneration components;
  - 8) information on departures from the implementation procedure of the Remuneration Policy and departures applied pursuant to Article 90f, including explanation of the premises and manner, and indication of the elements departures from which have been applied.
5. Information on financial years for which the Supervisory Board has not been required to prepare the remuneration report may be presented on the basis of estimates, in the event whereby it has been explicitly indicated or omitted in the remuneration report.
6. The remuneration report shall not include personal data of the Members of the Management Board and the Supervisory Board.
7. The General Meeting shall adopt a resolution with an opinion on the remuneration report. The nature of such resolution is advisory.



8. Instead of adopting a resolution with an opinion, the General Meeting may hold a discussion on the Remuneration Report, if there are premises defined in Article 90g.7 of the Act.
9. The Company shall put up the remuneration report on its website and shall make it available free of charge for at least 10 years from the end of a session of the General Meeting referred to in Clause 7 above. If the Company makes the remuneration report available after that period, the report shall not contain personal data of the Members of the Management Board and the Supervisory Board.
10. The remuneration report shall be subject to an assessment by an auditor to the extent of including in it the information required pursuant to Article 90g of the Act.

## **Article 8**

### **Avoidance of Conflicts of Interest**

1. To avoid a conflict of interest related to the Remuneration Policy, there is a division of responsibilities in the Company to determine the remuneration amount as provided for in Article 378 and Article 392 of the Code of Commercial Companies, taking into consideration the provisions of the Remuneration Policy.
2. In the event of becoming aware or suspicious by a Member of the Management Board or a Member of the Supervisory Board of the occurrence of a conflict of interest in terms of the Remuneration Policy concerning their person or another Member of the Management Board or a Member of the Supervisory Board, they shall be obliged to inform the Chairman of the Supervisory Board accordingly (in the event of becoming aware or suspicious about the Members of the Management Board) or the President of the Management Board (in the event of becoming aware or suspicious of the Members of the Supervisory Board).
3. In the event of receiving the information referred to in Clause 2, the Supervisory Board shall order the Remuneration Committee of the Supervisory Board to undertake actions aimed at verifying the information, a review of the Remuneration Policy and its update, if any, to remove or prevent the occurrence of a conflict of interest.

## **Article 9**

### **Final Provisions**

1. The Remuneration Policy was developed on the basis of different criteria related to the nature of the duties performed by persons acting as Members of the Management Board and Supervisory Board of the Company.
2. Remuneration of individual employees shall be determined within a payment grid for a given position based on performance at work and competences and the remuneration budget at hand. When hiring in a given position the remuneration shall be determined on the basis of skills, knowledge, and experience with regard to the position requirements and envisaged work efficiency.
3. The Remuneration Policy shall become effective on the date of its adoption by the General Meeting.
4. The Remuneration Policy shall not apply to payment of remuneration due under termination of an agreement binding a Member of the Management Board and the Company and Variable Remuneration to which persons subjected to the Remuneration Policy have acquired claims prior to its effective date.