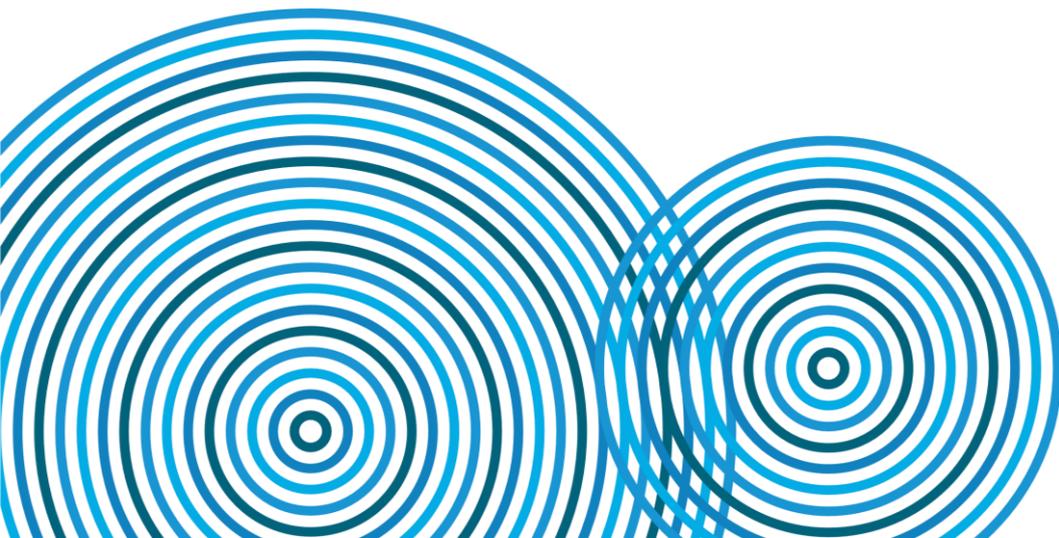




# **Report on the Remuneration of the Management Board and the Supervisory Board Members of Cyfrowy Polsat S.A. for 2023**



## I. Introduction

The present report on the remuneration of the Management Board Members and the Supervisory Board Members of Cyfrowy Polsat S.A. has been prepared by the Supervisory Board of Cyfrowy Polsat S.A. (hereinafter “the Company”) in accordance with Art. 90g of the Act of 29 July 2005 on Public Offering and Terms of Introduction of Financial Instruments to an Organized Trading System and on Public Companies.

The report contains a review of the remuneration and of all the benefits which were received by and which were due to individual Members of the Management Board and of the Supervisory Board of Cyfrowy Polsat S.A. The report covers financial year 2023.

The Remuneration Policy for the Management Board Members and the Supervisory Board Members of Cyfrowy Polsat S.A. was adopted on 23 July 2020 by means of a Resolution no. 33 of the Ordinary General Meeting of Shareholders of Cyfrowy Polsat S.A. (hereinafter “the Remuneration Policy”).

The Remuneration Policy document is available at the website of Polsat Plus Group, in the “Corporate Governance” bookmark

[https://grupapolsatplus.pl/sites/default/files/polityka\\_wynagrodzen\\_zarzadu\\_i\\_rm\\_20209723.pdf](https://grupapolsatplus.pl/sites/default/files/polityka_wynagrodzen_zarzadu_i_rm_20209723.pdf)

**In 2023 the following persons were the members of the Company’s Management Board, which remained unchanged during the year:**

- Mr. Mirosław Błaszczuk – President of the Management Board;
- Mr. Maciej Stec – Vice-President of the Management Board;
- Mr. Jacek Felczykowski – Management Board Member;
- Ms. Aneta Jaskólska – Management Board Member;
- Ms. Agnieszka Odorowicz – Management Board Member;
- Ms. Katarzyna Ostap-Tomann – Management Board Member.

**As of 31 December 2023 the following persons were the members of the Company’s Supervisory Board:**

- Mr. Zygmunt Solorz – Chairman of the Supervisory Board;
- Mr. Tobiasz Solorz – Vice-Chairman of the Supervisory Board;
- Mr. Piotr Żak – Vice-Chairman of the Supervisory Board
- Mr. Józef Birka – Supervisory Board Member;
- Mr. Jarosław Grzesiak – Supervisory Board Member;
- Mr. Marek Grzybowski – Supervisory Board Member;
- Mr. Alojzy Nowak – Supervisory Board Member;
- Mr. Tomasz Szelaąg – Supervisory Board Member;

On 31 May 2023, in the face of the resignation tendered by Mr. Marek Kapuściński with immediate effect, Mr. Marek Kapuściński ceased to be a Member of the Supervisory Board and the Vice-Chairman of the Supervisory Board.

On 29 June 2023 the Ordinary General Meeting of Shareholders of the Company decided to introduce changes to the structure of the Supervisory Board:

- Mr. Tobiasz Solorz, the to-date member of the Supervisory Board, was appointed to the position of the Vice-Chairman of the Supervisory Board;
- Mr. Piotr Żak, the to-date member of the Supervisory Board, was appointed to the position of the Vice-Chairman of the Supervisory Board.

## II. Report on the Remuneration obtained by individual Management Board Members and Supervisory Board Members

### II.1. Remuneration of Management Board Members

Fixed remuneration is paid to a Management Board Member on account of the position held or based on an employment relation. The position of a Company's Management Board Member is held by virtue of a corporate relationship. The employment relation may take the form of a work relation based on an employment contract concluded for a defined or undefined period of time, or it may be an employment relation based on election or work under a non-employment contract.

By adopting a resolution the Supervisory Board may grant a discretionary award (a bonus) to a Management Board Member.

**Total remuneration with division into the components which are mentioned in Article 90g, section 2, point 1 of the Act on Public Offering, as well as the mutual relations between the respective components of the remuneration**

**Table 1.** Total remuneration of the Management Board Members of Cyfrowy Polsat S.A., including the remuneration on account of management and supervisory positions held in the companies which are members of Cyfrowy Polsat S.A. Capital Group (in thousands PLN)

First and last name Position	Year	Fixed remuneration		Variable remuneration		Additional remuneration	Pension plans	Total remuneration	Share of fixed to variable remuneration
		Basic remuneration	Benefits	Short-term incentives - annual	Long-term incentives				
		[1]	[2]	[3]	[4]	[5]	[6]	[1+2+3+4+5+6]	[(1+2) / (3+4)]
Mirosław Błaszczak President of the Management Board	2023	985	13	2 500	-	-	-	3 498	29% / 71%
Maciej Stec Vice-President of the Management Board	2023	1 572	0	1 300	-	-	-	2 872	55% / 45%
Jacek Felczykowski Management Board Member	2023	960	6	1 500	-	-	-	2 466	39% / 61%
Aneta Jaskólska Management Board Member	2023	960	0	1 900	-	-	-	2 860	34% / 66%
Agnieszka Odorowicz Management Board Member	2023	600	0	1 000	-	-	-	1 600	38% / 63%
Katarzyna Ostap-Tomann Management Board Member	2023	980	0	3 400	-	-	-	4 380	22% / 78%

### **Other non-wage benefits**

Management Board Members are entitled to use company cars in line with the procedures which apply to all employees. When using company cars for private purposes, Management Board Members are charged for such use on the terms which are analogous to the terms applicable to other employees.

Management Board Members are guaranteed a Directors and Officers Liability Insurance provided as part of the Company's group insurance.

By buying a prepaid medical care package, offered as an element of a group contract for medical services, Management Board Members may enjoy the healthcare services offered to a Management Board Member or the members of his/her family. In 2023 Mr. Mirosław Błaszczuk and Mr. Jacek Felczykowski used medical care services dedicated to family members which were financed by Polkomtel sp. z o.o. The respective amounts for these medical services are found in the Table no. 1 in the report. All of the above indicated benefits relate to the services provided to family members.

No additional pension scheme exists in the Company and Management Board Members are not covered by any such a scheme.

### **Remuneration obtained from the entities being members of the same capital group, as defined by the Accountancy Act of 29 September 1994.**

**Table 2.** Remuneration of the Management Board Members of Cyfrowy Polsat S.A. obtained in the companies which are members of the capital group, as isolated from the amounts found in Table 1 (in PLN thousand)

First and last name Position	Year	Fixed remuneration		Variable remuneration		Additional remuneration	Pension plans	Total remuneration	Share of fixed to variable remuneration/
		Basic remuneration	Benefits	Short-term incentives - annual	Long-term incentives				
		[1]	[2]	[3]	[4]	[5]	[6]	[1+2+3+4 +5+6]	[(1+2) / (3+4)]
Mirosław Błaszczuk President of the Management Board	2023	193	13	1 800	-	-	-	2 006	10% / 90%
Maciej Stec Vice-President of the Management Board	2023	1 152	0	0	-	-	-	1 152	100% / 0%
Jacek Felczykowski Management Board Member	2023	720	6	500	-	-	-	1 226	59% / 41%
Aneta Jaskólska Management Board Member	2023	336	0	1 200	-	-	-	1 536	22% / 78%
Agnieszka Odorowicz Management Board Member	2023	0	0	0	-	-	-	0	0% / 0%
Katarzyna Ostap-Tomann Management Board Member	2023	476	0	2 700	-	-	-	3 176	15% / 85%

## II.2. Remuneration of Supervisory Board Members

Supervisory Board Members are paid fixed remuneration on account of their functions. The remuneration may differ depending on the function a given individual has in the Supervisory Board.

The amounts of the remuneration of Supervisory Board Members are defined by the General Meeting.

**Total remuneration with division into the components which are mentioned in the Article 90g, section 2, point 1 of the Act on Public Offering, as well as the mutual relations between the respective components of the remuneration**

**Table 3.** Remuneration of Supervisory Board Members on account of sitting on the Supervisory Board of Cyfrowy Polsat (in PLN thousand)

First and last name Position	Year	Fixed remuneration		Variable remuneration		Additional remuneration	Pension plans	Total remuneration	Share of the fixed to variable remuneration
		Basic remuneration	Benefits	Short-term incentives - annual	Long-term incentives				
		[1]	[2]	[3]	[4]	[5]	[6]	[1+2+3+4+5+6]	[(1+2) / (3+4)]
Zygmunt Solorz Chairman of the Supervisory Board	2023	240	-	-	-	-	-	240	100% / 0%
Tobias Solorz Vice Chairman of the Supervisory Board	2023	180	23	-	-	-	-	203	100% / 0%
Piotr Żak Vice Chairman of the Supervisory Board	2023	180	-	-	-	-	-	180	100% / 0%
Marek Kapuściński Vice Chairman of the Supervisory Board (till 31 May 2023)	2023	75	-	-	-	-	-	75	100% / 0%
Józef Birka Supervisory Board Member	2023	180	-	-	-	-	-	180	100% / 0%
Jarosław Grzesiak Supervisory Board Member	2023	180	-	-	-	-	-	180	100% / 0%
Marek Grzybowski Supervisory Board Member	2023	180	-	-	-	-	-	180	100% / 0%
Alojzy Nowak Supervisory Board Member	2023	0	-	-	-	-	-	0	0% / 0%
Tomasz Szelaąg Supervisory Board Member	2023	180	-	-	-	-	-	180	100% / 0%

**Remuneration obtained from the entities being members of the same capital group, as defined by the Accountancy Act of 29 September 1994.**

**Table 4.** Remuneration of the Supervisory Board Members of Cyfrowy Polsat S.A. obtained in the companies which are members of the capital group (in PLN thousand)

First and last name Position	Year	Fixed remuneration		Variable remuneration		Additional remuneration	Pension plans	Total remuneration	Share of the remuneration fixed to variable remuneration [(1+2) / (3+4)]
		Basic remuneration	Benefits	Short-term incentives - annual	Long-term incentives				
		[1]	[2]	[3]	[4]	[5]	[6]	[1+2+3+4+5+6]	
Zygmunt Solorz Chairman of the Supervisory Board	2023	6 840	-	-	-	-	-	6 840	100% / 0%
Tobias Solorz Vice Chairman of the Supervisory Board	2023	6 060	315	-	-	-	-	6 375	100% / 0%
Piotr Żak Vice Chairman of the Supervisory Board	2023	6 060	-	-	-	-	-	6 060	100% / 0%
Marek Kapuściński Vice Chairman of the Supervisory Board (till 31 May 2023)	2023	680	-	-	-	-	-	680	100% / 0%
Józef Birka Supervisory Board Member	2023	1 200	-	-	-	-	-	1 200	100% / 0%
Jarosław Grzesiak Supervisory Board Member	2023	5 280	-	-	-	-	-	5 280	100% / 0%
Marek Grzybowski Supervisory Board Member	2023	0	-	-	-	-	-	0	0% / 0%
Alojzy Nowak Supervisory Board Member	2023	0	-	-	-	-	-	0	0% / 0%
Tomasz Szelaąg Supervisory Board Member	2023	5 318	-	-	-	-	-	5 318	100% / 0%

### II.3. Financial instruments granted or offered

No financial instruments were either granted or offered to the Management Board Members or the Supervisory Board Members in 2023.

### II.4. Information on exercising the option of requesting repayment of the variable components of the remuneration

The Remuneration Policy in place does not provide for the possibility of deferring the payment of any variable components of remuneration or for requesting their repayment.

## III. Explanation of compliance of the total remuneration with the adopted Remuneration Policy, including explanation of the manner in which it contributes to the accomplishment of the Company's long-term goals.

The remuneration is paid out by the Company to the Management Board and Supervisory Board Members only in compliance with the Remuneration Policy.

The Remuneration Policy is intended to ensure sustainable growth of the Company's value. The accomplishment of this goal by the Management Board and the Supervisory Board requires – among others – relevant structuring of the remuneration of the Management Board Members and Supervisory Board Members on account of their overall duties.

The above is achieved by restricting the remuneration of these individuals to a fixed part, which they receive for the fulfillment of their duties related to the general operation of the Company, without limiting their activity to the pursuit of specific selected goals only. Volatility of the market, social and economic situation as well as the need for flexible response to emerging risks and business opportunities provide no justification for setting such fixed goals.

In the case of Management Board Members, the need for flexible response to the changing situation and the emerging challenges, when required, is addressed by the possibility of awarding of bonuses to them. Such an approach guarantees flexibility in assurance of stable existence of the Company and pursuit of its long-term interests.

#### **IV. Information on the manner in which the result-related criteria have been applied**

The amount of the bonus, which is awarded for a given calendar year in line with the provisions of the Remuneration Policy, is defined by the Supervisory Board for each Management Board Member individually and based on discretionary criteria, however while taking into account the current results and the pursuit of the long-term interests of the Company and of the Company's Capital Group.

#### **V. Information regarding any variances from the procedure of implementation of the Remuneration Policy as well as any variances that have been applied in compliance with Art. 90f of the Act on Public Offering, including explanation of the underlying reasons and indication of the elements in whose case such variances occurred**

According to the Supervisory Board's best knowledge, no variances from the procedure of implementation of the Remuneration Policy were noted

## VI. Information regarding change, in a yearly perspective, of the remuneration, the performance (results) as well as the average remuneration of the employees who are neither Management Board Members, nor Supervisory Board Members, in the timeframe of at least five past financial years.

Cyfrowy Polsat S.A.		2019	2020	2021	2022	2023
<b>Costs associated with the Management Board <sup>1)</sup></b>	[PLN million]	8.1	8.3	8.7	12.5	8.6
	<i>Change YoY [%]</i>	-36.7%	2.5%	4.8%	43.7%	-31.2%
<b>Costs associated with the Supervisory Board <sup>1)</sup></b>	[PLN million]	1.32	1.48	1.59	1.50	1.40
	<i>Change YoY [%]</i>	3.1%	12.1%	7.4%	-5.7%	-6.3%
<b>Average remuneration of employees in PLN <sup>2)</sup></b>	[PLN]	8.314.4	8.286.1	8.529.1	8.998.7	9.638.1
	<i>Change YoY [%]</i>	0.2%	-0.3%	2.9%	5.5%	7.10%
<b>Performance indicators of Cyfrowy Polsat S.A. Capital Group in PLN million</b>						
<b>Revenue from sale of services, products, goods and materials</b>	[PLN million]	11.676.1	11.962.9	12.444.0	12.915.3	13.626.3
	<i>Change YoY [%]</i>	9.3%	2.5%	4.0%	3.8%	5.5%
<b>EBITDA</b>	[PLN million]	4.196.7	4.191.9	7.699.6	3.471.2	3.231.2
	<i>Change YoY [%]</i>	13.5%	-0.1%	83.7%	-54.9%	-6.90%
<b>Net profit for the period</b>	[PLN million]	1.114.6	1.146.2	4.414.5	901.1	311.6
	<i>Change YoY [%]</i>	36.6%	2.8%	>100%	-79.6%	-65.40%
<b>Capitalization <sup>3)</sup></b>	[PLN billion]	17.9	19.4	22.2	11.3	7.9
	<i>Change YoY [%]</i>	24.3%	8.4%	14.4%	-49.1%	-30.1%

1) Remuneration obtained in Cyfrowy Polsat S.A., excluding the remuneration obtained from subsidiaries.

2) Average remuneration of employees of Cyfrowy Polsat S.A. – headcount status as of the end of a given year, excluding Management Board and Supervisory Board Members. Gross monthly base salary per FTE.

3) Capitalization at the end of the period.

## VII. Information regarding adoption of the Resolution of the General Meeting of Shareholders on the report on the remuneration of Management Board Members and Supervisory Board Members for the year 2022

On 29 June 2023 the General Meeting of Shareholders adopted resolution no. 11 regarding the report on the remuneration of the Management Board and the Supervisory Board Members for the year 2022, approving the report without any comments which would have to be included in the report.

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Zygmunt Solorz  
Chairman of the Supervisory  
Board Cyfrowy Polsat S.A.

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Tobias Solorz  
*Vice-Chairman of the Supervisory  
Board Cyfrowy Polsat S.A.*

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Piotr Żak  
*Vice-Chairman of the Supervisory  
Board Cyfrowy Polsat S.A.*

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Marek Grzybowski  
*Member of the Supervisory Board  
Cyfrowy Polsat S.A.*

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Jarosław Grzesiak  
*Member of the Supervisory Board  
Cyfrowy Polsat S.A.*

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Alojzy Nowak  
*Member of the Supervisory Board  
Cyfrowy Polsat S.A.*

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Józef Birka  
*Member of the Supervisory Board  
Cyfrowy Polsat S.A.*

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Tomasz Szelaąg  
*Member of the Supervisory Board  
Cyfrowy Polsat S.A.*

May 22, 2024