

**REGULATIONS OF THE REMUNERATION COMMITTEE AT THE SUPERVISORY BOARD
of TRAKCJA PRKII S.A.**

Article 1

General Provisions

1. These Regulations of the Remuneration Committee at the Supervisory Board (hereinafter referred to as the Remuneration Committee) of Trakcja PRKil S.A. (hereinafter referred to as the Company) have been adopted under Article 3 para. 3 of the Regulations of the Company's Supervisory Board.
2. The Regulations of the Remuneration Committee shall regulate the scope and mode of activities of the Remuneration Committee.
3. The Remuneration Committee is an internal consultative and advisory body of the Company's Supervisory Board exclusively for matters referred to in the Company's Articles of Association, the Supervisory Board's Regulations and herein.
4. The Remuneration Committee may not issue any instructions to the Supervisory Board or any other bodies of the Company.
5. The Supervisory Board may perform independently, as it deems necessary, any of the tasks delegated to the Remuneration Committee hereunder.
6. The performance by the Remuneration Committee of any of the tasks specified herein shall not replace any legal or statutory rights or obligations of the Supervisory Board and shall not release any of the Supervisory Board members from their liability towards the Company.
7. In matters not regulated herein, in particular, those relating to the convening and holding of meetings, as well as to the voting and the minutes thereof, the provisions of the Regulations of the Company's Supervisory Board shall apply accordingly.

Article 2

Composition of the Remuneration Committee

1. The Remuneration Committee shall comprise three members appointed by the Supervisory Board from among its members for the period of its term.
2. The Remuneration Committee shall consist of:
 - 1) at least one member of the Supervisory Board, who meets the criterion of independence referred to in Article 13 para. 5 of the Company's Articles of Association,
 - 2) one member appointed from among the Supervisory Board members by the Key Stakeholder.
3. The Supervisory Board shall appoint the Remuneration Committee members, specifying the Chairperson, at the first meeting within a given term.

4. The Remuneration Committee members shall be appointed at the meeting of the Supervisory Board by secret ballot. Candidates for the Remuneration Committee members may be nominated by the Company's Supervisory Board members, subject to para. 2. If there are no candidates nominated who meet the requirements specified in para. 2, the Chairperson of the Supervisory Board shall select the candidates from among the Supervisory Board members who meet such requirements.
5. Should the term of office of any of the Supervisory Board members appointed to the Remuneration Committee expire before the Supervisory Board's term of office, a new member of the Remuneration Committee shall be appointed by the Supervisory Board for the period up to the expiry of the Supervisory Board's term of office, subject to para. 2.
6. Notwithstanding the provisions of para. 5, any of the Remuneration Committee members may at any time be recalled from the position on the Remuneration Committee by resolution of the Supervisory Board.
7. For the performance of their duties, the Remuneration Committee members shall be entitled to receive further remuneration, additional to that paid to them as the Supervisory Board members, in accordance with a separate resolution adopted by the Company's General Meeting of Shareholders.
8. The Remuneration Committee may be assisted by experts other than those who are the Supervisory Board members.
9. Experts referred to in para. 8 shall submit to the Supervisory Board's Chairperson a statement confirming that they undertake to keep confidential any information received in relation to or during the completion of their obligations.
10. Experts may be paid remuneration for services provided to the Remuneration Committee. The Supervisory Board's Chairperson shall be authorised to determine the amount of remuneration paid to experts in accordance with applicable standards.

Article 3

Tasks of the Remuneration Committee

1. The Remuneration Committee shall support the Company's Supervisory Board in performing its statutory duties, including control and supervision activities, and in particular, in:
 - 1) giving an opinion on candidates' suitability to perform duties of the Company's Management Board members,
 - 2) giving an opinion on candidates' suitability to hold other positions in the Company for which the Remuneration Committee expresses its opinion as to remuneration,
 - 3) giving an opinion on the rules for employing the Company's Management Board members,
 - 4) giving an opinion on the policy and amounts of remuneration for the Company's Management Board members,

- 5) giving an opinion on requests for consent to the conduct of competitive activities submitted by the Company's Management Board members,
 - 6) giving an opinion on the Supervisory Board's standpoint on suspension of any of the Management Board members or delegation of any of the Supervisory Board members to act temporarily in a capacity of the Management Board member.
2. In addition to the tasks specified in para. 1, the Remuneration Committee, at the request of the Company's Supervisory Board or at its own initiative, within its control and supervision powers, may monitor and require that the Management Board provide it with, information and documents concerning, in particular:
- 1) the Company's remuneration system and remuneration control mechanisms,
 - 2) wage and bonus policy,
 - 3) remuneration for the management who holds positions with a significant impact on the Company's risk profile,
 - 4) the Company's employee succession and rotation planning.
3. When performing the tasks referred to in para. 1, the Remuneration Committee shall, in particular:
- 1) recruit and examine candidates for the Management Board members, and subsequently provide the Supervisory Board with a written opinion thereon,
 - 2) draw up and submit to the Supervisory Board written proposals for terms of engagement of the Management Board members, including, in particular, terms concerning the form of their engagement, and to draw up an applicable contract template between the Management Board members and the Company,
 - 3) draw up and submit to the Supervisory Board terms of remuneration of the Management Board members, including, in particular, terms concerning the amount of their remuneration, the components thereof (a fixed fee and a variable fee) and any potential additional benefits, in keeping with the guidelines specified in Article 4 para. 3 of the Supervisory Board's Regulations.
 - 4) give its opinion on the amount of remuneration and additional benefits for individual members of the Company's Management Board, with whom contracts are made which specify terms of their engagement and performance of duties as the Company's Management Board members, in keeping with the employment and remuneration policy, as referred to in pt. 2 and 3 above,
 - 5) develop guidelines and measures for assessing the management objectives set for the Company's Management Board members, on the basis of which the variable fee (bonus) is paid to individual members of the Company's Management Board,
 - 6) evaluate the performance of the Management Board and verify the progress made by individual members of the Company's Management Board in achieving their management objectives, and subsequently to provide the Supervisory Board with recommendations on granting and determining the variable fee.
4. In order to complete the tasks referred to in para. 2, the Chairperson of the Remuneration Committee may, without a separate authorisation from the Supervisory

Board, either carry out in person control activities in accordance with the provisions of Article 382 of the Commercial Companies Code or authorise a member of the Remuneration Committee to do so.

5. Within the scope of tasks referred to in para. 2, the Remuneration Committee shall provide the Supervisory Board with its views and opinions on the analyses and control activities carried out. When carrying out the aforementioned activities, the Remuneration Committee shall cooperate with the Company's organisational units responsible for controlling and internal auditing and for human resources.
6. With regard to the provisions of Article 16 of the Supervisory Board's Regulations, the Remuneration Committee proposes terms of remuneration of the Supervisory Board members and submits them to the Supervisory Board so that they can be approved by the Company's General Meeting of Shareholders.

Article 4

Meetings of the Remuneration Committee

1. The Remuneration Committee shall hold meetings at least once a quarter on the dates set by the Chairperson.
2. Additional meetings of the Remuneration Committee can be convened by the Chairperson, at the request of any of the Remuneration Committee members or any of the Supervisory Board members, as well as at the request of the Company's Management Board.
3. The Chairperson of the Remuneration Committee shall be responsible for drawing up an agenda for each meeting of the Remuneration Committee. The Chairperson may request that certain materials be prepared by an appropriate member of the Company's Management Board.
4. The agenda for each meeting shall be provided to each member of the Remuneration Committee, along with the necessary materials, at least seven days before the meeting of the Remuneration Committee.
5. The Remuneration Committee shall meet if at least half of its members are present (quorum).
6. Meetings of the Remuneration Committee may be attended, without the right to vote, by the Management Board members, HR managers, Internal Control & Audit managers or any other employees of the Company, if invited by the Chairperson.

Article 5

1. Minutes shall be taken for each meeting of the Remuneration Committee and signed by the Chairperson.
2. The minutes of meetings of the Remuneration Committee, along with any requests, instructions and recommendations, shall be submitted to the Company's Supervisory Board at the next meeting thereof.

Article 6

The Remuneration Committee shall provide the Supervisory Board with a report on its activities in a given financial year in sufficient time to allow for the contents thereof to be included by the Supervisory Board in its annual assessment of the Company's situation.

Article 7

Final Provisions

1. These Regulations have been adopted by resolution of the Supervisory Board.
2. Should new provisions of law be introduced or the Company's Articles of Association, the Supervisory Board's Regulations or any other internal regulations of the Company be amended, and the provisions hereof have to be changed, the Remuneration Committee's Chairperson shall immediately take any such measures as necessary to submit the amendment draft hereof to the Company's Supervisory Board.
3. The provisions hereof shall be without prejudice to any provisions of law or of the Company's Articles of Association or the Supervisory Board's Regulations. Should the provisions hereof be in any way in contrary to the provisions of the aforementioned regulations, the provisions thereof shall apply accordingly.