

The Rules of the ESG Committee

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These rules of the ESG Committee (the "**ESGCo Rules**") of the Company (the "**ESG Committee**") has been approved by the board of directors of the Company (the "**Board**") to identify and formalise the roles and responsibilities of the ESG Committee for compliance with the internal rules of procedure of the Company (the "Internal Rules").

Terms not otherwise defined in these ESGCo Rules shall have the same meaning as provided in the articles of association of the Company (the "Articles") and, to the extent not defined in the Articles, as provided in the Internal Rules.

1. Composition of the ESG Committee

1.1 The ESG Committee comprises not less than three (3) non-executive Directors of the Company, to be selected by the Board (on the recommendation of the Nomination Committee and in consultation with the chairman of the ESG Committee). The members of the ESG Committee shall all be non-executive Directors, the majority of whom must be independent Directors. A chairman of the ESG Committee shall be selected from among its members and shall be either a non-executive or Independent Director.

1.2 The members of the ESG Committee shall all be independent in character and judgement and free from any relationship or circumstance which is likely to affect, or could appear to affect, the ESG Committee member's judgement.

1.3 Appointments to the ESG Committee shall be for a period of up to three (3) years extendable by no more than two (2) additional three-year periods, so long as members (other than the chairman of the Board, if he or she is a member of the committee) continue to be independent.

- 1.4 The Board must, from time to time, review the composition of the ESG Committee to ensure that membership of the ESG Committee rotates amongst the Company's non-executive Directors.
- 1.5 The Secretary shall be the secretary of the ESG Committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

2. Meeting of the ESG Committee

- 2.1 Meetings of the ESG Committee are to be held at least two (2) times a year. Any of the ESG Committee members may request a meeting of the ESG Committee if he or she considers it necessary, to be arranged by the Secretary. The dates of the meetings of the ESG Committee should be specified in a manner that allows the members of the ESG Committee to fulfil its due diligence duties.
- 2.2 The quorum for meetings of the ESG Committee is any two (2) of its members.
- 2.3 an ESG Committee member may appoint any other member of the ESG Committee (but not any other person) to act as his/her representative (a "**Member's Representative**") at a meeting of the ESG Committee to attend, deliberate, vote and perform all his/her functions on his/her behalf at that such meeting. In any case, an ESG Committee member's absences shall be limited to unavoidable cases and when there is no choice but to grant a proxy to a Member's Representative, it shall be granted with instructions.
- 2.4 Meetings of the ESG Committee shall be held in accordance with terms set forth in the Internal Rules and in particular its clause 8.

3. ESG Committee Chairman

The ESG Committee's chairman shall:

- 3.1 report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- 3.2 attend the annual general meeting prepared to answer any shareholder questions on the ESG Committee's activities; and
- 3.3 ensure that the Company maintains contact as required with its principal shareholders about remuneration.

4. Secretary

The Secretary shall:

- 4.1 minute the proceedings and resolutions of all meetings of the ESG Committee, including recording the names of those present and in attendance;
- 4.2 ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly; and
- 4.3 promptly circulate minutes of the ESG Committee meetings to all members of the ESG Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

5. Authorisations

The ESG Committee is authorised by the Board:

- 5.1 to decision-making on ESG issues.

6. Duties of the ESG Committee

The ESG Committee shall act as an advisory body to the Board, which shall aim to support the work of the Board regarding the ESG strategy. The duties of the ESG Committee are in particular:

Regarding the ESG matters

- 6.1 to provide a strategic recommendation on ESG and Climate strategy, Group's priorities including double materiality assessment and flagship KPI's,
- 6.2 to oversee the ESG strategy, and ESG-related policies for the Group (including Climate decarbonization strategy),
- 6.3 to monitor the ESG performance (including decarbonization) based on the approved priority areas and flagship KPI's,
- 6.4 to make recommendations to the Board it deems appropriate on any area within its ESG remit where action or improvement is needed.

7. Other matters

7.1 The ESG Committee shall:

- 7.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

- 7.1.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
 - 7.1.3 give due consideration to laws and regulations, the provisions of the Warsaw stock exchange corporate governance code and the requirements of the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*) and any other applicable rules, as appropriate; and
 - 7.1.4 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 7.2 The members of the ESG Committee are obliged to maintain confidential any information obtained during the course of participation in the activities of the ESG Committee.
- 7.3 The ESGCo Rules has been approved by the Board on 26 November 2024.