

# 2019 and 2020

Report on remuneration of the Management Board and the Supervisory Board of LW Bogdanka S.A. for 2019 and 2020

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BOGDANKA



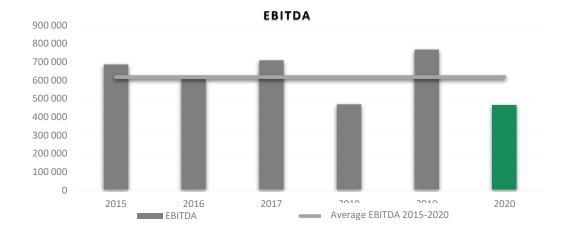
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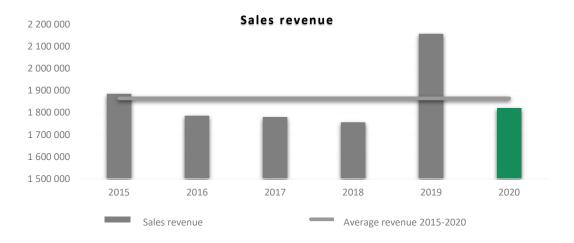
Basic financial and operating data – annual change in results and average remuneration of employees of the LW Bogdanka Group

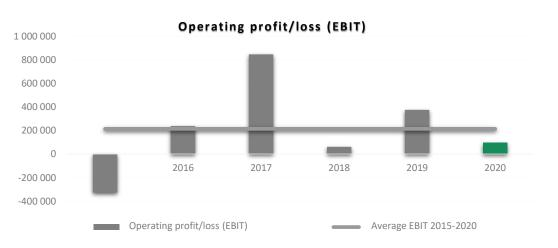


#### Selected financial data of the LW Bogdanka Group

[PLN '000]	2015	2016	2017	2018	2019	2020	Change 2020/2019
Revenue	1,885,371	1,786,265	1,780,321	1,756,671	2,157,861	1,822,112	-15.6%
EBITDA	686,298	606,539	708,944	469,191	767,592	466,167	-39.3%
Operating profit/loss (EBIT)	-326,221	237,007	847,270	62,027	375,222	95,241	-74.6%
Net profit/loss	-279,626	181,992	667,925	53,796	308,746	72,962	-76.4%
Return on Assets (ROA)	-7.0%	4.9%	16.8%	1.3%	7.5%	1.70%	-5.8 p.p.
Return on Equity (ROE)	-12.0%	8.2%	25.7%	1.8%	10.0%	2.20%	-7.8 p.p.





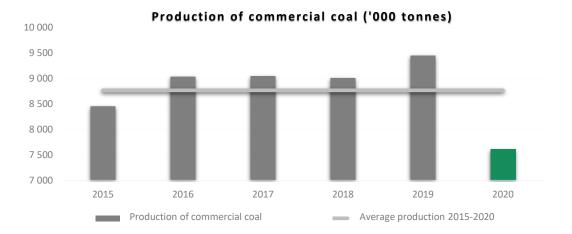


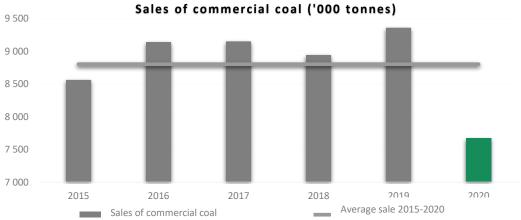


#### Selected operating data of the LW Bogdanka Group

['000 tonnes]	2015	2016	2017	2018	2019	2020	Change 2020/2019
Gross coal extraction	12,940	14,389	13,979	14,894	14,741	11,899	-19.3%
Production of commercial coal	8,457	9,038	9,050	9,007	9,451	7,612	-19.5%
Yield (%)	65.6%	62.8%	64.7%	60.5%	64.1%	64.0%	-0.1 p.p.
Sales of commercial coal	8,562	9,141	9,151	8,943	9,359	7,670	-18.0%
Preparatory works (km)	21.6	25.5	30.7	37.0	29.2	25.7	-12.0%









#### Selected financial data of the LW Bogdanka Group – change y/y

[%]	Change 2016/2015	Change 2017/2016	Change 2018/2017	Change 2019/2018	Change 2020/2019
Sales revenue	-5.3%	-0.3%	-1.3%	22.8%	-15.6%
EBITDA	-11.6%	16.9%	-33.8%	63.6%	-39.3%
Operating profit/loss (EBIT)	-172.7%	257.5%	-92.7%	504.9%	-74.6%
Net profit/loss	-165.1%	267.0%	-91.9%	473.9%	-76.4%
Return on Assets (ROA) (difference)	11.9 p.p.	11.9 p.p.	-15.5 p.p.	6.2 p.p.	-5.8 p.p.
Return on Equity (ROE) (difference)	20.2 p.p.	17.5 p.p.	-23.9 p.p.	8.2 p.p.	-7.8 p.p.

#### Selected operating data of the LW Bogdanka Group – change y/y

[%]	Change 2016/2015	Change 2017/2016	Change 2018/2017	Change 2019/2018	Change 2020/2019
Gross coal extraction	11.2%	-2.8%	6.5%	-1.0%	-19.3%
Production of commercial coal;	6.9%	0.1%	-0.5%	4.9%	-19.5%
Yield (difference)	-2.8 p.p.	1.9 p.p.	-4.2 p.p.	3.6 p.p.	-0.1 p.p.
Sales of commercial coal	6.8%	0.1%	-2.3%	4.7%	-18.0%
Preparatory works (km)	18.1%	20.4%	20.5%	-21.1%	-12.0%

The Management Board and Supervisory Board of LW Bogdanka S.A. evaluates Company results making use of EBITDA, Return on Assets and Return on Equity, which comprise Alternative Performance Measures pursuant to ESMA Guidelines on Alternative Performance Measures. The Alternative Performance Measures presented herein are not calculated according to IFRS. EBITDA, ROA and ROE shall be read as additional information extending the presented results and other data of the Company and the Group. These measures are not defined in IFRS, hence they should not be treated as alternative to measures defined therein, such as net profit/(loss), operating profit, net cash generated from operating activities, liquidity, and other. Moreover, the Alternative Performance Measures described herein are not defined in an established uniform manner. Their calculation methods may vary significantly in LW Bogdanka S.A from methods applied in other companies. Therefore, the Alternative Performance Measures cannot be compared to similar measures calculated in other companies.

All measures presented in this Report are consistent with other reports published by LW BOGDANKA S.A., that is Consolidated Financial Statements and Directors' Report on Operations of LW Bogdanka S.A. published between 2015 and 2020.

#### Average monthly remuneration of LW BOGDANKA Group employees

Principles of employee remuneration in LW BOGDANKA S.A. are regulated by the Collective Bargaining Agreement of 31 October 2001, concluded between the Management Board of the Company and trade organisations operating within the Company: Intracompany committee of the "Solidarność" Independent Self-Governing Trade Union, Trade Union of Miners in Poland, Trade Union "Kadra" and Trade Union of Employees of Mechanical Coal Processing Plants "Przeróbka".

The Collective Bargaining Agreement specifies a package of benefits due within the employment relationships and principles for granting individual components of remuneration, including tables of applicable rates, bonuses for effective work hours, e.g. for working overtime, bonuses for rescuers and others. In 2019 and 2020 the payroll fund was used in accordance with:

- Additional Protocol No. 63 to the Collective Bargaining Agreement which includes an increase in base pay as from 1 March 2018 by 5%;
- agreements on the payment of the first and the second installment of the special award for 2019 for the performance of task – extraction of commercial coal at a level close to 9.5 million tonnes in 2019;
- Additional Protocol No. 76 to the Collective Bargaining Agreement which includes an increase in base pay as from 1 March 2020 by 6%;
- agreements on the payment of the first and the second installment of the award for the staff of LW Bogdanka S.A. for disciplined approach in connection with the Covid-19 prevention;
- monthly bonus settled on the basis of:
  - ✓ the degree of compliance with monthly production targets,
  - ✓ sale of commercial coal,
  - ✓ the average sale price achieved,
  - ✓ the degree of compliance with the Company's cost budget for individual periods.

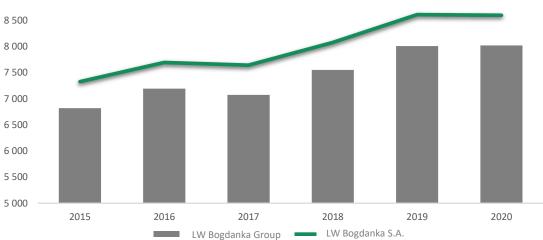
[PLN]	2015	2016	Change 2016/2015	2017	Change 2017/2016	2018	Change 2018/2017	2019	Change 2019/2018	2020	Change 2020/2019
LW Bogdanka S.A.	7,327	7,693	5.0%	7,641	-0.7%	8,077	5.7%	8,608	6.6%	8,597	-0.1%
Łęczyńska Energetyka Sp. z o.o.	4,824	4,868	0.9%	4,780	-1.8%	4,882	2.1%	5,026	2.9%	5,250	4.5%
EkoTrans Sp. z o.o.	7,706	9,574	24.2%	8,623	-9.9%	6,074	-29.6%	6,572	8.2%	8,042	22.4%
RG Bogdanka Sp. z o.o.	2,880	3,248	12.8%	3,365	3.6%	3,520	4.6%	3,745	6.4%	4,363	16.5%
MR Bogdanka Sp. z o.o.	3,245	3,715	14.5%	4,150	11.7%	3,748	-9.7%	4,473	19.3%	4,964	11.0%
LW Bogdanka Group*	6,820	7,193	5.5%	7,072	-1.7%	7,551	6.8%	8,008	6.1%	8,019	0.1%
Total remuneration of the Supervisory Board	811,610	123,323	-84.8%	272,064	120.6%	477,742	75.6%	497,452	4.1%	490,922	-1.3%
Total remuneration of the Management Board	4,589,102	5,458,550	18.9%	4,035,408	-26.1%	3,133,634	-22.3%	3,799,380	21.2%	3,138,540	-17.4%

\*An analysis of the average monthly remuneration was carried out on the basis of the average employment at the LW Bogdanka Group (the methodology used by the Central Statistics Office of Poland to lower the employment level by excluding employees who were on a sick or parental leave, or were provided with care allowance or rehabilitation benefit for a (continued) period of more than 14 days was not applied).

In its remuneration policy LW Bogdanka S.A. pays<br/>particular attention to reflecting the employee<br/>performance in the remuneration amount. Bonuses<br/>and awards go to those employees who show their<br/>dedication to and initiative at work.9 000Therefore, in 2019, in its appreciation for the<br/>Employees for achieving a record-breaking extraction<br/>result (at the level of nearly 9.5 million tonnes),<br/>the Management Board paid a special award for 2019.8 000

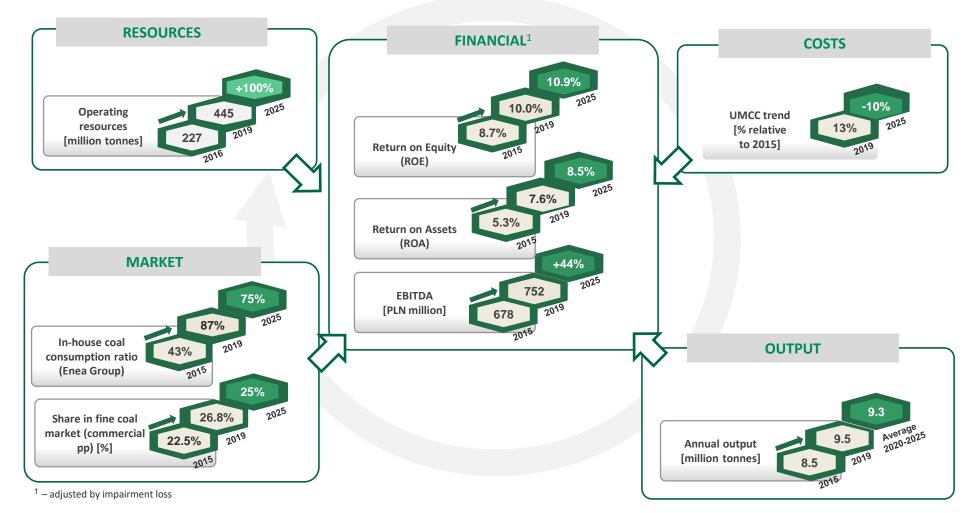
The annual award (gross) paid to employees of LW Bogdanka S.A. amounted to almost PLN 21.5 million. In 2020 the Company's Management Board made all efforts to correlate remunerations with results achieved by the Company and minimising economic results caused by the Covid-19 epidemic. Therefore, in its appreciation for the Employees, it paid a special award for 2020 in relation to for disciplined approach in connection with the Covid-19 prevention, which had an impact on the average remuneration figure at LW Bogdanka S.A. The annual award (gross) paid to the employees was PLN 6.4 million.

#### Average remuneration of LW Bogdanka Group employees in 2015-2020 (PLN)



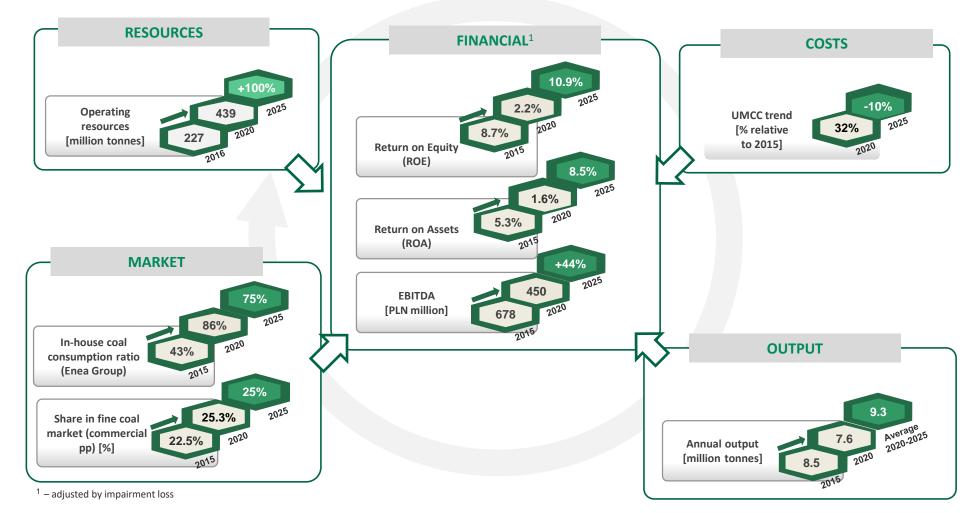


#### Pursuance of LW Bogdanka S.A.'s Strategy in 2019





#### Pursuance of LW Bogdanka S.A.'s Strategy in 2020





# 2

Management Board of LW Bogdanka S.A.



#### Composition of the Management Board of LW Bogdanka S.A. as at 31 December 2019 and 31 December 2020

On 15 May 2019, the Company's Supervisory Board adopted resolutions on the appointment, as of 19 June 2019, of the Management Board to the new three-year term of office in the following composition:



Artur Wasil President of the Management Board



Artur Wasilewski Vice-President of the Management Board, Economic and Legal Affairs



Adam Partyka Vice-President of the Management Board, Employee and Social Affairs



Dariusz Dumkiewicz Vice-President of the Management Board, Development

#### Changes in the composition of the Management Board in 2019

Date	Event
Date	Event

18 January 2019

Mr Marcin Kapkowski, Vice-President of the Management Board for Procurement and Investments, filed his resignation from his function as a Member of the Company's Management Board with effect from 31 January 2019.

#### Changes in the composition of the Management Board in 2020

Date	Event
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In 2020 no changes occurred in the Management Board of LW Bogdanka S.A.

### Composition of the Management Board of LW Bogdanka S.A. as at 31 December 2020

Artur Wasil President of the Management Board	Graduated in 2002 from the Faculty of Mining at the AGH University of Science and Technology in Krakow, with a degree in Mining and Geology, specialising in Mining Geotechnics. In 2002 he joined Lubelski Węgiel Bogdanka S.A. where he went through the levels of professional career from a trainee to a team foreman of extraction brigade. In 2012 Mr Wasil started work at PRG Linter S.A. where he performed the role of Mining Director, and in 2014 was appointed to the position of the President of the Management Board. Mr Artur Wasil also holds a post-graduate diploma in European Project Management and EU Law obtained at the Marie Curie-Skłodowska University in Lublin. On 21 March 2018 he took the position of the President of the Management Board of LW Bogdanka S.A.
Artur Wasilewski Vice-President of the Management Board, Economic and Legal Affairs	He graduated from the Lublin University of Technology in 1998 with a degree in Management and Marketing. In 2000 he completed postgraduate studies in Corporate Finance and Capital Market. In 2003 he graduated with a Master of Business Administration degree from Warsaw University & University of Illinois. He has participated in multiple training courses in the domains of finance and reporting according to the International Financial Reporting Standards (IFRS/IAS). He is a Member of Supervisory Boards of companies. In 1998-2000, he worked as a financial analyst at a consultancy firm DEMOS Sp. z o.o., gaining experience in the scope of analysis and price estimation of enterprises, consulting implementations of efficiency solutions, preparing privatisation reports for the Polish Ministry of Treasury. Since 2000 he has been part of Lubelski Węgiel Bogdanka S.A. Within the Company, he has climbed the career ladder from Financial Analyst, Manager of Planning and Analysis to Chief Economist. Since 2013 he served as the Controlling Director and in 2018 he took the position of Controlling and Finance Director. Since October 2018, Vice- President of the Management Board, Economic and Financial Affairs of LW Bogdanka S.A.
Adam Partyka Vice-President of the Management Board, Employee and Social Affairs	He obtained an M.Sc. degree from the Lublin University of Technology where he studied computer science application in engineering. He also completed post- graduate studies at the University College of Enterprise and Administration in Lublin with major in finance and accounting. He has completed a number of training courses in the following fields: audit, responsibility and competence of management personnel, finance for managers, as well as courses for members of management boards and supervisory boards of companies. He has been related to LW Bogdanka S.A. since 1985. From June 2014 he held the position of the Deputy Chairman of the "Solidarity" Trade Union. Between 2007 and 2014 he was a shift foreman responsible for electrical equipment underground. Between 2006 and 2012 he was a member of the Supervisory Board of LW Bogdanka S.A. On 1 April 2016 he became Vice-President of the Management Board, Employee and Social Affairs at LW Bogdanka S.A.
Dariusz Dumkiewicz Vice-President of the Management Board, Development	Graduate of the Faculty of Law and Administration at the Marie Curie Sklodowska University in Lublin, from which he graduated in 2002 with a degree in law. He has also completed postgraduate programme in "Project Management and EU Law" arranged by UMCS and the Lublin Development Foundation. In 2018 he completed his Master of Business Administration degree at the Lublin University of Technology. Mr Dariusz Dumkiewicz has 16 years' work experience in leading development and investment projects. From 2002 to 2006 he was employed in managerial positions at the City Council of Lublin, where he managed EU-financed projects. In 2006 he performed the role of advisor to the Minister in the Ministry of Labour and Social Policy as well as an expert in the area of Development of Eastern Poland in the Ministry of Development. In 2007 he was made Director of the Department of Strategy and Development in the Marshall's Office of the Lublin Province. He was responsible for negotiations with the European Commission and financing strategic infrastructure investment projects for the province. Since 2008 he was a Member of the Management Board, Vice-President of consulting firms that provide advice to enterprises, primarily in the energy sector. In 2016 he took the position of Head of Lublin Branch of PSG Sp. z o.o., the distributor of natural gas in the Górnictwo Naftowe i Gazownictwo S.A. Group. Since 15 October 2018 – Vice-President of the Management Board responsible for Development at LW Bogdanka S.A.

#### Rules of remuneration of the Management Board Members

#### Rules of remuneration of the Management Board Members

The rules of remuneration of the members of the Management Board of LW Bogdanka S.A. which applied in 2019 and 2020 were introduced under the resolutions:

- of the Extraordinary General Shareholders Meeting of 7 March 2017;
- of the Extraordinary General Shareholders Meeting of 17 October 2019:
- of Company's Supervisory Board of 30 July 2018;
- of Company's Supervisory Board of 4 October 2018;
- Remuneration policy for the members of the supervisory body and management body at LW Bogdanka S.A. introduced by virtue of the Resolution of the Extraordinary General Shareholders Meeting of 29 July 2020.

All members of the Management Board entered into service agreements - management contracts, referred to in the Act on the rules for determining the remuneration of persons managing certain companies of 9 June 2016.

The service agreements concluded with the Company are consistent with the Remuneration policy for the members of the supervisory body and management body at LW Bogdanka S.A. adopted by the Extraordinary General Shareholders Meeting of 29 July 2020. They mainly include the following rules of remuneration of the Management Board Members:

· during the term of the Service Agreement, Members of the Management Board are entitled to a fixed monthly salary and variable salary, being additional remuneration for the Company's financial year;

- in return for compliance with the non-compete obligations during the non-compete period, Members of the Management Board are entitled to compensation in the total amount equal to 0.5 of their fixed monthly salary multiplied by 6;
- if the Agreement is terminated, a Member of the Management Board is obliged to pass his or her duties onto an authorised person(s) including a duty to appear in person on request of the Company, make requested explanations, provide information, documents and objects related to Agreement performance in a reliable manner.
- The Members of the Management Board are entitled to a severance pay in the amount of the three-fold monthly remuneration on condition that the Member of the Management Board holds their function for a period of at least 12 months prior to termination of the Agreement except for the following situations:
- ✓ The Agreement is terminated, dissolved or amended as a result of change of the function held by the Member of the Management Board in the Management Board,
- ✓ The Agreement is terminated, dissolved or amended as a result of appointment of the Member of the Management Board for the next term of office,
- The Manager assumes the position of a member of the Management Board in a group company, within the meaning of Article 4.14 of the Act on the protection of competition and consumers of 16 February 2007.
- Resignation from the function held.
- In the event of violation of the non-compete obligation by members of the Management Board, they lose the right to receive any further instalments of the compensation and are obliged to pay liquidated damages to the Company.

All executive personnel have taken out, at their own expense, third-party liability insurance in case of nonperformance or improper performance of the Management Contract.

#### Remuneration of individual members of the Company's Management Board paid in 2019 and 2020 on account of employment contracts

In 2019 and 2020 the Members of the Management Board did not receive remunerations on account of employment contracts as they are employed under management service agreements.

#### Benefits for direct family of the Members of the Company's Management Board paid in 2019 and 2020

In 2019 and 2020 direct families of the Members of the Company's Management Board did not receive and were not awarded cash or other benefits.

#### Changes in the rules of remuneration after 31 December 2020

There were no changes in the Company's rules of remuneration after 31 December 2020.

#### Exceptions to implementation of remuneration policy and temporary exceptions to application of remuneration policy in the Company

In 2019 and 2020 there were no occurrences of:

- exceptions to implementation of remuneration policy or
- temporary exceptions to application of remuneration policy in the Company in rules of remuneration of the Company's Management Board Members.

#### Information on requesting the possible return of variable parts of remuneration

In 2019 and 2020 no request for the possible return of variable parts of remuneration was submitted.



# Description of fixed and variable part of remuneration of Members

#### of the Management Board

#### **Total remuneration of Management Board Member**

It consists of a fixed part, which is the monthly basic remuneration ("Fixed Remuneration"), and a variable part, which is the additional remuneration for a financial year of the Company ("Variable Remuneration").

#### **Fixed Remuneration**

The amount of the monthly Fixed Remuneration of a Member of the Management Board shall be determined as an amount of money by the Supervisory Board according to the rules of determining the remuneration adopted by way of resolution of General Shareholders Meeting, provided that:

- Fixed Remuneration of the President of the Management Board shall be determined as a multiple the calculation basis referred to in the Act on the rules for determining the remuneration of persons managing certain companies dated 9 June 2016 using a multiplier between seven and fifteen, with due account taken of the applicable detailed provisions of law having impact on the amount thereof;
- Fixed Remuneration of the remaining Members of the Management Board shall be determined as a multiple the calculation basis referred to in the Act on the rules for determining the remuneration of persons managing certain companies dated 9 June 2016 using a multiplier between seven and fifteen, with due account taken of the applicable detailed provisions of law having impact on the amount thereof.

#### Variable Remuneration

Variable Remuneration of the Members of the Management Board shall depend on the degree of accomplishment of Management Goals and may not exceed 100% of the Fixed Remuneration of the Members of the Management Board in the previous financial year.

A general list of Management Goals includes:

 to pursue the Mission and Strategy of the Enea Group, which shall prevail for the benefit of the Enea Group;

- to pursue the Development Strategy of LW Bogdanka S.A. and the Enea Group's mining area;
- to pursue the Enea Group's corporate governance rules;
- to perform parameters and indicators set out in the Technical and Economic Plan of LW Bogdanka S.A. for the given financial year, including in particular EBITDA, unit mining cash cost, revenue, cash flow;
- to perform investments in line with the budget defined in the Technical and Economic Plan for the given financial year with account taken of, in particular, return scale and rate, innovativeness, timeliness of performance;
- to perform the level of coal production and sales, in line with the Technical and Economic Plan for the given financial year;
- to reduce management board costs or operations costs.

The Supervisory Board shall be authorised to define any Management Goals more specifically with identification of weights for those Goals and objective and measurable indicators of their accomplishment and acceptance (Key Performance Indicators, KPI), taking into account that:

- A Member of the Management Board shall be entitled to receive Variable Remuneration after approval of the directors' report on operations of the company and financial statements of the company for the previous financial year and after discharging the Member of his or her duties by the General Shareholders Meeting;
- indicators of accomplishment and acceptance of Management Goals should be transparent, complex and diverse in terms of financial and non-financial results.

Non-financial indicators shall include, among other things, public interest and the Company's contribution in environmental protection, understood as:

- implementation of social programs for local communities, innovation programs, etc.;
- implementation of actions to prevent the adverse consequences of hard coal mining, monitor them on an ongoing basis, and eliminate them. The Company performs a number of tasks

related to environmental protection on mining areas within these indicators;

- performance of actions minimizing the adverse environmental impact of the LW Bogdanka Group operations;
- striving to reasonably manage the natural resources and raw materials used by the LW Bogdanka Group.

Indicators of accomplishment and acceptance of Management Goals may concern, in particular, the level of production in a given year, Company / Enea Group financial results and the assessment of cooperation between the Company's Management Board and Supervisory Board:

- The payment of part of Variable Remuneration may be deferred, for a period not longer than 36 months, until the relevant conditions are met within the specified time limit and in accordance with the determined Management Goals. Then that part of Variable Remuneration may be paid in its entirety or in part as at the end ofa settlement period;
- Variable Remuneration shall be recalculated pro rata to the number of days on which a Member of the Management Board provided services in a financial year;
- The Supervisory Boards confirms if individual Members of the Management Board for whom Management Goals were set for a given financial year and who held their functions in a financial year under assessment meet the conditions of payment of their Variable Remuneration and determines the amounts due, on the basis of the financial statements verified by the auditors and other documents depending on the Goals set.
- The expiration of a mandate subject to assessment in terms of accomplishment of Management Goals shall not revoke the right to Variable Remuneration, on the conditions set out above, provided that the time over which the function was held in the financial year under assessment was longer than 6 (six) months.

# Information on requesting the possible return of variable parts of remuneration

LW Bogdanka S.A. is entitled to claim the return **14**of the paid Variable Remuneration if it is proved afterwards that it was granted to a Member of the Management Board on the basis of untrue data.

# Other rules of remuneration of the Management Board Members

A Member of the Management Board may not earn any remuneration for performance of duties of the member of a governing body in any subsidiary of the Company in the group of companies within the meaning of Article 4.14 of the Act on the protection of competition and consumers of 16 February 2007. The Supervisory Board is authorized to determine the scope and principles according to which Members of the Management Board may use the technical equipment and resources owned by the Company which are required to perform his or her function and may determine limits of costs, or the manner of their determination, which will be covered by the Company in connection with the provision to and use by the Member of the Management Board of such equipment and resources for business purposes.

The Supervisory Board may sign a non-compete agreement with a Member of the Management Board, which will be in force after the Member ceases to hold his or her function, provided that such agreement may only be concluded if the Member of the Management Board held his or her function for a period of at least six months, with the amount of compensation for each month of compliance with the non-compete obligation may not exceed 50% of the Member's Fixed Remuneration received before ceasing to hold a function.

Non-compete agreements after dissolution or termination of an agreement for the provision of management services are not concluded with Members of the Management Board.

The non-compete period may not exceed 6 months after a Member of the Management Board ceased to hold such function.

In the event of non-performance or undue performance of the non-compete agreement by a Member of the Management Board, such Member will be obliged to pay liquidated damages to the Company not lower than the amount of the compensation for the entire non-compete period.

#### Management Board remuneration

levels	2019							2020				
Name and surname	Term of office in the Management Board	Fixed Remuneration	Variable Remuneration (bonus for 2017 and 2018)	Non-compete	Severance pay	Total remuneration [PLN]*	Term of office in the Management Board	Fixed	Variable Remuneration (bonus for 2019)	Non-compete	Severance pay	Total remuneration [PLN]*
Artur Wasil	1 January – 31 December	PLN 624,000.00	PLN 73,341.37	-	-	- PLN 697,341.3	7 1 January – 31 December	PLN 624,000.00	PLN 277,680.00	-		- PLN 901,680.00
Adam Partyka	1 January – 31 December	PLN 504,000.00	PLN 273,295.89	-		- PLN 777,295.8	9 1 January – 31 December	PLN 504,000.00	PLN 224,280.00			- PLN 728,280.00
Artur Wasilewski	1 January – 31 December	PLN 540,000.00	-	-		- PLN 540,000.0	1 January – 31 December	PLN 540,000.,00	PLN 240,300.00			- PLN 780,300.00
Dariusz Dumkiewicz	1 January – 31 December	PLN 504,000.00	-	-	-	- PLN 504,000.0	1 January – 31 December	PLN 504,000.00	PLN 224,280.00	-		- PLN 728,280.00
Krzysztof Szlaga	-	-	PLN 260,000.00	-	-	- PLN 260,000.0	0 -	-	-	-		
Stanisław Misterek	-	-	PLN 274,266.30	-	-	- PLN 274,266.3	0 -	-	-	-		
Sławomir Karlikowski	-	-	PLN 330,726.58	-		- PLN 330,726.5	8 -	-	-	-		
Marcin Kapkowski	1 January – 31 January	PLN 45,000.00	PLN 331,000.00	PLN 39,750.00	-	- PLN 415,750.0	0 -	-	-	-		
Total remuneration	-	PLN 2,217,000.00	PLN 1,542,630.14	PLN 39,750.00	-	- PLN 3,799,380.1	4 -	PLN 2,172,000.00	PLN 966,540.00	-	-	- PLN 3,138,540.00

\*The total annual remuneration of Members of the Management Board at LW Bogdanka S.A. as presented in the table above are composed of four parts: fixed remuneration, variable part of the remuneration (bonus paid out depending on the level of performance of the annual target), severance pay, non-competition compensation.

# Remuneration of Members of the Management Board paid in 2020

The total gross remuneration paid to the Members (present and former) of the Management Board in 2020 amounted to PLN 3,138,500, which represents a y/y decrease of 17.4% (in 2019 PLN 3,799,400 was paid). For fulfilling their duties in the Company, the Members of the Management Board received remuneration under a Service Agreement.

#### Severance pay or non-competition compensation for former Members of the Management Board in 2019 and 2020

In 2019 non-competition compensation was paid in the amount of PLN 39,800,000 and no severance pay was paid to former Members of the Management Board. In 2020 no former Member of the Company's Management Board received any non-competition compensation or severance pay.

#### Remuneration of the Members of the Management Board in Company's subsidiaries in 2019 and 2020

In 2019 and 2020, Members of the Management Board of the Company did not receive remuneration for holding functions in the subsidiaries of LW Bogdanka S.A.

### Additional benefits due for Members of the Management Board in 2019 and 2020

Members of the Management Board are entitled, following the Supervisory Board's consent, to receive training financing. In 2019 and 15

2020, the Members of the Company's Management Board only took part in trainings necessary for the performance of managerial duties.

#### List of financial instruments granted or offered and main condition for performance of rights stemming therefrom, as well as price, date, and amendments

In 2019 and 2020 no financial instruments were granted or offered to the Members of the Company's Management Board.

#### Impact of the remuneration of the Management Board on Company's long-term results

In 2019 and 2020 the remuneration system concerning the Members of the 's Management Board was assessed as appropriate as it contributed

to the performance of the Company's strategy. Performance if the strategy in 2019 and 2020 is illustrated on pages 8 and 9 hero.

# Variable Remuneration of individual Members of the Management Board

In 2019 and 2020, on the basis of resolutions adopted by the Supervisory Board with respect to the performance of Management Goals and determining the amount of Variable Remuneration for 2017, 2018 and 2019, the following amounts of the annual bonus were paid out:

- For 2017 (paid in 2019) PLN 1,197,695.89
- For 2018 (paid in 2019) PLN 344,934.25
- For 2019 (paid in 2020) PLN 966,540.00

#### Management Board remuneration

levels	2019					2020							
Name and surname	Term of office in the Management Board	Fixed Remuneration	Variable Remuneration (bonus for 2017 and 2018)	Non-compete	Severance	pay	Total remuneration [PLN]*	Term of office in the Management Board	Fixed Remuneration	Variable Remuneration (bonus for 2019)	Non-compete	Severance pay	Total remuneration [PLN]*
Artur Wasil	1 January – 31 December	89.5%	10.5%			-	100.0%	1 January – 31 December	69.2%	30.8%			- 100.0%
Adam Partyka	1 January – 31 December	64.8%	35.2%		-	-	100.0%	1 January – 31 December	69.2%	30.8%	-		- 100.0%
Artur Wasilewski	1 January – 31 December	100.0%			-	-	100.0%	1 January – 31 December	69.2%	30.8%			- 100.0%
Dariusz Dumkiewicz	1 January – 31 December	100.0%			-	-	100.0%	1 January – 31 December	69.2%	30.8%	-		- 100.0%
Krzysztof Szlaga	-	-	100.0%		-	-	100.0%		-	-	-		
Stanisław Misterek	-	-	100.0%		-	-	100.0%	-	-	-	-		
Sławomir Karlikowski	-	-	100.0%		-	-	100.0%	-	-	-			
Marcin Kapkowski	1 January – 31 January	10.8%	79.6%	9.6%	,	-	100.0%	, -	-	-	-		
Total remuneration		58.4%	40.6%	1.0%	6 <b>0.0%</b>		100.0%		69.2%	30.8%	0.0%	0.0%	6 100.0%

\*The total annual remuneration of Members of the Management Board at LW Bogdanka S.A. as presented in the table above are composed of four parts: fixed remuneration, variable part of the remuneration (bonus paid out depending on the level of performance of the annual target), severance pay, non-competition compensation.

#### Indicators of accomplishment of Management Goals based in which the bonus for 2019 dependent on the Company results was paid

In 2019 the shared KPI listed below applied to all Members of the Management Board:

- EBITDA of the Enea Group
- EBITDA of LW Bogdanka S.A.
- Production of commercial coal;
- Optimization of underground processes through information digitalization;
- Performance of the assumed (nominal) unit mining cash cost;
- Preparation of 7-days-a-week mine operation model, including assessment of its feasibility and presentation of expected benefits;

- Approval and implementation of incentive pay system for the Company's employees;
- Cooperation assessment.
- The Company's Management Board performed the above-mentioned Goals in 89%.

#### Indicators of accomplishment of Management Goals based in which the bonus for 2020 dependent on the Company results was paid

In 2020 the shared KPI listed below applied to all Members of the Management Board:

- EBITDA of the Enea Group
- EBITDA of LW Bogdanka S.A.
- Production of commercial coal;
- Update of the Mining Area Strategy of LW Bogdanka S.A.;

- Performance of the assumed (nominal) unit mining cash cost;
- Efficiency of audit and risk management;
- Optimization of operations related to sharing and exchanging information among employees.

After Statements for 2020 are approved by the Annual General Shareholders Meeting, the Supervisory Board shall make a decision with respect to the performance of Management Goals and determining the amount of Variable Remuneration for the Company's Management Board 2020.

The maximum Variable Remuneration for 2020 provided that 100% of KPI is performed may amount to:

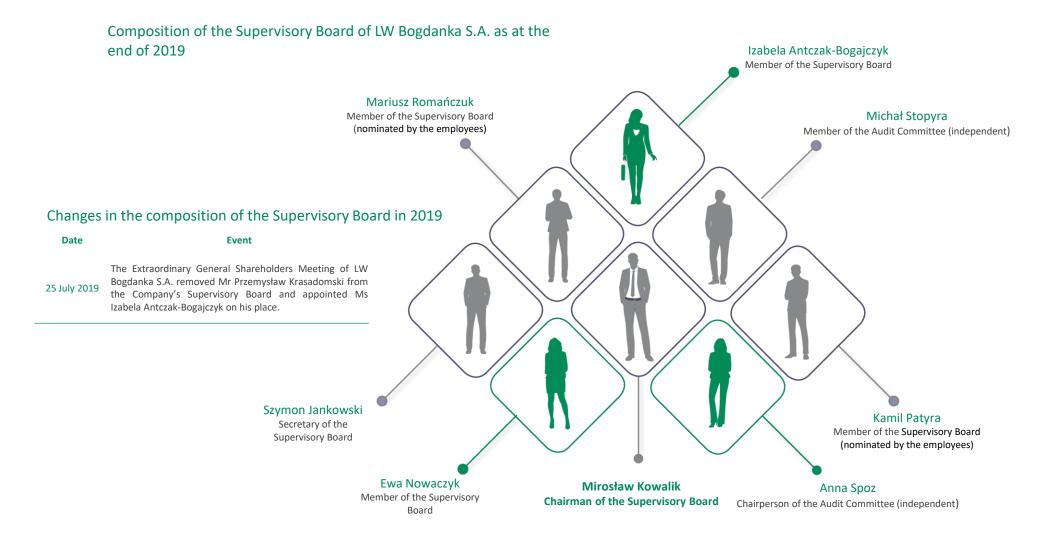
- for the President of the Management Board PLN 312,000;
- for the Vice-President of the Management Board, Economic and Financial Affairs – PLN 270,000;
- for the Vice-President of the Management Board for Employee and Social Affairs – PLN 252,000;
- for the Vice-President of the Management Board, Development – PLN 252,000.

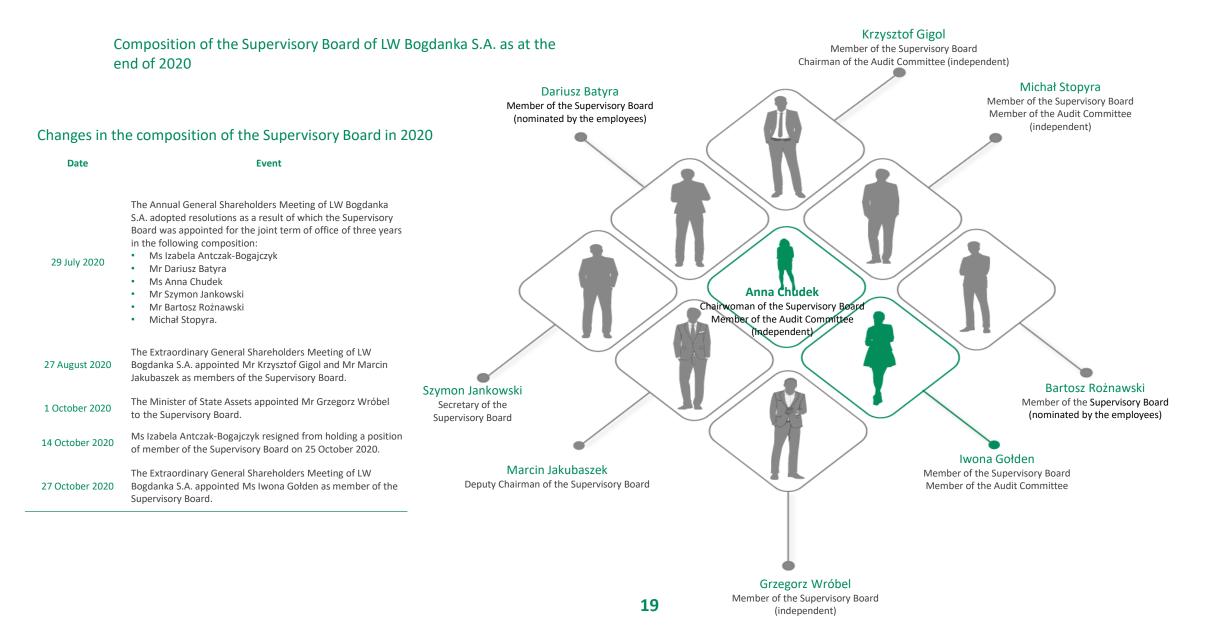
Under provisions of Service Agreements - managerial contracts, the Variable Remuneration for the Members of the Management Board may not exceed 50% of the annual individual Fixed Remuneration.



# 3

Supervisory Board of LW Bogdanka S.A.





#### Composition of the Company's Supervisory Board as at the end of 2020

#### Anna Chudek

She graduated in Law at the Faculty of Law and Administration at the Marie Curie-Skłodowska University in Lublin. She completed attorney training at the Regional Court in Lublin. Anna Chudek holds the title of attorney-at-law and is entered into the Register of Attorneys-At-Law of the Lublin Regional Bar Association. Since 1993, she has been employed as attorney-at-law with the City Council of Świdnik, where she heads the Legal Office. She is also employed by Świdnik District Governor's Office as attorney-at-law and legal services coordinator. On 1 March 2007, Ms Chudek set up a private practice, through which she provides services to local government units, public administration offices, and commercial companies, including from the energy sector. Between 2006 and 2009 she was a Member of the Supervisory Board of Polskie Radio Regionalna Rozgłośnia "Radio Lublin", and from 3 June 2011 to 25 June 2020 – the Chairwoman of the Supervisory Board of Przedsiębiorstwo Energetyki Cieplnej "PEC" Sp. z o.o. in Świdnik.

#### Iwona Gołden

She is a graduate of The Poznań University of Economics and Business. She received her Master of Economics degree in 1991. She has been a member of Association of Chartered Certified Accountants (ACCA) since 2001. She is an experienced manager and boasts many years of experience in finance and auditing. In 1991-1999 she worked in Ernst & Young and PricewaterhouseCoopers auditing companies. In the following years Iwona Golden held the positions of Financial Controller or Finance Director in companies operating in various areas, such as construction industry and power sector, as well as expanded her professional experience and skill set not only in finance, but also in process and employee management. She has been part of the ENEA Group since 2018 - first as Controlling Director in ENEA Centrum Sp. z o.o., then, since 2019, as Head of the Controlling Department for the ENEA Group. She was a Member of the Supervisory Board of ENEA Centrum Sp. z o.o. from February 2020 to October 2020.

#### Szymon Jankowski

Szymon Jankowski graduated from the Academy of Economics in Poznań (currently Poznań University of Economics), where he completed studies in management and marketing at the Faculty of Management. He is also a graduate of postgraduate studies at the Poznań University of Economics in commercial law, as well as postgraduate studies at the WSB University in Poznań in renewable energy sources. He further developed his qualifications through training courses in corporate governance and corporate financial analysis. He also successfully completed a course for candidates for members of Supervisory Boards in State Treasury companies, and obtained the relevant diploma. Szymon Jankowski has been present in the professional power sector for more than 25 years. Since 1999 until now, he has worked in various corporate governance positions within the ENEA Group, recently as Manager of Corporate Governance Division of ENEA S.A. He has experience in supervising companies in the energy, service and IT sectors. He has seated in Supervisory Boards in such companies as Enea Operator Sp. z o.o., Enea Centrum Sp. z o.o., BHU S.A., Energetyka Poznańska Zakład Transportu Sp. z o.o., and ITSERWIS Sp. z o.o. He has been the Secretary at the Supervisory Board of LW Bogdanka S.A. since February 2016.

#### Dariusz Batyra

Graduate of the Mining School Complex and the Mining Technical School in Ostrów Lubelski as well as the AGH University of Science and Technology in Krakow, with a degree in Mining and Geology, specialising in Underground Mining. He has been related to LW Bogdanka S.A. since 2001 and is currently employed as Underground Chief Mining Foreman, Deputy Manager of Mining Department in the Nadrybie Field.

#### Krzysztof Gigol

Krzysztof Gigol graduated from the Management Faculty of Kozminski University in Warsaw. He also earned a postgraduate Master of Business Administration degree, having completed the studies at Warsaw School of Administration and Management with top grades. He boasts many years of practical experience in developing strategies for sales and business growth, as well as in management of teams in energy and industrial sectors. He has successfully designed new structures of organisations and implemented their restructuring processes. Since 2011. he has been involved in heating plant upgrades, as well as investments in cogeneration systems and renewable energy. He implements longterm projects in the field of industrial power generation and in companies owned by local governments. Krzysztof Gigol has been a member of Management Boards and held high-level managerial posts in power companies such as Gaspol Energy, Energia Polska, Cogen Energy, and Energa Obrót. He is an expert in the field of energy efficiency and independence, renewable energy sources and low-emission energy and heat generation. His involvement in social matters includes cooperation with Forum Rozwoju Efektywnej Energii, where he served as expert consultant, and PROZON Foundation for the Protection of the Ozone Layer, where he held the position of Deputy Chairman of the Management Board. He authored numerous articles and publications on energy and the energy security of Poland.

#### Marcin Tomasz Jakubaszek

He graduated from the Faculty of Law and Administration of Warsaw University. He holds the title of attorney-at-law and is entered in the Register of Attorneys-At-Law of the Warsaw Bar Association. Moreover, Marcin Kajubaszek graduated from the British Law School organised by Warsaw University and Cambridge University. He boasts 24 years of job experience. He has worked as lawyer with Amhurst Brown Sp. z o.o., Wardyński i Wspólnicy Sp.k., and Miller, Canfield, W. Babicki i Wspólnicy Sp.k. He has also served as liquidator in Polcel Sp. z o.o. In 2005, he started his own firm, Marcin Jakubaszek, Radcowie Prawni i Adwokaci. Since 2015, he has been a managing partner at Jakubaszek i Wspólnicy Sp.k., providing legal advisory services. He is Member of the Audit Committee of the Polish-Canadian Chamber of Commerce as well as Member of the Audit Committee of The Sue Ryder Foundation. 20

#### Bartosz Rożnawski

Graduate of the AGH University of Science and Technology in Krakow, with a degree in Environmental Engineering as well as Mining and Geology. He has been with LW Bogdanka S.A. for 14 years and is currently employed as Manager of Mining Department in the Stefanów Field.

#### **Michał Stopyra**

Michał Stopyra graduated from the AGH University of Science and Technology, where he completed studies at the Mining Faculty with specialism in Underground Mining and obtained the degree of Doctor of Engineering. He started his professional career in mines in Poland and Norway, which was then followed by scientific work at the Mining Faculty of the AGH University of Science and Technology. In 1993 he also started to carry out consulting activities focused on cooperation with industry. His career included such positions as an expert at the Provincial Mining Authority, consultant to mining equipment manufacturers, as well as mining works manager in domestic and international projects (Germany, Czech Republic, Spain, Columbia, Russia). In 2000-2012, Michał Stopyra was a member of the Supervisory Board in Techniczno Górnicza Spółka Akcyjna TEGONA S.A. in Katowice. From 2013, he has been acting as a member of the Supervisory Board of LW Bogdanka S.A.

#### Grzegorz Wróbel

He is a graduate of administration at the Marie Curie-Skłodowska University in Lublin. He also completed the Executive Master of Business Administration post-graduate programme at the Warsaw Management University. His professional experience comes as a result of working in Public Utilities Department in Obsza. Grzegorz Wróbel has been employed in Obsza Commune Office since 2011. There he serves as Obsza Commune Secretary as well as Deputy Registrar of the Office of Vital Records in Obsza. In 2018 he became Councillor of the Lublin Province. Grzegorz Wróbel held the position of Member of the Supervisory Board of Miejski Zakład Komunikacji Sp. z o.o. in Zamość. He is currently a Member of the Supervisory Board of RCEkoenergia Sp. z o.o. in Czechowice-Dziedzice.

#### Rules of remuneration for the

#### Members of the Supervisory Board Rules of remuneration of the Company's Supervisory Board

The Annual General Shareholders Meeting of the Company by virtue of its Resolution of 29 July 2020, adopted Remuneration policies for the members of the supervisory body and management body at LW Bogdanka S.A., which specified the rules of remuneration of the Company's Supervisory Board.

Members of the Supervisory Board shall be entitled to monthly remuneration in the amount defined by the General Shareholders Meeting. The Company shall cover the costs incurred by the Members of the Supervisory Board in connection with the of their duties. performance and in particular the costs of travel to take part in Supervisory Board's meetings, board and accommodation, as well as costs incurred in connection with exercising individual supervision. The remuneration of Supervisory Board Members delegated to temporarily perform the duties of a Management Board Member shall be defined by the Supervisory Board by way of a resolution. If a Supervisory Board member delegated to temporarily perform the duties of a Management Board Member receives the aforementioned remuneration, such Supervisory Board Member shall not be entitled to remuneration for that period in respect of his/her Supervisory Board membership. In accordance with the Remuneration policies for the members of the supervisory body and management body at LW Bogdanka S.A. monthly Fixed Remuneration is a product of the calculation basis referred to in the Act on the rules for determining the remuneration of persons managing certain companies dated 9 June 2016, with due account taken of the applicable detailed provisions of law having impact on the amount thereof, and the following multiplier:

- for the Chairman of the Supervisory Board up to 2.75;
- for other Members of the Supervisory Board up to 2.75.

Remuneration of the Member of the Supervisory Board may only be increased by up to 10% due to holding a position in a supervisory body of a company or participation in a committee operating as part thereof.

A Member of the Supervisory Board shall be entitled to receive the Fixed Remuneration mentioned above irrespective of the number of the meetings convened. The remuneration of Members of the Supervisory Board was determined by virtue of resolution No. 5 of the Extraordinary General Shareholders Meeting of 7 March 2017 as a product of the average monthly remuneration in the corporate sector excluding bonuses from profits in the fourth quarter of the previous year as announced by the President of the Central Statistics Office of Poland and the multiplier 1.0. Moreover, in relation to the Enea Group regulations, the representatives of the Enea Group in the Supervisory Board of the Company are not entitled to remuneration. The abovementioned multiplier was increased to 1.2 by virtue of Resolution No. 30 of the Annual General Shareholders Meeting of 26 June 2017.

Further, in relation to Resolution No. 4 of the Extraordinary General Shareholders Meeting of LW Bogdanka S.A. dated 17 October 2019, which amended Par. 1.1 in such a manner that it replaced the phrase: "average monthly remuneration in the corporate sector excluding bonuses from profits in the fourth quarter of the previous year as announced by the President of the Central Statistics Office of Poland", with: "the calculation basis referred to in the Act on the rules for determining the remuneration of persons managing certain companies dated 9 June 2016, with due account taken of the applicable detailed provisions of law having impact on the amount thereof", the amount of remuneration for the Members of the Supervisory Board changed. The change resulted from a change of the basis used for calculating the remuneration, as in the new situation the Act on specific solutions serving the implementation of the budget act for 2019, dated 9 November 2018, also applies and indicates, in Article 22, that a base for calculating should be an average monthly 21 remuneration in the enterprises sector without

payments from profit in the fourth quarter of 2016, rather than - as previously - in the fourth quarter of the previous year.

In 2020 no changes were introduced to the basis of calculation of LW Bogdanka S.A. Supervisory Board Members' remuneration, which was related to the introduction of the Act on specific solutions serving the implementation of the budget act for 2020, dated 13 February 2020 (Article 31). The basis of calculation still amounted to PLN 4,403.78.

### Changes in the rules of remuneration after 31 December 2020

There were no changes in the rules of remuneration of Members of the Company's Supervisory Board after 31 December 2020.

#### Benefits for direct family of the Members of the Company's Supervisory Board paid in 2019 and 2020 In 2019 and 2020 direct families of the Members of

the Company's Supervisory Board did not receive and were not awarded cash or other benefits.

#### Applicable pension schemes and similar benefits for former Members of the Company's Supervisory Board

In 2019 and 2020 no pension schemes applied in the Company, and no payments of a similar nature were made to former members of supervisory bodies.

# Exceptions to implementation of remuneration policy and temporary exceptions to application of remuneration policy in the Company

In 2019 and 2020 there were no occurrences of:

- exceptions to implementation of remuneration policy or
- temporary exceptions to application of remuneration policy in the Company in rules of remuneration of the Company's Supervisory Board Members.



2020

#### Amounts and description of fixed and variable parts of remuneration of Members of the Supervisory Board

# Total remuneration of a Member of the Supervisory Board

Remuneration of a Member of the Supervisory Board of of LW Bogdanka S.A. comprises exclusively of a fixed part (fixed part makes up 100% of remuneration).

#### **Fixed Remuneration**

The amount of the monthly Fixed Remuneration that is a product of the calculation basis referred to in the Act on the rules for determining the remuneration of persons managing certain companies dated 9 June 2016, with due account taken of the applicable detailed provisions of law having impact on the amount thereof and a multiplier:

- for Chairman of the Supervisory Board 1.2;
- for the remaining Members of the Supervisory Board – 1.2.

A Member of the Supervisory Board shall be entitled to receive the Fixed Remuneration mentioned above irrespective of the number of the meetings convened.

#### Variable Remuneration

Members of the Supervisory Board are not entitled to variable parts of remuneration (Variable Remuneration).

# Information on requesting the possible return of variable parts of remuneration

Members of the Supervisory Board are not entitled to variable parts of remuneration, thus LW BOGDANKA S.A. was not entitled to claim return of paid Variable Remuneration in 2019 and 2020.

# Other rules of remuneration for the Members of the Supervisory Board

In connection with the internal regulations of the Enea Group with respect to the rules of remuneration applicable to supervisory bodies of subsidiaries, the indicated representatives of the Enea Group who sit on the Company's Supervisory Board shall not be entitled to remuneration for holding a function in the Supervisory Board. Enea S.A. shall each time inform the Company which Members of the Supervisory Board are the Enea Group Representatives.

If a Member of the Supervisory Board is appointed or dismissed during a calendar month, the remuneration specified above shall be calculated on a pro rata basis, in proportion to the number of days of their membership in a given month.

The abovementioned remuneration shall be paid by the 10th day of the month following the month of holding the function.

A Member of the Supervisory Board shall not be entitled to remuneration for that month if he or she did not attend any of the properly convened meetings and his or her absence has not been justified.

It is the Supervisory Board that decides, by way of a resolution, whether a member's absence from a meeting will be rendered justified or unjustified.

The Company shall cover the costs incurred by the Members of the Supervisory Board in connection with their performance of duties.

In compliance with the Personal Income Tax Act, during the course of the year, the Company calculates and deducts advances on personal income tax on the salaries of the Members of the Supervisory Board.

#### Remuneration of individual Members of the Supervisory Board paid out in 2019 and 2020

In 2019 a total gross remuneration paid to the Supervisory Board Members for performing their duties in the Company amounted to PLN 497,500, which represents a y/y increase of 4.1% (in 2018 PLN 477,700 was paid).

In 2020 a total gross remuneration paid to the Supervisory Board Members for performing their duties in the Company amounted to PLN 490,900, which represents a y/y decrease of 1.3% Members of the Supervisory Board nominated

by Company employees received in 2019 and 2020 also remuneration on account of employment contracts at LW BOGDANKA S.A.

	2019		2020			
Name and surname	The term of office in the Supervisory Board	Total remuneration [PLN]	The term of office in the Supervisory Board	Total remuneration [PLN]		
Batyra Dariusz	-	-	30 July - 31 December	PLN 26,763.64		
Stopyra Michał	1 January – 31 December	PLN 71,036.51	1 January – 31 December	PLN 65,727.90		
Jankowski Szymon	1 January – 31 December	PLN 71,036.51	1 January – 31 December	PLN 65,727.90		
Nowaczyk Ewa	1 January – 31 December	PLN 71,036.51	1 January – 29 July	PLN 38,964.26		
Kowalik Mirosław	1 January – 31 December	PLN 0.00	1 January – 29 July	PLN 9,347.38		
Wróbel Grzegorz	-	-	1 October – 31 December	PLN 15,853.62		
Spoz Anna	1 January – 31 December	PLN 71,036.51	1 January – 29 July	PLN 38,964.26		
Antczak-Bogajczyk Izabela	25 July – 31 December	PLN 29,812.11	1 January – 25 October	PLN 54,136.01		
Rożnawski Bartosz	-	-	30 July - 31 December	PLN 26,763.64		
Romańczuk Mariusz	1 January – 31 December	PLN 71,036.51	1 January – 29 July	PLN 38,964.26		
Patyra Kamil	1 January – 31 December	PLN 71,036.51	1 January – 29 July	PLN 38,964.26		
Chudek Anna	-	-	30 July - 31 December	PLN 26,763.64		
Jakubaszek Marcin	-	-	27 August – 31 December	PLN 21,990.51		
Gigol Krzysztof	-	-	27 August – 31 December	PLN 21,990.51		
Gołden Iwona	-	-	27 October – 31 December	PLN 0.00		
Krasadomski Przemysław	1 January – 25 July	PLN 41,420.50	-	-		

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#### Severance pay or non-competition compensation for former Members of the Supervisory Board in 2019 and 2020

In 2019 and 2020 no former member of the Company's Supervisory Board received any noncompetition compensation or severance pay.

#### Remuneration paid to Members of the Supervisory Board in Company's subsidiaries

In 2019 and 2020 Members of the Supervisory Board of the Company did not receive remuneration for holding functions in the subsidiaries of LW Bogdanka

#### List of financial instruments granted or offered and main condition for performance of rights stemming therefrom, as well as price, date, and amendments

In 2019 and 2020 no financial instruments were granted or offered to the Members of the Company's Supervisory Board.



Chairwoman of the Supervisory Board	- Anna Chudek	
Deputy Chairman of the Supervisory Board	- Marcin Jakubaszek	
Secretary of the Supervisory Board	- Szymon Jankowski	
Member of the Supervisory Board	- Dariusz Batyra	
Member of the Supervisory Board	- Krzysztof Gigol	
Member of the Supervisory Board	- Iwona Gołden	
Member of the Supervisory Board	- Bartosz Rożnawski	
Member of the Supervisory Board	- Michał Stopyra	
Member of the Supervisory Board	- Grzegorz Wróbel	

Bogdanka, 27 May 2021