

REMUNERATION REPORT
of the Members of the Management Board and Supervisory Board of
CI GAMES SPÓŁKA EUROPEJSKA with its registered office in Warsaw
for the financial year 2022
drawn up by the Supervisory Board
on 2 June 2023.

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1. INTRODUCTION

- 1.1 The Supervisory Board of CI GAMES Spółka Europejska, with its registered office in Warsaw (ul. Rondo Ignacego Daszyńskiego 2B, 00-843 Warsaw), entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Department of the National Court Register under KRS number 0001025884 (REGON 017186320, NIP 1181585759), share capital 1 829 430,15 PLN - fully paid up (hereinafter: **the Company**), prepares this remuneration report (hereinafter: **the Report**) providing a comprehensive overview of the remuneration, including all benefits, regardless of their form, received by or due to individual members of the Management Board and Supervisory Board in the financial year 2022.
- 1.2 The references in this Report to the General Meeting, the Supervisory Board and the Management Board refer to the relevant bodies of the Company.
- 1.3 The report has been prepared in accordance with:
 - 1.3.1 provisions of the Act of 29 July 2005 on public offering and the conditions for introduction of financial instruments in an organised trading system and on public companies (i.e. Journal of Laws of 2022, item 2554) - (hereinafter: **the Act**),
 - 1.3.2 "Remuneration Policy of CI GAMES" which was adopted by Resolution No. 18/1/2020 of the Ordinary General Meeting of 27 July 2020, which was effective in 2022 (hereinafter: **Remuneration Policy**),
 - 1.3.3 Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement and
 - 1.3.4 guidance from the European Commission published on its website:
https://ec.europa.eu/info/consultations/public-consultation-remuneration-report-guidelines-implementing-shareholders-rights-directive_it
- 1.4 This Report in respect of each member of the Management Board and Supervisory Board contains the remuneration information set out in Article 90g of the Act - in particular:
 - 1.4.1 the amount of the total remuneration broken down into the components referred to in Article 90d(2)(1) of the Act, and mutual proportions between these remuneration components;
 - 1.4.2 an explanation of how total remuneration is compliant with the adopted Remuneration Policy, including how it contributes to the achievement of long-term results of the Company;
 - 1.4.3 information on the manner in which the performance criteria have been applied;
 - 1.4.4 information on the change, on an annual basis, of remuneration, in the Company's results and in the average remuneration of the Company's employees who are not members of the Management Board or the Supervisory Board, in the period of at least last five financial years, cumulatively, for comparison purposes;

- 1.4.5 the amount of remuneration from entities belonging to the same capital group within the meaning of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2023, item 120);
 - 1.4.6 the number of financial instruments awarded or offered and the main conditions for exercising rights under those instruments, including the price and the date of execution and any amendments thereto;
 - 1.4.7 information on whether the possibility of demanding the return of variable remuneration components have been exercised;
 - 1.4.8 information on deviations from the procedure for implementation of the remuneration policy and deviations applied pursuant to Article 90f of the Act, including an explanation of the rationale and procedure, and an indication of the elements from which deviations were applied.
- 1.5 The Supervisory Board points out that information relating to financial years for which the Supervisory Board was not required to prepare a remuneration report may be given on the basis of estimation or omitted.
 - 1.6 The personal data of the members of the Management Board and the Supervisory Board referred to in Article 9(1) of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and the repeal of Directive 95/46/EC (General Data Protection Regulation) (Official Journal of the EU L of 2016 No. 119, p. 1, as amended) are not included in the Report.
 - 1.7 This Report shall be posted on the website of the Company, which shall make it available free of charge for at least 10 years after the end of the General Meeting at which the General Meeting passes a resolution giving its opinion on the Report (or, alternatively, at which the General Meeting discusses the Report (pursuant to Article 90g(6) to (7) of the Act)).
 - 1.8 This Report is subject to the auditor's assessment of the inclusion of the information required under sections 90g(1) to (5) and (8) of the Act.
 - 1.9 All amounts indicated in the Report are gross amounts stated in Polish zloty. In case of benefits fulfilled by the Company in a foreign currency, they were converted into Polish zlotys according to the average exchange rate of the National Bank of Poland - published on the last day of the year in which the benefit was fulfilled.
 - 1.10 Benefits received or due in 2022 are those benefits that were actually paid or issued in 2022, as well as benefits due for 2022 and benefits for which a decision on payment or issue was made in 2022, provided that all the conditions for payment or issue of the benefit were fulfilled in the period referred to (also in the event that the payment or issue of the benefit occurred later, but not later than the date of preparation of the Report).

2. GENERAL INFORMATION

- 2.1 Following the adoption of the Remuneration Policy pursuant to Resolution 18/1/2020 of the Ordinary General Meeting of 27 July 2020, the Company paid remuneration to the members of the Management Board and Supervisory Board in 2022 only in accordance with the Remuneration Policy.
- 2.2 The Company is required to develop a remuneration policy as the Company is based in the Republic of Poland and its shares are admitted to trading on a regulated market.

The purpose of the Remuneration Policy is to establish the principles for the remuneration and granting of other benefits to the members of the Management Board and Supervisory Board intended to contribute to the business strategy, long-term interests and stability of the Company.

- 2.3 The Remuneration Policy is applicable to all members of the Management Board and the Supervisory Board, irrespective of the type of legal relationship forming the basis for the performance of the duties associated with the function.
- 2.4 The report relates to the remuneration of the following members of the Management Board who performed their duties in the 2022 financial year: Mr Marek Tyminski (President of the Management Board), Ms Monika Rumianek (Member of the Management Board; acting until 5 July 2022), Mr Ido Hochman (Member of the Management Board; acting from 24 January 2022 to 31 January 2022) and Mr David Broderick (Member of the Management Board; acting from 1 March 2022).
- 2.5 The report relates to the remuneration of the following members of the Supervisory Board who performed their duties in the financial year 2022: Mr Ryszard Bartkowiak (Chairman of the Supervisory Board), Mr Marcin Garlinski, Mr Grzegorz Leszczynski (acting until 5 September 2022), Mr Rafal Berlinski, Mr Adam Niewinski and Mr Jeremy Lewis (acting from 5 September 2022).
- 2.6 The Remuneration Policy was repealed by Resolution No. 7/1/2023 of the Extraordinary General Meeting of 8 February 2023. At the same time, the aforementioned resolution adopted the Remuneration Policy of CI Games SE, which became effective as of the date of registration of the Company's transformation into a European company on 17 March 2023. The current Remuneration Policy and the resolution on the Remuneration Policy have been posted on the Company's website. These documents remain available for at least as long as they are applicable.

3. INFORMATION ON EXEMPTIONS FROM THE PROCEDURE FOR IMPLEMENTING THE REMUNERATION POLICY AND DEVIATIONS APPLIED IN ACCORDANCE WITH ARTICLE 90F OF THE ACT, INCLUDING AN EXPLANATION OF THE RATIONALE AND PROCEDURE, AND AN INDICATION OF THE ELEMENTS FROM WHICH DEVIATIONS HAVE BEEN APPLIED

- 3.1 If this is necessary to further the long-term interests and financial stability of the Company or to guarantee its profitability, the Supervisory Board may decide to temporarily deviate from the Remuneration Policy. The Remuneration Policy sets out the rationale and procedure for such temporary deviation and the elements from which a deviation may be applied
- 3.2 The Company applied the following temporary derogations from the procedure for implementing the Remuneration Policy in accordance with Article 90f of the Act:
- 3.2.1 derogation from § 6.1(b) of the Remuneration Policy, i.e. the members of the Management Board in the event of their employment based on an employment contract are subject to the relevant regulations under the Labour Code;
- 3.2.2 derogation from § 7 (1) of the Remuneration Policy, i.e. the members of the Management Board perform their functions on the basis of the corporate relationship resulting from their appointment for a joint term of office of five years. They are entitled to a fixed monthly remuneration (lump sum) on account of this appointment;

3.2.3 derogation from § 7(3) of the Remuneration Policy, i.e. Contracts referred to above are concluded for an indefinite period of time or for the time necessary for the performance of the service in question, with a notice period of three months or less if justified by the nature or subject matter of the contract. Employment contracts concluded with a member of the Management Board shall be concluded for an indefinite period of time, with three months' notice unless otherwise required by common law;

for the period from 1 March 2022 to 30 November 2022 with respect to Mr David Broderick. In addition, no other temporary derogation of the Remuneration Policy has been decided in 2022.

3.3 In the Company's opinion, the derogation of the application of the principles of the Remuneration Policy with respect to Mr David Broderick was justified by the Company's interests and was necessary to execute the long-term interests of the Company and the strategy adopted by the Management Board. The premises justifying a temporary derogation of the Remuneration Policy are considered to be, in particular, issues related to the implementation of the current strategy of the Company or the companies in the CI Games Group and actions which, if not undertaken, could adversely affect the ability of the Company or the companies in the CI Games Group to fulfil their mature monetary obligations. The Management Board may request the Supervisory Board to apply a temporary derogation of the Remuneration Policy. The request should include the motives justifying the application of the derogation.

3.4 The Supervisory Board, when deciding on the application of the temporary derogation from the Remuneration Policy, specified in Resolution No. 2022/03/01/02 of the Supervisory Board of the Company dated 1 March 2022: a) the date (period) for which the Remuneration Policy was temporarily derogated from, b) the elements of the Remuneration Policy to be temporarily derogated from, c) the premises justifying the necessity to temporarily derogate from the Remuneration Policy.

3.5 Following the adoption of the Remuneration Policy pursuant to Resolution 18/1/2020 of the Ordinary General Meeting of 27 July 2020:

3.5.1 implementation of the Remuneration Policy has taken place, as well as

3.5.2 The Supervisory Board has decided for the period until 31 December 2022 to temporarily derogate the Remuneration Policy as described in sections 3.2 to 3.4 above.

4. SPECIFICATION OF THE REMUNERATION POLICY BY THE SUPERVISORY BOARD

4.1 Following the adoption of the Remuneration Policy pursuant to Resolution No. 18/1/2020 of the Ordinary General Meeting of 27 July 2020. - pursuant to § 3 of the aforementioned resolution - the General Meeting authorised the Supervisory Board to detail, within the limits of the Remuneration Policy, the following elements of the Remuneration Policy: (a) a description of the components of fixed remuneration and variable remuneration, including bonuses and other monetary and non-monetary benefits that may be awarded to members of the Management Board, (b) clear, comprehensive and differentiated criteria in terms of financial and non-financial performance for the award of variable remuneration to members of the Management Board, (c) rules related to the award of remuneration to members of the Management Board or Supervisory Board in the form of financial instruments issued by the

Company, including the periods in which entitlement to receive remuneration in this form is acquired and the rules for the disposal of these financial instruments by members of the Management Board or Supervisory Board. The aforementioned authorisation is in accordance with the provisions of Article 90d(7) of the Act.

4.2 As at the date of the Report, the Supervisory Board had not taken a decision on the detailing of the Remuneration Policy.

5. THE AMOUNT OF THE TOTAL REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD BY COMPONENTS REFERRED TO IN ARTICLE 90D(3)(1) OF THE ACT, AND THE MUTUAL PROPORTIONS BETWEEN THESE REMUNERATION COMPONENTS

5.1 Pursuant to Article 90d(3)(1) of the Act, fixed and variable remuneration components as well as bonuses and other monetary and non-monetary benefits may be granted to members of the Management Board and Supervisory Board, a description of which can be found in the Remuneration Policy.

5.2 Pursuant to § 7.4 of the Remuneration Policy - the Supervisory Board determines the principles and amounts of the remuneration of the members of the Management Board and other possible benefits related to their function, taking into account the provisions of the Remuneration Policy. The Supervisory Board, in determining the amount and principles for granting remuneration to members of the Management Board, is based on the following detailed elements of the Remuneration Policy: a) a description of the components of fixed and variable remuneration and non-cash benefits that may be granted to members of the Management Board; the description should specify the remuneration components in a balanced manner and adapted to the Company's financial situation. The description may provide that the benefits granted to a member of the Management Board as part of variable remuneration are monetary or non-monetary in nature; b) clear, comprehensive and differentiated financial and non-financial performance criteria for the award of variable remuneration (variable elements of remuneration); c) principles related to the award of variable remuneration (variable elements of remuneration) to members of the Management Board.

5.3 The provisions of commercial law, broadly understood, mainly refer to the so-called organisational relationship linking a capital company and a member of its management board. The organisational relationship results from the appointment of a specific person as a member of the management board. The organisational relationship lasts as long as the person concerned is a member of the management board. In addition to the organisational relationship, the company and the member of the management board may also be bound by a so-called primary relationship, which is based on a contract between the company and the member of the management board. A board member of the management board 's source of income may be:

5.3.1 exclusively the relationship of appointment to the management board of the company concerned (i.e. without an additional contract governing the performance of the member's duties), or

5.3.2 a separate contract, including an employment contract, a contract of mandate or a contract for the provision of services such as a management contract, with the proviso that the choice of the legal form under which a board member performs his or her duties is left to the discretion of the company and the board member, alternatively

- 5.3.3 appointment relationship and, in addition, a separate contract.
- 5.4 Pursuant to § 7 (1) of the Remuneration Policy - the members of the Management Board performed their functions on the basis of the corporate relationship resulting from their appointment for a joint term of office of five years. They were entitled to a fixed monthly remuneration (lump sum) on account of this appointment.
- 5.5 Members of the Management Board, in addition to the remuneration referred to in 5.4 above, may have received remuneration from the Company for providing, on the basis of separate agreements, advisory services, managerial services, services consisting in the preparation of specific documentation for the Company's needs, the transfer of copyrights to the Company, other specific services related to the Company's operations, as well as for performing work within the meaning of the Labour Code. On this account they were entitled to remuneration resulting from an appropriate agreement concluded with a member of the Management Board, the amount of which could not deviate from market standards (§ 7.2 of the Remuneration Policy). The contracts referred to above are concluded for an indefinite period or for the time necessary for the performance of the service in question, with a notice period of three months or less if justified by the nature or subject matter of the contract. The employment contracts concluded with a member of the Management Board are concluded for an indefinite period of time, with a notice period of three months, unless otherwise required by common law.
- 5.6 Pursuant to § 7.5-6 of the Remuneration Policy - the remuneration of the members of the Management Board consists primarily of a fixed part. The fixed monthly remuneration of a member of the Management Board is paid monthly in arrears. The fixed remuneration comprises: fixed monthly remuneration (lump sum) and fringe benefits (discussed in section 5.17). The fixed remuneration of a member of the Management Board may not be reduced, suspended or cancelled, except in cases arising from common law.
- 5.7 Mr Marek Tyminski (Chairman of the Management Board) in the 2022 financial year:
- 5.7.1 received an appropriate remuneration for his appointment to the Management Board of the Company, which included: a fixed component - a fixed monthly salary (lump sum), and a variable component - a bonus.
- 5.8 Ms Monika Rumianek (Member of the Management Board) in the financial year 2022:
- 5.8.1 received an appropriate remuneration for her appointment to the Management Board of the Company, which included: a fixed component - a fixed monthly salary (lump sum), and a variable component - a bonus);
- 5.8.2 in the performance of her duties over and above her management activities, she received an appropriate remuneration under her contract of employment as: Director of HR and Administration, which remuneration included only a fixed component - a fixed monthly salary (lump sum) - she had no variable component - a bonus.
- 5.9 Mr Ido Hochman (Member of the Management Board) in the 2022 financial year:
- 5.9.1 did not receive remuneration for his appointment to the Management Board of the Company.
- 5.10 Mr David Broderick (Board Member) in the 2022 financial year:

- 5.10.1 received an appropriate remuneration on the basis of a separate contract, which included: a fixed component - a fixed monthly remuneration (lump sum). The member of the Management Board did not have a variable component - a bonus.
- 5.11 The remuneration in terms of the fixed components indicated in sections. 5.2-5.10 above (divided into remuneration payable under an employment contract or separate contract and remuneration payable under appointment) for each member of the Management Board is set out in the following tables in respect of the year 2022 under the heading "remuneration - fixed component".
- 5.12 Pursuant to § 7.5-6 of the Remuneration Policy - the remuneration of members of the Management Board - apart from the fixed part - may consist of variable components. Variable remuneration may take the form of a bonus, in particular an annual bonus, for the achievement of a specific task or management objective. The basis for determining the variable components of remuneration is the assessment of economic performance. Variable remuneration is discretionary in nature and is awarded and paid on dates determined by the Supervisory Board, by resolution. The amount of variable remuneration should not exceed five times the fixed remuneration for the year in question.
- 5.13 The remuneration in terms of the variable components indicated in section 5.12 above for each member of the Management Board is shown in the tables below in terms of 2022 under the heading "remuneration - variable component".
- 5.14 Irrespective of their remuneration, members of the Management Board are entitled to the benefits provided by law and the Company's internal regulations in connection with their employment with the Company, such as in particular: (a) incapacity remuneration, (b) holiday pay, (c) jubilee award and (d) sick pay.
- 5.15 The benefits indicated in section 5.14 above refer to any special benefits granted or payable to members of the Management Board for the financial year (in cash or in any other form), such as, for example, retirement severance pay or remuneration related to non-competition. It should be emphasised that the benefits in question are, in principle, of a general nature, i.e. they are not directly related to the performance of the function of a member of the Management Board, but are due to every employee of the Company, pursuant to generally applicable laws. In view of the above, some of such benefits (such as incapacity remuneration and holiday pay) are already included in the fixed components of remuneration (presented in the tables below under "remuneration - fixed component"). The remuneration in terms of the remuneration components indicated in section 5.14 for each member of the Management Board (to the extent that they are not included in the fixed components of remuneration) is shown in the tables below for the year 2022 under the heading "remuneration - extraordinary components".
- 5.16 Members of the Management Board may be entitled to benefit from additional non-wage benefits (benefits) provided for persons employed by the Company, as well as to participate on a general basis in the Company's pension schemes. In 2022, apart from the PPK programme, there were no additional pension, early retirement programmes in the Company. The remuneration in respect of the additional benefits indicated above for each member of the Management Board is shown in the tables below in respect of the year 2022 under the heading "remuneration - pension components". With regard to Mr Marek Tyminski, an agreement was concluded on a one-off severance payment in the event of his dismissal or resignation as Chairman

of the Management Board of the Company in the amount of PLN 1,115,520 and an annex to the employment contract with CI Games Mediterranean Projects SL on a one-time severance payment in the event of dismissal or resignation in the amount of EUR 300,000. With regard to Mr David Broderick, an agreement was concluded on a one-off severance payment in the event of his dismissal or resignation as Vice-Chairman of the Management Board of the Company in the amount of EUR 110,000. As of the date of the Report, the one-time severance payment has not been paid with respect to any of the designated members of the Management Board.

- 5.17 Pursuant to § 7(6) of the Remuneration Policy - irrespective of the fixed monthly remuneration (lump sum), the remuneration also permanently includes additional benefits: insurance cover in connection with the function on the Management Board, the right to use a company car, the right to use a private medical care programme, the right to use Multisport cards.
- 5.18 The remuneration in respect of the above remuneration components for each member of the Management Board is set out in the tables below in respect of the year 2022 under the heading "remuneration - fringe benefits". In the case of Mr Marek Tyminski, the remuneration components item in question relates to: (a) insurance cover in connection with his function on the Management Board; in the case of Ms Monika Rumianek, the remuneration components item in question relates to: (a) insurance cover in connection with her function on the Management Board, (b) entitlement to a private medical care programme and (c) entitlement to Multisport cards (valued on the basis of the value of the benefit), and in the case of Mr David Broderick, the remuneration components item in question relates to: insurance cover in connection with his role on the Management Board.
- 5.19 It should be emphasised that the workplaces of Mr Marek Tyminski, Ms Monika Rumianek, Mr David Broderick have been equipped on the basis of the provisions of the Labour Code with appropriate equipment (e.g. computer equipment, telephone, car), which are used exclusively for the performance of official duties, and therefore the costs in question are not directly related to the performance of functions on the Management Board and should not be treated as benefits for the members of the Management Board, in particular in view of the exclusion of the possibility of using certain assets for private purposes.
- 5.20 The Supervisory Board is authorised to determine fringe benefits other than those indicated above, taking into account the principles contained in the Remuneration Policy.
- 5.21 The proportion set out in the tables below in respect of 2022 relates to the proportion between the fixed and variable components of remuneration for the financial year. The proportion has been calculated using the following formula:
- 5.21.1 Proportion of fixed components of remuneration = component 'remuneration - fixed component' + component 'remuneration - fringe benefits' + fixed portion of component 'remuneration - pension components' / total remuneration x 100%;
- 5.21.2 Proportion of variable components of remuneration = component 'remuneration - variable component' + component 'remuneration - extraordinary component' + variable part of component 'remuneration - pension components' / total remuneration x 100%.

The total remuneration of members of the Management Board of the Company in 2022

Name of board member/function	Remuneration - fixed component		Remuneration - variable component	Remuneration - extraordinary items	Remuneration - pension components	Remuneration - fringe benefits	Total wages	Ratio
	Employment contract/separate contract	Appointment to the board						
Marek Tymiński / President of the Management Board	-	200.400	950.000	-	-	3.352	1.153.752	100% / 0%
Monika Rumianek / Member of the Management Board	192.855,98	30.000	37.850	36.328,96	4.225	5.173	306.432,94	100% / 0%
Ido Hochman / Member of the Management Board	0	-	-	-	-	-	0	100% / 0%
David Broderick / Member of the Management Board	887.410,82	-	-	-	-	3.352	890.762,82	100% / 0%

6. THE AMOUNT OF THE TOTAL REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD, BY THE COMPONENTS REFERRED TO IN ARTICLE 90D(3)(1) OF THE ACT, AND THE MUTUAL PROPORTIONS BETWEEN THESE REMUNERATION COMPONENTS

- 6.1 The Company does not enter into contracts with members of the Supervisory Board (members of the Supervisory Board are not employed by the Company within the meaning of the Labour Code).
- 6.2 The members of the Supervisory Board served on the basis of the corporate relationship arising from their appointment for a joint term of five years. They were entitled to remuneration on account of this appointment. The General Meeting, by means of a resolution, determined the principles and amount of the remuneration of the members of the Supervisory Board and other benefits, if any, related to their function, taking into account the provisions of the Remuneration Policy.
- 6.3 Members of the Supervisory Board were entitled to remuneration depending on their attendance at the Supervisory Board meeting. The remuneration of the members of the Supervisory Board varied, depending on their function on the Supervisory Board. The remuneration of the Supervisory Board members was single component, payable in arrears.
- 6.4 The remuneration in terms of the remuneration components indicated in sections 6.2-6.3 above for each member of the Supervisory Board is shown in the following tables in respect of the year 2022 under the heading "remuneration - fixed component".
- 6.5 The members of the Supervisory Board may not receive remuneration from the Company on the basis of anything other than their function as a member of the Supervisory Board referred to above. Members of the Supervisory Board may, however, be granted remuneration in the form of financial instruments issued by the Company, on the terms resulting from a resolution of the General Meeting or detailed by the Supervisory Board, if this is justified by the interests of the Company. Subject to the above reservation, the members of the Supervisory Board do not receive any variable remuneration components. The remuneration in respect of the above remuneration components for each member of the Supervisory Board is shown in the following tables in respect of the year 2022 under the heading "remuneration - variable component". The above table items do not contain any data as there were no benefits

due or received by the individual members of the Supervisory Board in respect of the above components in the financial year 2022.

6.6 The Remuneration Policy does not explicitly address the possibility of granting additional benefits to members of the Supervisory Board, such as:

6.6.1 reimbursement of costs and expenses incurred in the performance of functions,

6.6.2 the use of equipment, means of transport and other infrastructures for the performance of duties, such as, in particular, telephone, laptop, car, the running costs of which will be covered by the Company,

6.6.3 the use, at the Company's expense, of liability insurance cover related to the performance of the function,

6.6.4 use of medical care at the Company's expense.

The remuneration in respect of the above remuneration components for each member of the Supervisory Board is shown in the following tables in respect of the year 2022 under the heading "remuneration - fringe benefits". The above table items do not contain any data, as there were no benefits due or received by the individual members of the Supervisory Board in respect of the above components in the financial year 2022.

6.7 The Company may provide a Supervisory Board member with insurance cover in connection with his or her function on the Supervisory Board.

6.8 In 2022, the Company did not have any supplementary pension schemes, early retirement schemes or service contracts from members of the Supervisory Board specifying benefits payable on termination of the contractual relationship.

6.9 The proportion set out in the table below refers to the proportion between the fixed and variable components of remuneration for the financial year. The proportion has been calculated using the following formula:

6.9.1 Proportion of fixed components of remuneration = component 'remuneration - fixed component' + component 'remuneration - fringe benefits' + fixed portion of component 'remuneration - pension components' / total remuneration x 100%;

6.9.2 Proportion of variable components of remuneration = component 'remuneration - variable component' + component 'remuneration - extraordinary component' + variable part of component 'remuneration - pension components' / total remuneration x 100%.

Remuneration of members of the Supervisory Board in 2022

Name of board member	Remuneration - fixed component	Remuneration - variable component	Remuneration - extraordinary items	Remuneration - pension components	Remuneration - fringe benefits	Total wages	Proportion
Ryszard Bartkowiak	36.000	-	-	-	-	36.000	100% - 0%
Marcin Garliński	27.000	-	-	-	-	27.000	100% - 0%
Grzegorz Leszczyński	24.000	-	-	-	-	24.000	100% - 0%
Rafał Berliński	27.000	-	-	-	-	27.000	100% - 0%
Jeremy Lewis	0	-	-	-	-	0	100% - 0%
Adam Niewinski	27.000	-	-	-	-	27.000	100% - 0%

Mr Grzegorz Leszczyński served as a member of the Supervisory Board until 5 September 2022.

Mr Jeremy Lewis has served as a member of the Supervisory Board since 5 September 2022.

7. AN EXPLANATION ON HOW THE TOTAL REMUNERATION IS CONSISTENT WITH THE ADOPTED REMUNERATION POLICY, INCLUDING HOW IT CONTRIBUTES TO THE COMPANY'S LONG-TERM PERFORMANCE

7.1 The Remuneration Policy is applicable to all members of the Management Board and the Supervisory Board, regardless of the type of legal relationship on the basis of which they perform their duties related to their function. The objective of the Remuneration Policy is to establish principles for the remuneration and granting of other benefits to members of the Management Board and Supervisory Board, which are intended to contribute to the achievement of the business strategy, long-term interests and stability of the Company. In addition, the objectives of the Remuneration Policy are: (a) to ensure a consistent and incentive-based remuneration system for members of the Management Board and Supervisory Board, (b) to reduce conflicts of interest or the risk of conflicts of interest within the Company and (c) to motivate the best possible results in the Company. In connection with the adoption of the Remuneration Policy, the Company pays remuneration to the members of the Management Board and Supervisory Board only in accordance with the Remuneration Policy. The above ensures that the total remuneration of the members of the Management Board and Supervisory Board is in accordance with the adopted Remuneration Policy. The payment of remuneration to the members of the Management Board and Supervisory Board only in accordance with the Remuneration Policy further contributes to the business strategy, long-term interests (performance) and stability of the Company.

7.2 The amount of remuneration of members of the Management Board is determined taking into account in particular: (a) the Company's current financial and economic situation, as well as the Company's needs (b) the qualifications and experience of the member of the Management Board, including the period of his/her holding managerial positions in the Company, (c) the function performed and the scope of duties, (d) the current market conditions with respect to the remuneration of persons performing the functions of members of the Management Board in entities operating in similar markets to the Company, with a similar scope of activity to the Company. As a consequence of the above, the remuneration of the members of the Management Board corresponds to the size of the Company's enterprise and the size of the Company's actual operations and remains in a reasonable relation (proportion) to the Company's economic results. On the other hand, the amount and method of calculating the remuneration of the Supervisory Board members may vary; in particular, the remuneration of the Supervisory Board members may vary depending on the function performed on the Supervisory Board. The above ensures that the total remuneration of the members of the Management Board and Supervisory Board is in accordance with the adopted Remuneration Policy and that the determination and payment of remuneration to the members of the Management Board and Supervisory Board exclusively in accordance with the Remuneration Policy contributes to the Company's long-term performance.

7.3 In addition, pursuant to § 6 of the Remuneration Policy - when determining and verifying the remuneration of members of the Management Board, the Supervisory

Board should take into account the workload required for the proper performance of the function of a member of the Management Board, the scope of duties and responsibilities related to the performance of the function of a member of the Management Board and the level of remuneration for a similar position applied by other entities operating on the market, in particular in the same sector / industry. In order to optimise the quality and productivity of the members of the Management Board, their remuneration is determined on the assumption that it should contribute to the efficient and smooth management of the Company. Accordingly, it mainly consists of fixed components, but may also include variable components if justified by the interests of the Company. The total remuneration of the members of the Management Board, including the fixed remuneration, its variable components and other benefits granted to the members of the Management Board by the Supervisory Board, bears a reasonable relation to the economic performance of the Company, as well as to the overall costs of the Company subject to annual review. This allows the objectives of the establishment of the Remuneration Policy to be realized, in particular by using a remuneration model that motivates the Company's Management Board to achieve its business objectives.

7.4 In turn, the amount of remuneration of the members of the Supervisory Board should take into account the objective of guaranteeing the independence of the members of the Supervisory Board in the performance of their duties. The remuneration of the members of the Supervisory Board should not constitute a significant item of the Company's operating costs or significantly affect the Company's financial result. In order to ensure the quality and commitment to the work of the members of the Supervisory Board, their remuneration is set as a fixed remuneration and, in addition, the remuneration of the members of the Supervisory Board is not linked to the performance of the Company. The implementation of the above guidelines ensures that the total remuneration of the members of the Management Board and Supervisory Board is in accordance with the adopted Remuneration Policy, and that the determination and payment of remuneration to the members of the Management Board and Supervisory Board exclusively in accordance with the Remuneration Policy contributes to the long-term performance of the Company. This allows the objectives of the establishment of the Remuneration Policy to be realized, in particular to ensure the transparency of the remuneration costs of the members of the Company's Management Board and Supervisory Board and the principles of their formation in the Company.

7.5 The structure described above for the allocation and payment of remuneration has a direct impact on the motivation of the members of the Management Board and the Supervisory Board and contributes to the implementation of the business strategy and the long-term stable growth of the Company's value and performance. The form, structure and level of remuneration are in line with market conditions and are aimed at retaining persons of fundamental importance to the Company who possess the criteria necessary for the proper management and supervision of the Company. As regards the remuneration of the members of the Supervisory Board, it should be emphasized that the fixed remuneration ensures the sovereignty of the control process, i.e. independence from the Company's financial situation (the remuneration is not directly linked to the Company's economic performance). At the same time, adequate control and supervision of the Company's activities, carried out by the members of the Management Board and the Supervisory Board, ensures the stability

of the Company, which translates into the achievement of the Company's long-term objectives (results).

8. INFORMATION ON HOW THE PERFORMANCE CRITERIA WERE APPLIED

- 8.1 In determining and reviewing the remuneration of the members of the Management Board, the Supervisory Board should take into account the workload required to properly perform the function of a member of the Management Board, the scope of duties and responsibilities associated with the performance of the function of a member of the Management Board and the level of remuneration for a similar position applied by other market players, particularly in the same sector/industry. In order to optimise the quality and productivity of the members of the Management Board, their remuneration is determined on the assumption that it should contribute to the efficient and smooth management of the Company. It therefore consists mainly of fixed components, but may also include variable components if justified by the interests of the Company.
- 8.2 The Supervisory Board, in determining the amount and principles for awarding the remuneration of the members of the Management Board, should pursue the premise that the description of the components of fixed and variable remuneration and the non-cash benefits that may be awarded to the members of the Management Board should set out the components of remuneration in a balanced manner and adapted to the financial situation of the Company. The description may stipulate that the benefits granted to a member of the Management Board as part of variable remuneration are monetary or non-monetary. Furthermore, with regard to the setting of performance criteria, the Supervisory Board should apply clear, comprehensive and differentiated criteria - both in terms of financial and non-financial performance - for the award of variable remuneration (variable elements of remuneration); in particular, the achievement of management objectives is considered as such criteria. The criteria should be established in such a way as to ensure that the incentives for individual performance of members of the Management Board are balanced with the achievement of management objectives and the implementation of the Company's or the CI Games Group's strategy, with particular regard to the interests of the Company or the CI Games Group. Verification of the fulfilment of criteria of a financial nature is based on the data contained in the financial statements. Verification of the fulfilment of criteria of a non-financial nature involves obtaining data confirming the fulfilment of standards and objective yardsticks for the fulfilment of a specific task, allowing an assessment of the effectiveness of the actions taken by a member of the Management Board in fulfilling such criteria.
- 8.3 The remuneration of the members of the Supervisory Board is not linked to the performance of the Company. The members of the Supervisory Board do not receive any variable remuneration (unless the members of the Supervisory Board are granted remuneration in the form of financial instruments issued by the Company, on the terms resulting from a resolution of the General Meeting or detailed by the Supervisory Board, if justified by the interests of the Company).
- 8.4 As there were no benefits due to or received by individual members of the Management Board or Supervisory Board in respect of variable components in the 2022 financial year, and no benefits under the incentive scheme were realised, the Report does not contain any other (including supplementary) information on how the performance criteria were applied.

9. INFORMATION ON THE CHANGE, ON AN ANNUAL BASIS, IN REMUNERATION, IN THE COMPANY'S RESULTS AND IN THE AVERAGE REMUNERATION OF THE COMPANY'S EMPLOYEES WHO ARE NOT MEMBERS OF THE MANAGEMENT BOARD OR THE SUPERVISORY BOARD, OVER A PERIOD OF AT LEAST THE LAST FIVE FINANCIAL YEARS, IN AGGREGATE, IN A WAY THAT MAKES IT POSSIBLE TO COMPARE THEM

9.1 In developing the Remuneration Policy, the working and remuneration conditions of the Company's employees other than members of the Management Board and members of the Supervisory Board were taken into account. The Remuneration Policy takes into account the working and remuneration conditions of the Company's employees and associates other than the members of the Management Board and the Supervisory Board by ensuring that the remuneration conditions of the members of the Management Board and the Supervisory Board are justified by the scope of responsibility that is associated with their functions in the Company. In particular, the Remuneration Policy ensures that the amount of remuneration is determined taking into account the increased risks associated with the performance of the relevant function in the Company and the effects on the Company or the relevant person covered by the Policy that may result from the materialisation of such risks.

9.2 The following table provides information on the change, on an annual basis, in the remuneration, performance of the Company and average remuneration of the Company's employees who are not members of the Management Board or the Supervisory Board, over at least the last five financial years, in aggregate, in a way that allows for comparison, i.e:

- 9.2.1 total remuneration of the members of the Management Board and Supervisory Board - for the financial years 2017-2022;
- 9.2.2 Company's result (net result of the Company) - for the financial years 2017-2022;
- 9.2.3 average remuneration of the Company's employees who are not members of the Management Board or Supervisory Board - for the financial years 2017-2022.

9.3 The average remuneration of the Company's employees is the sum of the remuneration paid to employees in a given calendar year (over a 12-month period) divided by the average headcount (average number of FTEs) in that year.

9.4 The Supervisory Board states that the information indicated in the table below for financial years for which the Supervisory Board was not required to prepare a remuneration report may be given on the basis of estimates or omitted.

Financial year	2017	2018	2019	2020	2021	2022
Name						
Marek Tyminski	1.002.000	1.002.000	1.034.062	737.082,5	203.752	1.153.752
Monika Rumianek	25.000	60.000	193.144,97	274.654	289.006,86	306.432,94
Ido Hochman	-	-	-	-	-	249.812,52
David Broderick	-	-	-	-	-	890.762,82
Adam Pieniacki	33.000	-	-	-	-	-
Maciej Nowotny	187.000	374.000	-	-	-	-
Ryszard Bartkowiak	8.000	8.000	8.000	20.000	16.000	32.000
Marcin Garliński	-	-	6.000	15.000	12.000	24.000
Grzegorz Leszczyński	21.000	21.000	6.000	15.000	12.000	21.000
Rafał Berliński	-	-	-	12.000	12.000	24.000
Krzysztof Kaczmarczyk	-	-	-	6.000	6.000	-
Adam Niewinski	-	-	-	-	3.000	24.000
Tomasz Litwiniuk	15.000	15.000	6.000	3.000	-	-
Norbert Biedrzycki	21.000	21.000	6.000	9.000	-	-
Mariusz Sawoniewski	15.000	15.000	-	-	-	-
Dasha Gadomska	16.000	-	-	-	-	-
Jeremy Lewis	-	-	-	-	-	-

Total remuneration members of the Management Board and Supervisory Board	1.343.000	1.516.000	1.259.206,97	1.091.736,5	553.758,86	2.725.760,28
Net result of the Company (in thousands PLN)	6.477	(21.508)	2.007	6.070	33.320	7.135
Average salary	71.581	81.911	106.083	117.016	143.353	130 591

Notes:

Mr Adam Pieniacki served as a member of the Management Board until 2017.

Ms Monika Rumianek served as a member of the Management Board from 2017 until 5 July 2022.

Mr Ido Hochman served as a member of the Management Board on 24 January 2022 until 31 January 2022.

Mr David Broderick has been acting as Vice President of the Management Board since 1 March 2022.

Mr Maciej Nowotny served as a member of the Management Board for the period 2017-2018.

Mr Rafał Berliński has been a member of the Supervisory Board since 2020.

Mr Krzysztof Kaczmarczyk served as a member of the Supervisory Board from 2020 until 6 December 2021.

Mr Marcin Garlinski has been a member of the Supervisory Board since 2018.

Mr Mariusz Sawoniewski served as a member of the Supervisory Board until 2018.

Ms Dasa Gadomska served as a member of the Supervisory Board until 2017.

Mr Ryszard Bartkowiak has been a member of the Supervisory Board since 2017.

Mr Tomasz Litwiniuk served as a member of the Supervisory Board until 2020.

Mr Norbert Biedrzycki served as a member of the Supervisory Board until 2020.

Mr Adam Niewinski has been a member of the Supervisory Board since 6 December 2021.

Mr Jeremy Lewis has served as a member of the Supervisory Board since 5 September 2022.

Mr Grzegorz Leszczyński served as a member of the Supervisory Board until 5 September 2022.

10. AMOUNT OF REMUNERATION FROM ENTITIES BELONGING TO THE SAME CAPITAL GROUP WITHIN THE MEANING OF THE ACCOUNTING ACT OF 29 SEPTEMBER 1994

In 2022, the following Members of the Management Board and Supervisory Board received from entities belonging to the same capital group as the Company within the meaning of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2023, item 120, as amended) the remuneration referred to in Article 90g(2) item. 5 of the Act:

- 10.1 Ms Monika Rumianek - total remuneration of: PLN 800,
- 10.2 Mr Marek Tymiński - total remuneration of: EUR 253,333.12, (PLN equivalent - PLN 1,186,544.70),
- 10.3 Ido Hochman - total remuneration of: PLN 249,812.52
- 10.4 Mr Marcin Garliński - total remuneration of: PLN 800,
- 10.5 Mr Rafał Berliński - total remuneration of: PLN 800.

11. 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 THE DATE OF EXERCISE AND ANY CHANGES THERETO

- 11.1 Pursuant to the provisions of § 7.12 of the Remuneration Policy - the General Meeting may adopt a resolution on the introduction of an incentive programme in the Company addressed (also) to the members of the Management Board. Such a programme may consist in granting its participants the opportunity to acquire (take up) financial instruments issued by the Company, in the period and on the terms specified in the resolutions of the General Meeting or the Supervisory Board. However, an incentive programme of this kind should contribute to the realisation of the objectives of the Remuneration Policy.
- 11.2 Pursuant to the provisions of § 8(5) of the Remuneration Policy - Supervisory Board members may not receive remuneration from the Company on the basis of anything other than their function as Supervisory Board members. Members of the Supervisory Board may, however, be granted remuneration in the form of financial instruments issued by the Company, on terms resulting from a resolution of the General Meeting or detailed by the Supervisory Board, if this is justified by the interests of the Company.
- 11.3 No financial instruments were granted or offered to members of the Supervisory Board in 2022.
- 11.4 In 2021, by Resolution of the Ordinary General Meeting No. 19/1/2021 on the establishment of an incentive programme addressed to key employees and associates of the CI Games Group, including the members of the Management Board of CI Games S.A., an incentive programme was introduced in the Company, based on which it is possible to grant or offer financial instruments to the members of the Management Board.
- 11.5 By Resolution No. 2022/03/01/5 of 1 March 2022. The Supervisory Board determined that members of the Management Board of CI Games S.A. are entitled to participate in the incentive programme and, upon fulfilment of the conditions of the incentive programme, will be entitled to take up series C subscription warrants free of charge (Ms Monika Rumianek for 200,000 series C subscription warrants, Mr Marek Tymiński

for 1,775,000 series C subscription warrants; Mr David Broderick for 900,000 series C subscription warrants).

- 11.6 The series C subscription warrants will entitle to subscribe for series J shares, depriving the Company's existing shareholders of the right to subscribe for them. The rights from the series C subscription warrants will be exercisable at any request of the holder, but no later than 31 December 2024.

12. INFORMATION ON THE USE OF THE OPTION TO CLAIM BACK VARIABLE COMPONENTS OF REMUNERATION

- 12.1 In accordance with the provisions of § 8 (10) of the Remuneration Policy - there are no deferral periods and no possibility for the Company to claim reimbursement of variable remuneration components.

- 12.2 In view of the above, as well as the non-allocation of variable remuneration components, the option to claim back the variable remuneration components set out in the Remuneration Policy was not exercised in 2022.

13. MONETARY OR NON-MONETARY BENEFITS GRANTED TO THE IMMEDIATE FAMILY MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

- 13.1 Pursuant to Article 90g(5) of the Act, where the remuneration of members of the Management Board and the Supervisory Board includes monetary or non-monetary benefits granted for the benefit of persons closest to such persons, the remuneration report shall include information on the value of such benefits. The closest persons shall be deemed to be the spouse, ascendant, descendant, sibling, relative in the same line or of the same degree, a person in an adoption relationship and their spouse, as well as a person in cohabitation. Such information shall not specify: (i) the basis on which such benefits were granted and (ii) the personal data of the persons to whom they were paid.

- 13.2 In 2022, the Company did not grant any monetary or non-monetary benefits to benefit the immediate relatives of the members of the Management Board and Supervisory Board.

14. CONFLICTS OF INTEREST RELATING TO REMUNERATION POLICY

- 14.1 All organisational units and persons implementing the Remuneration Policy examine the possibility of conflicts of interest related to the Remuneration Policy on an ongoing basis. If any member of the Management Board or member of the Supervisory Board recognises the likelihood of a conflict of interest relating to that member of the Management Board or member of the Supervisory Board, within the scope of matters governed by the Policy, he or she is obliged to report this circumstance to the Chairman of the Supervisory Board. If the Chairperson of the Supervisory Board considers that a conflict of interest exists with respect to matters governed by the Policy, he or she is obliged to report this circumstance to the Supervisory Board. In the event that the notification in question is received, the Board initiates a procedure to amend the Remuneration Policy in order to eliminate or prevent the identified conflict of interest from arising in the future.

- 14.2 In 2022, the Chairman of the Management Board and the Chairman of the Supervisory Board were not informed of the possibility of conflicts of interest or of the occurrence of conflicts of interest.

- 14.3 The Supervisory Board, as part of its supervisory activities, carried out an analysis of the risk of potential conflicts of interest. As no risk of a conflict of interest was detected, the Supervisory Board did not take any action in this respect, including action to resolve the conflict.

15. CONSIDERATION OF A RESOLUTION OR DISCUSSION RELATING TO THE PREVIOUS REMUNERATION REPORT

- 15.1 Pursuant to Article 90g(6) of the Act, the general meeting shall pass a resolution giving an opinion on the remuneration report. In the cases referred to in Article 90g(7) of the Act, instead of passing a resolution, the general meeting may hold a discussion on the remuneration report. The remuneration report shall contain an explanation of how the resolution referred to in section 90g(6) of the Act or the discussion referred to in section 90g(7) of the Act relating to the previous remuneration report has been taken into account in the report.
- 15.2 The report takes into account the resolution referred to in Article 90g(6) of the Act, i.e. Resolution No. 17/1/2022 of the General Meeting of 5 July 2022 on expressing an opinion on the report of the Supervisory Board of CI Games S.A. on the remuneration of the members of the Management Board and the Supervisory Board of CI Games S.A. for the financial year 2021. The General Meeting, having considered and familiarised itself with the contents of the auditor's report, gave an unqualified positive opinion on the report adopted by the Supervisory Board of the Company on the remuneration of the Members of the Management Board and the Supervisory Board of the Company for the financial year 2021.

16. IDENTIFYING THE NEED FOR CHANGES TO THE REMUNERATION POLICY

- 16.1 The Board of Directors is responsible for preparing, implementing and updating the Remuneration Policy.
- 16.2 The Supervisory Board oversees the Remuneration Policy on an ongoing basis. It reviews it at least once a year, examining the amount and structure of remuneration and the operation of the Remuneration Policy in the context of its objectives.
- 16.3 The implementation of the Remuneration Policy is reviewed by the Management Board at least once a year. On the basis of the information provided by the Management Board, the Supervisory Board prepares and presents an annual remuneration report to the General Meeting.
- 16.4 In preparation for the Ordinary General Meeting, the Company is identifying whether there is a need for significant changes to the Remuneration Policy.
- 16.5 A resolution of the General Meeting on the Remuneration Policy (amendments thereto) shall be adopted at least every four years. In the event that the General Meeting has authorised the Supervisory Board to detail the elements of the Remuneration Policy on the basis of the provisions of the Act, these elements shall be amended by the Supervisory Board. Otherwise, the amendment of these elements is reserved to the competence of the General Meeting.
- 16.6 The Remuneration Policy was repealed by Resolution No. 7/1/2023 of the Extraordinary General Meeting of 8 February 2023. At the same time, the aforementioned resolution adopted the new Remuneration Policy of CI Games SE, which became effective as of the date of registration of the Company's conversion into a European company on 17 March 2023.

17. CONCLUSIONS

The Supervisory Board's analysis of the remuneration and all benefits received by individual members of the Management Board and Supervisory Board in 2022 in terms of compliance with the Remuneration Policy leads to the conclusion that:

- 17.1 The remuneration paid to the members of the Management Board and the Supervisory Board (in whatever form) is in accordance with the Remuneration Policy and meets all legal requirements.
- 17.2 The Remuneration Policy contributes to the achievement of the stated objectives, viz: (a) the implementation of the Company's business strategy, long-term interests and stability, (b) the provision of a consistent and incentive-based remuneration system for members of the Management Board and Supervisory Board, (c) the reduction of conflicts of interest or the risk of conflicts of interest in the Company, and (d) the motivation to achieve the best possible results in the Company.
- 17.3 The Remuneration Policy fosters the achievement of the objectives set out above by: applying a remuneration model that motivates the Company's Management Board to achieve its business objectives; and ensuring the transparency of the remuneration costs of the members of the Company's Management and Supervisory Boards and the principles of their formation within the Company.
- 17.4 The Remuneration Policy in place provides a properly functioning tool for managing the remuneration of the members of the Management Board and the Supervisory Board.
- 17.5 The Supervisory Board assesses positively the functioning of the Remuneration Policy and the compliance of the remuneration of the members of the Management Board and Supervisory Board with the Remuneration Policy.

The report was adopted by the Supervisory Board by Resolution 2023/06/02/1 of the Supervisory Board of CI Games SE dated 2 June 2023.