

**Remuneration Report  
of Members of the Management Board and Supervisory Board  
of Arctic Paper S.A.  
for year 2022**

The binding Remuneration Policy for the Members of the Management Board and Supervisory Board of Arctic Paper S.A. ("the Company", "the Policy") was approved on 31 August 2020 by Resolution No. 18 of the Annual General Meeting of Shareholders of Arctic Paper S.A.

In accordance with Art. 7.1 of the Policy, the Supervisory Board shall annually prepare a Remuneration Report in order to provide the General Meeting with information on the remuneration received in the preceding financial year by the Management Board and the Supervisory Board of the Company. The report is reviewed by the auditor.

The General Meeting shall adopt a resolution with an opinion on the remuneration report. The nature of such resolution is advisory.

In 2021 the Supervisory Board of Arctic Paper S.A. prepared first remuneration report for 2019 and 2020 combined.

On 20<sup>th</sup> April, 2022 the Supervisory Board has adopted "Remuneration Report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for year 2021" and recommended its submission to the Annual General Meeting of the Company.

"Remuneration Report of Members of the Management Board and Supervisory Board of Arctic Paper S.A. for year 2021" was assessed by Grant Thornton Polska spółka z ograniczoną odpowiedzialnością sp. k.. On 22<sup>nd</sup> April 2022 the auditor has issued a report with an opinion on the Remuneration Report which was enclosed to the draft of the resolution of the Annual General Meeting. On 22<sup>nd</sup> June 2022 the Annual General Meeting of Arctic Paper S.A. by Resolution No. 19/2022, expressed its positive opinion on the submitted report.

In 2022, the Company did not apply deviations from the Remuneration Policy, deviations from its temporary application, or deviations from the procedure for implementing the Policy.

The current version of the Policy is available on the website of Arctic Paper S.A.

All values presented in the report are expressed in Polish zlotys.

## **I. Components of the remuneration of the Management Board and the Supervisory Board in 2022**

### **1.1 Management Board**

In reference to §4 point 7 of Remuneration Policy, the remuneration of the Members of the Management Board of Arctic Paper S.A. consists of the following elements:

- Fixed remuneration – due to the members of the Management Board of Arctic Paper S.A. for the function they hold;
- Variable remuneration – rewards for achieving short, medium or long-term objectives in line with the Company's strategy;
- Additional benefits – including those not directly of a pecuniary nature, allowances and benefits such as: use of a company car (including for private purposes), co-financing of health care (including for immediate family members such as spouse and minor children), coverage of premiums under life insurance contracts and D&O (Directors&Officers) liability insurance contracts.

Fixed Remuneration shall be the only mandatory part of remuneration disbursed to the Members of the Management Board of Arctic Paper S.A. In 2022, the remuneration of Management Board of Arctic Paper S.A. consisted of fixed remuneration and variable remuneration.

## 1.2 Supervisory Board

In 2022, the remuneration of the Supervisory Board of Arctic Paper S.A. consisted exclusively of fixed remuneration based on the appointment as Chairman of the Supervisory Board or Member of the Supervisory Board by the General Meeting of Shareholders of the Company ("General Meeting").

Members of the Supervisory Board who serve on committees of the Supervisory Board are entitled to additional monthly remuneration in an amount to be determined by the General Meeting by resolution.

## II. Total remuneration

### 2.1 Management Board

#### Remuneration charged at Arctic Paper S.A. in 2022

Management Board	Fixed remuneration for performance of duties	Variable remuneration	Additional benefits	TOTAL
Michał Jarczyński – President of the Management Board	803 375	316 250	-	1 119 625
Göran Eklund – Member of the Management Board	26 347	-	-	26 347
<b>TOTAL</b>	<b>829 722</b>	<b>316 250</b>	<b>-</b>	<b>1 145 972</b>

#### Proportions of individual remuneration components

Management Board	Fixed remuneration for performance of duties	Variable remuneration	Additional benefits	TOTAL
Michał Jarczyński – President of the Management Board	72%	28%	-	100%
Göran Eklund – Member of the Management Board	100%	-	-	100%
<b>TOTAL</b>	<b>72%</b>	<b>28%</b>	<b>-</b>	<b>100%</b>

The remuneration of the Management Board of Arctic Paper S.A. in 2022 consisted of 72 % fixed remuneration by virtue of appointment, the amount of which was determined respectively by Resolutions of the Supervisory Board of Arctic Paper S.A. No. 03/08/2017 of 30 August 2017 on the remuneration of the Member of the Management Board and No. 03/12/2018 of 10 December 2018 on the remuneration of the President of the Management Board and employment agreement concluded with President of the Management Board on 1st October 2022.

The variable remuneration represented 28% of the total remuneration of the Management Board in 2022.

In accordance with the Remuneration Policy, the value of the variable remuneration of the President of the Management Board of Arctic Paper S.A. in 2022 did not exceed 50% of the gross Fixed Remuneration for the year.

The allocation of variable remuneration to the members of the Management Board is based on the result of the Supervisory Board's assessment of their work efficiency and the achievement of the objectives set. The selection of indicators (as well as their level of detail) for individual Board Members is considered on an individual basis, taking into account their scope of duties and responsibilities.

The amount of the variable remuneration shall be determined in particular on the basis of

- Quantitative indicators e.g. specific levels of financial indicators;
- Targeted indicators e.g. implementation of investment, financial, modernisation and environmental projects.

The remuneration of the members of the Management Board of Arctic Paper S.A. did not include cash or non-cash benefits granted to the close relatives of members of the Management Board of Arctic Paper S.A.

## 2.2 Supervisory Board

The only component of the remuneration of the Supervisory Board of Arctic Paper S.A. in 2022 was cash remuneration on appointment. The remuneration is based on Resolution No. 20/2022 of the Annual General Meeting of the Company of 22 June 2022 on the determination of the principles and amount of remuneration of the Members of the Supervisory Board of the Company.

### Remuneration charged at Arctic Paper S.A. in 2022

Supervisory Board	Cash remuneration on appointment	Additional cash remuneration	TOTAL
Per Lundeen – Chairman of the SVB	340 057	-	340 057
Thomas Onstad – Member of the SVB	161 970	-	161 970
Roger Mattsson – Member of the SVB	227 010	-	227 010
Zofia Dzik – Member of the SVB	199 326	-	199 326
Anna Jakubowski – Member of the SVB	169 999	-	169 999
<b>TOTAL</b>	<b>1 098 361</b>	<b>-</b>	<b>1 098 361</b>

### Proportions of individual remuneration components

Supervisory Board	Cash remuneration on appointment	Additional cash remuneration	TOTAL
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Per Lundeen – Chairman of the SVB	100%	-	100%
Thomas Onstad – Member of the SVB	100%	-	100%
Roger Mattsson – Member of the SVB	100%	-	100%
Zofia Dzik - Member of the SVB	100%	-	100%
Anna Jakubowski – Member of the SVB	100%	-	100%
<b>TOTAL</b>	100%	-	100%

The remuneration of the members of the Supervisory Board of Arctic Paper S.A. did not include cash or non-cash benefits granted to the close relatives of members of the Supervisory Board of Arctic Paper S.A.

### **III. Compatibility of the remuneration of the members of the Management Board and Supervisory Board with the adopted Remuneration Policy, including how it contributes to the Company's long-term performance.**

The current Remuneration Policy has been in force in Arctic Paper S.A. since 31 August 2020. The remunerations paid so far to the Members of the Management Board and the Supervisory Board of Arctic Paper S.A. meet the requirements of the adopted Remuneration Policy.

The remuneration of the Members of the Management Board and the Supervisory Board of Arctic Paper S.A. is awarded and paid in the form provided for by the Remuneration Policy.

The remuneration of the Members of the Management Board and the Supervisory Board of Arctic Paper S.A. contributes to the implementation of the business strategy and the long-term development of the Arctic Paper S.A. group, among other things, through adequate remuneration, which is determined based on the scope of duties performed and the competence and experience required to properly manage and supervise the Company.

The amount of remuneration of the Members of the Management Board and the Supervisory Board of Arctic Paper S.A. takes into account the current financial situation of the Company and its size and business environment.

### **IV. Information on how the performance criteria were applied.**

The objectives set for the implementation by the members of the Management Board may be non-financial (e.g. qualitative indicators, purposeful indicators – process improvements, involvement, innovations) or financial (e.g. the Company's results, specific levels of particular financial indicators). The performance evaluation forms the basis for determining the individual level of variable remuneration.

Performance evaluation, which includes financial and non-financial criteria, takes place annually. The Remuneration Committee makes a recommendation to the Supervisory Board on the value of the variable remuneration of the members of the Management Board. The final decision on the amount of the annual bonus awarded to individual members of the Management Board is taken by the Supervisory Board.

**V. Information on changes, on an annual basis, in remuneration, the Company's results and the average remuneration of the Company's employees who are not members of the Management Board or the Supervisory Board.**

	2018	2019		2020		2021		2022	
<b>Fixed remuneration of Members of Supervisory Board Arctic Paper S.A.</b>	<b>Amount</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>
Per Lundeen	300 321	300 000	0%	300 000	0%	300 000	0%	340 057	13%
Thomas Onstad	150 000	150 000	0%	150 794	1%	150 000	-1%	161 970	8%
Roger Mattsson	210 000	210 000	0%	210 000	0%	210 000	0%	227 010	8%
Mariusz Grendowicz (till 22.06.2021)	180 252	180 000	0%	181 906	1%	87 919	*	-	-
Dorota Raben (from 28.05.2019 till 22.06.2021)	-	84 881	-	155 223	*	71 667	*	-	-
Maciej Georg (till 28.05.2019)	150 000	62 500	*	-	-	-	-	-	-
Zofia Dzik (from 22.06.2021)	-	-	-	-	-	87 692	*	199 326	*
Anna Jakubowski(from 22.06.2021)	-	-	-	-	-	75 177	*	169 999	*
<b>Fixed and variable remuneration of Members of Management Board Arctic Paper S.A.</b>	<b>2018</b>	<b>2019</b>		<b>2020</b>		<b>2021</b>		<b>2022</b>	
	<b>Amount</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>	<b>Amount</b>	<b>Change</b>
Michał Jarczyński (from 01.02.2019)	-	660 000	-	1 011 702	53%	1 454 448	44%	1 119 625	-23%
Göran Eklund (from 01.09.2017)	1 012 852	1 175 964	16%	1 403 495	19%	1 511 232	8%	1 495 890	-1%
Per Skoglund ( till 31.01.2019)	3 925 570	138 316	*	-	-	-	-	-	-
<b>Average remuneration of the Company's employees who are not members of the Management Board or Supervisory Board</b>	15 218	9 824	-35%	12 664	29%	14 636	16%	14 589	0%
<b>Consolidated revenue in thousands PLN</b>	3 158 210	3 117 118	-1,3%	2 847 450	-8,7%	3 412 576	19,8%	4 894 276	43,4%

\*no comparability of data for individual years due to the performance of the function by the member only for a part of the financial year

**VI. Amount of remuneration from entities belonging to the Arctic Paper S.A. Capital Group.**

**6.1 Management Board**

**2022**

Michał Jarczyński - Arctic Paper Kostrzyn S.A.	724 200
Michał Jarczyński - Arctic Paper Munkedals AB	39 699
Michał Jarczyński - Arctic Paper Grycksbo AB	39 699
Göran Eklund - Arctic Paper Munkedals AB	1 469 543

**6.2. Supervisory Board**

**2022**

Per Lundeen – Arctic Paper Munkedals AB	58 748
Per Lundeen – Arctic Paper Grycksbo AB	69 142
Per Lundeen - Rottneros AB	264 660

In 2022, the other Members of the Supervisory Board did not receive remuneration from entities belonging to the Arctic Paper S.A. Capital Group.

**VII. 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 exercise date and any modification thereof.**

Arctic Paper S.A. does not envisage granting or offering financial instruments.

**VIII. Information on the use of the option to claim back variable remuneration components.**

In accordance with the Remuneration Policy, the Company assumes the possibility of recovery and also of deferring the granting or payment of the Variable Remuneration, in the event of:

- a) violation of a non-compete prohibition while holding a function of a Member of the Management Board and after a year following the end of a legal relation binding a Member of the Management Board and the Company;
- b) the disclosure of irregularities in the management of the Company resulting in damage;

No circumstances have arisen in 2022 that would justify the exercise of the option to seek repayment or defer the award or payment of the Variable Remuneration.

**IX. Information on deviations from the procedure for implementing the Remuneration Policy.**

To the knowledge of the Supervisory Board, there have been no deviations from the procedure for implementing the Remuneration Policy

[signatures on the following page]

**PODPISY / SIGNATURES**

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Per Lundeen

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Thomas Onstad

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Zofia Dzik

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Anna Jakubowski

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Roger Mattsson