

## MANAGEMENT BOARD DIVERSITY POLICY IN ERBUD S.A.

Schedule to the resolution of the Supervisory Board of ERBUD SA No. 70/2021 dated 16.09.2021

### § 1

#### DEFINITIONS

The following terms have the following meanings in this Policy:

- 1) **Criteria** - stands for the Management Board diversity criteria listed in § 3 of this Management Board Diversity Policy;
- 2) **Supervisory Board Diversity Policy** - stands for the Supervisory Board Diversity Policy in ERBUD S.A.;
- 3) **Management Board Diversity Policy** - stands for this Management Board Diversity Policy in ERBUD S.A.;
- 4) **Supervisory Board** - stands for the Supervisory Board of the Company;
- 5) **Company** - stands for ERBUD Spółka Akcyjna with registered office in Warsaw at ul. Franciszka Klimczaka 1, 02-797 Warsaw, registered 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 Division of the National Court Register, under KRS No. 0000268667, using REGON (statistical number): 005728373, NIP (tax identification number): 8790172253;
- 6) **ESG Strategy** - stands for the ESG Strategy of ERBUD S.A.;
- 7) **Management Board** - stands for the Management Board of the Company.

### § 2

#### POLICY OBJECTIVES AND APPLICATION

1. Highly valuing diversity as an important social and business value, the Company is committed to ensuring diversity in its governing bodies, including the Management Board.
2. In the Company's opinion, the diversity of the members of the Management Board provides access to a wide range of views, experiences and perspectives that develop and improve the Company's decision-making process, contributing to the growth of the Company's and its capital group's value.
3. The purpose of this Management Board Diversity Policy is to set out the principles and criteria for ensuring diversity on the Management Board as well as to formulate guidelines and instructions addressed to the Supervisory Board as the body selecting members of the Management Board with respect to the principles of diversity.
4. The rules and guidelines set out in this Management Board Diversity Policy are consistent with the Company's ESG Strategy and are aimed at achieving its objectives in terms of ensuring diversity within the Company and its capital group.
5. The principles and criteria for ensuring diversity of the Supervisory Board members are regulated by the Supervisory Board Diversity Policy.

### § 3

#### DIVERSITY CRITERIA

1. Diversity of the members of the Management Board should be understood as diversity of the composition of the body, in particular with respect to gender, field of study, specialist knowledge, age and professional experience.
2. At all times, the Management Board should include individuals with specialized expertise in the field:
  - a) industries that constitute the main spheres of the Company's activity;
  - b) finance;
  - c) financial reporting;
  - d) ESG (*Environmental, Social and Governance*);
  - e) risk management.
3. The Company strives to ensure diversity of the composition of the Management Board in the proportion of at least 30% after the end of the present term of office of members of the Management Board.

### § 4

#### ELECTION OF MANAGEMENT BOARD MEMBERS

1. When taking a decision on the selection of the members of the Management Board, the Supervisory Board should be guided by the need to ensure diversity of this body through the selection of persons meeting the Criteria, in particular ensuring the achievement of the gender diversity ratio referred to in § 3.3.
2. When electing members of the Management Board, irrespective of the Criteria, the Supervisory Board takes into account competences, skills and other qualities and factors concerning the candidate for the member of the Management Board which justify the conviction that they will duly fulfil the duties connected with performing the function in that body.

### § 5

#### MONITORING POLICY IMPLEMENTATION

1. The Supervisory Board monitors the implementation of the Management Board Diversity Policy on an annual basis, passing a resolution to that effect together with the adoption of the annual report of the Supervisory Board.
2. A resolution on the status of implementation of the Management Board Diversity Policy includes an indication of the number of persons serving on the Management Board, information on the implementation of the objectives of the Management Board Diversity Policy and, if not achieved, an explanation and information on actions taken to achieve those objectives in the future, as well as a description of the degree of diversity of the Management Board in terms of
  - a) gender - presentation of numerical values or percentages of the proportion of women and men on the Management Board;
  - b) field of education - presenting the areas of competence of Management Board members (e.g. technical, economic, managerial education);
  - c) specialist knowledge - presentation of the professional and industry-specific knowledge possessed by members of the Management Board, including that confirmed by certificates, postgraduate studies, as well as their academic work or experience gained;
  - d) age - presenting the number or percentage of the Management Board members whose age is within the following ranges: below 30 years of age, between 30 and 50 years of age, above 50 years of age.

**§ 6**

**TRANSITIONAL PROVISIONS**

In view of the fact that at the time of the entry of this Management Board Diversity Policy into force, the criterion for the diversity of the members of the body in terms of gender as referred to in § 3.3 is not met, the Company will strive to achieve the state referred to in § 3.3 in the course of the future term of office.

**§ 7**

**FINAL PROVISIONS**

1. This Management Board Diversity Policy becomes effective upon its adoption by resolution of the Supervisory Board.
2. Any amendments to this Management Board Diversity Policy require their adoption by the Supervisory.