

**THE RULES OF PROCEDURE OF THE REMUNERATION COMMITTEE
ESTABLISHED WITHIN THE SUPERVISORY BOARD OF MLP GROUP S.A.**

§ 1. GENERAL PROVISIONS

1. The Remuneration Committee (the „**Committee**“) operates within the Supervisory Board of MLP Group S.A. (the „**Supervisory Board**“) and is an advisory body to the Supervisory Board.
2. The Remuneration Committee was established and operates on the basis of art. 20 of the Statute of MLP Group S.A. (the „**Company**“) and § 6 of the Bylaws of the Supervisory Board.
3. The Committee consists of at least three members (including the Chairperson). At least one member of the Remuneration Committee is elected from independent members of the Supervisory Board.
4. Members of the Committee are appointed by the Supervisory Board by way of a resolution, from among its members and for the term of office of the Supervisory Board).
5. A member of the Committee may at any time, by resolution of the Supervisory Board, be removed from the membership of the Committee or may resign from his/her position to the Supervisory Board.

§ 2. TASKS OF THE REMUNERATION COMMITTEE

1. The primary scope of the Committee's activities is to advise and assist the Supervisory Board in the performance of its duties with respect to the remuneration policy of the Company's management board.
2. The tasks of the Committee include those set out in the By-Laws of the Supervisory Board as tasks of the remuneration committee and in particular tasks of the Committee include:
 - a) the oversight of the process of recruiting and hiring Management Board members if the Company;
 - b) the oversight of the implementation of the Company's management remuneration system;
 - c) presenting recommendations and proposals to the Supervisory Board regarding the specification in detail the elements of the Company's Remuneration Policy, within the authorization granted to the Supervisory Board to specify in detail the above policy;
 - d) presenting recommendations and proposals to the Supervisory Board regarding amendments to the Remuneration Policy, as well as in the principles of remuneration and terms of employment established for members of the Management Board and the President of Management Board;
 - e) monitoring and periodically analysing the remuneration system for the management of the Company, including the annual remuneration report of the Supervisory Board and if necessary articulating recommendations for the Supervisory Board;
 - f) presenting recommendations and proposals to the Supervisory Board regarding the incentive plans (if implemented in the Company), entitling their participants to subscribe the Company's shares or instruments related to the Company's shares or their value.
3. In the performance of its activities, the Committee shall not go beyond the scope of the authorisations and powers granted to the Supervisory Board.
4. The Committee shall be obliged to cooperate with representatives of the entity acting as auditor of the Company in assessing the remuneration paid to members of the Management Board.

§ 3. MEETINGS OF THE REMUNERATION COMMITTEE

1. Meetings of the Committee shall be held as the needs require, on dates to be determined by the Chairman of the Committee, after consultation with the other members of the Committee.
2. Meetings of the Committee shall be held at the Company's registered seat or in another place indicated by the Chairman of the Committee or via remote means of direct communication.
3. Meetings of the Committee shall be convened by the Chairman of the Committee, however, any member of the Committee or the Chairman of the Supervisory Board or the Management Board of the Company may request the convening of a meeting of the Committee.
4. Meetings of the Committee shall be convened via e-mail at least 7 days before the planned meeting date.
5. The Committee may hold a meeting which has not been formally convened provided that all its members consent to it no later than on the day of the Committee meeting.
6. Individual members of the Committee shall have the right to put matters on the agenda of the Committee. The Management Board shall have the right to request for including individual matters on the Committee's agenda. The decision to place individual items on the agenda rests with the Chairman of the Committee.
7. The Committee has the right to invite to its meetings Management Board members, the Financial Director, other Company's employees and representatives of the auditor, if the Committee regards it as being appropriate.
8. Meetings of the Committee are recorded in the minutes. The Chairman shall ensure that the minutes are drawn up and shall sign it.
9. Support for the work of the Committee shall be provided by the Company.

§ 4. THE PROCEDURE OF ADOPTING RESOLUTIONS

1. The Committee's decisions on recommendations shall take the form of resolutions.
2. The resolutions shall be adopted with an absolute majority of votes with the presence of at least two members. In the event of a tie vote, the Supervisory Board Chairperson has the casting vote.
3. The Committee may adopt resolutions outside a meeting of the Committee by written procedure or by correspondence using electronic mail. A resolution adopted under this procedure is valid when all members of the Committee have been notified of the content of the draft resolution.
4. Resolutions of the Committee shall be adopted by open vote.
5. The President of the Management Board shall be informed about the recommendations and assessments presented by the Committee to the Supervisory Board.
6. Resolutions of the Committee are not binding on the Supervisory Board.