



**REPORT ON THE ACTIVITIES OF THE COMPANY'S SUPERVISORY BOARD  
IN 2024  
AND  
EVALUATION OF THE COMPANY'S SITUATION AND THE ACTIVITIES OF THE COMPANY'S  
MANAGEMENT  
IN 2024**

**TALEX**

In 2024, the Supervisory Board of Talex S.A. performed its functions without interruption in accordance with the relevant legal provisions, in particular the Code of Commercial Companies and the Company's Articles of Association.

The Supervisory Board in office for the year 2024 period was appointed by the General Meeting of Shareholders of Talex S.A. held on 7 June 2022 due to the expiry of the previous term of office. The term of office of the Supervisory Board appointed in 2022 will expire on the day of the Ordinary General Meeting of Shareholders approving the financial statement for year 2026.

As of 31 December 2024, the Company's Supervisory Board was composed of the following members:

- Witold Hołubowicz,
- Andrzej Kurc,
- Jacek Nowak,
- Bogna Pilarczyk,
- Małgorzata Poprawska.

In the reporting period there were no changes in the composition of the Supervisory Board. The majority of the Supervisory Board meet the independence criteria.

The Supervisory Board, in the exercise of its powers, carried out the 7 June 2022 election of the Management Board of the Company, following the expiry of the term of office of the Management Board appointed on 11 May 2018. The Company's Management Board was appointed by resolution in the following composition:

- Janusz Gocałek – President of the Management Board,
- Jacek Klauziński – Vice-President of the Management Board,
- Andrzej Różga – Vice-President of the Management Board,
- Rafał Szałek – Member of the Management Board,
- Radosław Wesołowski – Member of the Management Board.

As of 31 December 2024, the composition of the Management Board was identical to that on the date of its appointment. In the reporting period there were no changes in the composition of the Management Board. The term of office of the Management Board appointed in 2022 will expire on the day of the Ordinary General Meeting of Shareholders approving the financial statement for year 2026.

At its regular meetings in 2024, the Board undertook an assessment of the Company's situation and made decisions, by means of resolutions, necessary for the proper functioning of the Company.

At its meeting held 6 February 2024, the Supervisory Board carried out a preliminary assessment and analysis of the financial results achieved by the Company in 2023.

At its meeting on 19 April 2024, the Supervisory Board decided to approve the financial statements and the report of the Management Board on the Company's activities in 2023 and approved the document Report on the Activities of the Supervisory Board of the Company in 2023 and the Remuneration Report for 2023.

At its meeting on 24 April 2024, the Supervisory Board passed a resolution to grant bonuses to members of the Company's Management Board.

At its meeting on 25 April 2024, the Supervisory Board passed a resolution to adopt the Supervisory Board's Report on Remuneration.

At its meeting on 8 May 2024, the Supervisory Board adopted a resolution on the Supervisory Board's adoption of the agenda and draft resolutions for the Annual General Meeting of Shareholders

on 5 June 2024, and a resolution on the adoption of an opinion on matters to be discussed at the Annual General Meeting of Shareholders scheduled for 5 June 2024.

At its meeting on 4 June 2024, the Supervisory Board passed a resolution to establish an Audit Committee.

At its meeting on 26 June 2024, the Supervisory Board passed a resolution to select an entity authorized to review the Company's financial statements prepared as of 30 June 2024 and audit the Company's financial statements prepared as of 31 December 2024, and to review the Company's financial statements prepared as of 30 June 2025 and audit the Company's financial statements prepared as of 31 December 2025. The Supervisory Board, at its meeting on 26 June 2024, also discussed the Company's current economic situation and conducted an analysis of the Company's financial performance.

At its meeting held 4 November 2024, the Supervisory Board discussed the Company's current economic situation and conducted an analysis of the Company's financial performance.

At its meeting on 10 December 2024, the Supervisory Board met with the Company's auditor.

The Supervisory Board, in undertaking its annual analysis of the Company's implementation of corporate governance principles, with reference to the document "Best Practice for GPW Listed Companies", concluded that:

In the period of 2024, the Company complied with all the principles of corporate governance found in the document "Best Practice for GPW Listed Companies 2021", with the following exceptions, announced by the Company in the form of the relevant report published in the EIB system:

*Information policy and communication with investors*

*1.4 To ensure quality communications with stakeholders, as a part of the business strategy, companies publish on their website information concerning the framework of the strategy, measurable goals, including in particular long-term goals, planned activities and their status, defined by measures, both financial and non-financial. ESG information concerning the strategy should, among others:*

The principle is not applied; The company is in the process of developing and successively presenting information in this regard on its website.

*1.4.1. explain how the decision-making processes of the company and its group members integrate climate change, including the resulting risks;*

The principle is not applied; an explanation of the above will be provided when the information referred to in point 1.4.

*1.4.2. present the equal pay index for employees, defined as the percentage difference between the average monthly pay (including bonuses, awards and other benefits) of women and men in the last year, and present information about actions taken to eliminate any pay gaps, including a presentation of related risks and the time horizon of the equality target.*

The principle is not applied; an explanation of the above will be provided when the information referred to in point 1.4. At the same time, the Company announces that it applies the principles of equal remuneration in practice, taking into account the job contingent and seniority.

*1.6 Companies participating in the WIG20, mWIG40 or sWIG80 index hold on a quarterly basis and other companies hold at least on an annual basis a meeting with investors to which they invite in particular shareholders, analysts, industry experts and the media. At such meetings, the management board of the company presents and comments on the strategy and its*

*implementation, the financial results of the company and its group, and the key events impacting the business of the company and its group, their results and outlook. At such meetings, the management board of the company publicly provides answers and explanations to questions raised.*

The principle is not applied; the Company's main shareholders are its founders, who are also members of the Management Board. The Company remains open to contacting shareholders who, based on the Company's years of experience, prefer to meet individually with the Company's management. The Company's practice to date has not confirmed shareholder interest in meetings in a broader format.

#### *Management Board and Supervisory Board*

*2.1. Companies should have in place a diversity policy applicable to the management board and the supervisory board, approved by the supervisory board and the general meeting, respectively. The diversity policy defines diversity goals and criteria, among others including gender, education, expertise, age, professional experience, and specifies the target dates and the monitoring systems for such goals. With regard to gender diversity of corporate bodies, the participation of the minority group in each body should be at least 30%.*

The principle is not applied; currently the Company has a single diversity policy.

*2.2. Decisions to elect members of the management board or the supervisory board of companies should ensure that the composition of those bodies is diverse by appointing persons ensuring diversity, among others in order to achieve the target minimum participation of the minority group of at least 30% according to the goals of the established diversity policy referred to in principle 2.1.*

The principle is not applied; the Company's main shareholders are its founders, who are also members of the Management Board. These persons are of the same sex. The Management Board selection process follows substantive criteria, and the composition of the Board is not determined by an election based on ensuring a specific gender diversity index. The composition of the Supervisory Board takes the gender diversity index into account.

*2.11 In addition to its responsibilities laid down in the legislation, the supervisory board prepares and presents an annual report to the annual general meeting once per year. Such report includes at least the following:*

*2.11.5 assessment of the rationality of expenses referred to in principle 1.5;*

The principle is not applied; the Company intends to introduce an implementation of this principle in the future.

*2.11.6 information regarding the degree of implementation of the diversity policy applicable to the management board and the supervisory board, including the achievement of goals referred to in principle 2.1.*

The principle is not applied; the Company intends to introduce an implementation of this principle in the future.

#### *Internal systems and functions*

*3.3 Companies participating in the WIG20, mWIG40 or sWIG80 index appoint an internal auditor to head the internal audit function in compliance with generally accepted international standards for the professional practice of internal auditing. In other companies which do not appoint an internal auditor*

*who meets such requirements, the audit committee (or the supervisory board if it performs the functions of the audit committee) assesses on an annual basis whether such person should be appointed.*

The principle does not apply to the Company; the Company declares its willingness to apply this principle in the event that it qualifies for the indices indicated.

*3.6 The head of internal audit reports organizationally to the president of the management board and functionally to the chair of the audit committee or the chair of the supervisory board if the supervisory board performs the functions of the audit committee.*

The principle is not applied; the Company intends to introduce an implementation of this principle in the future.

*3.7 Principles 3.4 to 3.6 apply also to members of the company's group which are material to its activity if they appoint persons to perform such tasks.*

The principle does not apply to the Company; the Company is not a member of a capital group currently.

*3.8 The person responsible for internal audit or the management board if such function is not performed separately in the company reports to the supervisory board at least once per year with their assessment of the efficiency of the systems and functions referred to in principle 3.1 and tables a relevant report.*

The principle is not applied; the Company intends to introduce an implementation of this principle in the future.

*3.9 The supervisory board monitors the efficiency of the systems and functions referred to in principle 3.1 among others on the basis of reports provided periodically by the persons responsible for the functions and the company's management board, and makes annual assessment of the efficiency of such systems and functions according to principle 2.11.3. Where the company has an audit committee, the audit committee monitors the efficiency of the systems and functions referred to in principle 3.1, which however does not release the supervisory board from the annual assessment of the efficiency of such systems and functions.*

The principle is not applied; the Company intends to introduce an implementation of this principle in the future.

*3.10 Companies participating in the WIG20, mWIG40 or sWIG80 index have the internal audit function reviewed at least once every five years by an independent auditor appointed with the participation of the audit committee.*

The principle does not apply to the Company; the Company declares its willingness to apply this principle in the event that it qualifies for the indices indicated.

#### *General Meeting, shareholder relations*

*4.1. Companies should enable their shareholders to participate in a general meeting by means of electronic communication (e-meeting) if justified by the expectations of shareholders notified to the company, provided that the company is in a position to provide the technical infrastructure necessary for such general meeting to proceed.*

The principle is not applied; the Company's main shareholders are its founders, who are also members of the Management Board. The Company's practice to date has not confirmed shareholder interest in participating in a general meeting by means of electronic communication.

*4.3 Companies provide a public real-life broadcast of the general meeting.*

The principle is not applied; the Company's main shareholders are its founders, who are also members of the Management Board. The Company's practice to date has not confirmed shareholder interest in a real-life broadcast of the general meeting.

*4.8 Draft resolutions of the general meeting on matters put on the agenda of the general meeting should be tabled by shareholders no later than three days before the general meeting.*

The principle is not applied; the Company permits the exercise of shareholders' rights in this respect in accordance with the regulations contained in the Code of Commercial Companies.

*4.9 If the general meeting is to appoint members of the supervisory board or members of the supervisory board for a new term of office:*

*4.9.1 candidates for members of the supervisory board should be nominated with a notice necessary for shareholders present at the general meeting to make an informed decision and in any case no later than three days before the general meeting; the names of candidates and all related documents should be immediately published on the company's website;*

The principle is not applied; the Company permits the exercise of shareholders' rights in this respect in accordance with the regulations contained in the Code of Commercial Companies. The Company declares that the information provided by the shareholders on the nominations will be published on the Company's website without delay.

*4.13 Resolutions concerning a new issue of shares with the exclusion of subscription rights which grant pre-emptive rights for new issue shares to selected shareholders or other entities may pass subject at least to the following three criteria:*

- a) the company has a rational, economically justified need to urgently raise capital or the share issue is related to rational, economically justified transactions, among others such as a merger with or the take-over of another company, or the shares are to be taken up under an incentive scheme established by the company;*
- b) the persons granted the pre-emptive right are to be selected according to objective general criteria;*
- c) the purchase price of the shares is in a rational relation with the current share price of the company or is to be determined in book-building on the market.*

The principle is not applied; Decisions regarding the issue will be made taking into account the material needs of the Company existing at the time.

*4.14 Companies should strive to distribute their profits by paying out dividends. Companies may retain all their earnings subject to any of the following criteria:*

- a) the earnings are minimal and consequently the dividend would be immaterial in relation to the value of the shares;*
- b) the company reports uncovered losses from previous years and the earnings are used to reduce such losses;*
- c) the company can demonstrate that investment of the earnings will generate tangible benefits for the shareholders;*
- d) the company generates insufficient cash flows to pay out dividends;*
- e) a dividend payment would substantially increase the risk to covenants under the company's binding credit facilities or terms of bond issue;*
- f) retention of the company's earnings follows recommendations of the authority which supervises the company by virtue of its business activity.*

The principle is not applied; the Company declares that the principle is being applied in practice, taking into account the material needs of the Company existing at the time the relevant resolutions are adopted.

*Conflict of interest, related party transactions*

*5.3 No shareholder should have preference over other shareholders in related party transactions. The foregoing also concerns transactions concluded by the company's shareholders with members of the company's group.*

The principle does not apply to the Company; the Company is not a member of a capital group currently. The Company declares its willingness to apply this principle.

*5.5. If a transaction concluded by a company with its related party requires the consent of the supervisory board, before giving its consent the supervisory board assesses whether to ask a prior opinion of a third party which can provide valuation of the transaction and review its economic impact.*

The principle does not apply to the Company; the Company is not a member of a capital group currently. The Company declares its willingness to apply this principle.

*5.6 If a related party transaction requires the consent of the general meeting, the supervisory board issues an opinion on the rationale of such transaction. In that case, the supervisory board assesses whether to ask a prior opinion of a third party referred to in principle 5.5.*

The principle does not apply to the Company; the Company is not a member of a capital group currently. The Company declares its willingness to apply this principle.

*5.7 If a decision concerning the company's significant transaction with a related party is made by the general meeting, the company should give all shareholders access to information necessary to assess the impact of the transaction on the interest of the company before the decision is made, including an opinion of the supervisory board referred to in principle 5.6.*

The principle does not apply to the Company; the Company is not a member of a capital group currently. The Company declares its willingness to apply this principle.

#### *Remuneration*

*6.3 If companies' incentive schemes include a stock option programme for managers, the implementation of the stock option programme should depend on the beneficiaries' achievement, over a period of at least three years, of pre-defined, realistic financial and non-financial targets and sustainable development goals adequate to the company, and the share price or option exercise price for the beneficiaries cannot differ from the value of the shares at the time when such programme was approved.*

The principle is not applied; the Company currently does not have a stock option programme for managers. The Company declares its willingness to apply this principle.

Moreover, the Supervisory Board states that the Company makes every effort to ensure that the recommendations and principles contained in the aforementioned collection are fully adhered to by the Company.

In the performance of its duties, the Supervisory Board monitored and analyzed the economic situation of the Company on a current basis. Last year during the indicated period, the Board also held a series of meetings, including with the Company's chief auditor, the Company's management, the chief accountant and key employees. In carrying out the self-evaluation of its work, the Supervisory Board expresses its firm conviction that its functioning is in full compliance with generally applicable laws, the standards indicated in regulations such as *soft law*, the Company's Articles of Association and the actual needs of the Company and the legitimate interests of its shareholders.

In assessing the economic situation of the Company, it should be emphasized that in 2024 Talex S.A. achieved revenue from sales of PLN 72,565 thousand. It was lower than the revenue achieved in 2023 by PLN 9,878 thousand. In the period covered by the report, the Company made a

net profit of PLN 882 thousand, which amounts to roughly 60% of the net profit achieved in the previous year (net profit for 2023 was PLN 1,487 thousand).

In 2024, the total sales revenue decreased by about 12% in comparison to the revenue for 2023. The gross sales profit was lower than that achieved in 2023 (PLN 18,464 thousand), amounting to PLN 17,693 thousand (i.e., a drop of 4.18%). The structure of sales revenue is also changing systematically. Compared to the previous year, the share of services in total sales in 2023 was 87%, and almost 91% in 2024, that is, it grew by about 4%. The margin on the sales of these services also increased – from 24.2 % in 2023 to 25.7 % in 2024.

Revenues from sales of goods and materials in 2024 accounted for about 9 % of total sales revenues (in 2023 their share was 13 %), with a slight increase in profitability to 11.2% from 10.3% (in 2023). There was a gross loss on sales in 2024, however, thanks to the profit generated from other operating activities, the year 2024 finally closed with a net profit of PLN 882 thousand.

The Company's annual financial statement as at 31.12.2024 presents an asset value of PLN 68,187 thousand, which represents 87.7% of the previous year's asset value. The decrease in the value of the Company's assets was mainly due to a decrease in fixed assets caused by the disposal of real estate included in long-term investments.

?? The value of fixed assets – as at 31 December 2024 amounted to PLN 53,898 thousand and as at the end of 2023 amounted to PLN 61,509 thousand, which means a decrease of PLN 7,611 thousand. Tangible fixed assets are the largest part of fixed assets in the current year, making up about 77 % of that number, and about 2 % are other assets, such as intangible assets and long-term prepayments and accrued income.

The current assets at the end of 2024 amounted to PLN 14,289 thousand and was lower by about 12% than in the previous year. Short-term receivables accounted for the greatest share in the current assets, which were by about 52% higher than the year before. In 2024, current assets account for 21% of total assets and attest to the high potential of the Company.

In terms of payment, the standing of Talex S.A. was stable, as it was in preceding years. Payments of taxes, social security and to employees and suppliers were made on time. The Company also repays finance lease installments on time. The amount of cash at hand and in the bank accounts of the Company increased in comparison to the previous year, while the financial resources of Talex S.A. and the long-term contracts it has signed fully cover its current needs.

The Company has not implemented a separate internal control and risk management system directly related to the financial reporting process. The financial statements are prepared by the Company's financial and accounting services (under the control of the Chief Accountant) and then approved by the Management Board. The financial statements approved by the Management Board are then audited by an independent auditor: the statutory auditor selected by the Company's Supervisory Board.

The Company's internal procedures, including those related to the process of preparing financial statements, comply with the integrated quality and information security management system implemented in the Company in accordance with ISO 9001 and ISO 27001 standards.

In undertaking its analysis of significant risks relating to the Company, the Supervisory Board agrees with the analysis and assessment of these by the Management Board in this respect. The Board includes the following among the principal risks significantly correlated to the Company's situation:



- Risk associated with economic situation,
- Risk associated with competition,
- Risk associated with supplier dependence,
- Risk associated with large customer dependence,
- Risk associated with providing solutions and services of crucial importance for the clients' business activities,
- Risk associated with losing key employees,
- Risk associated with common threats, including epidemic threats,
- Risk associated with conducting business in an uncertain economic environment.

In the Board's opinion, the Management Board's conduct in relation to the defined risks and, above all, its awareness of them, its ongoing monitoring of their status and its actions aimed at diversifying them provide assurance of maximizing the protection of the Company's interests.

After reviewing the independent auditor's report on the audit, the Supervisory Board, acting pursuant to Article 382 § 3 of the Code of Commercial Companies, evaluated the reports referred to in Article 395 § 2 item 1 of the Code of Commercial Companies, i.e. the Management Board's report on the Company's operations for the financial year 2024 and the financial statements for the financial year 2024. The Supervisory Board assesses that the Management Board's report on the Company's operations for the financial year 2024 and the financial statements for the financial year 2024 are consistent with the books and documents and the facts. The Supervisory Board positively evaluates the aforementioned reports and recommends that the Company's Annual General Meeting consider and approve them.

The Supervisory Board, in connection with the proposal of the Company's Management Board, positively assessed the proposal of the Company's Management Board on the distribution of the Company's profit for the financial year 2024 in the amount of PLN 881,420.68, as follows:

- a) the amount allocated to the payment of dividend on profit for 2024 shall be the product of the number of shares participating in dividend and the amount of PLN 0.25 (i.e., the amount allocated as dividend per share), which amounts to PLN 750,023.00 (in words: seven hundred fifty thousand twenty three zlotys 00/100),
- b) the amount allocated to the supplementary capital shall be the difference between the net profit amount of the Company for 2024 and the amount allocated to the payment of the dividend for 2024, which amounts to PLN 131,397.68 (in words: one hundred thirty-one thousand three hundred ninety-seven zlotys 68/100).

In the opinion of the Supervisory Board, the Company's Management Board duly fulfills its disclosure obligations to the Board, as specified in Article 380<sup>1</sup> of the Code of Commercial Companies, as well as the provision of information, documents, reports or explanations as specified in Article 382 § 4 of the Code of Commercial Companies.

During the period described, the Board did not commission any additional studies under the Board's remit as set out in Article 382<sup>1</sup> of the Code of Commercial Companies.

The Company has not implemented a separate policy on sponsorship, charitable and other similar activities, as the scope of activities in this area does not justify its separate establishment.

In the opinion of the Company's supervisory authority, the Management Board has complied with both the legal order, as defined by generally applicable laws, and internal regulations in the actions taken.

The Supervisory Board, exercising its control functions with respect to the Management Board

and thus guided by the good of the Company and its shareholders, is of the opinion that the management of Talex S.A. by the Management Board ensures its further dynamic development and provides an opportunity to realistically assess the implementation of the adopted assumptions.

For the Supervisory Board:

Poznań, April 2025