



Remuneration Policy
of HUUUGE, Inc.

§1 INTRODUCTION

This remuneration policy (the “**Remuneration Policy**”) governs the rules of remunerating the executive and non-executive members of the Board of Directors of HUUUGE, Inc. (the “**Company**”).

§2 DEFINITIONS AND GENERAL PROVISIONS

1. The capitalized terms used in this Remuneration Policy shall have the following meaning:
 - (a) “**Act on Public Offering**” means the Polish Act dated July 25, 2005, on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies;
 - (b) “**Appointment**” means an appointment resolution, managerial contract or any other similar legal link between the Company and a member of the Board of Directors;
 - (c) “**Board of Directors**” means the Board of Directors of the Company;
 - (d) “**Bylaws**” means the Third Amended and Restated Bylaws of the Company;
 - (e) “**Certificate of Incorporation**” means the Fourth Amended and Restated Certificate of Incorporation of the Company;
 - (f) “**Financial Statement**” means the consolidated financial statement of the Group;
 - (g) “**Group**” means the Company and its subsidiaries;
 - (h) “**Remuneration and Nomination Committee**” means the remuneration and nomination committee established in the Board of Directors; and
 - (i) “**Report**” means the remuneration report compiled by the Remuneration and Nomination Committee in accordance with §10 below.
2. This Remuneration Policy governs the manner in which the executive and non-executive members of the Board of Directors are remunerated.
3. The Company shall not disburse any remuneration to a member of the Board of Directors, except in accordance with this Remuneration Policy, subject to §9 below.
4. This Remuneration Policy is publicly available on the Company’s website.
5. This Remuneration Policy shall contribute to executing the Company’s business strategy, long-term interests and its stability.
6. When determining the remuneration of a member of the Board of Directors, objective criteria will be taken into account, including the following:
 - (a) scope of professional responsibility associated with a given position, and the qualifications and experience of a given member of the Board of Directors; and
 - (b) market standards regarding the expected remuneration of persons appointed to similar positions.
7. The Remuneration Policy acknowledges the employment and remuneration conditions of the Company’s employees other than the members of the Board of Directors by ensuring that the remuneration of the members of the Board of Directors remains justified given the scope of professional responsibility associated with their duties at the Company. In particular, the Remuneration Policy serves to ensure that remuneration reflects the increased risks associated

with performing certain duties at the Company, as well as the potential consequences of materialization of such risks for the Company and for the members of the Board of Directors.

8. In order to avoid conflicts of interests which may arise in conjunction with the Remuneration Policy, the competences associated with adoption, enforcement and verification of the Remuneration Policy are distributed among various bodies of the Company. The members of the Board of Directors are obliged to notify the Company of any actual or potential conflict of interest between themselves and the Company they are aware of. The members of the Board of Directors should recuse themselves from taking part in debates and voting on resolutions in matters related to the Remuneration Policy whenever a conflict of interest arises or may arise. A conflict of interest is assumed to exist every time a given decision by a member of the Board of Directors may result in an improvement in the Company's standing and simultaneous deterioration of the member's standing or vice versa. In particular, a conflict of interest exists when:
 - (a) a member of the Board of Directors may obtain benefits or avoid losses in terms of his remuneration while the Company incurs a loss; or
 - (b) the material interests of a member of the Board of Directors in terms of remuneration contradict the Company's interests.

§3 ADOPTION, APPLICATION AND AMENDMENTS TO THE REMUNERATION POLICY

1. The Remuneration Policy is adopted and shall be amended or replaced by the Board of Directors of the Company. The Remuneration Policy is adopted at least once every four years.
2. In case of amendments to this Remuneration Policy, the amended Remuneration Policy shall contain a description of material changes introduced in relation to the previous version of the Remuneration Policy and the manner in which the amended Remuneration Policy reflects the contents of the resolution which provides an assessment of the Report.
3. The Board of Directors:
 - (a) assumes responsibility for the content and implementation of this Remuneration Policy;
 - (b) provides information to the Remuneration and Nomination Committee, as necessary, to ensure verification of the Remuneration Policy, in particular with respect to data covered by the Report, pursuant to §10 of this Remuneration Policy; and
 - (c) describes certain aspects of the Remuneration Policy in further detail.
4. The tasks of the Remuneration and Nomination Committee include:
 - (a) supporting the work and activities of the Board of Directors in decision-making by the Company in the process of appointment and/or removal of the members of the Board of Directors;
 - (b) submission to the Board of Directors recommendations concerning the effectiveness of the provisions contained in this Remuneration Policy and any potential amendments thereto;
 - (c) debating the general policy regarding the granting of stock options and other share-based incentives and carrying out other tasks regarding those incentives for the executive members of the Board of Directors;
 - (d) annual verification of the Remuneration Policy and its implementation; and

- (e) carrying out other tasks specified in the Rules of the Remuneration and Nomination Committee.

§4

VERIFICATION OF THE REMUNERATION POLICY

1. Verification of the Remuneration Policy and its implementation is carried out by the Remuneration and Nomination Committee, which performs an annual comprehensive review of the Remuneration Policy and determines whether it meets its stated goals and provisions. Following a review of the Remuneration Policy, the Remuneration and Nomination Committee may submit recommendations to the Board of Directors concerning its implementation or suggested amendments.

§5

REMUNERATION OF EXECUTIVE MEMEBRS OF THE BOARD OF DIRECTORS

1. The remuneration of an executive member of the Board of Directors includes a fixed component, i.e., base salary (the “**Fixed Remuneration**”). The Fixed Remuneration is calculated individually for each executive member of the Board of Directors by the Board of Directors, and must be compliant with the provisions of this Remuneration Policy and in line with the responsibilities of the given executive member of the Board of Directors.
2. In addition to the Fixed Remuneration, an executive member of the Board of Directors is entitled to a variable component of remuneration (the “**Variable Remuneration**”) whose assignment and amount are contingent upon meeting certain financial or other criteria, in particular:
 - (a) a specific outcome of economic activity carried out by the Group; and
 - (b) attainment of short- and long-term goals of the Group, as set out internally in the Company on a case-by-case basis for given financial year.(the “**Criteria**”).
3. The Variable Remuneration is assigned on an individual basis to each executive member of the Board of Directors.
4. The Variable Remuneration may include the right to:
 - (a) annual equity incentive awards under the long-term incentive plan;
 - (b) variable bonus in cash; and/or
 - (c) stock options granted under the short-term incentive plan.
5. The ratio between the Fixed Remuneration assigned during a given year and the Variable Remuneration for the same financial year cannot exceed 10:1. This ratio may, however, be increased if the Variable Remuneration in the form referred to in §5.4(a) or (c) above is assigned to or exercised by a given member of the Board of Directors.
6. The Fixed Remuneration and Variable Remuneration due to an executive member of the Board of Directors is determined by the Board of Directors by way of a resolution. Whenever the Board of Directors votes on the amount of the Fixed Remuneration and Variable Remuneration of a given member of the Board of Directors, that member is not eligible to vote.
7. In determining the amounts and conditions of assignment of the remuneration to an executive member of the Board of Directors, the Board of Directors:

- (a) specifies the detailed, clear and comprehensive set of conditions of assignment of the remuneration based on the Criteria set out in §5.2 above;
 - (b) prepares a description of individual components of the Fixed Remuneration and Variable Remuneration, as well as any non-monetary benefits which may be assigned to an executive member of the Board of Directors; and
 - (c) sets out the delay periods applicable to disbursement of the Variable Remuneration and conditions under which the Company may demand reimbursement of the Variable Remuneration, if any.
8. The Criteria should be defined in a way which balances the incentivization of achieving personal goals by an executive member of the Board of Directors in the implementation of the Group's goals.
 9. As the assignment or exercise of the Variable Remuneration is contingent upon meeting predefined Criteria, the Board of Directors, acting on the request of the Chairman of the Board of Directors, shall adopt a resolution which confirms that the given executive member of the Board of Directors has acquired the right to claim the Variable Remuneration and specifies the corresponding amount. Any Variable Remuneration whose assignment and amount are at the sole discretion of the Board of Directors shall in each case be determined on an individual basis by way of a Board of Directors resolution.
 10. Verification whether the monetary Criteria have been met is based on the Financial Statement for the relevant period.
 11. Verification of non-monetary Criteria entails the procurement of information which describes, in terms of performance indicators, whether the given task has been performed and permits an objective assessment of the performance of the Criteria by the executive member of the Board of Directors.
 12. The Company's stock option plan specifies the periods for which Variable Remuneration may be assigned in the form of financial instruments. In such cases:
 - (a) the incentive program or its terms and conditions should clearly define the conditions applicable to such a program; and
 - (b) the incentive program should be structured in such a way as to foster growth of the profitability of the Company and its Group, and facilitate the implementation of its strategy.

§6 REMUNERATION OF NON-EXECUTIVE MEMEBRS OF THE BOARD OF DIRECTORS

1. The remuneration of a non-executive member of the Board of Directors comprises a base salary (the "**Fixed Remuneration**"). The Fixed Remuneration is calculated individually for each non-executive member of the Board of Directors by the Board of Directors, and must be compliant with the provisions of this Remuneration Policy and in line with the responsibilities of the given non-executive member of the Board of Directors.
2. The Fixed Remuneration due to a non-executive member of the Board of Directors is determined by the Board of Directors by way of a resolution. Whenever the Board of Directors votes on the amount of the Fixed Remuneration of a given member of the Board of Directors, that member is not eligible to vote.
3. The remuneration of non-executive members of the Board of Directors cannot vary depending on the Company's financial results.

4. The remuneration of a non-executive member of the Board of Directors cannot be in the form of financial instruments or other non-monetary benefits.
5. A non-executive member of the Board of Directors is eligible for specific remuneration for each meeting of the Board of Directors in which that member has participated.
6. The remuneration of the non-executive members of the Board of Directors should reflect their assigned responsibilities and functions, particularly concerning their participation in committees and being delegated to perform certain supervisory duties on a one-time basis.
7. If a non-executive member of the Board of Directors performs specific duties, for example, chairing one of the committees of the Board of Directors, then, given that non-executive member's increased workload, his/her remuneration may be increased in comparison to the remuneration set out in §6.5 above.
8. If remuneration is determined in accordance with §6.5 above and a non-executive member of the Board of Directors has been appointed or dismissed during a given calendar month, the remuneration for that month will be calculated in proportion to the number of days during which the person served as a non-executive member of the Board of Directors.

§7

PENSION AND RETIREMENT SCHEMES

The Company does not provide individual pension and retirement benefits to the members of the Board of Directors and does not enroll them in early retirement schemes.

§8

APPOINTMENTS

1. The members of the Board of Directors discharge their duties on the basis of Appointments.
2. The term of office of the members of the Board of Directors is one year. Each member of the Board of Directors may be dismissed at any time in accordance with Art. 5.2 of the Certificate of Incorporation.
3. The rules governing the appointment and dismissal of the members of the Board of Directors are set out in Art. V of the Certificate of Incorporation.
4. The members of the Board of Directors are eligible for remuneration for the period which begins on the day of assumption of duties at the Company and ends on the day on which they cease to be a member of the Board of Directors.

§9

SUSPENSION OF THE APPLICATION OF THE REMUNERATION POLICY

1. If deemed necessary to achieve the long-term goals and ensure the stability or profitability of the Company, the application of the Remuneration Policy may be temporarily suspended in part or in full.
2. The decision to temporarily suspend the Remuneration Policy is made by the Board of Directors in the form of a resolution.
3. Factors which justify the temporary suspension of the Remuneration Policy include, in particular, matters related to implementation of the Group's strategy and goals, along with any activities whose non-performance might negatively affect the Group's ability to perform its obligations.
4. A request to temporarily suspend the Remuneration Policy may be filed by the Remuneration and Nomination Committee along with a justification.

5. A resolution suspending the Remuneration Policy shall specify, in particular:
 - (a) the duration of the suspension;
 - (b) elements of the Remuneration Policy that are to be suspended; and
 - (c) a justification for the suspension of the Remuneration Policy.
6. Each case of suspension of the Remuneration Policy shall be described in a Report along with the information specified in §9.5 above.

§10 REPORTS

1. Each Report covers the items referred to in Art. 90g of the Act on Public Offering; however, information on the remuneration and other benefits received by the members of the Board of Directors is presented on a consolidated basis, without a breakdown for individual members of the Board of Directors.
2. Each Report covers a single financial year.
3. The Report must be prepared by the Remuneration and Nomination Committee in a timely manner so that the agenda of the relevant Board of Directors meeting may include an item concerning endorsement of the Report and submission of the Report to an auditor.
4. The Company shall disseminate the Report in accordance with Art. 90g.9 of the Act on Public Offering.
5. The Board of Directors shall adopt a resolution opining on the Report. Such resolution shall only be of an advisory nature.
6. A mandatory audit of the Report is performed in the framework of auditing the Financial Statement. The Board of Director's Audit Committee shall ensure that the contract covering the audit of the annual Financial Statement also covers the audit of the Report.

§11 ENTRY INTO FORCE AND EFFECTIVENESS

This Remuneration Policy enters into force and becomes effective on the day on which the Bylaws enter into force.