

**INCENTIVE SCHEME
OF CREEPY JAR SPÓŁKA AKCYJNA**

§1

Objectives of the Incentive Scheme

1. With the goal of:
 - a. creating in Creepy Jar S.A. (also referred to as the "**Company**") of a long-term mechanism aimed at motivating: (i) employees and associates of significant importance to the Company to continue their cooperation with the Company for years to come; and (ii) employees and associates, as well as members of the Company's Management Board, to take actions ensuring long-term growth of the Company's value and its development,
 - b. ensuring professional stability of the aforementioned persons within the Company's structure,
 - c. realisation by the Company of the assumed economic effects and optimisation of its financial results,
 - d. desire to create conditions for rewarding employees and associates as well as members of the Company's Management Board for their contribution to the growth of the Company's value and the financial results achieved by the Company,The General Meeting of Shareholders of the Company adopts the Rules and Regulations of the Incentive Scheme of Creepy Jar S.A. (hereinafter referred to as the "**Rules and Regulations**").
2. The Rules and Regulations of the Incentive Scheme of Creepy Jar S.A. specify the conditions of acquiring by members of the Company's Management Board and by the employees and associates, shares in the Company's increased share capital within the limits of the target capital, on the terms specified below.

§2

Definitions

Shares	<i>37,000 Company's bearer shares with a nominal value of PLN 1.00 each, with the total nominal value of PLN 37,000.00.</i>
General Objectives of the Company	<i>the company's objectives contained in the Rules and Regulations</i>
Detailed Objectives of the Company	<i>specific objectives developed on the basis of the General Objectives of the Company, specified in a resolution of the Supervisory Board, based on which Participation Agreements will be concluded with the Participants</i>
Entitled List	<i>the list of Scheme Participants who have been granted the Share Entitlement during the relevant Scheme period.</i>

Scheme Period	<i>the duration of the Scheme covering a period of three calendar years starting from the year in which these Rules and Regulations are adopted, that is the years 2020, 2021 and 2022.</i>
Scheme	<i>incentive scheme for employees, associates and members of the Company's Management Board as defined in the Rules and Regulations.</i>
Rules and Regulations	<i>these Rules and Regulations of the Incentive Scheme for employees, associates and members of the Management Board of Creepy Jar S.A.</i>
Company	<i>Creepy Jar Spółka Akcyjna with its registered office in Warsaw.</i>
Participants	<i>employees, associates and members of the Company's Management Board who entered into the Scheme Participation Agreement.</i>
Participation Agreement	<i>an agreement between the Company and the Participant containing individualised conditions of participation in the Scheme.</i>
Share Entitlement	<i>granting Scheme Participants the right to acquire Shares at the price defined by the Supervisory Board.</i>
General Meeting of Shareholders	<i>general meeting of shareholders of the Company</i>
Gross profit	<i>gross profit earned by the Company in a given financial year, adjusted by the costs <u>of implementing related to</u> the incentive scheme</i>

S3

General Objectives of the Company

1. The General Meeting, by adopting the Rules and Regulations, indicates the General Objectives of the Company applicable during the Scheme Period for Participants who enter into Participation Agreements in 2020.
2. General Objectives of the Company for the entire Scheme Period are as follows:
 - a) an employee or associate of the Company remains in a legal relationship arising from certain agreements (e.g. service agreement, employment agreement), at least from the date of conclusion of the Participation Agreement up to and including 31 December 2022 (Tranche 1),
 - b) the Company achieves an average annual Gross Profit in 2020-2022 in the amount of PLN 20,000,000,- (twenty million) (Tranche 2), as a condition for full allocation of Tranche 2.
3. The Supervisory Board, after approval of the Rules and Regulations by the General Meeting, adopts by way of resolution the Detailed Objectives of the Company, under which Participation Agreements will be concluded. The Detailed Objectives of the Company must

be within the General Objectives of the Company.

4. If a Participation Agreement is concluded in 2021 or 2022, the Management Board may set objectives (within the limits of the General Objectives of the Company adopted by the General Meeting) for new Participants. This must be done prior to the conclusion of the Participation Agreement, and provided that the sum of existing Share allocation commitments allows for the conclusion of subsequent Participation Agreements.

§4

Rules for granting Shares

1. The fulfilment of the Detailed Objectives of the Scheme constitutes the basis for granting the Entitlement to Shares to a given Participant.
2. Shares will be allotted in two tranches:
 - a) Tranche 1 - dedicated exclusively for the Company's employees and associates (excluding the members of the Company's Management Board) - 18,500 shares purchased at the issue price referred to in §9(1)(a),
 - b) Tranche 2 - dedicated for the Company's employees, associates and members of the Management Board - 18,500 shares purchased at the issue price referred to in § 9(1)(b).
3. If, pursuant to the Participation Agreement, at least one of the Detailed Objectives of the Company is fulfilled, the Participant shall be allotted Shares in the number specified in the Rules and Regulations and in the Participation Agreement.

§5

Achieving the Detailed Objectives of the Company

1. In the course of the Scheme, the Supervisory Board, respectively, shall periodically verify the fulfilment of Detailed Objectives of the Company in relation to employees, associates and members of the Management Board, at least once every 12 months.
2. The fulfilment of the assumed Detailed Objectives of the Company will be finally verified by the Supervisory Board in relation to the Company's employees and associates and the members of the Company's Management Board, not later than by 31 May 2023.
3. After the verification referred to in section 2 above, the Supervisory Board will draw up a list of Scheme Participants entitled to acquire Shares, indicating the number of Shares allotted to a given Participant, and adopt the resolution referred to in § 7 of the Rules and Regulations.

§6 Participation Agreement

1. Each person joining the Scheme is required to enter into a Participation Agreement with the Company specifying their rights and obligations arising from participation in the Scheme.
2. The Participation Agreement defines the Detailed Objectives of the Company assigned to the Scheme Participant, in particular it may impose on the Participant an obligation to work or perform a cooperation agreement with the Company for a specified period of time.
3. The Participation Agreement may also entitle the Participant to apply for financial assistance from the Company to purchase Shares in Tranche 2.
4. The Participation Agreement is concluded with Scheme Participants by the Management Board or, if the Participant is a member of the Management Board, by the Supervisory Board.

§7 Granting of Shares

By 10 June 2023, the Management Board will adopt a resolution to grant a specified number of Shares to Participants determined by the Management Board.

§8 Acquisition of Shares

1. A Scheme Participant, after meeting the conditions set forth in the Rules and Regulations and in other documents related to the Scheme, will be entitled to acquire Shares within the limits of the target capital, in the part allocated to the incentive scheme:
 - a) at the *issue price of PLN 1.00 (one zloty) for Shares in Tranche 1,*
 - b) *at the issue price calculated as the average price of the closing prices of the Company's Shares on the NewConnect market in the period from 1 March 2019 to 28 February 2020 in Tranche 2. The date of 28 February 2020 was adopted due to the fact that on 28 February 2020, in Current Report No. 2/2020, the Company for the first time announced its intention to introduce an incentive scheme implemented within the limits of the target capital. The issue price in PLN referred to in this subsection shall be determined by the Supervisory Board by way of a resolution.*
2. The Shares will be issued to the Participants immediately after the Supervisory Board adopts the resolution referred to in § 7 of the Rules and Regulations.
3. A Participant entered in the Entitled List may acquire Shares by accepting the Company's offer. The declaration of acceptance of the offer shall be made in writing. The offer expires if it is not accepted within the period specified therein, which shall not be shorter

than 7 days.

4. Shares may be covered only by cash contributions.
5. The rights under the Scheme may be exercised at any time upon each request of the holder not later than by 30 June 2023.
6. The issue of Shares in respect of a Participant entered in the Entitled List will take place within 10 days from submitting the Participant's declaration of acceptance of the offer.
7. The Company will apply for the introduction of Shares issued for the purposes of the Scheme to trading on the regulated market operated by the Warsaw Stock Exchange.
8. The Company's Shares issued under the Scheme will be subject to a lock-up for a period of 12 months from 01 July 2023.

§9

Forced Redemption of Shares

The Company has the right to make a forced redemption of Shares acquired under the Scheme by Scheme Participants when after the acquisition of Shares:

- a) there is a serious violation of the employee's duties, a serious violation of the terms of the cooperation agreement or a serious violation of duties by persons performing the function of a Member of the Company's Management Board,
- b) an employee, associate or member of the Company's Management Board, without the Company's prior written consent, engages in any activity competitive to the Company; or
- c) an employee, associate or member of the Company's Management Board is legally convicted of a crime committed intentionally.

§10

Rights attached to Shares

A Scheme Participant who has acquired Shares may exercise all rights and entitlements thereunder which are not excluded in the Rules and Regulations, the Company's corporate documents or in other documents concluded by the Scheme Participant.

§11

Final Provisions

1. The Rules and Regulations shall enter into force as of the date of their approval by a resolution of the General Meeting of the Company's Shareholders.
2. Matters not covered by the Rules and Regulations shall be governed by generally applicable law in Poland.