



**BY-LAW
OF THE AUDIT COMMITTEE
OF THE SUPERVISORY BOARD
OF GRUPA KĘTY S.A.**

By-law of the Audit Committee of the Supervisory Board of Grupa KĘTY S.A. adopted by resolution of the Supervisory Board of Grupa KĘTY Spółka Akcyjna on 2 June 2022.

**BY-LAW OF THE AUDIT COMMITTEE
OF THE SUPERVISORY BOARD OF GRUPA KĘTY S.A.**

I. General Provisions

§ 1

1. The Committee By-law determines the membership, the method of appointment, the competencies and the methods of work of the Committee.
2. The Committee is a standing committee of the Supervisory Board.
3. The Committee performs consulting and advisory functions for the Supervisory Board and other tasks resulting from the legal regulations.

§ 2

1. The basis for appointing the Committee is § 10.1.a) of the Supervisory Board By-law, and the basis of drawing up the Committee By-law is § 10.2.a) of the Supervisory Board By-law.
2. The Committee acts based on the internal regulations of the Company, specifically the provisions of the Committee By-law, the Supervisory Board By-law, the Company Articles, and also the recommendations and principles provided for in 'The Best Practice for GPW Listed Companies 2021' followed by the Company, as well as abides by the requirements of the generally binding laws, including but not limited to:
 - a) Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC;
 - b) European Commission Recommendation 2005/162/EC of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board;
 - c) the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision.

§ 3

1. As long as the Committee By-law refers to the:
 - a) Address – it is understood to be the Address within the meaning of the Supervisory Board By-law;
 - b) Committee – it is understood to be the Audit Committee of the Supervisory Board of Grupa KĘTY S.A.;
 - c) Remuneration Policy – it is understood to be the Remuneration Policy of the Grupa KĘTY S.A. Management Board and Supervisory Board Members adopted based on the relevant regulations;
 - d) Supervisory Board – it is understood to be the Supervisory Board of Grupa KĘTY S.A.;
 - e) Committee By-law – it is understood to be this By-law of the Audit Committee of the Supervisory Board of Grupa KĘTY S.A.;
 - f) Management Board – it is understood to be the Management Board of Grupa KĘTY S.A.;
 - g) Company – it is understood to be Grupa KĘTY S.A.;
 - h) Articles – it is understood to be the Articles of Grupa KĘTY S.A.;
 - i) Act – it is understood to be the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision;
 - j) Recommendations – it is understood to be the European Commission Recommendation 2005/162/EC of 15 February 2005 on the role of non-executive

or supervisory directors of listed companies and on the committees of the (supervisory) board.

2. All of the capitalised terms in this Committee By-law, which have not been defined above, have the meaning assigned to them in the Articles or the Supervisory Board By-law.

II. Committee members

§ 4

1. The Committee consists of at least three members appointed for the term of the Supervisory Board.
2. The Committee members are appointed by the Supervisory Board by way of resolution from among the Board members and perform their functions until their resignation from the function at the Committee in the manner applicable to appointing the Committee or until their mandate as a member of the Supervisory Board expires.
3. If the membership of the Committee no longer fulfils the requirements of the Committee By-law, the Supervisory Board shall immediately supplement the membership of the Committee.
4. The Committee members appointed by the Supervisory Board elect one of them as the Chairman of the Committee. The person acting as the Supervisory Board Chairman may not be at the same time appointed Chairman of the Committee.
5. The Committee members receive monthly remuneration for the work on the Committee, in compliance with the Remuneration Policy.

§ 5

1. At least one Committee member shall possess knowledge and qualifications in accounting or auditing financial statements.
2. Most of the Committee members, including the Chairman, shall be independent within the meaning of Annex II to the Recommendations and fulfil the independence criteria specified in Article 129.3 of the Act and the 'The Best Practice for GPW Listed Companies 2021'.
3. The Committee members possess knowledge and qualifications related to the industry in which the Company operates. This condition is deemed fulfilled if at least one Committee member has the knowledge and qualifications related to that industry, or individual members – within certain areas – have the knowledge and qualifications related to that industry.

III. Scope of competencies of the Committee

§ 6

1. The tasks of the Committee include supporting the Supervisory Board in the performance of its control and supervisory duties, as well as performance of tasks specified in the generally binding laws, and specifically as regards:
 - a) monitoring of the financial reporting process, which includes but is not limited to:
 - verification of financial statements as to the correctness and completeness of the information provided therein;
 - providing opinions to the principles of preparing financial statements and the accounting policy at the Company;
 - analysing the reports on the audit of financial statements;

- b) monitoring the effectiveness of internal control systems, risk management systems and internal audit, also with regard to financial reporting, which includes but is not limited to:
 - assessment of the effectiveness of the particular elements of the systems, including those related to financial reporting and safety of the applied information technologies, and presenting recommendations in that regard to the Supervisory Board;
 - analysis of the detected irregularities in the internal control systems and presentation of recommendations in that regard to the Supervisory Board;
 - examining reports and recommendations issued by the external regulatory or control authorities, applicable to the compliance of the Company activities with the legal regulations as well as schedules of removing the irregularities detected;
- c) monitoring the performance of financial audit activities, in particular carrying out of audits by an audit firm, taking into account any findings and conclusions of the Polish Agency of Audit Supervision arising from the audits carried out at an audit firm, which includes but is not limited to:
 - recommending to the Supervisory Board of the selection of an audit firm to carry out the audit or review of the Company financial statements;
 - providing opinions on the proposed terms of contract with an audit firm with regard to carrying out the audit or review, including the value and limit of remuneration;
 - assessing the type and scope of services ordered with an audit firm and the remuneration paid on that account, or other considerations for the benefit of the audit firm, with regard to the risk of a conflict of interest occurrence;
 - presenting to the Supervisory Board the conclusions and recommendations resulting from the report on the audit of the financial statements of the Company prepared by an audit firm;
 - expressing opinions regarding the activities undertaken by the Company Management Board in relation to the reservations to the financial statements reported by an audit firm or otherwise reported comments with regard to the correctness of the financial statements or the accounting principles of the Company;
 - assessing and providing opinions with regard to the information provided by the audit firm performing the financial audit activities at the Company in reference to major issues related to the activities, including major irregularities in the internal audit system at the Company as refers to the financial reporting;
- d) controlling and monitoring the independence of the statutory auditor and the audit firm;
- e) informing the Supervisory Board about the audit results and explaining how the audit contributed to the fairness of the Company financial reporting, and about the role of the Committee in the auditing process;
- f) assessing the independence of the statutory auditor and giving consent to the provision by them of the permitted non-audit services to the Company;
- g) developing a policy of selection of an audit firm to carry out the audit of the Company financial statements;
- h) developing a policy on the provision of the permitted non-audit services by the audit firm to carry out the audit, the entities related to that audit firm or a member of the audit firm's network;
- i) determining the procedure of selection of an audit firm to carry out the audit of the Company financial statements;

- j) presenting recommendations to the Supervisory Board with regard to the selection of an audit firm;
- k) presenting recommendations to ensure the integrity of the Company financial reporting process;
- l) preparing opinions within the competencies of the Supervisory Board, subject that the generally binding laws and the internal regulations of the Company permit that;
- m) performing other tasks resulting from the generally binding laws or tasks entrusted by the Supervisory Board pursuant to Section 2.
- n) By way of a resolution, the Supervisory Board may entrust the Committee with the performance of activities other than those specified in Section 1, subject that it does not prejudice the generally binding laws.

§ 7

1. The Committee may – without intermediation of the Supervisory Board – claim the provision of information and explanations or submission of documents needed for the performance of their tasks.
2. The Committee is specifically entitled to:
 - a) claim from the members of the Management Board, the employees, the entities providing legal and audit services to the Company, or the auditors to provide information, materials and explanations regarding financial reporting, financial audit, internal audit and control, as well as risk management, which are needed for the performance of the Committee tasks;
 - b) inviting members of the Management Board, employees and co-workers of the Company, as well as experts and auditors to the Committee meetings;
 - c) availing of the advisory services and support of external legal, accounting or other advisers, which the Committee deems essential for the performance of their duties.

IV. Methods of work of the Committee

§ 8

1. The Committee meetings are held as needed, at the dates determined by the Committee Chairman, in arrangement with the other members of the Committee, however, at least once in six months.
2. The dates of the Committee meetings shall be determined in a manner ensuring the proper performance of tasks by the Committee.
3. The Committee meetings are held at the registered office of the Company or in another place in the territory of the Republic of Poland, as indicated by the Committee Chairman or other person referred to in § 8.4 of the Committee By-law.
4. The meetings of the Committee are convened by the Committee Chairman, and in the case of inability of convening the meeting by the Committee Chairman – by another member of the Committee indicated by the Committee Chairman.
5. Also a member of the Committee or Chairman of the Supervisory Board may request convening a meeting of the Committee. A request for convening the Committee meeting shall comprise the proposed agenda.
6. The Committee meetings are convened through electronic mail at least one business day before the planned date of the meeting, by way of sending invitations to the identified Addresses of all of the Committee members and the Chairman of the Supervisory Board.
7. The Committee meetings may be held without formal convening, providing that all of the Committee members consent thereto on the date of the Committee meeting at the latest.

8. The Committee members may participate in the Committee meetings and take part in voting on resolutions through the means of direct remote communication, in a manner enabling simultaneous communication in real time and mutual identification among all of the Committee members participating in the Committee meeting and voting (a video conference, a teleconference).
9. The Committee may request the participation in its meeting of the members of the Supervisory Board, members of the Management Board, the statutory auditor, or the employees or co-workers of the Company, as well as external experts and other people whose explanations are needed to the Committee. The Committee may at any time exclude from the meeting any person referred to in the preceding sentence, if the Committee deems it necessary in order to ensure the proper fulfilment of their duties.

§ 9

1. The Committee meetings are opened and chaired by the Committee Chairman or in his absence by another Member of the Committee indicated by the Chairman.
2. The Committee decisions are made in the form of resolutions. The resolutions are passed with an absolute majority of votes. In the event of an equal number of votes for and against a resolution, decisive is the vote of the Chairman, and in his absence – of the other person chairing the Committee meeting, as specified in § 9.1 of the Committee By-law.
3. For the validity of the Committee resolutions proper invitation of all the Committee Members to the Committee meeting is required, or consent to holding a meeting of the Committee without formal convening, in accordance with § 8.7 of the Committee By-law, as well as the presence of at least half of the Committee Members at the Committee meeting.
4. The Committee resolutions do not bind the Supervisory Board.

§ 10

1. The Committee may pass resolutions outside of a meeting of the Committee, in writing or through the means of direct remote communication, with the use of electronic mail.
2. Passing resolutions outside of a meeting of the Committee, as specified in § 10.1 of the Committee By-law, is ordained by the Committee Chairman on their own initiative or at a request of a Committee member.
3. The Committee Chairman serves a draft of the resolution to be passed in the manners specified in § 10.1 of the Committee By-law to all of the Committee members, at the identified Addresses, along with the documents and information related to that resolution, and identifies in which of the manners the resolution is going to be passed, as well as specifies the principles of casting votes, and specifically the final date for the votes casting.
4. For the validity of the Committee resolutions passed outside of a meeting of the Committee, the requirements specified in § 10.3 of the Committee By-law must be fulfilled, and votes must be cast by at least half of the Committee members.
5. The Committee passes resolutions in writing, such that all of the Committee members who participate in voting sign one copy of the resolution, or all of the Committee members who participate in voting sign separate, identical counterparts of the resolution.
6. The original or scanned copy of a resolution with signatures of all of the Committee members (in case a resolution is passed in writing on one copy of the resolution), or the originals or scanned copies of a resolution with signatures of the specific members of the Committee (in case a resolution is passed in writing on separate counterparts of the resolution) must be served to the Committee Chairman at the date identified by them. The

Committee member who has not put their signature or failed to serve the original or scanned copy of a resolution at the specified date is counted in the quorum but is not considered to be a person who participated in the voting.

7. The Committee passes resolutions with the use of electronic mail such that each member of the Committee who participates in the voting casts their vote at the date specified by the Committee Chairman and informs all of the Committee members about their voting at the Addresses, whereas in each case a separate e-mail with the identification of the number of the resolution and type of vote cast ('for', 'against', 'abstained') must be sent for each resolution voted on. A Committee member who fails to cast their vote at the specified date is counted in the quorum but is not considered to be a person who participated in the voting.
8. Each member of the Committee who does not agree with the contents of a resolution passed in the manner specified in § 10.1 of the Committee By-law and voted 'against' the resolution, may attach their separate justified opinion to the minutes on passing the resolution.
9. The Committee Chairman or another person acting on their authorisation, immediately after written voting or voting through the means of direct remote communication, with the use of electronic mail, forwards to the other members of the Committee the information on the voting results, through electronic mail at their respective Addresses.

§ 11

1. The Committee members vote personally on the passing of resolutions.
2. The Committee resolutions are passed in open voting.

§ 12

1. Minutes are taken of the Committee meetings or passing resolutions outside of a meeting of the Committee in the manners specified in § 10.1 of the Committee By-law. The minutes are taken by the Chairman or another member of the Committee identified by them.
2. The minutes of a Committee meeting shall comprise at least the subsequent number of the minutes, the date and place of taking, the list of persons present and participating in the Committee meetings as well as participating in the voting on resolutions through the means of direct remote communication, the agenda, the motions reported by the persons present at the Committee meeting, the contents of the resolutions and the results of voting, as well as the reported separate opinions.
3. The minutes of passing resolutions outside of a meeting of the Committee in the manners specified in § 10.1 of the Committee By-law shall comprise at least the subsequent number of the minutes, the date and place of taking, the list of the voting Committee members, the agenda, the motions reported by the persons present during the Committee meeting, the contents of the resolutions and the results of voting, as well as the reported separate opinions, and information that all of the Committee members have been notified about the contents of the draft resolution.
4. The minutes of a Committee meeting are signed by the persons who participated in the meeting at the closest possible date.
5. The minutes of passing a resolution outside of a meeting of the Committee in the manners specified in § 10.1 of the Committee By-law are signed by the Committee members who participated in the voting at the closest possible date.
6. The minutes are kept at the registered office of the Company.
7. All of the Supervisory Board members have the right of insight into the minutes of the Committee meetings and other documents resulting from the work of the Committee.

V. Final provisions
§ 13

1. The Committee work is serviced by the Company.
2. The Committee submits a report on its activities in the respective reporting year to the Supervisory Board, at a date enabling the Supervisory Board to attach the Committee report to the annual report on the activities of the Supervisory Board presented to the General Meeting.