

Zabka Group
Société anonyme
2, rue Jean Monnet, L-2180 Luxembourg
RCS Luxembourg: B263068
(the “**Company**”)

Rules of the Audit Committee of Zabka Group

1. General

The audit committee (the “**Committee**”) was constituted at a meeting of the board of directors of the Company (the “**Board of Directors**” or “**Board**”) held on 30 September 2024 in accordance with the Article 17(4) of the Articles of Association. These rules of the Committee determine the functions, the composition, the duties, the scope of responsibilities and the terms of the functioning of the Committee (the “**Rules**”).

The Committee is appointed to supervise the Company’s financial reporting procedure, the efficiency of internal control systems, the internal audit function and the risk management system, including the auditing of the Company by an audit firm, and to monitor the independence of the statutory auditor and the auditing firm appointed to audit the Company and the provision of non-audit services to the Company in the manner specified by law and in the Rules, including the Best Practices of the Warsaw Stock Exchange Listed Companies 2021 (but excluding the practices with respect to which the Board of Directors will submit representations regarding the Company’s non-compliance therewith). Specific provisions regarding the above-mentioned scope of duties are provided in the relevant internal policies and procedures applicable in the Group.

2. Definitions

For the purposes of this document, the following terms have the following meanings:

- a) “**Articles of Association**” means the articles of association of the Company as applicable from time to time;
- b) “**Audit Regulation**” means 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;
- c) “**Audit Law**” means the Luxembourg law of 23 July 2016 concerning the audit profession, as amended;
- d) “**CEO**” means the Chief Executive Officer of the Company;
- e) “**Group**” and the “**Zabka Group**” mean the Company as the parent entity and all of the companies controlled by it, whether directly or indirectly (within the meaning of Article 1711-1 of the Luxembourg law of 10 August 1915 on commercial companies, as amended);
- f) “**Head of Internal Audit Department**” means a person responsible for operating, maintaining and efficient cooperation within the internal audit function of the Group. The Head of the Internal Audit Department operates at the level of the Company’s key subsidiary, Żabka Polska while reporting functionally directly to the Committee

Chairperson (as defined below) and organisationally to the Board of Directors of Zabka Group and the Chief Financial Officer of Zabka Polska;

- g) “**Statutory Audit**” means the statutory audit of the annual financial statements of the Company or the audit of the annual consolidated financial statements of the Group required to be performed pursuant to Articles 69 and following of the Luxembourg law of 19 December 2002 on the register of commerce and companies and the accounting and annual accounts of undertakings, as amended, and Articles 1711–1 and following of the Luxembourg law of 10 August 1915 on commercial companies, as amended, respectively, and any other applicable law;
- h) “**Zabka Polska**” means Zabka Polska sp. z o.o. (KRS: 0000636642), a member of the Zabka Group and the entity that oversees the operating activities of the Group.

3. Audit Duties

3.1 In accordance with the Audit Law, the Committee should carry out the duties indicated below for the Company and the Group, as appropriate:

- (a) inform the Board of Directors of the outcome of the Statutory Audit and explain how it contributed to the integrity of financial reporting and what the role of the Committee was in that process;
- (b) monitor the financial reporting drawing-up process and submit recommendations or proposals to ensure its integrity;
- (c) monitor the effectiveness of and exercise general oversight over the Group’s internal control, risk management and compliance systems, as well as its internal audit function, in particular regarding the financial reporting of the Company, without compromising the Committee’s independence;
- (d) monitor the Statutory Audit of the annual standalone and consolidated financial statements, in particular, its performance, taking into account any findings and conclusions by the *Commission de Surveillance du Secteur Financier* pursuant to Article 26(6) of the Audit Regulation;
- (e) review and monitor the independence of the *cabinet de révision agréé* (approved audit firm) in accordance with Articles 19 to 25 of the Audit Law and Article 6 of the Audit Regulation, in particular the appropriateness of the provision of non-audit services to the Company in accordance with Article 5 of the Audit Regulation; and
- (f) develop, oversee and be responsible for the policy and procedure for the selection of the audit firm to audit the financial statements of the Group, i.e. *réviseur(s) d’entreprises agréé(s)* (approved statutory auditor(s)) or *cabinet(s) de révision agréé(s)* (approved audit firm(s)) or, where appropriate, *cabinet(s) d’audit* (audit firm(s)) and recommend the *réviseur(s) d’entreprises agréé(s)* (approved statutory auditor(s)) or *cabinet(s) de révision agréé(s)* (approved audit firm(s)) or, where appropriate, *cabinet(s) d’audit* (audit firm(s)) to be appointed in accordance with Article 16 of the Audit Regulation except when Article 16(8) of the Audit Regulation is applied.

3.2 In particular, the Committee shall review and challenge where necessary:

- (a) the consistency of, and any changes to, accounting policies both on a year-on-year basis and across the Company and its group;

(b) the methods used to account for significant or unusual transactions where different approaches are possible;

(c) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

(d) the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made; and

(e) all material information presented with the financial statements, such as the strategic report and any corporate governance statement (insofar as it relates to the audit and risk management).

3.3 If the Committee is not satisfied with any aspect of the proposed financial reporting by the Company, having first discussed the matter with the CEO, it shall, as appropriate, report its views to the Board of Directors.

3.4 Where requested by the Board of Directors, the Committee should review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy. The Committee should also advise the Board of Directors on its statement, to be included in the annual report, based on the accounts.

3.5 The Committee shall, unless expressly addressed by a separate risk committee or by the Directors themselves:

(a) keep under review the adequacy and effectiveness of the Group's internal financial controls and compliance management system;

(b) review and approve the statements to be included in the annual report concerning internal controls and risk management.

3.6 In addition, the Committee shall, without limitation:

(a) review the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action, pursuant to the Law of 16 May 2023 transposing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law to the extent applicable, if applicable;

(b) develop and propose to the Board of Directors, based on the growth of the Company, the scale, diversity and complexity of the Group's activities and the number of employees, as well as cost and benefit considerations, the internal audit policy and procedure of the Group. The final interpretation of their provisions and the possibility of agreeing on any derogation from them should be the exclusive competence of the Committee. Specific obligations vested in the Committee in this respect should be specified therein;

(c) consider and make recommendations to the Board in relation to the appointment, re-appointment and removal of the audit firm to audit the financial statements of the Company and/or the Group (the statutory auditor);

(d) meet regularly with the statutory auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the statutory auditor (at least once a year), without executive directors/officers being present, to discuss their remit and any issues arising from the audit. Where appropriate, the Committee should have regular contact with the external auditor throughout the year to ensure any issues which arise are dealt with promptly;

(e) discuss with the statutory auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team;

(f) review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor and the auditor's response to questions from the Committee; and

(g) develop and implement a policy on the supply of non-audit services by the external auditor, including approval of non-audit services by the Committee and specifying the types of non-audit service to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements. Specific obligations vested in the Committee in this respect should be specified therein. In particular, the Committee is responsible for ensuring that such policy is in line with generally applicable laws and for determining whether there are any irregularities in the implementation or performance of such policy;

(h) support the Board of Directors in development and implementation of a procedure for periodic review of related party transactions.

3.7 The scope of duties of the Committee may include other tasks mandated by the Board of Directors.

4. Risk management duties

4.1 The Committee shall:

(a) on an annual basis, ensure that a robust assessment of the emerging and principal risks facing the Company has been undertaken by or on behalf of the Company (including those risks that would threaten its business model, future performance, solvency or liquidity and reputation) in order to submit such assessment to the Committee for its review, and provide advice on the management and mitigation of those risks;

(b) oversee the current and prospective risks faced by the Company and its strategy in relation to future risks;

(c) periodically review the Group's overall risk management framework and processes;

(d) annually review the Group's procedures for detecting fraud;

(e) review the Group's systems and controls for ethical behaviour and the prevention of bribery and receive reports on non-compliance;

(f) work and liaise as necessary with other Board of Director committees, in particular with the Remuneration and Nomination Committee (the "**Remuneration and Nomination Committee**"), if appointed, and consider such other matters as may be requested by the Board; and

(g) provide qualitative and quantitative advice to the Remuneration and Nomination Committee (if appointed) on risk weightings to be applied to performance objectives incorporated in executive remuneration.

5. Composition and appointment

5.1 The members of the Committee, including the Committee Chairperson, shall be appointed by the Board of Directors, based on the recommendation of the Remuneration and Nomination Committee, if appointed, by way of a resolution of the Board.

5.2 The Committee shall consist of at least three (3) members, including the Committee Chairperson, that are non-executive directors of the Company, a majority of whom shall be Independent Directors (as defined in the Articles).

5.3 The Committee shall appoint the chairperson of the Committee (the "**Committee Chairperson**"), who shall be an Independent Director and may not be the chairperson of the Board of Directors. The Committee Chairperson shall convene and chair the meetings of the Committee. In his or her absence, the meeting of the Committee shall be chaired by a member of the Committee designated by the Chairperson. At least one member of the Committee shall have competence in accounting and/or auditing. The members of the Committee as a whole shall have competence relevant to the sector in which the Company is operating. In the absence of the Chairperson or his/her designee, the Committee meeting shall be chaired by its oldest member who in case the Committee has no Chairperson or his/her designee, shall undertake all actions necessary to nominate the Chairperson by the Committee and shall exercise the right of a Chairperson in the interim period.

5.4 Appointments to the Committee shall be for a term being determined to synchronise with each appointee's remaining term on the Board of Directors (as applicable). This term may be extended for further terms provided the members still meet the criteria for membership of the Committee.

5.5 The members of the Committee can be replaced at any time by the Board of Directors. A member of the Committee may be dismissed from the Committee at any time by way of a resolution of the Board of Directors, or may present the Board with a notice on their resignation from the function of member of the Committee. Any new member of the Committee shall meet the criteria, as set out in clauses 5.1 to 5.3, for the membership of the Committee.

5.6 In case of the expiry of the mandate of a member of the Board of Directors appointed to the Committee prior to the end of the term of the Board or such member's dismissal or resignation in accordance with clause 5.5 above, the Board shall fill the vacancy on the Committee by appointing a new member of the Committee in accordance with the terms specified in section 5 of the Rules.

Meetings of the Committee

5.7 Meetings of the Committee shall take place in the Grand Duchy of Luxembourg. Members of the Committee may validly participate in a meeting of the Committee through the medium of video-conferencing equipment or telecommunication means allowing the identification of each member so participating, provided that at least half of the members are present in Luxembourg and that such telecommunication means are initiated from Luxembourg. These means must have technical features which ensure an effective participation in the meeting allowing all the persons taking part in the meeting to hear one another on a continuous basis.

Voting at the meetings of the Committee shall be open. At the request of any member of the Committee, the Committee Chairperson may declare that a vote be conducted by secret ballot. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. The Committee can only validly debate and take decisions if at least half of its members (other than those which cannot participate in the vote because of a conflict of interest) are present in the meeting. Decisions of the Committee shall be adopted by a simple majority of the members present or represented/simple majority vote. Votes can only be cast by members attending a meeting of the Committee. In the event of a tie, the Committee Chairperson shall have a casting vote.

5.8 In accordance with the Conflict of Interest Management Policy for the Zabka Group Directors, if a member of the Committee has, either directly or indirectly, a personal interest in matter that is considered by the Committee, that member shall not be permitted to participate in the deliberations and vote at the meeting.

6. Attendance at meetings

6.1 The Committee will meet as often as it considers necessary, and at least four times per year in accordance with a timetable determined by the Committee Chairperson. The timetable for the meetings of the Committee needs to be determined in such manner as to ensure the proper performance of the Committee's duties specified, in particular, in these Rules of the Audit Committee. Additionally, the Committee may meet at other times during the year as agreed between the members of the Committee or as otherwise requested by the Board of Directors.

6.2 Only members of the Committee have the right to attend Committee meetings but other directors and persons and external advisers may be invited by the Committee in its sole discretion to attend all or part of any meeting. The latter applies in particular to the Head of the Internal Audit Department.

6.3 The Committee shall appoint a secretary of the Committee, who need not be a member of the Committee (the "**Committee Secretary**"). The Committee Secretary shall prepare, or arrange preparation by the Company's representative, the minutes summarising the proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance.

6.4 The Chairperson may decide that any meeting of the Committee may be recorded using audio or audio and video registration equipment.

7. Notice of meetings

Notice of any meeting of the Committee shall be given to each member at least ten

(10) Business Days before the relevant meeting (except in the event of emergency, when the nature and the motives of the emergency shall be mentioned in the notice) by letter, facsimile transmission, e-mail or similar means of communication. The Committee may validly debate and take decisions at a meeting without complying with all or any of the convening requirements and formalities if all the Committee members have waived the relevant convening requirements and formalities either in writing or, at the relevant meeting, in person.

8. Authority

The Committee is authorised by the Board of Directors to examine any activity within its duties and is authorised to obtain, at the Company's expense, professional advice on any matter within its duties. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. The Committee is authorised to seek any information it requires from any employee, contractor or director of the Group, and all such employees, contractors or directors will be directed to co-operate with any request made by the Committee.

9. Reporting

9.1 Draft minutes of each meeting will be circulated promptly to all members of the Committee. Each of the members may present amendments to the draft minutes within the time period set by the Chairperson, for the Chairperson to consider and decide on the final text of the minutes. On request of a member his/her amendment not included in the final text of the minutes shall be attached to the final text of the minutes, Once approved by the Chairperson, the minutes of each meeting will be communicated to the Board of Directors as a formal record of the decisions of the Committee.

9.2 The Committee Chairperson shall report to the Board of Directors on its proceedings after each meeting on all matters within its duties and responsibilities.

9.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. Other provisions

10.1 The Committee shall carry out annually an ongoing assessment of its activities during a determined period.

10.2 The committee needs to keep the Board of Directors informed of its actions and the outcome of its work on a continuous basis.

10.3 The Committee shall have access to sufficient resources in order to carry out its duties.

10.4 The Committee shall give due consideration to all applicable laws and regulations as appropriate.

10.5 Any and all amendments to the Rules must be adopted as a resolution of the Board of Directors to be valid.