

**“RULES OF PROCEDURE FOR THE AUDIT COMMITTEE
OF THE SUPERVISORY BOARD OF INTER CARS S.A.**

GENERAL PROVISIONS

Section 1

These Rules of Procedure for the Audit Committee of the Supervisory Board of Inter Cars S.A. (these “Rules”) set out the role, composition, tasks, responsibilities, and principles governing the operation of the Audit Committee of the Supervisory Board (the “Audit Committee”) of Inter Cars S.A. (the “Company”).

Section 2

The Audit Committee operates within the Supervisory Board of Inter Cars S.A. (the “Supervisory Board”) and is appointed to oversee the financial and sustainability reporting processes within the Company, the effectiveness of internal control, internal audit and risk management systems, financial audit activities, including the statutory audit of financial statements, and to review the independence of the statutory auditor and the audit firm in accordance with applicable laws and these Rules, taking into account the Code of Best Practice of WSE Listed Companies, except for those principles which the Management Board of the Company has formally declared as not applied.

COMPOSITION OF THE AUDIT COMMITTEE

Section 3

1. *The Audit Committee consists of at least three members, including the Chair of the Audit Committee, appointed by the Supervisory Board from among its members in accordance with the following principles:*
 - 1) *at least one (1) member has skills and expertise in the field of accounting or financial auditing;*
 - 2) *at least one (1) member has skills and expertise relevant to the industry in which the Company operates;*
 - 3) *the majority of the Audit Committee members, including its Chair, are independent of the Company and meet the independence criteria set out in the Act on Statutory Auditors, Audit Firms and Public Oversight of 11 May 2017 (the “Act”);*
 - 4) *the Chair of the Audit Committee meets the independence criteria set out in Annex I to 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. *Members of the Audit Committee, including its Chair, are appointed by resolution of the Supervisory Board.*
3. *The term of office of the Audit Committee members expires upon the expiry of the term of office of the members of the Supervisory Board.*
4. *A member of the Audit Committee may, at any time, be removed from the Committee by resolution of the Supervisory Board or may tender their resignation from the position to the Supervisory Board.*
5. *In the event of the expiry of the mandate of a Supervisory Board member serving on the Audit Committee prior to the end of the term of the Supervisory Board, or in the event of such member’s removal or resignation, as referred to in Section 3.4 above, the Supervisory Board fills the vacancy by appointing a new member to the Audit Committee in accordance with Section 3 of these Rules.*

TASKS AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

Section 4

1. *The responsibilities of the Audit Committee include, without limitation:*
 - 1) *monitoring the financial reporting process;*
 - 2) *monitoring the sustainability reporting process, including the preparation and tagging of sustainability*

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statements in accordance with Art. 63zc of the Accounting Act of 29 September 1994, as well as the process of identifying information to be disclosed in accordance with sustainability reporting standards, as defined in Art. 63p(2) of the Accounting Act;

- 3) monitoring the effectiveness of internal control, risk management and internal audit systems, particularly in relation to financial and sustainability reporting, including the preparation and tagging of sustainability statements in accordance with Art. 63zc of the Accounting Act of 29 September 1994;*
 - 4) monitoring the performance of financial audit activities, particularly the audit or assurance of sustainability reporting provided by the audit firm, taking into consideration all recommendations and findings from an inspection of the audit firm by the relevant supervisory authorities;*
 - 5) reviewing and monitoring the independence of the statutory auditor and the audit firm, particularly in cases where the audit firm provides non-audit and non-assurance services to the Company;*
 - 6) informing the Supervisory Board of the outcome of the statutory audit of financial statements or sustainability reporting assurance and explaining how the audit or assurance contributed to the integrity of the Company's financial and sustainability reporting and what the role of the Audit Committee was in the process;*
 - 7) assessing the independence of the statutory auditor and approving the provision by the auditor of permitted services other than the audit of financial statements or the assurance of sustainability reporting;*
 - 8) developing a policy for the selection of an audit firm to conduct an audit of the financial statements and a policy for the selection of an audit firm to conduct the assurance of sustainability reporting;*
 - 9) developing a policy on the provision of permitted non-audit or non-assurance services by the audit firm performing the audit of financial statements or the assurance of sustainability reporting, including by entities affiliated with the audit firm and members of its network;*
 - 10) establishing a procedure for the selection of an audit firm by the Company;*
 - 11) presenting to the Supervisory Board the recommendation referred to in Article 16(2) of Regulation No. 537/2014, in accordance with the Act and the policies referred to in items 8 and 9 above;*
 - 12) submitting recommendations to ensure the integrity of the financial and sustainability reporting processes at the Company.*
- 2. In monitoring the financial and sustainability reporting processes, the Audit Committee is responsible for, without limitation:*
- 1) reviewing quarterly, semi-annual, and annual reports of the Company;*
 - 2) reviewing the accuracy, reliability, completeness, and timeliness of each stage of the financial and sustainability reporting processes;*
 - 3) discussing with the statutory auditor the outcomes of the audit of the quarterly, semi-annual, and annual financial statements, including the findings presented in the additional report prepared for the Audit Committee;*
 - 4) discussing with the audit firm the outcomes of the sustainability reporting assurance engagement;*
 - 5) conducting a preliminary assessment of the financial documents submitted to the Supervisory Board;*
 - 6) evaluating and issuing opinions on the financial reporting and accounting policies applied by the Company, including the criteria for consolidating the results of individual entities within the Company's Group.*
- 3. In monitoring the effectiveness of internal control, internal audit, and risk management systems, the Audit Committee is responsible for, without limitation:*
- 1) reviewing the internal control and risk management systems and evaluating their adequacy and effectiveness;*
 - 2) ensuring the effectiveness of the internal audit function;*
 - 3) reviewing the legal compliance procedures applied by the Company*

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and evaluating their effectiveness;

- 4) *evaluating the outcomes of the assessment of financial reporting and accounting processes and key control procedures applied by the Company, as well as the proposed corrective measures;*
 - 5) *reviewing reports and recommendations issued by regulatory or supervisory authorities regarding the legal compliance of the Company's operations, and monitoring the implementation of corrective measures addressing identified deficiencies;*
 - 6) *issuing opinions on draft regulations or proposed amendments to existing internal control procedures and legal compliance policies applied by the Company.*
4. *In monitoring the performance of financial audit activities and the independence of the statutory auditor, the Audit Committee is responsible for, without limitation:*
- 1) *overseeing high-risk areas identified by the statutory auditor during the audit or the assurance of sustainability reporting;*
 - 2) *monitoring the independence of the statutory auditor and the audit firm, particularly with regard to compliance with applicable guidelines on audit firm rotation, the amount of remuneration of the statutory auditor or audit firm, the verification of relevant statements/representations, and related regulatory requirements;*
 - 3) *during the audit of the financial statements and the assurance of sustainability reporting, evaluating and discussing with the statutory auditor the progress of the engagement.*
5. *The scope of responsibilities of the Audit Committee may also include other tasks assigned by the Supervisory Board.*

POWERS OF THE AUDIT COMMITTEE

Section 5

1. *In order to discharge its responsibilities outlined in Section 4 of these Rules, the Audit Committee may request explanations, information and documents necessary for the discharge of these responsibilities, to be provided by the Company.*
2. *The Audit Committee may request that the auditor or audit firm discuss with the Audit Committee, the Management Board or the Supervisory Board of the Company, the key matters and outcomes of the audit which have been mentioned in the additional report to the Audit Committee.*
3. *The Audit Committee may determine that it is necessary to engage external experts for advice and support. The costs of remuneration of such experts are borne by the Company.*

RULES OF PROCEDURE OF THE AUDIT COMMITTEE

Section 6

1. *Audit Committee meetings are held at least four times a year, on dates set by the Chair of the Audit Committee.*
2. *Meeting dates should be set to ensure the effective discharge of responsibilities of the Audit Committee as set out in these Rules, particularly with respect to the assessment of financial documents relating to the end of the financial year and the issue of recommendations regarding the appointment of the audit firm or statutory auditor.*
3. *The Chair of the Audit Committee convenes and presides over its meetings.*
4. *Notice of the date, venue, and agenda of a meeting must be delivered to Audit Committee members electronically, using the email address provided by the members, or by telephone, no fewer than five (5) days before the scheduled meeting.*
In justified cases, the Chair may shorten this notice period.
5. *A meeting may also be requested by any member of the Audit Committee or by the Chair of the Supervisory Board, acting either on their own initiative or at the request of the Management Board or the head of the organisational unit responsible for the internal audit system. In such cases, the Chair of the Audit Committee*

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convenes the meeting no later than seven (7) days from the date of receipt of the request.

- 6. An Audit Committee meeting may be convened immediately, provided that all Audit Committee members are notified and none objects to the proposed date, venue, or agenda.*
- 7. Audit Committee meetings may be held with the use of means of remote communication (telephone, videoconferences, conference calls).*
- 8. The Chair of the Audit Committee, or another person designated by the Chair, notifies the members of the Supervisory Board of the date of the meeting and its agenda within the timeframe prescribed in Section 6.4 above. Members of the Supervisory Board may attend meetings of the Audit Committee.*
- 9. The Chair of the Audit Committee or another member of the Audit Committee designated by the Chair may decide to invite persons other than members of the Audit Committee to a meeting, particularly members of the Management Board, statutory auditor or representatives of the audit firm, as well as other employees of the Company, to attend the meeting. The Committee is required to inform the Management Board in advance of any planned meetings with Company employees.*

Section 7

- 1. Meetings of the Audit Committee are conducted by its Chair or, in the event of their absence, by a member of the Audit Committee designated by the Chair.*
- 2. Opinions and recommendations of the Audit Committee are adopted by way of resolutions.*
- 3. Voting at meetings of the Audit Committee is conducted by open ballot. At the request of a Committee member, the meeting chair may order a secret ballot.*
- 4. Members of the Audit Committee may participate in the adoption of resolutions by submitting a written vote through another Committee member. Votes may not be cast in writing with respect to any matters placed on the agenda during the course of the meeting.*
- 5. Resolutions of the Audit Committee may be passed only if all members have been duly notified of the meeting.*
- 6. Resolutions of the Audit Committee are adopted by an absolute majority of votes cast, with at least half of the Audit Committee members in attendance.*
- 7. The agenda set out in the notice of the meeting may be amended or supplemented during the meeting, provided that no attending Audit Committee member objects.*
- 8. Resolutions may also be adopted in writing or by means of remote communication, including telephone, videoconference, conference call, email, or any other method agreed upon by the Committee members.*
- 9. The validity of a resolution adopted under the procedure referred to in Section 7.8 above is contingent upon prior consent of all members of the Audit Committee to hold a vote under a given procedure, and such consent is presumed if a member casts their vote using the procedure in question.*
- 10. If a resolution is adopted in writing, members of the Audit Committee submit their statements regarding the manner of voting in a separate document containing an identical text of the resolution, and return them promptly to the Chair of the Audit Committee.*
- 11. When adopting a resolution by means of remote communication:*
 - 1) in the case of email – members of the Audit Committee cast their vote by replying to the email sent by the Chair of the Audit Committee, another designated Committee member, or a person authorised by the Chair, with the draft resolution attached;*
 - 2) in the case of telephone, videoconference, or conference call – members of the Audit Committee cast their vote verbally using the relevant means of communication, after the draft resolution has been read aloud by the Chair, a designated Committee member, or an authorised person.*

Section 8

- 1. Minutes are drawn up for each meeting of the Audit Committee. Minutes are also drawn up following any vote conducted in accordance with the procedures referred to in Section 7.8.*

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- 2. The minutes are signed by the Chair of the Audit Committee or by another member of the Committee who chaired the meeting or oversaw the vote.*

- 3. The minutes of an Audit Committee meeting must include the consecutive number of the minutes, the date and venue of the meeting, confirmation of proper notice and the capacity to adopt valid resolutions, the agenda, a record of the meeting proceedings, the wording of adopted resolutions and the results of voting, any objections or dissenting opinions, as well as the names of the attendees.*

- 4. Where a vote is cast under the procedure set out in Section 7.4 of these Rules, a written statement confirming that the member of the Audit Committee cast their vote through another member of the Audit Committee is attached to the minutes.*

- 5. Where a resolution is adopted in writing, the documents containing the text of the resolution and the statements of the Audit Committee members regarding their consent to its adoption, are attached to the minutes.*

- 6. Where a resolution is adopted by means of remote communication via email, the printouts of the statements submitted by the Audit Committee members by email are attached to the minutes.*

- 7. The minutes are drawn up by a recording clerk appointed for each meeting by the Chair of the Audit Committee or by another Committee member designated by the Chair.*

- 8. The minutes of Audit Committee meetings are kept at the Company's registered office.*

- 9. All members of the Supervisory Board may inspect the minutes of the Audit Committee meetings and any other documents resulting from its activities.*

MISCELLANEOUS

Section 9

- 1. The Audit Committee submits the following to the Supervisory Board:*
 - 1) resolutions passed and other documents prepared as a result of its work in good time for the Supervisory Board to take appropriate action;*
 - 2) a written report on its activities in a given financial year, delivered sufficiently early so as to enable the Supervisory Board to include the insights from the report in the annual assessment of the Company. The report must include an assessment of the activities of the Audit Committee, including the performance of its assigned tasks.*

- 2. The Audit Committee must keep the Supervisory Board informed of its activities and outcomes of its work on an ongoing basis.*

Section 10

- 1. The Company provides organisational and technical support to the Audit Committee.*
- 2. All costs associated with the activities of the Audit Committee are borne by the Company.*

Section 11

Any amendments to these Rules require a resolution of the Supervisory Board in order to be valid."