

Uniform text
of the Regulations of the Audit Committee of the Board of Supervisors
of CI Games Spółka Akcyjna with a registered office in Warsaw

I. General provisions

§ 1.

[Legal basis for the procedure]

The Audit Committee of the Board of Supervisors of CI Games S.A. with a registered office in Warsaw, hereinafter referred to as "the Company," acts in particular on the basis of the following legal provisions:

- 1) the Act of May 11th, 2017 on statutory auditors, auditing companies, and public supervision (Journal of Laws of 2017, item 1089),*
- 2) the Articles of Association of the Company, the Regulations of the Company's Board of Supervisors, and these Regulations.*

§ 2.

[Definitions]

The terms used in these regulations shall have the following meaning: 1) "The Committee" or "the Audit Committee" - the audit committee of the Board of Supervisors of the Company, "the Board of Supervisors" - the board of supervisors of the Company,

3) "The Regulations" - these regulations,

4) "The E.U. Regulation" - Regulation (E.U.) No 537/2014 of the European Parliament and of the Council of April 16th, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/E.C.,

5) "The Company" - CI GAMES S.A. with a registered office in Warsaw, entered in the Register of Entrepreneurs maintained by the District Court for the capital city of Warsaw in Warsaw, 13th Commercial Division of the National Court Register under the number KRS 0000282076,

6) "The Act on statutory auditors" - the Act of May 11th, 2017 on statutory auditors, auditing companies, and public supervision;

7) "The Management Board" - the management board of the Company.

§ 3.

[Rights and competencies of the Audit Committee]

1. The tasks of the Committee are specified in the Act on statutory auditors and the E.U. Regulation.

2. *Within the scope of its competencies, the Audit Committee shall support the Board of Supervisors in performing its legal and statutory control and supervision obligations.*

3. *The tasks of the Committee shall include:*

a. *Monitoring of:*

i. *Financial reporting of the Company,*

ii. *Effectiveness of internal control systems and risk management systems and internal audit, also concerning financial reporting,*

iii. *Performance of financial audit tasks, in particular, audits of financial statements of the Company by an auditing company,*

b. *Controlling and monitoring of independence of the statutory auditor and the auditing company conducting audits of financial statements of the Company (in particular, if the auditing company renders any services other than an audit),*

c. *Informing the Board of Supervisors of results of the audit and explaining how the audit contributed to the reliability of financial reporting in the Company, and the role of the Audit Committee in the audit process,*

d. *Evaluation of independence of the statutory auditor and the auditing company, conducting audits of financial statements of the Company, and giving consent for them to perform on behalf of the Company permitted services other than audits of financial statements of the Company,*

e. *Development of the policy and procedure for selection of the auditing firm conducting audits of financial statements of the Company,*

f. *Development of the policy for services rendered on behalf of the Company by the auditing company conducting audits of financial statements of the Company, entities related to this Company and network members of the auditing company,*

g. *Submission to the Board of Supervisors of recommendations for selecting the statutory auditor or the auditing company conducting audits of the Company's financial statements. The recommendation should meet the requirements specified in the E.U. Regulation and the Act on statutory auditors.*

h. *Submitting recommendations to the Board of Supervisors and to the Management Board of the Company, aimed at ensuring the reliability of the financial reporting process in the Company;*

§ 4.

[Election and composition of the Committee]

1. *The Audit Committee shall consist of at least 3 (three) members, including the Chairman, appointed by the Board of Supervisors for its term of office from among members of the Board of Supervisors.*

2. *The term of office of the Audit Committee shall be joint for all its members, and it is the same as the term of office of the Board of Supervisors.*
3. *The Board of Supervisors shall elect members of the Audit Committee, including the Chairman of the Committee, during the first meeting of the Board of Supervisors in a given term of office.*
4. *In the case of expiry of the mandate of any member of the Board of Supervisors elected to be a member of the Audit Committee before the end of the term of office of the Board of Supervisors, or in the case of resignation of a member from their function in the Committee, the Board of Supervisors shall supplement the composition of the Committee by electing a new Committee member.*
5. *A Committee member may be dismissed from the Committee at any time through a resolution of the Board of Supervisors.*
6. *The composition of the Audit Committee should be designed so that it includes at least 1 (one) member having the knowledge and skills in the field of accounting or auditing of financial statements - subject to evaluation on the basis of verification of their education, diplomas, licenses obtained, certificates earned or other reliable documents, their professional experience and the course of their professional career, as well as performing functions in governing bodies of companies, in particular, in audit committees.*
7. *Members of the Audit Committee have the knowledge and skills in the Company's industry. This condition is considered to be fulfilled if at least 1 (one) member of the Audit Committee has the knowledge and skills in this industry or individual members have the knowledge and skills in the industry. The requirement of industry knowledge or skills shall be subject to evaluation considering the professional experience, the course of professional career, or education.*
8. *Most of the Audit Committee Members, including the Chairman, meet the independence criteria. The criteria have been set in the Act on statutory auditors.*
9. *Candidates to be Members of the Audit Committee submit written statements on fulfillment of the independence criteria specified in the Act on statutory auditors and in the Best practices of companies listed on the stock exchange. In the statement, the candidates are obliged to indicate whether any circumstances exist, which would result in a lack of independence of the candidate for an Audit Committee member.*
10. *Members of the Audit Committee shall be obliged to submit statements on fulfillment of the independence criterion, referred to in item 9 above, each time in the annual report on the activity of the Audit Committee, and to inform the Board of Supervisors immediately of*

any circumstances that have or may lead to non-fulfillment of the independence criterion by a member of the Audit Committee, or that may influence the assessment of fulfillment of the independence criteria by such Audit Committee member.

11. The Board of Supervisors shall be responsible for verifying statements of candidates for Members of the Audit Committee, referred to in item 9 above, and settling any issues resulting from obtaining information referred to in item 10 above. The Company's Board of Supervisors shall verify, based on internal documents of the Company, the data and clarifications presented by members of the Audit Committee or candidates for members of the Audit Committee and external sources, such as public registers and generally accessible information.

II. The detailed rights and obligations of the Audit Committee

§ 5.

[Detailed competencies and rights of the Audit Committee]

1. In the course of monitoring of the Company's financial reporting processes, the Committee:

a. Analyzes information presented by the Management Board and the auditing company conducting audits of financial statements of the Company, concerning significant changes in accounting or financial reporting and the estimated data or evaluations, which may be of significance for financial reporting of the Company,

b. Receives information on the schedule of auditing of financial statements of the Company,

c. Analyzes the additional report for the Committee, referred to in art. 11 of the E.U. Regulation, and discusses this report with the auditing company conducting audits of financial statements of the Company,

d. Discusses with the statutory auditors of the Company the scope and results of the annual audits and reviews of financial statements of the Company,

e. Presents to the Board of Supervisors its recommendations concerning the evaluation of annual financial statements of the Company audited by the auditing company,

f. Monitors the correctness, completeness, and reliability of the information contained in financial statements of the Company, as well as timeliness of the reporting process,

g. Conducts a review of the effectiveness of the audit of financial statements and responses of the Management Board to recommendations submitted in the process.

2. In the course of monitoring of the effectiveness of the internal control systems and the internal audit, the Audit Committee examines the information presented by the Management Board/ the Company auditor concerning:

a. Usefulness and methodology of the systems for identification, monitoring, and reducing of threats to the activity of the Company, maintained by the Management Board,

- b. Internal control systems to ensure compliance with the law and internal regulations and procedures that ensure the effective functioning of these systems,*
- c. Effectiveness of the internal audit and availability of the proper information sources and expert opinions to warrant an appropriate response to the suggestions and recommendations of external auditors,*
- d. Compliance with financial discipline and proper functioning of systems that reduce the possibility of the emergence of irregularities in the functioning of the Company.*
- 3. In the course of monitoring of the effectiveness of the risk management systems, in particular, the Audit Committee:*
 - a. Issues opinions on the principles of prudent and stable management and acceptable risk levels in the areas of activity of the Company,*
 - b. Issues opinions on principles governing the processes of estimation of internal capital, capital management, and planning,*
 - c. Assesses compliance with the risk management principles in the Company based on reports submitted by proper units of the Company and presents recommendations in this regard,*
 - d. Assesses the adjustment of the Company to the observations, opinions, and decisions addressed to the Company by entities that supervise the Company's operations,*
 - e. Issues opinions on projects of significant regulations and amendments to rules of the Company, concerning the principles of compliance with the binding laws, standards, and policy of the Company,*
 - f. Assesses the compliance of proper units of the Company with the procedures of notifying the Management Board of any irregularities in the Company.*
- 4. In the course of control and monitoring of independence of the statutory auditor and the auditing company that conducts audits of financial statements of the Company, in particular, the Committee:*
 - a. Presents recommendations for assessment of the work of the statutory auditor and the auditing company conducting audits of financial statements of the Company, in particular, in terms of their independence,*
 - b. Issues opinions on the involvement of the statutory auditor or auditing company conducting audits of financial statements of the Company in performance of permitted services other than auditing of financial statements and presents opinions concerning the Company policy in this regard,*
 - c. Presents recommendations on the remuneration amount payable to the statutory auditor or the auditing company conducting audits of financial statements of the Company for*

auditing of financial statements of the Company, as well as for any other services rendered on behalf of the Company,

d. Monitors the independence of the statutory auditor and the auditing company conducting audits of the Company's financial statements and their impartiality concerning the audits conducted, in particular, through collection and verification of applicable statements and discussing any threats to their independence with the statutory auditor or the auditing company.

5. As regards access to the key statutory auditor (conducting audits of financial statements of the Company), documentation, and experts:

a. The Committee may claim that the key statutory auditor discusses the critical issues based on the audit with the Committee, the Management Board, or the Board of Supervisors,

b. The Committee may require the Company to provide the necessary clarifications and information and to submit documents, which are essential for the Committee to perform its tasks,

c. The Committee may address the Board of Supervisors, requesting that it commissions expert opinions and evaluations to be used by the Committee for the proper performance of its tasks,

d. The Committee may demand selection of experts other than the Committee members. If such experts are to receive remuneration, the Company shall be obliged to enter agreements with the experts in this regard,

e. The Committee may invite to meetings third persons having the proper experience necessary for the performance of tasks of the Committee,

f. The Committee should be informed of the method of accounting significant and non-standard transactions if there is a possibility of using various accounting methods.

§ 6.

[Obligations of the Audit Committee]

1. The Audit Committee shall submit to the Board of Supervisors:

a. The conclusions, opinions, and recommendations developed in association with performance of the functions and tasks of the Committee within the time limit, enabling the Board of Supervisors to take proper action,

b. A report on activity in a given trading year, within the time limit enabling the Board of Supervisors to include this report in the annual evaluation of the Company's condition.

2. The Audit Committee should perform its tasks under the scope of authorization and regularly inform the Board of Supervisors of its activity and results of works.

III. Organization of work of the Audit Committee.

§ 7.

[General principles]

- 1. The Committee operates collectively.*
- 2. The Chairman manages the works of the Committee.*
- 3. In the case of the absence of the Chairman of the Committee or their inability to perform their functions, their competencies shall be taken over temporarily by one of the Committee members.*
- 4. Meetings of the Committee shall be held at least three times a year, including at least once in the presence of the auditor conducting an audit of the Company's financial statements on dates established by the Committee Chairman. At least once a year, the meeting of the Committee should include a meeting solely with representatives of the internal and external auditor.*
- 5. The Board of Supervisors, individual members of the Committee, and members of the Management Board shall be entitled to include items in the agenda of Committee meetings.*

§ 8.

[Convening of meetings of the Audit Committee]

- 1. The Committee Chairman shall convene meetings of the Audit Committee. In exceptional cases, a meeting of the Committee may be called by the Chairman or the Vice-Chairman of the Board of Supervisors.*
- 2. Meetings of the Committee shall also be convened on the initiative of members of the Committee, of the Board of Supervisors other than members of the Committee, and as requested by the Management Board and the internal or external auditor of the Company.*
- 3. The meeting agenda shall be decided upon by the person convening the meeting.*
- 4. Convening of meetings of the Audit Committee shall take place in the manner and on dates established for the convening of meetings of the Board of Supervisors. Other members of the Board of Supervisors shall also be notified of the date and place of the meeting.*
- 5. A meeting of the Committee may take place without having been formally convened if all members of the Committee are present and none objects to the meeting or makes reservations concerning the agenda.*

§ 9.

[Meetings of the Audit Committee]

- 1. Meetings of the Audit Committee are held at the Company's premises or in another location at the registered office of the Company.*

2. *Under exceptional circumstances, the meetings of the Committee may be held in a different location, as selected by the person authorized to convene the meeting.*
3. *The Committee members can participate in the meeting of the Committee by being physically present or using remote communication means.*
4. *A change in the agenda may take place in the course of the meeting solely if all members of the Committee are present and give their consent for extending the agenda of the meeting.*
5. *The Committee meeting may be attended - without voting rights - by other members of the Board of Supervisors, members of the Management Board, a representative of the external and the internal auditor, and other guests.*

§ 10.

[Passing of resolution]

1. *The Committee shall be capable of passing resolutions if at least one-half of its members are present during the meeting, and all members of the Committee have been duly informed of the meeting.*
2. *The Committee may pass resolutions in writing or using remote communication means.*
3. *Resolutions of the Committee shall be passed by an absolute majority of votes. If the number of votes cast for and against a resolution is equal, the vote of the Chairman of the Committee shall be decisive.*
4. *Recommendations and evaluations of the Committee shall be adopted as resolutions.*

§ 11.

[Records of meetings of the Audit Committee]

1. *Records of meetings of the Committee are prepared.*
2. *A record is signed by all members of the Committee who participated in the meeting.*
3. *Records of meetings of the Committee and any other materials shall be filed along with documentation of the Board of Supervisors.*
4. *Records of meetings of the Committee, with any conclusions, suggestions, and recommendations, shall be submitted to the Board of Supervisors and the Company's Management Board.*

IV. Final provisions

§ 12.

[Application of the Regulations of the Board of Supervisors]

In matters not regulated directly by these Regulations, the Regulations of the Board of Supervisors shall apply.

§ 13.

[Amendments to the Regulations and coming into force]

- 1. Any amendments to these Regulations shall require a resolution of the Board of Supervisors.*
- 2. The Regulations have been adopted by resolution no.2 of the Board of Supervisors of November 7th, 2017.*