

**POLICY AND PROCEDURE FOR SELECTING AN AUDIT FIRM TO CONDUCT STATUTORY  
AUDIT/REVIEW OF FINANCIAL STATEMENTS  
OF MEDICALGORITHMICS S.A. AND MEDICALGORITHMICS CAPITAL GROUP**

adopted by Resolution No. 1/2023 of the Audit Committee of Medicalgorithmics S.A. dated January 23, 2023.

Medicalgorithmics S.A. (the "Company") is a public interest entity and the parent entity of the Medicalgorithmics Capital Group (the "Capital Group").

The financial statements of the Company and the consolidated financial statements of the Capital Group for each financial year and for each half-year of a given year are subject to statutory audit and review by an audit firm.

In light of the above, the Company's Audit Committee establishes the following principles and procedures regarding the selection of an audit firm to conduct the statutory audit of the Company's financial statements:

**§ 1**

**Principles of Selection of an Audit Firm**

1. Pursuant to § 20 point 2 of the Company's Statute, the selection of an audit firm is made by the Company's Supervisory Board.
2. The Company's Supervisory Board selects an audit firm or decides to extend the contract for the audit of financial statements after reviewing the recommendation of the Audit Committee, in which the Audit Committee:
  - a. identifies the audit firm it proposes to entrust with the statutory audit;
  - b. declares that the recommendation is free from third-party influence;
  - c. confirms that the Company has not entered into agreements containing clauses referred to in art. 66 sec. 5a of the Accounting Act of September 29, 1994,
  - d. confirms, based on the documents presented and the statements and explanations provided, the determination of the audit firm's compliance with the requirements for entrusting it with its functions and the absence of the risk of the audit firm losing its qualifications or other circumstances preventing the audit of the financial statement.
3. In the event that the selection of an audit firm does not concern the extension of the contract for the audit of financial statements, the Audit Committee prepares and submits to the Company's Supervisory Board an additional recommendation regarding the selection of an audit firm. This recommendation:
  - a. is prepared based on the bidding procedure organized by the Company in accordance with § 2 below;

- b. relates to at least two audit firms recommended by the Audit Committee with justification and indication of the Audit Committee's justified preference for one of them;
4. The selection of an audit firm is made with sufficient advance notice so that the contract for the audit of financial statements can be signed or extended in a timely manner to allow the audit firm to participate in the inventory of significant assets.
5. When selecting an audit firm, the Audit Committee and the Company's Supervisory Board pay particular attention to the absence of the risk of the audit firm losing its qualifications or encountering circumstances preventing the audit of the financial statement, as well as the necessity of maintaining the independence and high level of professional competence of the audit firm and the statutory auditor. In particular, when presenting a recommendation to the Supervisory Board, the Audit Committee takes into account data and information about the audit firm obtained from the audit firm, including those concerning controls and findings from the controls of the Polish Auditing Oversight Authority (PAOA) or included in the PAOA's annual report, as well as the scope, scale, and results of services provided by the audit firm and the statutory auditor over the last 5 (five) years preceding the selection of the audit firm.
6. Control and monitoring of the risk of losing qualifications or encountering other circumstances preventing the audit, as well as the independence of the audit firm and the statutory auditor, are carried out at each stage of the audit firm selection procedure.
7. The selection of an audit firm is made taking into account the experience in the statutory audit of financial statements of public interest entities, including companies listed on the Warsaw Stock Exchange, and knowledge of the IT industry, modern technologies. The selection is made considering the structure and specificity of the activities of the Capital Group, including the possession of subsidiary companies in foreign jurisdictions.
8. The selection of an audit firm is made in accordance with the principles of rotation of the audit firm and the key statutory auditor resulting from the provisions of the applicable law, i.e., in such a way that the maximum uninterrupted duration of statutory audit engagements carried out by the same audit firm or a firm affiliated with that audit firm or any member of a network operating in European Union countries, to which those audit firms belong, does not exceed 5 (five) years, and the key statutory auditor has not conducted the statutory audit in the Company for a period longer than 5 (five) years. In such a case, the audit firm may again conduct the statutory audit in the Company after at least 4 (four) years have elapsed since the end of the last statutory audit, and the key statutory auditor after at least 3 (three) years have elapsed since the end of the last statutory audit.
9. The first contract for the audit of financial statements is concluded with the audit firm for a period of not less than 2 (two) years, with the possibility of: i) the Company withdrawing from entrusting the audit in the second such year with the consent of the Supervisory Board, ii) extension for further periods of at least two years, taking into account the principles of rotation of the audit firm and the key statutory auditor.
10. The agreement with the audit firm should include a statement by the audit firm regarding the absence of the risk of the audit firm losing its qualifications or encountering circumstances preventing the audit of financial statements, and impose on the audit firm the obligation to repeat this statement when conducting periodic audits of the Company's financial statements, as well as to inform the Company promptly of the possibility of such a risk and its causes.

11. Neither the first assignment received by a statutory auditor or audit firm nor the first assignment together with any renewed assignments may last longer than 10 (ten) years.

## **§ 2**

### **Procedure for Collecting Offers for Conducting Audits of Financial Statements**

1. The procedure for selecting a new audit firm to conduct the statutory audit of the Company's financial statements is carried out by the Company's Management Board based on the authorization granted to it by the Audit Committee. The Audit Committee authorizes the Management Board to conduct the selection procedure for the audit firm only in situations where this selection does not involve extending the contract for the audit of the Company's financial statements or when considering not extending the engagement or changing the statutory auditor within the period specified in the existing engagement (termination of the audit contract).
2. The Management Board prepares tender inquiries for the selection of an audit firm to conduct the statutory audit of the Company's financial statements, which are sent to selected audit firms, taking into account the provisions of § 1 above, the principles of audit firm rotation and key auditor rotation, their independence, competence, quality of services, reputation, number of audits carried out in public interest entities, as well as any other requirements arising from the applicable law.
3. The tender inquiries referred to in the preceding paragraph shall include:
  - a. information about the Company's activities,
  - b. indication of financial statements subject to audit,
  - c. selection criteria as mentioned in paragraph 4 below.
4. The following selection criteria are established for evaluating offers submitted by audit firms:
  - a. quality of audit work performed, resources available for the contract, efficiency of work performed,
  - b. reputation and credibility in the capital market,
  - c. price,
  - d. knowledge of the IT industry, market of modern technologies,
  - e. experience in auditing public interest entities (including companies listed on regulated markets), capital groups with foreign subsidiaries.
5. The Management Board may conduct direct negotiations with interested bidders during the selection procedure.
6. The Management Board evaluates the offers submitted by audit firms according to the selection criteria specified in paragraph 4 above and prepares a report containing conclusions from the tendering procedure.
7. The Audit Committee and each of its members have full and current access to the actions of the Management Board indicated in paragraphs 1-6 above. The Audit Committee receives explanations from the Management Board during the aforementioned activities and may undertake its own actions and/or findings in this regard with notification to the Management Board.
8. The Management Board and the Audit Committee take into account all findings or conclusions contained in the annual report referred to in Article 90(5) of the Act of May 11, 2017, on statutory auditors, audit firms, and public oversight, which may affect the selection of the audit firm.

### **§ 3**

#### **Final provisions**

1. The provisions of this Policy and Procedure for Selecting an Audit Firm shall apply for the first time to the selection of an audit firm to conduct the statutory audit of the Company's financial statements for the financial year 2022 and for the first half of 2022.
2. Any change to the content of this document requires a resolution by the Company's Audit Committee.