

ETK Audit Committee Pre-Approval Policy

(hereinafter: the “**Pre-Approval Policy**”)

1. Scope

This Pre-Approval Policy sets out conditions for receiving from an audit company carrying out the statutory audit(s) of the ETK the non-audit services (i) listed in Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) and (ii) listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*).

2. Statement of Principles

The standards set out in this Policy shall also apply to any member of the ETK Group¹. There may be mandatory local rules and requirements applying to member(s) of the ETK Group that are more extensive and/or strict than this Pre-Approval Policy, in which case, in addition to this Pre-Approval Policy, any such local rules and requirements shall be complied with.

The Audit Committee of the ETK (hereinafter: the “**AC**”) is required to pre-approve any of the non-audit service(s) performed by the statutory auditor carrying out its statutory audit. This is required in order to assure that the provision of non-audit service(s) does not impair independence of the statutory auditor. Any approval or withholding by the AC under this Pre-Approval Policy shall be in writing and adequately justified.

Unless non-audit service(s) listed in Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) are generally pre-approved in accordance with article 3 of this Pre-Approval Policy (*General Pre-Approval*), they will require specific pre-approval by the AC.

Any non-audit service(s) listed in Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) being subject to general pre-approval but exceeding the pre-approved fee level set in the article 3 of this Pre-Approval Policy (*General Pre-Approval*) will require specific pre-approval by the AC.

Total fees for non-audit services referred to in Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) provided by the statutory auditor of the ETK to the ETK Group shall be limited to no more than 50% of the average of the fees paid in the last three consecutive financial years for the statutory audits of the ETK Group.

¹ ETK Group means subsidiaries of the ETK and each subsidiary of its subsidiary.

Non-audit services listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*) will always require specific pre-approval by the AC.

The AC may not delegate its responsibilities under this Pre-Approval Policy to the Management Board of the ETK or any of the executive directors (i.e. LT members) of the ETK.

3. General Pre-Approval

Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) describes Transaction Services, Risk Management and Business Improvement Services, Attestation and Accounting Services and General Services that are generally pre-approved by the AC, provided that the agreed fees for each engagement of the statutory auditor does not exceed the amount of EUR 3.000,00 (three thousand euros). In case the agreed fees exceed the amount of EUR 3.000,00 (three thousand euros), specific pre-approval by the AC prior to signing the engagement letter shall be required.

The AC will at each meeting review any non-audit service(s) provided to the ETK by the statutory auditor(s) without obtaining specific pre-approval by the AC.

4. Prohibited Non-Audit Services

Provision of non-audit services listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*) will always require specific pre-approval by the AC prior to signing the engagement letter with the statutory auditor or any other member of the network to which the statutory auditor of the ETK belongs to.

Specific pre-approval by the AC for the provision by the statutory auditor or any other member of its network of non-audit services listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*) can be given providing that:

- (i) such services are not provided in the period between the beginning of the period audited and the issuing of the audit report; and
- (ii) only in relation to the services listed in point (g) of the Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*), these are not provided also in the financial year immediately preceding the period referred to in point (i) above.

The above shall also apply to any other member of the ETK Group intending to receive such non-audit services from the statutory auditor of the ETK or any other member of the network to which the statutory auditor of the ETK belongs to.

5. Procedures

Offer by the statutory auditor to provide non-audit services that require specific approval by the AC must be made in writing and include its statement and argumentation on why the provision of respective services shall not impair its independence in carrying out the statutory audit. Additionally, if the member of the network to which the statutory auditor of the ETK belongs to intends to provide any of the non-audit services listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*) to the member of the ETK Group incorporated in a third country (i.e. outside European Economic Area), its offer should include the written approval or consent by the statutory auditor of the ETK.

Offer by the statutory auditor to provide non-audit services that require specific approval by the AC shall be first submitted to the Finance Director of the ETK who will prepare its opinion on the offer and then submit the offer accompanied with its opinion to the AC for final resolution.

At each meeting of the AC, the chairman of the AC or other member of the AC designated by the AC, shall report to the AC any pre-approvals considered, and if applicable, decided upon, since the last meeting.

The statutory auditor will provide the AC with a quarterly summary of ongoing engagement(s) related to any non-audit services provided and year-to-date report of fees and expenses for such services.

Allowed Non-Audit Services

The following non-audit services are pre-approved, provided that:

1. the estimated fee level for each engagement of the statutory auditor related thereto does not exceed the amount of EUR 3.000,00 (three thousand euros);
2. such non-audit services provided to the ETK Group do not exceed 50% of the average of the fees paid in the last three consecutive financial years for the statutory audits of the ETK Group; and
3. this Pre-Approval Policy is complied with and such non-audit services are not of the types prohibited according to Attachment B of this Pre-Approval Policy (*Prohibited Non-Audit Services*).

Below are listed examples of non-audit services which generally fit the category of the Allowed Non-Audit Services. For avoidance of any doubt, these examples do not exclude other non-audit services from being allowed and thus received by the ETK providing they meet the conditions set under this Pre-Approval Policy.

Transaction Services

- Due diligence services (assistance in connection with due diligence activities in relation to mergers and acquisitions work);
- Closing balance sheet work (review of closing balance sheet subsequent to completion of an acquisition and transaction accounting advice); and
- Post-deal integration services, provided these are not of the types prohibited according to Attachment B of this Pre-Approval Policy (*Prohibited Non-Audit Services*).

Risk Management and Business Improvement Services

For the avoidance of any doubt, no services may include design or implementation of processes or procedures related to the preparation and/or control of financial information (which constitute prohibited non-audit services).

- Advice on ethics, codes of conduct, social responsibility and environmental matters;
- Review and commenting upon existing and new IT processes, systems and controls;
- Services to assess compliance with statutes, regulations, corporate codes of conduct and policies;

- Review of internal control aspects of computer systems;
- Review of and comment on the security and integrity of data quality including data held on both new and existing systems; and
- Assisting Group Companies in assembling facts about their internal control systems.

Attestation and Accounting Services

- Attestation and accounting services (attestation services such as an audit or review of financial information, signing of certificates and accounting services such as advice in accounting matters which are not deemed to be bookkeeping work, preparation of accounting records or financial statements, provision of fairness opinions or internal audit outsourcing);
- Recurring audit of consolidated financial statements including statutory audits in connection with an audit in accordance with Generally Accepted Auditing Standards;
- Investigation procedures and reviews relating to compliance with contracts, including licensing contracts with customers; and
- Provision of opinions and assurance to third parties in certain areas, including provision of comfort letters, third party opinions on systems and controls and statutory certificates and opinions to supervisors and regulators.

General Services

- General services available to all clients of the firm “off the shelf” and not prohibited under applicable EU rules, such as conferences, benchmarking data and reports, web portal information services and software packages, e.g. for tax filing.

Prohibited Non-Audit Services

a) tax services relating to:

- (i) preparation of tax forms;
- (ii) payroll tax;
- (iii) customs duties;
- (iv) identification of public subsidies and tax incentives unless support from the statutory auditor in respect of such services is required by law;
- (v) support regarding tax inspections by tax authorities unless support from the statutory auditor or the audit firm in respect of such inspections is required by law;
- (vi) calculation of direct and indirect tax and deferred tax;
- (vii) provision on tax advice;

b) services that involve playing any part in the management or decision-making of the audited entity;

(c) bookkeeping and preparing accounting records and financial statements;

(d) payroll services;

(e) designing and implementing internal control or risk management procedures related to the preparation and/or control of financial information or designing and implementing financial information technology systems;

(f) valuation services, including valuations performed in connection with actuarial services or litigation support services;

(g) legal services, with respect to:

- (i) the provision of general counsel;
- (ii) negotiating on behalf of the audited entity; and
- (iii) acting in an advocacy role in the resolution of litigation;

(h) services related to the audited entity's internal audit function;

(i) services linked to the financing, capital structure and allocation, and investment strategy of the audited entity, except providing assurance services in relation to the financial statements, such as the issuing of comfort letters in connection with prospectuses issued by the audited entity;

(j) promoting, dealing in, or underwriting shares in the audited entity;

(k) human resources services, with respect to:

- (i) management in a position to exert significant influence over the preparation of the accounting records or financial statements which are the subject of the statutory audit, where such services involve: — searching for or seeking out candidates for such position; or — undertaking reference checks of candidates for such positions;
- (ii) structuring the organization design; and
- (iii) cost control.