ReVISION
Rzeszów - Józef Król Sp. z o.o.
AUDYT - KSIĘGOWOŚĆ - PODATKI

Pelczara Street 6C/8
35-312 Rzeszów

Tel. +48 17 852 22 38
Fax +48 17 853 44 74
e-mail: biuro@rs.rzeszow.pl
www.rs.rzeszow.pl

INDEPENDENT AUDITOR'S REPORT

FROM PROVIDING A SERVICE OFFERING REASONABLE ASSURANCE

AS REGARDS THE ASSESSMENT OF THE REMUNERATION REPORT

to the General Meeting and Supervisory Board of Makarony Polskie Spółka Akcyjna

Subject of the service

We have been engaged to assess the attached remuneration report of **Makarony Polskie Spółka Akcyjna** (*"the Company")* for 2020, prepared by the Supervisory Board, with regard to the completeness of the information included therein resulting from Article 90g of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to an organised trading system and on public companies (Dz.U.2020.2080, hereinafter the "Act on public offering").

Identification of assessment criteria

For the purpose of evaluating the remuneration report prepared by the Supervisory Board, we have used the criteria contained in Article 90g (10) of the Public Offering Act as, in our opinion, appropriate to formulate a conclusion providing reasonable assurance.

Pursuant to the aforementioned article, the remuneration report shall be subject to evaluation by the statutory auditor with regard to the inclusion therein of the information required pursuant to Article 90g, sections 1 - 5 and 8 of the Act on Public Offering, i.e. concerning

- a comprehensive review of the remuneration of individual members of the management and supervisory boards in accordance with the remuneration policy,
- the total remuneration of the members of the Management Board and the Supervisory Board broken down into fixed and variable components and the proportions between those components,
- explain how the total remuneration of the members of the administrative and supervisory boards is consistent with the adopted remuneration policy, including how it contributes to the long-term performance of the company;

- information on how the performance criteria were applied;
- information about the change, on an annual basis, in the remuneration of members of the management board and the supervisory board, the performance of the company and the average remuneration of its employees who are not members of the management board or the supervisory board, over a period of at least the last five financial years, in aggregate, so as to enable comparison;
- the amount of remuneration of members of the management board and the supervisory board from entities belonging to the same group,
- the number of financial instruments granted or offered to the members of the administrative and supervisory boards and the main conditions for the exercise of the rights conferred by these instruments, including the price and exercise date and any modification thereof;
- information on the use by management and supervisory board members of the possibility to claim back variable components of remuneration;
- information on deviations from the procedure for implementing the remuneration policy and on temporary deviations from the application of the remuneration policy, including an explanation of the rationale and procedure and an indication of the elements which have been deviated from.
- information on the value of pecuniary or non-pecuniary benefits granted to the closest members of the management or supervisory board, if any.

By auditor's assessment, we mean an assessment of whether, in all material respects, the scope of the information presented in the remuneration report is complete and the information has been disclosed with the level of detail required by the Public Offering Act.

Liability of the members of the Supervisory Board

Pursuant to the Public Offering Act, the members of the Company's Supervisory Board are responsible for preparing the remuneration report in accordance with the applicable legal provisions and, in particular, for the completeness of the report and the information contained therein.

The Board's responsibility also includes designing, implementing and maintaining a system of internal control that ensures the preparation of a complete remuneration report that is free from material misstatement due to fraud or error.

Auditor's responsibility

Our task was to assess the information provided in the attached remuneration report against the criterion set out in the *Identification of Assessment Criteria* section and to express, on the basis of the evidence obtained, an independent conclusion on the assurance service provided that provides reasonable assurance.

Compatibility with KSUA 3000 (amended)

We have performed the service in accordance with the regulations of the National Standard on Assurance Engagements Other than Audits and Reviews 3000 (Z) as amended by the International Standard on Assurance Engagements 3000 (amended) *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, adopted by Resolution No. 3436/52e/2019 of the National Council of Statutory Auditors dated 8 April 2019, as amended ("KSUA 3000 (Z)").

This standard requires the auditor to plan and perform procedures so as to obtain reasonable assurance that the remuneration report has been prepared completely and in accordance with specified criteria.

Reasonable assurance is a high level of certainty but does not guarantee that a service conducted in accordance with KSUA 3000 (Z) will always detect an existing material misstatement.

The procedures selected depend on the auditor's judgment, including his or her assessment of the risks of material misstatement due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the complete report in order to design appropriate procedures to provide the auditor with sufficient and appropriate evidence. An assessment of the functioning of the internal control system has not been carried out in order to express a conclusion on its effectiveness.

Quality control requirements

ReVISION RZESZÓW - Józef Król Spółka z ograniczoną odpowiedzialnością applies the National Quality *Control* Standards in the wording of International Quality Control Standard 1 Quality Control of *Firms Performing Audits and Reviews of Financial Statements and Performing Other Assurance and Related Services Orders* adopted by Resolution No. 2040/37a/2018 of the National Council of Statutory Auditors of 3 March 2018, as amended (hereinafter referred to as the NQCS).

As required by the NQCS, the audit firm maintains a comprehensive quality control system that includes documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Independence and other ethical requirements

In carrying out the service, the statutory auditor and the audit firm complied with the independence and other ethical requirements set out in the International Code of Ethics for Professional Accountants (including the International Independence Standards) of the International Ethics Standards Board for Accountants, adopted by Resolution of the National Council of Statutory Auditors No. 3431/52a/2019 of 25 March 2019 on the principles of professional ethics for statutory auditors (hereinafter the IESBA Code). The IESBA Code is based on the fundamental principles of integrity, objectivity, professional competence and due diligence, confidentiality and professional conduct. We have also complied with other independence and ethical requirements that apply to this assurance service in Poland.

Summary of work carried out and limitations of our procedures

The procedures we planned and carried out included, in particular:

- reviewing the content of the remuneration report and comparing the information contained therein with the applicable criteria;

- familiarising oneself with the resolutions of the General Meeting of the Company concerning the remuneration policy for members of the Management Board and the Supervisory Board and the resolutions of the Supervisory Board detailing them;

- to ascertain, by comparison with corporate documents, the list of persons for whom there is a requirement to include information in the remuneration report and to determine, by enquiries with those responsible for preparing the report and, where we considered it appropriate, also directly with the persons affected by the requirement to include information, whether all the information provided for by the criteria for preparing the remuneration report has been disclosed.

Our procedures were solely intended to obtain evidence that the information included by the Supervisory Board in the remuneration report for completeness complies with the applicable requirements. The purpose of our work was not to assess the sufficiency of the information included in the remuneration report in terms of the purpose of preparing the remuneration report or to assess the correctness and reliability of the information contained therein, in particular as regards the amounts disclosed, including estimates made for previous years, figures, dates, inclusion in the breakdown, allocation methods, compliance with the remuneration policy adopted by the Board of Directors.

The remuneration report has not been audited in accordance with National Standards on Auditing. In the course of the assurance procedures performed, we did not audit or review the information used to prepare the remuneration report and therefore we do not accept responsibility for issuing or updating any reports or opinions on the company's historical financial information.

We consider that the evidence we have obtained provides a sufficient and appropriate basis for our conclusion below.

Conclusion

The basis for the formulation of the auditor's conclusion is the matters described above and the conclusion should therefore be read with these matters in mind.

In our opinion, the enclosed remuneration report, in all material respects, contains all the elements listed in Article 90g paragraphs 1 - 5 and 8 of the Public Offering Act.

Limitation of use

This report has been prepared by ReVISION RZESZÓW - Józef Król Spółka z ograniczoną odpowiedzialnością for the General Meeting and the Supervisory Board and is intended solely for the

purpose described in the section *Identification of criteria and description of the subject matter and* should not be used for any other purpose.

ReVISION RZESZÓW - Józef Król Spółka z ograniczoną odpowiedzialnością does not accept in connection with this report any liability arising from contractual or non-contractual relationships (including negligence) in respect of third parties in the context of this report. The above does not exempt us from liability in situations where such exemption is excluded by law.

Signed by /
Podpisano przez:

Agnieszka Lew

Date / Data:
2021-06-01
14:57

Agnieszka Lew, reg. no. 11556

Conducting service on behalf of **ReVISION RZESZÓW - Józef Król Spółka z ograniczoną odpowiedzialnością** registered in the list of auditing companies under number 3510

Rzeszów, 1 June 2021