

## *Schedule no. 2*

### **Policy for providing the Company with services by an audit firm that audits the Company's financial statements, entities associated with that firm, and by a member of the audit firm's network, that are not auditing the Company's financial statements**

#### **§ 1**

##### **DEFINITIONS**

1. The terms used in this Policy shall have the following meanings:
  - 1) **Financial Audit Activities** – services within the meaning of Art. 2 point 7 of the Act;
  - 2) **Allowed Services** – services listed in §2 point 2 of this Policy which, pursuant to Art. 136(2) of the Act, can be provided in favour of the Company by an auditor or an auditing company conducting the statutory audit of the Company or any member of a network that auditor or the auditing company is affiliated with;
  - 3) **Committee** – the Audit Committee of the Company;
  - 4) **Supervisory Board** – the Supervisory Board of the Company;
  - 5) **Committee's Regulations** – Regulations of the Audit Committee of „Captor Therapeutics” S.A with its registered office in Wrocław;
  - 6) **EU Regulation** – Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC;
  - 7) **Company** – „Captor Therapeutics” Spółka Akcyjna with its registered office in Wrocław;
  - 8) **Act** – act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight;
  - 9) **Prohibited Services** – services listed in §2 point 4 of this Policy which, pursuant to Art. 136(1) of the Act, cannot be provided in favour of the Company by an auditor or an auditing company conducting the statutory audit of the Company or any member of a network that auditor or the auditing company is affiliated with.
2. Any terms which are not specified in point 1 above shall have the meaning assigned to them in applicable laws, in particular in the Act.

#### **§ 2**

##### **CATALOGUE OF THE ALLOWED AND PROHIBITED SERVICES**

1. An auditor or an auditing company conducting the statutory audit of the Company or any member of a network that auditor or the auditing company is affiliated with, may provide the Company, directly or indirectly, only with services which do not represent a threat to its independence, i.e.:
  - a) the Financial Audit Activities;
  - b) the Allowed Services listed in point 2 below.
2. The Allowed Services, which can be provided directly or indirectly in favor of the Company, are:
  - a) services relating to:
    - i) performing economic and financial due diligence procedures;
    - ii) issuing confirmation letters;- that are executed in relation to the prospectus of the Company, conducted in accordance with the national standard of related services and including implementation of agreed procedures;
  - b) attestation services with regard to pro forma financial information, performance forecasts or estimated results, included in the prospectus of the audited entity;

- c) examination of historical financial information to a prospectus referred to in the Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the form, incorporation by reference and publication of such prospectuses and dissemination of advertisements;
  - d) verification of consolidation packages;
  - e) confirming the fulfillment of the conditions of credit agreements based on an analysis of financial information included in an audited financial statements by a given audit company;
  - f) attestation services for corporate governance, risk management and corporate social responsibility reporting;
  - g) attestation services concerning statements or other financial information intended for supervisory board or other supervisory body of the company or owners that fall outside the scope of the statutory audit and intended to assist those supervisory bodies in fulfilling their statutory obligations.
3. Providing the Allowed Services is permissible only to the extent not related to the tax policy of the Company and pursuant to the rules set forth in §3 below.
4. For the avoidance of doubt, an auditor or an auditing company conducting the statutory audit of the Company or any member of a network that auditor or the auditing company is affiliated with, cannot provide the Prohibited Services. The Prohibited Services are any services other than the Financial Audit Activities and the Allowed Services, in particular services listed in the Art. 5(1) of the EU Regulation, i.e.:
- 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 or the audit firm 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 of 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:
      - (a) searching for or seeking out candidates for such position; or
      - (b) undertaking reference checks of candidates for such positions;
    - ii) structuring the organisation design; and
    - iii) cost control.
5. The prohibition referred to in point 4 above shall apply in:
- a) the period between the beginning of the period audited and the issuing of the audit report; and
  - b) the financial year immediately preceding the period referred to in point a) above – in relation to the services listed in point 4 letter g) above.

### **§ 3**

#### **RULES FOR THE PROVISION OF THE ALLOWED SERVICES**

1. Provision of the Allowed Services is subject to the requirements arising from generally applicable laws, in particular from the EU Regulation and the Act.
2. Provision of the Allowed Services shall be conducted in accordance with the principles of independence set forth in the rules of professional ethics and/or standards of performance of such services.
3. An auditor or an auditing company conducting the statutory audit of the Company or any member of a network that auditor or the auditing company is affiliated with may provide the Company with the Allowed Services only if it is justified by the interest of the Company, in particular if an auditor, being familiar with the Company's nature, business and environment, offers the Company high quality of the Allowed Services provided with extended knowledge of the Company and/or on competitive terms.
4. Provision of the Allowed Services requires prior approval of the Committee. The Committee shall adopt an appropriate resolution at the request of the Management Board or the Supervisory Board of the Company. An approval can be granted only if the Committee has properly assessed the risks and safeguards of independence referred to in Art. 69-73 of the Act.

### **§ 4**

#### **FINAL PROVISIONS**

1. The Policy shall not replace or limit the applicable general rules of law, in particular obligations of the Committee included in the Act, in the EU Regulation and in the Committee's Regulations.
2. The content of this Policy may be changed at the request of the Committee, by way of a resolution of the Supervisory Board.
3. The Policy, as well as its amendment, shall enter into force upon its adoption by the Supervisory Board.