

**Report of the Supervisory Board**  
**regarding the annual report of Resbud SE for 2021**  
/covering the period from January 1, 2021 to December 31, 2021/

This report has been prepared by the Supervisory Board of Resbud SE in accordance with Section 333 (1) of the Commercial Code and will be presented to the next Annual General Meeting.

**1. Approval of the annual report**

The Supervisory Board reviewed the consolidated annual report of Resbud SE for 2021 for the period from January 1, 2021 to December 31, 2021, prepared by the Management Board and audited by KPMG. It also reviewed the Auditor's Opinion and the Management Board's Position relating to the presented reasons for refusing to issue the opinion.

In the course of its supervisory activities, the Supervisory Board reviewed the Consolidated Statement of Financial Position of RESBUD SE as of December 31, 2021, and the Consolidated Statement of Profit or Loss and Other Comprehensive Income, the Consolidated Statement of Cash Flows, and the Consolidated Statement of Changes in Equity for 2021, as well as the notes to the Consolidated Financial Statements, including a summary of significant accounting policies. The Supervisory Board was also provided with financial data on the financial position and operations of the Group's individual companies. In addition, it was kept informed of the progress of the audit work and problems arising during the audit process.

The audited financial statements, both stand-alone and consolidated, present a true and fair view of the Company's and the Group's consolidated financial position, as well as its consolidated financial result and consolidated cash flows in accordance with applicable International Financial Reporting Standards approved by the European Union and accepted accounting principles. In the opinion of the Supervisory Board, these reports do not raise any objections both as to form and content contained therein.

Based on the above, the Supervisory Board is convinced of the accuracy and reliability of the data contained in the documents referred to above. Their conformity with the facts is not in doubt, as they are confirmed by the accounting documents in the Company's possession, which were disclosed in the course of the audit.

The Supervisory Board is keeping abreast of the Company's situation, including all the risks associated with the activities carried out by the group companies. Despite the situation related to the war in Ukraine and the resulting economic consequences, the Board, as a control

and supervisory body, sees no grounds for questioning the Group's ability to continue its operations.

Therefore, sharing the position of the Management Board and recognizing the arguments raised by it, the Supervisory Board approves the annual report of Resbud SE for the period from January 1, 2021 to December 31, 2021.

## **2. Organizational matters and matters related to the management of the Company's operations**

In accordance with the Estonian Commercial Code and the Company's Articles of Association, the members of the Supervisory Board of Resbud SE are elected by the Shareholders' Meeting. During the reporting period, the Supervisory Board operated in the following composition:

- during the period: January 1, 2021 - April 23, 2021  
Anna Jõemets, Andrei Prakopchyk and Alexey Petrov
- during the period: April 24, 2021 - December 31, 2021  
Anna Jõemets, Adam Zaremba and Alexey Petrov

Members of the Supervisory Board align their activities with the Company's Articles of Association, the Corporate Governance Code, the rules and regulations of the Warsaw Stock Exchange and applicable laws. The Supervisory Board is responsible for planning and managing the activities of Resbud SE and for controlling the activities of the Management Board. The members of the Supervisory Board take an active part in defining the Company's long-term goals, the annual operating plan and approving the Company's budget.

In accordance with the Articles of Association, the Supervisory Board also approves activities beyond the scope of day-to-day business transactions and agrees on transactions in which the Company's management has asked the Supervisory Board for its opinion. The detailed rules of the Resbud SE Supervisory Board are set forth in the Articles of Association, available on the Issuer's website at [www.resbud.ee](http://www.resbud.ee).

The Management Board and Supervisory Board hold joint meetings on matters related to the Company's strategy. The Board of Directors provided information on the Company's performance in 2021 and provided detailed explanations of the content. The interaction between the Management Board and the Supervisory Board is smooth, and the Supervisory Board is able to exercise control over the activities of the Management Board.

### **3. Internal control**

In accordance with the Company's organizational structure, the internal control system is based in particular on supervision by the Company's Management Board.

One of the areas covered by internal control remains accounting and finance, in particular the process of preparing financial statements and periodic reports. The Company's financial reporting is carried out in compliance with the standards set by International Accounting Standards and International Financial Reporting Standards. Those responsible for the preparation of financial reports continuously monitor legal changes affecting the shape of the reporting standards used.

Another area for which the Management Board is responsible is the publication of ESPI current reports. In this regard, the Management Board uses the guidelines found in the Individual Reporting Standards ("ISR"), i.e. a document that serves as a guide for the interpretation, formulation and publication of confidential information within the meaning of Article 7 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse, as well as current and periodic information within the meaning of the Regulation of the Minister of Finance of March 29, 2018 on current and periodic information provided by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state. This document makes it possible to assess whether events occurring in the RESBUD SE Group should be communicated to the market via ESPI current reports, thus providing the Company's shareholders and other capital market players with comprehensive access to information that may affect the Company's valuation.

The Supervisory Board of RESBUD SE concurs with the Management Board's assessment and indicates that the internal control system is sufficiently effective and adapted to the scale of operations. In connection with the pursuit of the development of the Company and the entire RESBUD SE Group, the internal control system will be subject to ongoing review to ensure its proper and effective functioning.

### **4. Corporate governance**

In 2021, the Company applied the corporate governance principles set forth in the two sets of "Good Practices of Companies Listed on the WSE" in the 2016 and 2021 versions - which are the next version after 2016 of the set of corporate governance principles adopted by Resolution No. 13/1834/2021 of March 29, 2021 by the Supervisory Board of the Warsaw Stock Exchange S.A. entering into force on July 1, 2021.

In the opinion of the Supervisory Board, in 2021 the Company properly and fairly performed its disclosure obligations related to the application of corporate governance principles, which are consistent with the facts. The Company's website contains a complete set of corporate documents and information that it has pledged to post when adopting certain

principles of the Best Practices. The Supervisory Board also indicates that the comments on the scope of application of the Good Practices are comprehensive and sufficiently contain factual information on their application.

Information on the status of RESBUD SE's application of the Good Practices of Companies Listed on the WSE 2021 can be found at <https://www.resbud.ee/lad-korporacyjny/>, as well as in the section of the Board's report on operations for 2021 in the section on application of corporate governance principles.

This assessment was prepared by the Supervisory Board based on, among other things:

- RESBUD SE activity report prepared by the Management Board,
- analysis of the documents made available (reports, statements, information),
- the results of its own observations and assessments in this regard,
- conclusions resulting from audits of financial statements carried out by the auditing firm, and opinions of independent experts.

## **Conclusions**

In presenting the above Report, the Supervisory Board recommends to the Ordinary General Meeting of RESBUD SE:

- a/ approval of the Management Board's report on its activities in 2021,
- b/ approval of the consolidated annual financial statements of RESBUD SE for 2021,
- c/ granting discharge to the Members of the Management Board and Supervisory Board for the performance of their duties for 2021.

## **Signatures:**

Anna Jõemets

Alexey Petrov

Maciej Grabowski

Sergiusz Pietrosz

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