

Report of the Supervisory Board of OEX S.A.

on its activities, assessment of the work in the financial year 2018 and results of the review of the statements and reports mentioned in art. 395 § 2 (1) of the Code of Commercial Companies

This scope of this report covers:

- 1) Information concerning the composition of the Supervisory Board of OEX S.A. in 2018;
- 2) Discussion of the activities of the Supervisory Board of OEX S.A. in the period from 01 January 2018 to 31 December 2018, including information about the matters discussed during the meetings of the Board;
- 3) Assessment of the report on the activities of the Company in the financial year 2018 and the separate financial statements of the Company for the financial year 2018 in terms of their compliance with the books of account, documents and the actual state of affairs as well as the motion of the Management Board of OEX S.A. concerning the distribution of the net profit of OEX S.A. for the financial year 2018;
- 4) Assessment of the report on the activities of the OEX Group in the financial year 2018 and the consolidated financial statements of the OEX Group for the financial year 2018 in terms of their compliance with the books of account, documents and the actual state of affairs;
- 5) Information about the fulfilment by the Members of the Supervisory Board of the independence criterion.
- 6) Self-assessment of the work of the Supervisory Board of OEX S.A.

1. Information concerning the composition of the Supervisory Board in 2018

In the financial year 2018, in the period from 01 January 2018 to 05 March 2018, the Supervisory Board worked in the following composition:

- Piotr Beaupré – Chairman of the Supervisory Board
- Tomasz Słowiński – Secretary of the Supervisory Board
- Tomasz Mazurczak
- Piotr Cholewa
- Michał Szramowski.

On 14 February 2018, Mr Tomasz Słowiński resigned from the function of the Member of the Supervisory Board of the Company in relation with the submission of his candidacy for the position of Member of the Management Board of the Company. The resignation of Mr Tomasz

Słowiński became effective on 5 March 2018. As of 5 March 2018, Mr Tomasz Kwiecień was appointed a Member of the Supervisory Board of the Company by virtue of a resolution of the Extraordinary General Meeting of Shareholders of OEX S.A.

In the period from 05 March 2018 to 31 December 2018, the composition of the Supervisory Board was as follows:

- Piotr Beaupré – Chairman of the Supervisory Board
- Tomasz Kwiecień – Secretary of the Supervisory Board
- Tomasz Mazurczak
- Piotr Cholewa
- Michał Szramowski

The above composition of the Supervisory Board has not changed until the date of this report.

2. Discussion of the activities of the Supervisory Board in 2018

The Supervisory Board of OEX S.A., pursuant to the provisions of the Code of Commercial Companies and the Articles of Association of the Company, maintained permanent supervision over the activities of the Company. In 2018, the Supervisory Board had four meetings and handled the most important operational and strategic issues concerning the operation of the Company, the Group and their further development.

Below are presented the most important issues dealt with the Supervisory Board in the financial year 2018:

- approval of the report on the activities of the Supervisory Board in 2017;
- selection of a statutory auditor to audit the financial statements of the Company and the consolidated financial statements of the Group;
- remuneration of the members of the Management Board of the Company;
- giving opinions on draft resolutions for the General Meeting of Shareholders of the Company;
- expressing opinions and grant of consents in other matters as requested by the Management Board of the Company;
- granting consent to enter into agreements with members of the Management Board;
- amendment to the By-laws of the Supervisory Board and the Management Board of the Company;

Furthermore, as part of the supervision over the day-to-day activities of the Company, the Supervisory Board systematically analysed the financial situation and the results of operating activities of the Company as well as the main risks related to the OEX S.A. Group.

Within the Supervisory Board of OEX S.A. operates an Audit Committee of the Supervisory Board which was appointed on 29 September 2017 by the Company's Supervisory Board. The Audit Committee operates in accordance with the principles laid down in the Statutory Auditors, Auditing Companies and Public Supervision Act of 11 May 2017 (*Journal of Laws*

Dz.U.2017.1089 as amended), as well as the By-Laws of the Supervisory Board of the Company and the By-Laws of the Audit Committee of the Supervisory Board of OEX S.A. as adopted by the Supervisory Board of the Company.

The basic tasks of the Audit Committee include in particular:

- a. monitoring of the financial reporting of the Company;
- b. audit of the efficiency of the internal control systems and risk management systems;
- c. assessment, control and monitoring of independence of the statutory auditor and the audit company;
- d. development of the policy of appointing an auditing company to audit the financial statements as well as preparation of an applicable procedure in this regard;
- e. submission of recommendations the purpose of which is to ensure the reliability of the financial reporting process within the Company.

Pursuant to §7 (8) of the By-Laws of the Supervisory Board of the Company, the Audit Committee submits annual reports on its activities to the Supervisory Board. The report of the Audit Committee is appended to this Report on the activities of the Supervisory Board.

3. Assessment of the report on the activities of OEX S.A. in 2018 and the separate financial statements of OEX S.A. for 2018 in terms of its compliance with the books of account, documents and the actual state of affairs as well as assessment the motion of the Management Board of OEX S.A. concerning the distribution of the net profit of OEX S.A. for 2018

Pursuant to Art. 382 § 3 of the Code of Commercial Companies, the Supervisory Board of OEX S.A carried out an assessment of the report on the activities of OEX S.A. in 2018 and the separate financial statements of OEX S.A. for 2018 in terms of its compliance with the books of account, documents and the actual state of affairs as well as assessment the motion of the Management Board of OEX S.A. concerning the distribution of the net profit of OEX S.A. for 2018.

Approval of the financial statements of the Company for 2018

Pursuant to the Resolution of the Supervisory Board dated 20 June 2018, the audit of the financial statements of the Company for the financial year 2018 was made by PKF Consult Spółka z ograniczoną odpowiedzialnością Sp. k. with registered office in Warsaw, at ul. Orzycka 6 lok. 1 B, entered into the list of entities authorised to audit financial statements under number 477. (hereinafter referred to as the ‘certified statutory auditor’).

The Supervisory Board familiarized with the Company’s financial statements for 2018, comprising:

- a) the statement of financial position, showing the total of assets and the total of equity & liabilities at kPLN 168.175 (say: one hundred and sixty-eight million one hundred and seventy-five thousand Polish zlotys);

- b) the statement of profit or loss and statement of comprehensive income, showing the total net profit of kPLN 10.760 (say: ten million seven hundred and sixty thousand Polish zlotys);
- c) the statement of changes in equity, showing an increase in equity by kPLN 29.024, (say: twenty-nine million and twenty-four thousand Polish zlotys);
- d) cash flow statement showing an increase in cash position by kPLN 19.495 (say: nineteen million four hundred and ninety-five thousand Polish zlotys);
- e) the supplementary notes to the financial statements.

and assessed the financial statements in terms of its compliance with the books and documents as well as with the actual state of affairs.

During the financial year, the Supervisory Board maintained a permanent supervision over the Issuer's activities, obtaining information from the Company's Management Board. The Management Board provided significant information concerning the Company's activities on an ongoing basis. Furthermore, the Supervisory Board has information provided to it by the Audit Committee which, within the scope of its functions, audited particular aspects of the Company's activity in the financial year.

The Supervisory Board also familiarised with the report and opinion of the certified auditor dated 10 April 2019 and, having made the assessment as mentioned above, concluded that it shared the conclusions of the certified auditor and would recommend that the General Meeting of Shareholders of the Company approved the separate statements of the Company for the year 2018.

Approval of the report on the activities of the Company in 2018

The Supervisory Board familiarised with the report on the activities of OEX S.A. in 2018 and the opinion of the statutory auditor dated 10 April 2019. The Supervisory Board assessed the report and concluded that it shared the conclusions of the opinion of the statutory auditor and will recommend to the Ordinary General Meeting of Shareholders to approve the report on the activities of the Company in the financial year 2018.

Motion of the Management Board of OEX S.A. concerning the distribution of net profit of the Company for 2018

The Supervisory Board of OEX S.A., having read the proposal submitted by the Company's Management Board concerning the transfer of the net profit of the Company of 2018 in the amount of PLN 10,760,459.31 (say: ten million seven hundred and sixty thousand four hundred and fifty-nine Polish zlotys and thirty-one Polish groszys) to the reserve capital, hereby expresses its positive opinion on the motion of the Company's Management Board. The Supervisory Board has decided to recommend to the General Meeting of Shareholders that the profit be distributed as per the motion of the Management Board.

4. Assessment of the report on the activities of the OEX Group in 2018 and of the consolidated financial statements of the OEX Group for 2018

Pursuant to Art. 382 § 3 read in conjunction with Art. 395 § 5 of the Code of Commercial Companies, the Supervisory Board of OEX S.A. assessed the report on the activities of the OEX Group for 2018 and the consolidated financial statements of the OEX Group for 2018 in terms of their compliance with the books of account, documents and the actual state of affairs.

Assessment of the consolidated financial statements of the OEX Group for 2018

Pursuant to the Resolution of the Supervisory Board dated 20 June 2018, the audit of the consolidated financial statements of the OEX Group for the financial year 2018 was made by PKF Consult Spółka z ograniczoną odpowiedzialnością Sp. k. with registered office in Warsaw, at ul. Orzycka 6 lok. 1 B, entered into the list of entities authorised to audit financial statements under number 477. (hereinafter referred to as the 'certified statutory auditor').

The Supervisory Board familiarized with the consolidated financial statements of the OEX Group for 2018, comprising:

- a) the consolidated statement of financial position, showing the total of assets and the total of equity & liabilities at kPLN 355.093 (say: three hundred and fifty-five million and ninety-three thousand Polish zlotys);
- b) the consolidated statement of profit or loss and statement of comprehensive income, showing the total net profit of kPLN 16.287 (say: sixteen million two hundred and eighty-seven thousand Polish zlotys);
- c) the consolidated statement of changes in equity, showing an increase in equity by kPLN 34.550, (say: thirty-four million five hundred and fifty thousand Polish zlotys);
- d) the consolidated cash flow statement, showing an increase in cash position by kPLN 15.133 (say: fifteen million one hundred and thirty-three thousand Polish zlotys);
- e) supplementary notes to the consolidated financial statements.

and assessed the financial statements in terms of its compliance with the books and documents as well as with the actual state of affairs.

The Supervisory Board also familiarised with the report and opinion of the certified auditor dated 10 April 2019 and, having made the assessment as mentioned above, concluded that it shared the conclusions of the certified auditor and would recommend that the General Meeting of Shareholders of the Company approved the consolidated statements of the OEX Group for the year 2018.

Approval of the report on the activities of the OEX Group in 2017

The Supervisory Board familiarised with the report on the activities of the OEX Group in 2018 and the opinion of the statutory auditor dated 10 April 2019. The Supervisory Board assessed the report and concluded that it shared the conclusions of the opinion of the statutory auditor and will recommend to the Ordinary General Meeting of Shareholders of the Company to approve the report on the activities of the OEX Group in the financial year 2018.

5. Information about the fulfilment by the Members of the Supervisory Board of the independence criterion in 2018

Pursuant to rule II.Z.10.2. of the 'Code of Good Practices of the WSE Listed Companies 2016' (hereinafter referred to as the 'CGP'), THE Supervisory Board would like to inform whom it may concern that in the period from 01 January 2018 to 31 December 2018 the independence criterion mentioned in the CGP was met by two members of the Supervisory Board: Mr Tomasz Mazurczak and Mr Michał Szramowski.

6. Self-assessment of the work of the Supervisory Board

The Supervisory Board, maintaining a constant supervision over the activities of OEX S.A. in 2018, discharged its duties with due diligence, observed the generally applicable legal regulations as well as other norms and standards applicable to the business of the Company.

Jointly with the Management Board of the Company, the Supervisory Board analysed the market environment and the risk factors (both financial and non-financial ones) the OEX Group is exposed to, paying special attention to the safety and effectiveness of business processes. During the meetings of the Supervisory Board, the performance of the largest contracts and the activities undertaken by the Company's governing bodies were discussed on an ongoing basis.

The Supervisory Board members were significantly involved in activities of the Supervisory Board, which met in most cases in its full composition. The Supervisory Board members had appropriate substantive and ethical qualifications to discharge their functions as a statutory body.

**REPORT ON THE ACTIVITIES OF
THE AUDIT COMMITTEE OF THE SUPERVISORY BOARD OF OEX S.A. IN
WARSAW ('THE COMPANY')
FOR THE PERIOD FROM 01 JANUARY 2018 TO 31 DECEMBER 2018**

I. Preliminary Part

1. Composition of the Audit Committee.

By virtue of its resolution dated 29 September 2017, the Supervisory Board appointed from among its members the Audit Committee of the Supervisory Board of OEX S.A. (hereinafter referred to as the 'Audit Committee'). The committee is composed of the following persons:

- a) Tomasz Mazurczak – Chairman of the Audit Committee
- b) Tomasz Kwiecień – Member of the Audit Committee
- c) Michał Szramowski – Member of the Audit Committee

Until 05 March 2018, the Audit Committee worked in the above composition. Between 05 March 2018 to 31 December 2018, the composition of the Audit Committee was as follows:

- a) Tomasz Mazurczak – Chairman of the Audit Committee
- b) Tomasz Kwiecień – Member of the Audit Committee
- c) Michał Szramowski – Member of the Audit Committee

By the date of this report, the composition of this Committee has not changed.

The Audit Committee members meet the requirements concerning the independence, education, experience as well as the competencies held.

Mr Tomasz Mazurczak and Mr Michał Szramowski meet the independence criterion as defined in Art. 129 (3) of the Statutory Auditor Act.

Mr Tomasz Mazurczak is a member of the Audit Committee as a person holding knowledge and skills related to accounting and has long experience in the financial sector. During his career, started in 1993, he worked as a credit inspector and Advisor to the President of the Board in the Restructuring and Privatization Department of BRE Bank S.A. Between 1995 and 2006, Mr Tomasz Mazurczak was employed by the Brokerage House of BRE Bank S.A., performing successively the following functions: Account Portfolio Manager, Analysis Team Manager, Institutional Sale and Analysis Department Director, Member of the Management Board. Between 2007 – 2013, he performed the function of the Analysis Team Manager successively for: Skarbiec TFI S.A. and Trigon Dom Maklerski S.A. He worked as the Supervisory Board Member for Warimpex Finanz- und Beteiligungs AG (between 2013-2015), and the Supervisory Board Member for Kredyt Inkaso S.A. Furthermore, since 24 November 1994, Mr Tomasz Mazurczak has been registered at the list of investment advisers kept by the Polish Financial Supervision

Authority (licence No. 18) and holds the securities broker licence (licence No. 263). In order to obtain the above-mentioned licence of the investment adviser, it was necessary to successfully pass an examination before the Polish Financial Supervision Authority and the examination concerned also elements of accounting. During his professional career with the analysis teams as well as an investment adviser, Mr Tomasz Mazurczak has gained experience in the financial analysis of enterprises. In this regard, a necessary element was to be able to analyse financial statements as well as other accounting documents prepared in accordance with the accounting principles.

Mr Tomasz Kwiecień is a member of the Audit Committee as a person holding knowledge and skills related to the sector of business the Issuer operates in. Mr Tomasz Kwiecień has extensive experience in the preparation and implementation of business strategies, capital investments, investor supervision and acquisition of financing. Between 14 March 2017 and 31 January 2018, he was a member of the Management Board of the Company in charge of the strategy and business development and gained the necessary knowledge and experience related to the industry and the Company itself. Considering the fact that the Issuer operates within the sector of business services in the wide range, in particular related to the outsourcing of business processes and activities, it must be assumed that the activities of Mr Tomasz Kwiecień so far, including the function within the Management Board of the Company, as well as his knowledge of enterprise operations, give grounds to the conclusion that he meets the requirement of knowledge of the sector of business the Company operates in.

2. Operational Basis and Competencies of the Audit Committee

The Audit Committee is a committee in charge of the audit within the understanding of Art. 128 (1) the Statutory Auditors, Auditing Companies and Public Supervision Act of 11 May 2017 (hereinafter referred to as the 'Act').

The Audit Committee operates on the basis of the By-Laws of the Audit Committee of the Supervisory Board of OEX S.A., as approved by the Supervisory Board of the Company on 16 October 2017.

On 16 October 2017, the Audit Committee took a resolution in which it approved the following:

- a) the policy of appointment of an audit company to audit the financial statements of OEX S.A. with registered office in Warsaw, as mentioned in Art. 130 (1) (5) of the Act,
- b) the procedure of appointment of an audit company to audit the financial statements of OEX S.A. with registered office in Warsaw, as mentioned in Art. 130 (1) (7) of the Act,
- c) the policy of provision for the benefit of OEX S.A. with registered office in Warsaw of admissible services by the audit company, its related entities or network members as mentioned in Art. 130 (1) (6) of the Act.

The basic tasks of the Audit Committee include in particular:

- a) monitoring of the financial reporting of the Company;
- b) audit of the efficiency of the internal control systems and risk management systems;

- c) assessment, control and monitoring of independence of the statutory auditor and the audit company;
- d) development of the policy of appointing an auditing company to audit the financial statements as well as preparation of an applicable procedure in this regard;
- e) submission of recommendations the purpose of which is to ensure the reliability of the financial reporting process within the Company.

3. Number of meetings of the Audit Committee

In the reporting period, the Audit Committee met 7 times.

The meetings of the Audit Committee were attended by invited Members of the Management Board and other persons invited by the Audit Committee Members.

II. Activities of the Audit Committee

1. Monitoring and Control of the Company's Financial Reporting and Financial Auditing Processes.

The Audit Committee discussed in detail with the representatives of the auditor, PKF Consult Spółka z ograniczoną odpowiedzialnością Sp.k. with registered office in Warsaw (hereinafter referred to also as the 'Auditor' or 'PKF Consult'), the principles of cooperation in relation with the statutory audit of the financial statements of the OEX Group for 2018. The Audit Committee monitored on an on-going basis all the activities undertaken by the Management Board of the Company related to the preparation of the financial statements, especially focusing on the cooperation between the Management Board and the Auditor on the report on the financial audit. Based on the information obtained by the Audit Committee, the cooperation between the Auditor and the Management Board of the Company is correct and there are no reservations whatsoever.

The principles of preparation of the financial statements adopted by the Company as well as the procedures related to the submission of the statements for the audit by the statutory auditor as well as the process of verification and approval by the Company's internal governing bodies (including the Audit Committee and the Supervisory Board) ensure a reliability and fairness of the presentation of the financial position of the Company.

2. Assessment of the efficiency of operation of the internal control system and the internal audit system.

As part of its activities, the Audit Committee examined the internal control systems in place in the Company and the OEX S.A. Group (hereinafter referred to as the 'Group'). The Audit Committee has determined that the internal control system in place in the Company is observed by the Management Board, the management staff and the remaining employees in their tasks. The control activities are undertaken on an ongoing

basis and at the stage of verification by the management staff of the correctness of tasks completed by the reporting employees.

The internal control system of OEX S.A. is a process pursued in response to identified risks in order to ensure the performance of tasks in an effective way and in accordance with the generally applicable provisions of law and other regulations.

In the assessment of the Audit Committee, the Management Board of the Company properly discharges the obligation related to internal control of the Company's business.

3. Assessment of the Operation of the Risk Identification and Management Systems.

Together with the management of the Group companies, the Management Board reviews and updates the risk factors inherent to the Company's business which may impact the Company's financial and market situation.

The main element of risk control and management as regards the financial reporting is the verification of the separate statements and consolidated statements by an independent external auditor. The annual and interim financial statements are reviewed and audited by a chartered statutory auditor who prepares an audit report and opinion or, respectively after a review, a review report and opinion.

The system-based compliance risk management within the organisation makes part of the responsibilities of the Legal and Compliance Department of OEX (DPC), which is in charge of the coordination and formal pursuit of compliance tasks within the OEX Group. The ongoing management of the compliance risk, i.e. the observance of standards and procedures, constitutes the basic responsibilities of each employee as part of their daily tasks.

4. Independence of Internal and External Auditors.

As part of its competency, the Audit Committee verified the issue of independence of the statutory auditor auditing the Company's 2018 financial statements. The independence was ascertained on the basis of the statement provided to the Committee by the statutory auditor.

The Audit Committee did not identify any indications of a lack of independence of employees in charge of the internal control tasks in relation to the employees subject to the control.

Tomasz Mazurczak
– Chairman of the Audit Committee

Tomasz Kwiecień
– Member of the Audit Committee

Michał Szramowski
– Member of the Audit Committee
