

TERMS OF REFERENCE OF THE SUPERVISORY BOARD OF PROTEKTOR S.A.

with its registered office in Lublin

Chapter 1. General Provisions

1. The Supervisory Board shall exercise continuous supervision over the activities of the Company in all areas of its operations.
2. The composition of the Supervisory Board, term of office, competences, manner of election, as well as the rights and obligations of the Supervisory Board and its individual Members, and the manner of termination of the Member's mandate, shall be governed by applicable laws, in particular the Commercial Companies Code and the Company's Articles of Association.
3. In the event of any inconsistency between the provisions of these Regulations and the Articles of Association, the Commercial Companies Code, or other applicable regulations—e.g., due to legal changes—such regulations shall take precedence.
4. Resignation from membership in the Supervisory Board shall be submitted to the Chairman of the Supervisory Board or any of its Deputies, and in their absence, to the President of the Management Board of the Company. If it is impossible to submit resignation in any of the above manners, the resignation shall be submitted at the General Meeting. The Chairman of the Supervisory Board or his Deputy shall promptly inform the Management Board of the Company of the received resignation.
5. The Supervisory Board may appoint experts to express opinions on matters requiring special qualifications.
6. The Supervisory Board elects from among its members a Chairperson, one or two Vice-Chairpersons, and a Secretary.
7. Members of the Supervisory Board are obliged to make appropriate declarations necessary for the timely fulfillment of the Company's informational obligations. This obligation also applies to former Members of the Supervisory Board concerning the period during which they served as Members.
8. To ensure proper performance of its statutory duties, the Supervisory Board has the right to request the Management Board to prepare, at the Company's expense, expert opinions or reports or to employ advisors. The request to the Management Board should specify the subject of the expertise or opinion, indicate the advisor, and specify the financial conditions

for preparing the expertise, opinion, or employment of the advisor. The Supervisory Board may delegate to the Management Board the task of determining the financial terms of such expertise, opinions, or employment.

9. In case of any conflict of interest, a Member of the Supervisory Board shall inform the other Members immediately and shall refrain from speaking and voting on the resolution concerning the matter in which such conflict exists.
10. A Member of the Supervisory Board shall not resign during their term if such resignation could hinder the functioning of the Supervisory Board, particularly the timely adoption of resolutions important for the Company.
11. Members of the Supervisory Board shall keep confidential all information obtained in connection with the exercise of their rights and duties and shall not disclose such information to third parties unless necessary for the proper performance of their functions as Members of the Supervisory Board.

Chapter 2. Procedure for Convening Meetings of the Supervisory Board

1. The Supervisory Board shall hold meetings at least once per quarter during the financial year.
2. Meetings shall be requested the Company's registered office or in Warsaw. Members may agree by resolution to hold the meeting at another location. For valid reasons, the Chairman of the Supervisory Board may also decide to change the meeting place.
3. The meeting shall be convened by the Chairman of the Supervisory Board (or one of his Deputies or another Member authorized by the Chairman) either on his own initiative or upon request of any Member or at the request of the Management Board—submitted in writing to the Chairman, containing the proposed agenda. If, despite the request of a Member or the Management Board, the meeting is not convened within one week from the date of receipt of the request, the requester shall be authorized to convene the meeting.
4. The Supervisory Board meeting shall take place no later than two weeks from the date of its convening.
5. In the event of the appointment of a new term of the Supervisory Board by the General Meeting, the first meeting shall be convened and opened by the outgoing Chairperson or one of his Deputies and shall preside over the proceedings until a new Chairperson is elected.
6. If the Chairperson requests Deputy of the outgoing Supervisory Board fails to convene the meeting within two weeks of the election of the new Supervisory Board, the meeting may be

convened by at least two Members of the new Supervisory Board. In such case, the provisions of point 3 above shall apply accordingly.

7. The meeting is convened by sending invitations to all Members by registered letter or via electronic mail to the addresses provided by each Member, in accordance with point 8 below, or by delivering the invitation with acknowledgment of receipt. In justified cases, Members may also be notified via other technical means—telephone, fax.
8. The list of postal and electronic addresses for sending notices about scheduled meetings is maintained at the Company's registered office and is prepared based on written declarations submitted to the Chairman or his Deputy immediately after appointment. Members are obliged to notify the Chairman of any address changes or changes in electronic contact details, as well as their phone numbers.
9. The Supervisory Board meeting may also be held without formal convening if all Members are present and no one objects to holding the meeting or raises objections to the agenda.
10. The invitation to participate in the meeting shall specify the date, place, and time of the meeting, as well as the planned agenda. The notice of the meeting shall be forwarded to the Management Board.
11. The organization of the Supervisory Board meetings shall be entrusted to the Secretary of the Supervisory Board and, in organizational matters, to the Management Board.
12. Materials related to the matters on the agenda, prepared at the request of the convening party, shall be prepared and sent by the Management Board in consultation with the convening party or the Secretary. Such materials should be sent at least 5 (five) days before the scheduled meeting.
13. The cancellation of a meeting may be made in the manner provided for its convening.

Chapter 3. Agenda of the Supervisory Board Meeting

1. The agenda is established by the Chairman of the Supervisory Board, one of his Deputies, or another Member authorized by the Chairman, or in the case described in point 6 of Chapter 2—by the Members of the new term convening the meeting. The Management Board may submit proposals to the persons authorized to convene meetings to include specific matters in the agenda. The decision on including matters in the agenda is made by the convening person, and matters that, according to applicable law and the Articles of Association, are to be

considered upon the request of the Management Board, should be included in the agenda of the next meeting.

2. In the case described in point 3 of Chapter 2, the established agenda must include the proposed matters by the applicants.
3. The agenda shall be announced by the Chairman of the Supervisory Board (or another person authorized to conduct the meeting) at the beginning of each meeting.
4. The agenda may be extended during the meeting only if all Members are present and unanimously agree to extend the agenda by resolution.
5. The first item of the agenda for the first meeting of the new term shall be the election of the Chairperson, his Deputy or Deputies, and the Secretary of the Supervisory Board.
6. In case of resignation or if, between meetings, the General Meeting of the Company dismisses the Chairperson, the provisions of point 5 of this Chapter shall apply accordingly.
7. In case of dismissal or resignation of a Member holding the position of Deputy or Secretary, the provisions of point 5 shall apply accordingly.

Chapter 4. Conduct of Supervisory Board Meetings

1. Meetings are conducted according to the adopted agenda.
2. The meetings are chaired by the Chairman of the Supervisory Board, or in his absence—by one of his Deputies or another Member authorized by the Chairman, who:
 - a) directs the proceedings,
 - b) ensures adherence to the agenda,
 - c) grants the floor,
 - d) accepts motions,
 - e) manages voting and announces resolutions,
 - f) counts votes,
 - g) oversees the voting process,
 - h) conducts secret voting if ordered.
3. Supervisory Board meetings are documented in minutes.
4. The minutes are prepared by the Secretary or another person proposed by the Chairman or the Secretary and approved by the Supervisory Board. If not approved, the Chairman or, in his absence, one of the Deputies shall prepare the minutes.

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5. Appointment of a person to prepare the minutes does not exempt or limit the entire Supervisory Board's responsibility for the accuracy and agreement of the minutes.
 6. The minutes shall specify the agenda, confirm the validity of the meeting, record the course of the meeting, the content of adopted resolutions, voting results, any dissenting opinions, and list the attendees. A list of attendees signed by present Members shall be attached unless a different voting procedure (see point 9 below) is used, in which case the Chairman or his Deputy shall note this in the minutes.
 7. Members may participate in the meeting either in person or via remote communication means.
 8. To facilitate minute-taking, meetings may be recorded on electronic media or other means with the consent of all present Members.
 9. Any doubts regarding the manner of invitation, matters on the agenda, or voting procedures shall be resolved by the Chairman or, in his absence, by one of his Deputies or another Member authorized by the Chairman.
 10. The Management Board, individual Members of the Management Board, or other persons may participate in Supervisory Board meetings when invited. Invitations are issued by the Chairman or, in his absence, by one of his Deputies or another Member authorized to chair the meeting.
 11. Specific matters on the agenda are presented by Members who submit motions to include particular issues, or by the Chairman or a designated person.
 12. The minutes are signed by all Members present at the meeting no later than the next meeting. Copies are sent to Members upon request within 14 days of such request.
 13. Regardless of when the minutes are signed, resolutions are valid upon adoption (unless specified otherwise), i.e., upon announcement of voting results and declaration of adoption.
 14. Members may submit comments to the minutes no later than the next meeting before signing.
 15. The duration of proceedings, number and length of breaks, speaking time, and other procedural matters are determined by the Chairman or his Deputy or another Member authorized to chair the meeting in the Chairman's absence.
 16. The Minute Book, Resolutions Register, and other Supervisory Board documentation are stored at the Company's registered office or another agreed location. Each Member has the right to obtain a copy of the adopted minutes or individual resolutions.
 17. The Secretary of the Supervisory Board is responsible for maintaining the Minute Book and Resolutions Register.

Chapter 5. Resolutions and Voting at Supervisory Board Meetings

1. For resolutions of the Supervisory Board to be valid, all Members must be invited at least five days in advance. The provisions of Chapter 2 apply accordingly. Resolutions are adopted if at least half of the Members are present, including those participating via remote communication means.
2. Resolutions shall have a sequential number, date, subject (resolution's subject), normative content, and effective date.
3. Voting at the meetings is open.
4. The Supervisory Board may decide by resolution to hold a secret vote.
5. Voting proceeds according to the most far-reaching motions. First, votes are cast on objections and formal issues, then on substantive matters.
6. The proposer of a motion shall present the draft resolution.
7. Votes are counted as "for," "against," and "abstaining."
8. Each Member has the right to submit an "own opinion" to the minutes.
9. Resolutions are adopted by an absolute majority of all Supervisory Board Members.
10. Members may participate in resolutions by submitting their votes in writing through another Member. Such written votes cannot concern matters introduced into the agenda during the meeting.
11. Resolutions, including those under Art. 388 of the Commercial Companies Code, may also be adopted by written ballot or via remote communication means (e.g., telephone, fax, email). Such resolution is effective if all Members have been notified of the draft resolution.
12. Voting by written ballot or remote communication is ordered by the Chairman or his Deputy (if they manage the vote) upon request of a Member, the Management Board, or on their own initiative.
13. (discontinued)
14. When managing voting by written ballot or remote communication, the Chairman (or his Deputy managing the vote) presents the draft resolution with justification (and relevant materials), sets a deadline for submitting amendments, and then for voting. Drafts, justifications, and materials are sent via courier or email to the addresses specified in point 8 of Chapter 2.

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15. In case of proposed amendments, the Chairman (or his Deputy managing the vote) finalizes the draft resolution for voting.
 16. Voting by written ballot involves each Member receiving the draft resolution and signing it, indicating “for,” “against,” or “abstain.” Submission of an objection does not prevent voting; it is considered as consent to the written voting procedure.
 17. Voting via remote communication involves Members not physically present in one place but communicating via telephone, email, online messenger, or similar device (e.g., videoconferencing) to discuss the draft resolution.
 18. The Chairman or his Deputy (if managing the vote) collects votes from each Member:
 - a) In written or electronic form, each Member signs the draft and indicates their vote.
 - b) Votes via electronic means are sent to the Chairman’s email within the deadline set by him.
 19. Once cast, a vote cannot be changed.
 20. If a Member’s vote is not received within the deadline or is received after the deadline, the vote is disregarded, and the resolution proceeds without that Member’s vote.
 21. If fewer than half of the Members cast votes, the vote by written ballot or remote communication is invalid, and the matter shall be included in the agenda of the next meeting or voted on again in the same manner.
 22. The validity and result of the vote are confirmed by the Chairman or his Deputy (if managing the vote), who shall prepare a protocol within five days, indicating whether the vote was conducted in writing or remotely. The protocol is signed by the remaining Members at the next Supervisory Board meeting.
 23. If the Chairman or his Deputy (if managing the vote) confirms that the resolution was adopted, the date of adoption is the date of the last vote, or, if no date is indicated, the date of receipt of the last valid vote.

Chapter 6. Committees

1. The Standing Committee of the Supervisory Board is the Audit Committee.
2. The Audit Committee consists of at least three Members appointed by the Supervisory Board from among its Members. The Committee elects its Chairperson from among its Members. At least one Member must have knowledge and skills in accounting or financial audit. The majority of the Committee Members, including the Chairperson, must meet independence

criteria specified in the Act of 11 May 2017 on statutory auditors, audit firms, and public oversight. Members should possess knowledge and skills relevant to the industry in which the Company operates, which is deemed fulfilled if at least one Member has such knowledge or if individual Members possess such expertise within specific areas.

3. The scope of the Audit Committee's activities is detailed in the Regulations of the Audit Committee adopted by the Supervisory Board.
4. The Audit Committee shall submit an annual report on its activities to the Supervisory Board.
5. The Supervisory Board may appoint a Remuneration Committee. It may also decide at any time to dissolve such a Committee.
6. The Remuneration Committee consists of two or three Members elected by the Supervisory Board from among its Members.
7. The scope of the Remuneration Committee's activities is detailed in the Regulations of the Remuneration Committee adopted by the Supervisory Board.
8. The Remuneration Committee shall submit an annual report on its activities to the Supervisory Board.
9. The Supervisory Board may, by resolution, establish other committees, permanent or ad hoc, to perform auxiliary or advisory functions. Such committees shall consist solely of Members of the Supervisory Board. When establishing a committee, the Supervisory Board shall define its tasks and competences and adopt regulations specifying its detailed organization and powers.
10. The Remuneration Committee and other committees established by the Supervisory Board shall elect their chairpersons from among their Members.

Chapter 7. Final Provisions

1. The costs of the Supervisory Board's activities shall be borne by the Company.
2. At least two Members of the Supervisory Board designated by the Chairman should participate in the Company's general meetings.
3. Amendments to these Regulations may be adopted by resolution of the Supervisory Board.
4. These Regulations, as well as any amendments, shall enter into force upon adoption by the Supervisory Board.
5. Office and administrative support for the Supervisory Board shall be provided by the Company. The Supervisory Board may use the Company's office premises, equipment, and materials.