



Report of the Audit Committee of
Dom Development S.A.
for the period from 1 July 2019 until 31 December 2019

**REPORT
OF THE AUDIT COMMITTEE
OF DOM DEVELOPMENT S.A.
ON THE ACTIVITIES CONDUCTED
FROM 1 JULY 2019
TO 31 DECEMBER 2019**





I. Personnel, composition and organisation of the Audit Committee of Dom Development S.A.

Pursuant to the provisions of the Statute of Dom Development S.A. with its registered seat in Warsaw ("the Company") and Audit Committee Bylaws dated 5 September 2006, amended on 29 December 2006, 29 June 2007, 3 April 2008 and 5 October 2010, the Audit Committee is a permanent committee of the Supervisory Board.

The Audit Committee shall be composed of at least three members appointed by the Supervisory Board from among its members, according to point 7.10 of the Company Statute at least two of whom, including its chairman, shall be Independent Members (in the meaning of Art. 129 section 3 of the Act of 11 May 2017 on auditors, audit companies and public supervision and point 7.7 of the Company's Statute) and at least one Independent Member shall have knowledge of and skills in accounting or auditing and at least one Member of the Audit Committee shall have knowledge of and skills in the industry in which the Company operates.

During the period under review, i.e. from 1 July 2019 to 31 December 2019, the Audit Committee acted under the following composition:

- Dorota Podedworna-Tarnowska - Chairwoman of the Audit Committee (Independent Member),
- Mark Spiteri - Member of the Audit Committee,
- Marek Moczulski - Member of the Audit Committee (Independent Member).

The rules of organisation and the methods of operation of the Audit Committee are specified by the provisions of the Company's Statute and the Audit Committee Bylaws dated 5 September 2006, and amended on 29 December 2006, 29 June 2007, 3 April 2008 and 5 October 2010.

II. Activity of the Audit Committee

1. During the period under review, the Audit Committee conducted its activity by way of sessions convened by the Chairman of the Supervisory Board according to pre-agreed audit and internal audit cycles. Two sessions of the Audit Committee were conducted through means of teleconference. Minutes



were taken during all sessions and the decisions made by the Audit Committee took the form of resolutions.

2. During the period from 1 July 2019 to 31 December 2019, the most important tasks of the Audit Committee were to supervise the Management Board with respect to compliance with the applicable provisions of law and other regulations (in particular with respect to the Accountancy Law dated 29 September 1994), to supervise preparation by the Company of reports and financial information and to ensure compliance by the Management Board with the recommendations and findings of the auditors appointed by the Supervisory Board.

The Audit Committee monitored and reviewed issues related to internal audits conducted in the Company and in particular the works conducted by the Internal Audit department. The Audit Committee also performed a supervisory function with respect to the program of the Business Risk Management and internal audit department. The Audit Committee judged the independence of the internal audit process positively. The system of internal procedures and audits (Internal Audit Charter) was approved by the Audit Committee and in addition the Audit Committee also determined the areas to be audited.

Using its authority, the Audit Committee requested from the Company relevant information concerning accounting, financial, internal and external audit issues. In particular, the members of the Audit Committee were authorised to review all books and records of the Company as well as the Company's annual and semi-annual financial statements, to demand schedules of the work of internal controllers and auditors, to request explanations from the Management Board members, managers and employees of the Company to the extent necessary, and to give recommendations and assessments to the Supervisory Board in relation to subjects within the scope and responsibility of the Audit Committee.

During the period covered by this report, 4 sessions of the Audit Committee of Dom Development S.A. took place (of which two sessions were held by teleconference), on the following dates:

1. 1 July 2019 (via teleconference);
2. 22 August 2019 (via teleconference);
3. 1 October 2019;
4. 28 November 2019.

All sessions of the Audit Committee were convened correctly. All members of the Audit Committee were present at all 4 sessions. Three sessions of the Audit Committee were also attended by certain members of the Management Board and other management, including: Vice President of the Management Board



and CFO, Mr. Janusz Zalewski (3 sessions), and Financial Controller and CFO Deputy, Mr. Dariusz Gołębiewski (3 sessions), who both provided information about the Business Risk Management Paper, internal audits, the Company's financial statements and other information that was requested by the Audit Committee to be provided by the Management Board.

Three of the Audit Committee sessions were attended by representatives of the Company's auditor, PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt sp. k. with its registered seat in Warsaw ("PWC"), who presented tax and accounting issues and discussed the results of audit of the 2019 financial statements.

[Session of 1 July 2019 \(via teleconference\)](#)

The Audit Committee adopted a resolution on the acceptance of the Report of the Audit Committee on the activities conducted from 1 January 2019 to 30 June 2019 and submission of said Report to the Supervisory Board (Resolution No. 01/07/19).

[Session of 22 August 2019 \(via teleconference\)](#)

The participants of the Audit Committee, together with the professionals from PWC, discussed the auditor's written report on the 2019 half-year review.

[Session of 1 October 2019](#)

The Audit Committee members discussed the latest internal audit reports. They also, together with the professionals from PWC discussed the half-year review, and agreed the audit strategy and fees for 2019.

The Audit Committee accepted the 2020 Company Activity Schedule (Resolution No. 01/10/19) and the 2020 Audit Life Cycle Paper (ALCP) (Resolution No. 02/10/19).



Session of 28 November 2019

The Audit Committee members discussed the latest internal audit reports. The Audit Committee members were joined by professionals from PWC, who presented their work on the interim audit for 2019, which was a continuation of the 2019 half-year review of the Company's financial statements. The strategy for the final annual 2019 audit was also discussed.

DOROTA PODEDWORNA-TARNOWSKA

MAREK MOCZULSKI

MARK SPITERI
