

Request for Proposals

Selection of an independent auditor for the years 2026–2028

Invitation to submit bids for the audit of the financial statements of Centrum Elektronicznych Usług Płatniczych eService Sp. z o.o. (“eService,” “the Contracting Authority,” “the Company”) with its registered office in Warsaw, ul. Jana Olbrachta 94 (“Invitation,” “Request for Proposals”)

I. About eService

eService is a market leader in payment card acceptance and electronic transaction processing in Poland and eleven European countries. For over 25 years, it has enabled transactions in stores and thousands of service points—both mobile and brick-and-mortar.

It supports contactless payments via phone (and other NFC-enabled devices) as well as through systems such as BLIK, Google Pay, Apple Pay, and similar services. It enables payments in Polish zlotys and over 40 other currencies. Since 1999, it has consistently guaranteed security and the highest quality of service, which is audited and confirmed annually by the ISO 9001 certificate issued by TÜV. Another distinguishing feature of the company is Poland’s largest in-house service network and a 24/7 Merchant Service Center supporting customers from Poland and abroad. In addition to payment terminal services, the company offers a wide range of services and products, such as: virtual cash registers, mobile phone top-ups, loyalty programs, and in-store cash withdrawals during purchases (cashback). It also provides settlement services for domestic and international online payments using cards and bank transfers.

It is an active member of the Cashless Poland Program, which supports the promotion of cashless payments in small and medium-sized enterprises as well as in local government units and public institutions. To make it easier for them to obtain free terminals, the company launched the portal www.bezgotowki.pl.

eService is a public interest entity and part of the NYSE-listed Global Payments Inc. group (66% stake) and PKO Bank Polski (34% stake). The company has one subsidiary—EVO Payments International s.r.o., based in the Czech Republic.

II. Subject of the Request for Proposal

II.1 Audit of the separate and consolidated financial statements of the eService Group prepared in accordance with International Financial Reporting Standards as adopted by the EU

The Management Board of eService has organized a tender open to entities authorized to audit financial statements for the provision of audit services for the years 2026–2028.

Please prepare and submit, within the deadlines and in accordance with the terms specified below, a bid for audit services covering the following scope:

1. Conducting an audit of eService’s separate financial statements for the years 2026, 2027, and 2028.
2. Audit of the consolidated financial statements of the eService Capital Group for the years 2026, 2027, and 2028.

A list of companies, along with selected information about them, is provided in Appendix 1 to this invitation.

II.2 Independence

In connection with the provisions of EU Regulation No. 537/2014 of April 16, 2014, and the Act of May 11, 2017, on certified public accountants and their self-government, entities authorized to audit financial statements, and on public oversight (hereinafter the “Act”), we would also like to request that you include in your proposal a statement confirming compliance with the independence requirements set forth in Article 74(1) of the Act, along with details of any non-audit services that in 2025 (and, if you already have the data, also in 2026) you provided directly (or through entities in your network) to the companies of the eService Group, along with the amounts of remuneration received for the provision of these services.

III. Work Schedule

The approximate schedule for the publication of eService’s financial statements for the years covered by the request for proposals is as follows:

Balance sheet date	Type of report	Expected publication date
12/31/2026	separate	by May 31, 2027
12/31/2026	consolidated	by May 31, 2027

December 31, 2027	separate	by May 31, 2028
December 31, 2027	consolidated	by May 31, 2028
December 31, 2028	separate	by May 31, 2029
December 31, 2028	consolidated	by May 31, 2029

The order completion dates listed above correspond to the currently estimated dates for the preparation of financial statements.

IV. Conditions for participation in the procedure and expectations regarding the audit firm

The entity applying for the contract must meet all of the following requirements:

1. Requirements regarding professional ethics and the maintenance of independence by the audit firm and the certified public accountant:

The selection of an audit firm is conditional upon its fulfillment of the following conditions:

- 1) When conducting an audit, the audit firm and the certified public accountant act in the public interest and adhere to the principles of professional ethics, in particular:
 - a) maintain integrity, objectivity, professional skepticism, and due diligence;
 - b) possess appropriate professional competence;
 - c) maintain professional secrecy.
- 2) The certified public accountant and the audit firm maintain professional skepticism throughout the audit, including during its planning, assuming that circumstances may arise—including error or fraud—that could cause material misstatements in the financial statements being audited, regardless of the prior experience of the auditor or the audit firm regarding the integrity and reliability of the management of the audited entity and those responsible for the governance of the audited entity, including its corporate governance.
- 3) Maintaining professional skepticism is particularly required when the auditor evaluates estimates regarding:
 - a) fair value and impairment of assets,
 - b) provisions,
 - c) future cash flows relevant to the audited entity’s ability to continue as a going concern.
- 4) The audit firm, members of the audit team, and any individual who may influence the audit outcome are independent of the audited entity within the meaning of Articles 69–73 of the Act and do not participate in the audited entity’s decision-making process at least during the period covered by the audited financial statements and the period during which the audit is conducted.

- 5) The audit firm and the key auditor take the necessary steps to ensure that, in conducting the audit, their independence is not affected by any actual or potential conflict of interest, business relationships, or any other direct or indirect relationships between the audited entity and the audit firm, members of the audit team, members of the network to which the audit firm belongs, the management of the audit firm, or persons related to them by a control relationship.
- 6) The audit firm and the key auditor shall not conduct the audit if there is a threat of self-review, self-interest, advocacy, familiarity, or intimidation arising from a financial, personal, business, employment, or other relationship between the audited entity and the key auditor, the audit firm, a member of the network to which the audit firm belongs, or a natural person who could influence the outcome of the audit, as a result of which an objective, reasonable, and informed third party might conclude that the independence of the key audit partner or the audit firm is compromised despite the application of safeguards designed to eliminate or reduce the threat to an acceptable level.
- 7) The key auditor, the audit firm, and its employees involved in conducting the audit, as well as any individual directly involved in audit activities whose services are used or supervised by the key auditor or the audit firm, and persons closely associated with them:
 - a) may not hold or derive material and direct benefits from financial instruments, including equity interests, securities as defined in Article 3(1) of the Act of July 29, 2005, on Trading in Financial Instruments, loans, credits, or other debt instruments, including rights and obligations to acquire such financial instruments and derivatives directly linked to such financial instruments, issued, guaranteed, or otherwise supported by any audited entity covered by their audit activities;
 - b) may not participate in transactions involving the financial instruments specified in subparagraph (a) above.
- 8) The following does not affect independence:
 - a) the holding or deriving of benefits by the persons or entities referred to in point 7 above from:
 - i. financial instruments held indirectly through participation in diversified collective investment schemes, in particular pension funds, investment funds and insurance capital funds offered by insurance companies, provided that such schemes are not controlled by the persons or entities referred to in point 7 above, or that investment decisions regarding such schemes are not influenced by the persons or entities referred to in point 7 above, or
 - ii. loans or credits granted on market terms in the ordinary course of business by the audited entities authorized to grant loans under separate regulations, or
 - b) participation in transactions involving the instruments referred to in subparagraph (a)(i) above.

- 9) The lead auditor, the audit firm, its employees involved in conducting the audit, and any individual directly involved in audit procedures whose services are used or supervised by the lead auditor or the audit firm, as well as persons closely associated with them, may not participate in determining the outcome of the audit of the audited entity or otherwise influence that outcome if:
- a) they hold financial instruments, including equity interests, securities as defined in Article 3(1) of the Act of July 29, 2005, on Trading in Financial Instruments, loans, loans, or other debt instruments, including rights and obligations to acquire such financial instruments and derivatives directly linked to such financial instruments, issued by the audited entity, except for those held indirectly through participation in diversified collective investment schemes, in particular pension funds, investment funds, and insurance capital funds offered by insurance companies, provided that such schemes are not controlled by those persons or firms or that investment decisions regarding such schemes are not influenced by those persons or firms, and with the exception of loans or credits granted on market terms in the ordinary course of business by the audited entities authorized to grant loans under separate regulations;
 - b) hold financial instruments, including equity interests, securities as defined in Article 3(1) of the Act of July 29, 2005, on Trading in Financial Instruments, loans, credits, or other debt instruments, including rights and obligations to acquire such financial instruments and derivatives directly linked to such financial instruments, issued by an entity related to the audited entity, the holding of which may cause or may be perceived by an objective, rational, and informed third party as causing a conflict of interest, with the exception of those which are held indirectly through participation in diversified collective investment schemes, in particular pension funds, investment funds, and insurance capital funds offered by insurance companies, provided that such schemes are not controlled by those persons or firms or that investment decisions regarding such schemes are not influenced by those persons or firms;
 - c) during the period covered by the audited financial statements and the period of the audit, were in an employment relationship, business relationship, or other relationship with the audited entity that could cause or could be perceived by an objective, rational, and informed third party as causing a conflict of interest;
 - d) they participated in the maintenance of accounting records or the preparation of accounting documentation or financial statements of the audited entity in the financial year preceding the period covered by the audit, during the period covered by the audited financial statements, or during the audit period;
 - e) are legal representatives (proxies), members of supervisory or management bodies, or employees of the audited entity or an entity related to it;
 - f) participate in the management of the audited entity and its decision-making;

- g) provide services other than the audit that have a material effect on the audited financial statements;
 - h) there are other circumstances that compromise independence to such an extent that the compromise cannot be mitigated by any safeguards, and that prevent the preparation of an impartial and independent audit report.
- 10) The key auditor, the audit firm, its employees involved in the audit, and any individual directly involved in audit activities whose services are used or supervised by the key auditor or the audit firm, as well as persons closely associated with them, may not solicit or accept any financial or personal benefits from the audited entity or an entity related to it, unless an objective, reasonable, and informed third party would consider their value to be insignificant or immaterial.
- 11) The provision of non-audit services shall be conducted in accordance with the independence requirements specified for such services in the rules of professional ethics and the standards for the performance of such services.
- 12) The key auditor and the auditors conducting the statutory audit on behalf of the audit firm may not, for a period of at least two years from the date of ceasing to act as an auditor or key auditor or of taking direct part in the audit of the Company, hold any of the following positions in the audited entity:
- a) serve in senior management, including as a member of the board of directors or another governing body;
 - b) serve as a member of the audit committee or a body performing its functions;
 - c) serve as a member of the supervisory body.
- 13) For at least one year following the date of direct participation in the audit, the following persons may not hold the positions or perform the functions referred to in paragraph 12:
- a) employees of the audit firm and senior management who are not key auditors,
 - b) individuals whose services are used by or who are supervised by a given certified public accountant or audit firm—if they are certified public accountants.
- 14) Before assuming a position or function referred to in point 12, a candidate for such a position or function shall submit an appropriate declaration of compliance with the conditions. The declaration is submitted under penalty of criminal liability for making a false statement . The person submitting the declaration is required to include the following clause in it: “I am aware of the criminal liability for making a false statement.” This clause replaces the warning regarding criminal liability for making a false statement.

2. Requirements regarding the competence and experience of the audit firm:

Firms meeting the following conditions will be eligible as potential audit firms:

- 1) They possess the knowledge, experience, and professional competence necessary to properly conduct audits of financial statements prepared in accordance with IFRS, as evidenced by:
 - a) completed projects involving the audit and review of financial statements prepared in accordance with IFRS for companies in the financial sector,
 - b) completed projects involving the audit of consolidated financial statements of international capital groups, including banks.
- 2) They possess the knowledge, experience, and expertise to provide other advisory services to companies in the financial sector, particularly in the areas of tax, accounting, and business consulting.

3. Requirements regarding the rotation of the certified public accountant and the audit firm

- 1) The maximum uninterrupted duration of statutory audit engagements performed by the same audit firm, or an audit firm affiliated with that audit firm, or any member of a network operating in European Union member states to which these audit firms belong, may not exceed 10 years.
- 2) The duration of the engagement is calculated from the first fiscal year covered by the audit engagement agreement in which a certified public accountant or audit firm was first appointed to conduct consecutive, uninterrupted audits of a public interest entity.
- 3) The contract with a new audit firm for the audit of the financial statements is concluded for the period covered by the selection. In the case of a statutory audit within the meaning of Article 2(1) of the Act, the first contract for the audit of financial statements is concluded with a new audit firm for a period of not less than 2 (two) years, with the possibility of extension for subsequent periods of at least two years.
- 4) The lead auditor may not conduct a statutory audit of an entity for a period longer than 5 years.
- 5) The lead auditor may conduct a statutory audit again after at least 3 years have elapsed since the completion of the last statutory audit.

4. Requirements regarding the planning and organization of the audit

A prerequisite for the selection of an audit firm is that it must present in its submitted proposal:

- 1) the planned methodology for auditing the financial statements,
- 2) project organization and management, including contacts and cooperation with the Audit Committee,
- 3) a plan and schedule for the audit of the financial statements, to the extent that it meets the Company's timeliness expectations.

5. Fee requirements for an audit firm

- 1) The remuneration received by an audit firm for performing financial audit services may not be:
 - a) contingent upon any conditions, including the outcome of the audit,
 - b) determined by or contingent upon the provision of additional non-audit services to the Company or its affiliates by the audit firm or any entity affiliated with the audit firm or belonging to the network.
- 2) Non-audit services and the fees received for such services may be performed exclusively in accordance with the rules set forth in the Company's Policy on the Provision of Non-Audit Services.
- 3) The remuneration for performing financial audit services should reflect:
 - a) the complexity of the work,
 - b) the required qualifications,
 - c) labor intensity.
- 4) Remuneration for the performance of financial audit services should be the sum of the products of the number of hours/days and the hourly/daily rates of all members of the audit team.
- 5) The amount of the fee must not affect the diligence and quality of the financial audit services.

6. Other formal qualification requirements

To meet the qualification requirements, audit firms are also required to:

- 1) submit a current entry on the list of audit firms,
- 2) submit a written statement regarding ongoing and completed proceedings against audit firms in which the following penalties may be or have been imposed: a ban on conducting audits, a ban on performing financial audit activities, or a ban on providing services covered by professional standards, prohibitions on serving as a member of the management board or other management body, or as a member of the supervisory board or other supervisory body in audit firms, by persons responsible for violating the provisions of the Act or the Regulation, or a penalty of removal of the

audit firm from the list (Article 183(1)(3)-(7) of the Act), as well as information regarding ongoing and completed disciplinary or criminal proceedings against certified public accountants or other persons currently cooperating with the audit firm who are involved in the provision of audit services—within the last five years, counting backward from the date on which the statement is submitted,

- 3) submit a written statement confirming the absence of circumstances constituting grounds for the removal of the audit firm from the list pursuant to Article 61(1)(1)-(7) of the Act,
- 4) submit a written statement regarding the results of the procedures referred to in Article 74(1) of the Act and confirming the absence of a regulatory conflict concerning the rotation of the firm and the key auditor,
- 5) submit information regarding the civil liability insurance policy referred to in Article 53 of the Act.

Failure to meet the requirements specified above will result in the Bidder's exclusion from participation in the proceedings.

V. Criteria for Selecting an Audit Firm

The evaluation of audit firms' bids during the audit firm selection procedure is based on the following selection criteria:

- 1) the experience of the audit team, and in particular, the key auditor and/or partner responsible within the scope specified in Section IV, sub-section 2 above;
- 2) the plan and schedule for conducting the audit activities covered by this Request, as presented by the audit firm;
- 3) the calculation of the expected remuneration submitted by the audit firm, based on the provisions of Article 80 of the Act,
- 4) the reputation and standing of the audit firm in the global audit services market (the global reach of the audit firm or the network to which it belongs),
- 5) the audit firm performs audit activities within the Global Payments Group.

VI. Method and deadline for submitting bids and the date for opening bids

Bids in electronic form should be submitted no later than July 7, 2026, to the following addresses:

jaroslaw.kurkowski@eservice.com.pl, barbara.lichota@eservice.com.pl

Paper bids are not required. If you nevertheless wish to submit such a bid, please send it to the following address: Centrum Elektronicznych Usług Płatniczych eService Sp. z o.o., 01-102 Warsaw, ul. Jana Olbrachta 94, Attn: Jarosław Kurkowski – Director of the Finance Department.

VII. Additional Information

- 1) This Invitation to Bid and the bidding process are governed by Polish law. The language of the bid and the bidding process shall be Polish.
- 2) The Contracting Authority reserves the right to make changes to the content of this Invitation prior to the deadline for submission of bids,
- 3) The Contracting Authority reserves the right to terminate the bidding process without making a selection and without providing a reason,
- 4) All costs associated with the preparation and submission of the bid shall be borne by the Bidder. Regardless of the outcome of the bidding process, eService shall not be liable or responsible in any way for any costs or losses incurred by the Bidder in connection with the preparation and submission of the bid.