

## Letter of inquiry

### The choice of an independent auditor for the years 2023-2025

**Invitation to submit offers for audits of financial statements of Centrum Elektronicznych Usług Płatniczych eService Sp. z o.o. ("eService", "Ordering Party", "Company") with its registered office in Warsaw, 94 Jana Olbrachta ("Invitation", "Letter of Inquiry")**

#### **I. Information about eService**

**eService** is a leader on the market of payment cards acceptance and the settlement of electronic transactions in Poland. For over 20 years, eService enables card transactions using VISA, MasterCard, American Express, Diners Club International, Discover, Union Pay or JCB, in stores and thousands of service points - mobile and stationary. It supports contactless payments by phone and by using BLIK, G Pay, Apple Pay and similar systems. It allows to make payments in PLN and over 40 other currencies. Continuously from 2009, eService guarantees security and the highest quality of services, which is inspected and confirmed annually by the ISO 9001 Certificate issued by TUV. The company's distinction is also the largest in Poland - its own service network and 24/7 Merchant Service Center, supporting clients from Poland and abroad. In addition to service of payment terminals, the company offers a wide range of services and products, such as: mobile phones top ups, loyalty programs based on ZenCard technology, or withdrawing cash in the store - while shopping. It also provides services for the settlement of domestic and foreign internet payments using cards and transfers.

eService is an active member of the Poland Cashless Program supporting the promotion of cashless payments in small and medium-sized enterprises as well as in local government units and public institutions. To facilitate their receipt of free terminals, the company has launched the [www.bezgotowki.pl](http://www.bezgotowki.pl) portal.

Centrum Elektronicznych Usług Płatniczych eService Sp. z o.o., is a public interest entity, part of the Global Payments Inc. group listed on NYSE (66% of shares) and PKO Bank Polski (34% of shares). The company has one subsidiary EVO Payments International s.r.o. based in the Czech Republic.

## **II. Subject of the Inquiry**

### **II.1 Audit of the statutory and consolidated financial statements of the eService Group prepared in accordance with the International Financial Reporting Standards approved by the EU**

The Management Board of eService decided to organize a tender addressed to entities authorized to audit financial statements for the provision of audit services for the years 2023-2025.

We ask you to prepare and provide, within the deadlines and on the terms set out below, an offer for audit services, which will include the following scope:

1. Audit of statutory financial statements of eService for the years 2023, 2024 and 2025,
2. Audit of consolidated financial statements of Capital Group eService for the years 2023, 2024 and 2025,

The list of entities with the additional information is attached as Appendix 1 to this invitation.

### **II.2 Independence**

In connection with the regulations resulting from the EU Regulation No. 537/2014 of 16 April 2014 and the Act of 11 May 2017 on statutory auditors and their self-government, entities authorized to audit financial statements and on public supervision (hereinafter the "Act"), we would also like to ask you to include in your offer a declaration of compliance with the requirements regarding your independence set out in Article 74 paragraph 1 of the Act together with details of all non-audit services that in 2022 (and if you already have data, also in 2023) you have provided directly (or through entities in your network) for the companies of the eService Group and the amount of remuneration received for the provision of these services.

## **III. Work schedule**

The initial timetable for the publication of eService financial statements in the years covered by the letter of inquiry is as follows:

Balance date	Type of statement	Expected date of publication
2023.12.31	standalone	2024.03.29 or 2024.06.17
2023.12.31	consolidated	2024.03.29 or 2024.06.17
2024.12.31	standalone	2025.03.31

2024.12.31	consolidated	2025.03.31
2025.12.31	standalone	2026.03.31
2025.12.31	consolidated	2026.03.31

The delivery dates specified above correspond to the currently estimated dates of preparation of financial statements. For the financial statements for the year 2023, the Company is currently considering two possible dates of publication, depending on the adopted audit work schedule. The offer for the audit of the financial statements for the year 2023 should include both timing options or at least the option with a publication date of 2024.06.17.

#### **IV. Conditions for participation in the proceedings and expectations for the audit firm**

The entity applying for the contract must meet the following requirements jointly:

##### **1. Requirements concerning the audit firm's and statutory auditor's professional ethics and independence:**

The precondition for an audit firm to be selected shall be the fulfilment of the following conditions:

- 1) In carrying out the audit, the audit firm and the statutory auditor acts in the public interest and complies with the principles of professional ethics, including without limitation:
  - a) it maintains its integrity, objectivity, professional scepticism and due diligence;
  - b) it has the appropriate professional competences;
  - c) it observes professional secrecy.
- 2) The statutory auditor and the audit firm shall maintain professional scepticism throughout the audit, including during its planning, recognising the possibility that a material misstatement due to error or fraud could exist in the financial statements audited, notwithstanding the statutory auditor's or audit firm's past experience of the honesty and integrity of the audited entity's management and those charged with its management, including corporate governance.
- 3) Professional scepticism shall in particular be maintained where the statutory auditor assesses estimates concerning:
  - a) fair value and the impairment of assets;
  - b) provisions;
  - c) future cash flows, that are relevant for the audited entity's ability to continue as a going concern.
- 4) The audit firm, members of the team conducting the audit and individuals who may affect the result of the audit shall be independent of the audited entity within the meaning of Articles 69–73 of the Act and shall not participate in the decision-making process of the audited entity at least in the period covered by the financial statements audited and the in period during which the audit is conducted.
- 5) The audit firm and the key statutory auditor shall take the necessary measures in order to ensure that during 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 linked by control with them.

- 6) The audit firm and the key statutory auditor shall refrain from conducting the audit if there is a risk of self-control, self-interest, promoting the interests of the audited entity, intimacy or intimidation caused by financial, personal, economic, employment or other relationships between the audited entity and the key statutory auditor, audit firm, member of the network to which the audit firm belongs or an individual who may influence the result of the audit, as a result of which an objective, reasonable and informed third party could infer that the independence of the key statutory auditor or audit firm has been compromised despite the use of safeguards to eliminate this threat or reduce it to an acceptable level.
- 7) The key statutory auditor, audit firm and its employees involved in the audit, and any individual who participates directly in audit activities and whose services are used or who is supervised by the key statutory auditor or audit firm as well as persons related closely to them:
  - a. may not hold, or derive material and direct benefits from, financial instruments, including shares in equity, securities within the meaning of Article 3, point 1 of the Act of 29 July 2005 on Trading in Financial Instruments, loans, cash advances or other debt instruments, including rights and obligations to acquire these financial instruments and derivatives directly related to these financial instruments issued, guaranteed or otherwise supported by any of the audited entities covered by their audit activities;
  - b. may not participate in transactions involving the financial instruments referred to in letter a) above.
- 8) The following are not deemed to affect independence:
  - 1) the holding of, or deriving benefits from, by the persons or entities referred to in par. 7 above:
    - a) financial instruments which are held indirectly through participation in diversified collective investment schemes, including without limitation pension funds, investment funds and unit-linked funds offered by insurance companies unless these schemes are controlled by the persons or entities referred to in par. 7 above or investment decisions are made with respect to those schemes that are influenced by the persons or entities referred to in par. 7 above; or
    - b) loans or cash advances granted on arm's length terms in the ordinary course of business by the audited entities, which are authorised to grant loans under separate regulations; or
  - 2) the participation in transactions involving the instruments referred to in point a) above.
- 9) The key statutory auditor, audit firm, its employees involved in the audit and any individual who participates directly in audit activities and whose services are used or who is supervised by the key statutory auditor or audit firm as well as persons related closely to them may not participate in determining the result of the audit of the audited entity and may not influence this result in any other manner, if:

a) they hold financial instruments, including shares in equity, securities within the meaning of Article 3, point 1 of the Act of 29 July 2005 on Trading in Financial Instruments, loans, cash advances or other debt instruments, including rights and obligations to acquire these financial instruments and derivatives directly related to these financial instruments issued by the audited entity, with the exception of those which are held indirectly through participation in diversified collective investment schemes, including without limitation pension funds, investment funds and unit-linked funds offered by insurance companies unless these schemes are controlled by these persons or firms or investment decisions are made with respect to those schemes that are influenced by these persons or firms, and also with the exception of loans or cash advances granted on arm's length terms in the ordinary course of business by the audited entities, which are authorised to grant loans under separate regulations;

b) they hold financial instruments, including shares in equity, securities within the meaning of Article 3, point 1 of the Act of 29 July 2005 on Trading in Financial Instruments, loans, cash advances or other debt instruments, including rights and obligations to acquire these financial instruments and derivatives directly related to these financial instruments issued by an entity related to the audited entity whose holding may cause or may be perceived by an objective, reasonable 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, including without limitation pension funds, investment funds and unit-linked funds offered by insurance companies unless these schemes are controlled by these persons or firms or investment decisions are made with respect to those schemes that are influenced by these persons or firms;

c) during the period covered by the audited financial statements and during the period when the audit was conducted they remained in an employment, business or other relationship with the audited entity, which may cause or may be perceived by an objective, reasonable and informed third party as causing a conflict of interest;

d) they participated in keeping the books or drawing up accounting records 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 period when the audit was conducted;

e) they are legal representatives (attorneys), members of supervisory or management bodies or employees of the audited entity or its related entity;

f) they participate in the management and decision-making processes of the audited entity;

g) they provide non-audit services that have a material impact on the audited financial statements;

h) there are other circumstances that affect independence to the extent that cannot be mitigated by any safeguard and that prevent the drawing up an impartial and independent audit report.

- 10) The key statutory auditor, audit firm, its employees involved in the audit, and an individual who participates directly in audit activities and whose services are used or who is supervised by the key statutory auditor or audit firm as well as persons related closely to them may not demand or accept from the audited entity or its related entity any

financial or personal benefits unless an objective, reasonable and informed third party would consider the value of such benefits to be negligible or immaterial.

- 11) The provision of services other than auditing takes place in accordance with the independence requirements specified for such services in the professional ethics and standards of such services.
- 12) The key statutory auditor and the statutory auditors conducting statutory audit on behalf of an audit firm may not serve in the following positions or perform the following functions at the audited entity at least for 2 years after the date on which they cease to act as statutory auditors or key statutory auditors or to participate directly in an audit at Company:
  - a) be members of senior management, including members of the Management Board or another management body;
  - b) be members of the Audit Committee or of a body that performs its functions;
  - c) be members of a supervisory board.
- 13) For at least one year after the date of their direct participation in the audit, the following persons shall not serve in the positions or perform the functions referred to in par. 12:
  - a) employees of the audit firm and members of senior management who are not key statutory auditors;
  - b) individuals whose services are used or who are supervised by the statutory auditor or audit firm in question – if they are statutory auditors.
- 14) Before taking up a position or function referred to in par. 12, the candidate for the position or function in question shall submit the relevant statement that he or she meets the conditions. The statement shall be submitted under pain of criminal liability for making a false statement. The person making the statement shall include the following clause in the statement: “I am aware of criminal liability for making a false statement”. This clause shall replace the instruction concerning criminal liability for making a false statement.

## **2. Requirements concerning the competence and experience of the audit firm:**

Firms that meet the following requirements shall be eligible to become audit firms:

- 1) They have the knowledge, experience and professional competence enabling them to properly carry out audits of IFRS financial statements, as confirmed by:
  - a) projects completed in the area of audit and review of IFRS financial statements for companies from the financial industry;
  - b) projects completed in the area of audit of consolidated financial statements of international groups of companies, including banks;
- 2) They have the knowledge, experience and competence related to other advisory services for companies from the financial industry, including without limitation tax, accounting and economic advisory services.

### **3. Requirements concerning the rotation of the statutory auditor and the audit firm**

- 1) The maximum period of uninterrupted engagement involving statutory audits carried out by a single audit firm or an audit firm related to 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 audit engagement shall be calculated as from the first financial year covered in the audit engagement letter in which the statutory auditor or the audit firm has been appointed for the first time for the carrying-out of consecutive statutory audits for the public-interest entity.
- 3) An audit engagement letter with a new audit firm shall be concluded for the period covered by the selection. In the case of a statutory audit within the meaning of Article 2, point 1 of the Act, the first audit engagement letter shall be concluded with the new audit firm for a period not less than 2 (two) years, with the possibility of renewal for additional periods of at least another two years. The above shall apply to financial statements for financial years beginning after 31 December 2017. The conclusion of a further audit engagement letter with the existing audit firm with which an audit engagement letter was concluded under the repealed Act of 7 May 2009 on Statutory Auditors and their Self-Regulatory Body, Entities Licensed to Audit Financial Statements and on Public Supervision shall be possible for a period of one year.
- 4) A key statutory auditor may not carry out statutory audits of an entity for more than 5 years.
- 5) A key statutory auditor may resume the carrying out of statutory audits at least 3 years after the completion of its last statutory audit. The above shall apply to grace periods commencing on 17 June 2016 or later.

### **4. Requirements concerning audit planning and organisation**

The precondition for an audit firm to be selected shall be the inclusion in its proposal of:

- 1) the proposed methodology for the audit of financial statements;
- 2) the organisation and management of the project, including contacts and cooperation with the Audit Committee;
- 3) the plan of, and schedule for, the audit of financial statements such that it meets the Company's expectations with respect to deadlines.

### **5. Requirements concerning the audit firm's fee**

- 1) The fee for the provision of financial audit services received by the audit firm may not be:
  - a) dependent on any conditions, including the result of the audit;
  - b) determined by, or dependent on, the provision of additional non-audit services to the Company or related Companies by the audit firm or any entity related to the audit firm or belonging to its network.

- 2) Additional services may only be provided and fees for these services may only be paid in accordance with the rules defined in the Additional Service Provision Policy.
- 3) The fee for the provision of financial audit services should reflect:
  - a) the complexity of work;
  - b) the qualifications required;
  - c) the amount of labour required.
- 4) The fee for the provision of financial audit services should be the sum of the numbers of hours/days of work multiplied by the hourly/daily rates of all members of the audit team.
- 5) The amount of fee shall not affect the diligence with which financial audit services are performed and their quality.

## **6. Other formal eligibility requirements:**

In order to meet eligibility conditions, audit firms shall also:

- 1) submit their current entry in the list of audit firms;
- 2) submit a representation on the results of the procedures carried out as referred to in Article 74, para. 1 of the Act on Statutory Auditors and also on the absence of a regulatory conflict concerning the rotation of the firm and of the key statutory auditor;
- 3) submit information on the professional indemnity insurance contract concluded, which is referred to in Article 53 of the Act on Statutory Auditors.

Failure to meet the aforementioned requirements will result in the Bidder being excluded from participation in the proceedings.

## **V. The criteria of audit firm selection**

The evaluation of bids submitted by audit firms during the Audit Firm Selection Procedure shall be based on the following selection criteria:

1. the experience of the audit team, and in particular of the key statutory auditor and/or the partner responsible within the scope set forth in para. IV, subpara. 2 above;
2. the plan and schedule of auditing activities covered by this inquiry presented by the auditing company,
3. the calculation of the expected fee submitted by the audit firm, based on the provisions of Article 80 of the Act;
4. the reputation and position of the audit firm in the global audit services market (the global reach of the audit firm or of the network to which it belongs);
5. the audit firm performs audit work within the Global Payments Group.



## **VI. The method and date of submitting the offer and the date of opening the offers.**

Offers in electronic form should be submitted no later than November 15, 2023 to:

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

Paper offers are not required. However, if you would like to provide such offer, we would ask you to send it to the following address:

Centrum Elektronicznych Usług Płatniczych eService Sp. z o.o., 01-102 Warszawa, ul. Jana Olbrachta 94 directly to: Jarosław Kurkowski – Chief Financial Officer.

## **VII. Other information**

- 1) This invitation to submit offers and the tender procedure are subject to Polish law. The language of the offer and bidding procedure will be Polish,
- 2) The Ordering Party reserves the right to change the content of this Invitation before the deadline for submitting offers,
- 3) The Ordering Party reserves the right to terminate the offer procedure without making a choice and without providing a reason,
- 4) All costs associated with the preparation and submission of the offer shall be borne by the Bidder. Regardless of the results of the bidding procedure, eService will not be liable or in any way responsible for costs or losses incurred by the Bidder in connection with the preparation and submission of the offer.