

# **Report of the Supervisory Board of QuarticOn S.A. for the financial year 2022**

**including the evaluation report on the results of: the Management Board's report on the Company's operations in 2022, the Company's financial statements for the financial year ended December 31, 2022 and the Management Board's request concerning coverage of the loss for the financial year 2022**

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The company under the name: QuarticOn Spółka Akcyjna ("Company") was established as a result of transformation of the company Quartic Spółka z ograniczoną odpowiedzialnością (limited liability company) made on the principles described in art. 551 and et seq. of the Commercial Companies Code, based on Resolution No. 1 of the General Meeting of Shareholders adopted on 28 December 2017.

## **I. Composition of the Supervisory Board**

On January 1, 2022 and on December 31, 2022, the composition of the Company's Supervisory Board was as follows: **Mr. Oktawian Jaworek as a Chairman of the Board**, and Mr. Bartłomiej Łagowski, Ms Justyna Spytek, Mr. Paweł Chojecki and Mr. Paweł Lebiecki who were Members of the Supervisory Board. In 2022, there were no changes in the composition of the Supervisory Board.

## **II. The operations of the Supervisory Board of the Company in 2022**

In 2022, the Supervisory Board exercised supervision over the Company's operations in strategic and current areas of its operations. In terms of its operations, the Supervisory Board monitored the Management Board on an ongoing basis in the economic and financial situation, supported the Management Board in achieving the Company's objectives (meetings with potential investors) and got acquainted with other matters presented by the Management Board (e.g. in terms of the implementation of the "AI Fashion Stylist" project, preparation for obtaining financing).

Over the whole reporting period, members of the Supervisory Board remained in regular contact with the Company, carrying out consultations on all essential aspects of the Company's operations.

The main issues raised during the Supervisory Board's meeting were, in particular:

1. analysis of the periodic financial results of the Company and their evaluation;
2. talks with the Company's Management Board regarding the progress of work in obtaining financing;
3. talks related to changes in the Company's products and the implementation of a new offer (CDXP);
4. talks regarding the implementation of the "AI Fashion Stylist" project
5. evaluation of the financial statements on the Company's operations,
6. other current matters relating to the activities of the Company.

During the whole year 2022, 3 meetings of the Supervisory Board were held in total. Individual members of the Supervisory Board also held several appointments, outside of formal meetings, with the Company's Management Board in 2022, discussing product, financial and development issues.

In 2022, the Supervisory Board:

1. did not conduct any inspections or clarifying investigations;
2. did not suspend the mandate of any members of the Management Board;
3. did not delegate members of the Supervisory Board to perform the functions of members of the Management Board of the Company;
4. did not decide to commission additional expertise.

### **III. Evaluation of the financial statements and the Management Board's report on the Company's operations**

According to art. 382 § 3 of the Commercial Companies Code, the Supervisory Board of the Company assessed the Management Board's report on the Company's operations in 2022, financial statements of the Company for the financial year ended December 31, 2022 in terms of their compliance with the books and documents, with the facts, as well as it assessed the request of the Company's Management Board regarding the coverage of the loss for the financial year 2022.

The Supervisory Board assessed the Company's situation in 2022. The Supervisory Board performed its assessment on the basis of the supervision over the Company, review of the Company's issues and after noting the opinion of the Company's Management Board in this matter.

The Supervisory Board of the Company assessed the following documents submitted by the Management Board of the Company:

1. the Management Board's report on the Company's operations in 2022;
2. the Company's financial statements, including the auditor's opinion, for the financial year ended December 31, 2022, which consist of:
  - 1) introduction to the financial statements;
  - 2) the balance sheet prepared as at 31/12/2022, with total assets and total liabilities of **PLN 4,423,350.72**
  - 3) profit and loss account for the financial year 2022 showing a net loss in the amount of **PLN 4,254,833.15**;
  - 4) statement of movements in equity;
  - 5) cash flow statement;
  - 6) additional information.

The Supervisory Board states that the Company's financial statements for the financial year ended December 31, 2022 in all material respects:

1. present a reliable and clear view of the property and financial situation of the Company as at 31 December 2022 and its financial result for the financial year ended on 31 December 2022 in accordance with the applicable Polish Financial Reporting Standards and with the adopted accounting principles (policy);
2. comply in the form and content with the applicable laws and the Statutes of Company;
3. have been prepared on the basis of correctly kept accounting books in accordance with the provisions of Chapter 2 of the Accounting Act "Accounting Act" (Journal of Laws of 2022 item 395, as amended).

For the above reasons, the Supervisory Board states that the information contained in these financial statements is consistent with the Company's books and documents, as well as with the facts.

At the same time, the Supervisory Board got acquainted with the Management Board's report on the Company's operations in 2022. In the opinion of the Supervisory Board, the information contained in the financial statements is consistent with the information included in the Management Board's report on the Company's operations, and the Management Board's report was prepared in accordance with Art. 49 par. 2 of the Accounting Act.

In the opinion of the Supervisory Board, the Management Board's report on the Company's operations in 2022 provided a realistic view of the Company's development, achievements and situation, including a description of basic risks and threats. The above opinions justify the acceptance of the assessed documents.

The Supervisory Board got also acquainted with the Management Board's request regarding the method of the coverage of the loss incurred by the Company in the financial year 2022. The Supervisory Board of the Company approved the request of the Company's Management Board according to which the loss for the financial year 2022 will be covered by profits that will be produced by the Company in future financial years.

The Supervisory Board, on the basis of its own research and observations, as well as explanations provided by the Company's Management Board, places a request to the Ordinary General Meeting of the Company for approval of:

1. the Management Board's report on the Company's operations in 2022;
2. the Company's financial statements for the financial year ended December 31, 2022;
3. the Management Board's request regarding the coverage of the loss for the year 2022.

#### **IV. Other issues**

The Supervisory Board also accepted the explanations of the Company's Management Board regarding management and control issues and, based on this information, made:

1. assessment of the company's situation, taking into account the adequacy and effectiveness of the company's internal control systems, risk management, ensuring compliance of operations with standards or applicable practices, and internal audit

2. assessment of the performance by the management board of the obligations referred to in Art. 380 of the Code of Commercial Companies

In 2022, there were no events referred to in Art. 382 §31 section 4 and 5 of the Code of Commercial Companies.

The Supervisory Board also familiarized itself with the risks related to the going concern of the Company, which were included in the financial statements for 2022 and in the opinion of the statutory auditor, it also listened to the Management Board's commentary on the risks highlighted in the report.

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This report was adopted by the Supervisory Board of the Company at its meeting on June 27, 2023. Members of the Supervisory Board participated in the meeting of the Supervisory Board using means of direct remote communication, i.e. videoconference, which is permissible pursuant to § 12 sec. 7 of the Company's Articles of Association. After the meeting of the Supervisory Board, the Chairman ordered a remote vote attended by 5 members of the Supervisory Board.

The electronic signatures of the Chairman of the Supervisory Board, Mr. Oktawian Jaworek and the Secretary, Mr. Michał Giergielewicz, confirm the acceptance of this document.

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Oktawian Jaworek  
The Chairman of the  
Supervisory Board

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Michał Giergielewicz  
The Secretary