

KANDYDATURY ZGŁOSZONE PRZEZ
INFINITAS FIZAN DO RADY NADZORCZEJ PGS
SOFTWARE S.A.

Wojciech Kryński, FCCA



Professional experience

- 2010- **Ground Frost Sp. z o.o. – managing partner,**
Wojciech's primary specialty is business reporting and valuations. He is an expert in the application of International Financial Reporting Standards and assists Polish and foreign stock listed companies and Polish branches of multinational companies in their reporting and accounting processes.
He took part in a number of IFRS adoption processes which gave him an insight into the mechanics and pitfalls of the first time adoption. He supports Polish stock listed companies in their IFRS reporting including complex impairment and revenue recognition related issues.
He has a proven track record in M&A advisory and led a number of due diligence transactions for Polish and international companies where acquisitions were both domestic and foreign. He took part in numerous share purchase agreements preparation and negotiations on the part of both buyers and sellers. Within Ground Frost, he is also the head of valuation and financial modelling team. He delivered advice in Poland, Ukraine, Romania, Serbia, Croatia, Nigeria, Ghana, Greece and other countries.
Since the beginning of his career he has been involved with financial institutions. First as an auditor where he led audit projects for banks, insurers and fund managers. Later – as part of the finance team of Aviva in Poland and finally as a consultant. Over the last year he led M&A projects for PKO BP (the largest bank in Poland) including due diligence and portfolio valuations. He has been involved with M&A projects for mBank (a Polish subsidiary of Commerzbank) which include due diligence, negotiations and portfolio valuations. His other financial sector clients include Getin Bank, Idea Bank, MCI Management, Citibank, Alior Bank and Deutsche Bank where he delivers advice related to valuations, portfolio transfers and M&A.
Wojciech advised on the valuation and reporting to a number of investment managers. He is a valuation expert of the Association of Polish Banks.
- 2004-2009 **BPP Professional Education Sp. z o.o.** Managing Director, Member of the Board.
Company restructuring resulting in the development of the 2nd largest professional education player in Poland.
- 2003-2004 **Commercial Union Polska Sp. z o.o.,** Deputy director Finance
Head of IFRS implementation project in Polish Aviva Companies, leader of the consolidation software implementation project.
- 1998-2003 **PricewaterhouseCoopers Sp. z o.o.,** Manger
Managing the audit engagements, due diligence and accounting advisory projects.

Education

| | |
|-----------|---|
| 1998-2001 | Fellow in the Association of Chartered Certified Accountants (ACCA) |
| 1999-2000 | University of Lodz, Faculty of Management, Post-graduate studies in accounting and financial management |
| 1994-1998 | University of Lodz, Faculty of Economics and Sociology, Finance and Banking |

Other functions

| | |
|-----------------|---|
| 2021- | External consultant on valuations – Polish Audit Oversight Agency |
| 2020- | Member of the Audit Committee of the Ministry of Climate and Environment |
| 2017-2019 | Independent member of the Board, Chairman of Audit Committee, PKN Orlen SA |
| 2018- | Independent member of the Board, Chairman of Audit Committee, MCI Fund Management Company SA |
| 2017 | Worldbank consultant in chartered accountants education reform project in Poland |
| 2015- | Chairman of the Board, Matplaneta SA |
| 2010-2016 | Chairman of the Board Community School 2 in Warsaw (Pro-bono) |
| 2008.06 | Pro-bono trainer in audit and accounting in Nigeria and Ghana |
| 2007.12-2008.03 | Worldbank consultant in: Auditing and Accounting Reform, Phase 2 Education and Training project |
| 2006 | Highly commended in CIMA Tutor of the Year contest |
| 2006-2007 | Member of steering committee ACCA Poland |
| 2005.05-2005.06 | Interim Finance Director, Citiinsurance SA |

Language

| | |
|---------|--------|
| Polish | native |
| English | fluent |
| Russian | good |

PERSONAL DATA:

Name: **KAROL SOWA**

Date of Birth: [REDACTED]

Phone no. [REDACTED]

E-mail address: [REDACTED]



EDUCATION:

24.10.2012 Admitted to practice as an Advocate in Poland.
2009 - 2012 Advocate traineeship with the Regional Bar Association in Warsaw.
2001 - 2007 Studies on the faculty of Law and Administration of the Warsaw University finalized with obtaining the degree of the Master of Law (a diploma with merits)
2006 – 2007 Alumni of the American Law School at the Warsaw University Law Faculty. Graduated as one of the top six students.
2006 English language course in the Solex Academy of English in Whelling IL, USA.

PROFESIONAL EXPERIENCE:

September 2007 – October 2016 employed at Weil, Gotshal & Manges – Paweł Rymarz sp. k. in Warsaw in the Corporate/Mergers & Acquisitions department.
November 2016 - present day Head of M&A department and currently a Partner at Ożóg Tomczykowski law firm.
March 2018 - present day independent supervisory board member of Kredyt Inkaso S.A. (publicly listed Company);
October 2018 –June 2019 supervisory board member of L'biotica S.A.

PROFESSIONAL EXPERIENCE:

Corporate/M&A Expertise:

- participation in over sixty public and private M&A projects for PE Funds, International Corporates as well as private business owners both on sell and buy side;
- running the M&A department comprising of 5-7 associates at Ożóg Tomczykowski for the last four years;
- experience in distressed M&A deals involving pre-pack purchases of enterprise or pre-bankruptcy investments into strategic companies.;
- general corporate advice for many corporate clients including international corporates, financial institutions (banks), PE Funds and Polish entrepreneurs;
- servicing various off-shore companies (mainly Cypriot, Dutch and Luxembourg) for the firm's clients.

Capital Markets Expertise:

- participating in the preparation several IPOs of companies on the Warsaw Stock Exchange;
- general corporate advice for public companies in the area of compliance, best practices, reporting obligations (MAR) and advising shareholders of public companies holding significant stakes of shares;
- representing clients in proceedings conducted before Polish Financial Supervisory Authority (KNF).

Other legal expertise:

- significant litigation expertise including advising various clients in relation to corporate disputes and negotiating settlements related to the investment agreements
- participation in one of the biggest pre-bankruptcy restructuring projects of a public construction company; and

Training:

- participation in a training „*Significant block of shares of public companies*” organised by Polish Financial Supervisory Authority;
- participation in a seminar „*Practical aspects of filing for bankruptcy in Poland*” organized by publisher C.H. Beck;
- participation in over forty in-house training sessions organized by Weil relating to legal issues relating to the various areas of practice of Weil.
- Participation in a 32h training “*Company’s Finances for managers for Non-CFOs*”
- Participation in a training “*Valuation methods of companies and enterprises for legal and tax advisors*”.

Legal Rankings:

- Individual commendation as one of the Top M&A experts in the "Mergers and Acquisitions" Ranking of Law Firms of "Rzeczpospolita" 2020 and 2021;
- M&A department of Ozog Tomczykowski classified in the IFLR1000 Rankings for 2019 and 2020 as other notable practitioners;
- Commendation for Ozog Tomczykowski law firm in the "Private Clients" , "Mergers and Acquisitions,, and " Company and commercial law" categories in the Ranking of Law Firms of "Rzeczpospolita" for 2020 and 2021.

Publications:

- Publishing an article in “Puls Biznesu “*How to prepare a family firm to a M&A transaction*”;
- Public presentations at conferences and meetings for clients relating to M&A topics (including Kongres “Sukcesja” in 2018).

HOBBIES:

Waiting for the kids to move out.

FOREIGN LANGUAGES:

| | |
|---------|---|
| English | fluent (Advanced Certificate in English) |
| Russian | basic |
| French | very basic |

I hereby give consent for my personal data included in my application to be processed for the purpose of the recruitment process under the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (General Data Protection Regulation).

**ZGODA NA POWOŁANIE DO RADY
NADZORCZEJ PGS SOFTWARE S.A.**

Niniejszym wyrażam zgodę na powołanie mnie w skład rady nadzorczej spółki **PGS Software S.A.** z siedzibą we Wrocławiu, wpisanej do rejestru przedsiębiorców Krajowego Rejestru Sądowego prowadzonego przez Sąd Rejonowy dla Wrocławia-Fabrycznej we Wrocławiu, VI Wydział Gospodarczy Krajowego Rejestru Sądowego, pod numerem KRS 0000304562 ("Spółka").

Niniejszym oświadczam, że:

1. nie figuruję w Rejestrze Dłużników Niewypłacalnych prowadzonym na podstawie ustawy z dnia 20 sierpnia 1997 r. o Krajowym Rejestrze Sądowym oraz nie orzeczono wobec mnie pozbawienia prawa pełnienia funkcji członka rady nadzorczej na podstawie art. 373 ustawy z dnia 28 lutego 2003 r. Prawo upadłościowe;
2. nie pełnię funkcji i nie zajmuję stanowisk wymienionych w art. 1 i 2 ustawy z dnia 21 sierpnia 1997 r. o ograniczeniu prowadzenia działalności gospodarczej przez osoby pełniące funkcje publiczne;
3. zgodnie z wymogami określonymi w art. 18 ustawy z dnia 15 września 2000 r. Kodeks spółek handlowych ("KSH") w stosunku do członka rady nadzorczej spółki, posiadam pełną zdolność do czynności prawnych, oraz że nie jestem oskarżonym w postępowaniu karnym prowadzonym na podstawie przepisów rozdziałów XXXIII-XXXVII ustawy z dnia 6 czerwca 1997 r. Kodeks karny oraz w art. 585, art. 587, art. 590 i art. 591 KSH, jak i nie zostałem skazany prawomocnym wyrokiem sądu za przestępstwa określone w ww. przepisach;
4. nie prowadzę działalności konkurencyjnej w stosunku do Spółki ani nie jestem współnikiem ani członkiem organu w

**CONSENT FOR APPOINTMENT TO THE
SUPERVISORY BOARD OF PGS
SOFTWARE S.A.**

I hereby give my consent to be appointed to the supervisory board of PGS Software S.A. with its registered seat in Wrocław, entered into the business register of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register, under the number KRS 0000304562 (the "Company").

I hereby state that:

1. *my name does not appear in the Register of Insolvent Debtors of the National Court Register as provided by the Act dated 20 August 1997 on the National Court Register and no decision has been passed against me to deprive me of the right to hold the function of a member of the supervisory board pursuant to Art. 373 of the Bankruptcy Law of 28 February 2003;*
2. *I do not perform functions or hold positions listed under Art. 1 and 2 of the Act on the Limitation on Conducting Business Activity by Persons Performing Public Functions of 21 August 1997;*
3. *in accordance with the requirements set out in Art. 18 of the Commercial Companies Code of 15 September 2000 (the "CCC") applying to a member of a supervisory board function, I have full legal capacity to enter into legal transactions and I am not an accused person in any criminal proceedings conducted pursuant to the provisions of chapters XXXIII-XXXVII of the Criminal Code of 6 June 1997 and Article 585, Article 587, Article 590 and Article 591 of the CCC and I have never been convicted in a final and unappealable judgment for offences set out in the above-mentioned provisions;*
4. *I do not conduct any activity competitive to the Company and I am not a partner, shareholder or a member of any governing*

jakiegokolwiek spółce cywilnej, osobowej ani kapitałowej, konkurencyjnej w stosunku do Spółki;

or supervising body in any civil or commercial partnership or company, competitive to the Company;

5. spełniam kryteria niezależności z art. 129 ust. 3 ustawy z dnia 11 maja 2017 r. o biegłych rewidentach, firmach audytorskich oraz nadzorze publicznym;

5. *I fulfil the independence criteria set forth in Article 129 sec. 3 of Act of 11 May 2017 on statutory auditors, audit firms and public oversight;*

6. wskazuję swój adres do doręczeń:

6. *I have indicated my address for service:*



Imię i nazwisko: | *Name and surname:*

Karol Sowa

Podpis: | *Signature:*

K Sowa

Miejscowość i data: | *Place and date:*

Warszawa 13.09.2021

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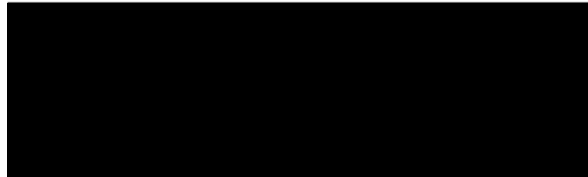
or supervising body in any civil or commercial partnership or company, competitive to the Company;

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6. *I have indicated my address for service:*



Imię i nazwisko: | *Name and surname:*

WOJCIECH KRYŃSKI

Podpis: | *Signature:*

Kryński

Miejscowość i data: | *Place and date:*

WARSZAWA 13/9/2021