

Independent Auditor's Report on the Audit of the Annual Consolidated Financial Statements of the

Capital Group VeloBank S.A.

for the financial year from 1st January 2024 till 31st December 2024



ethics
quality
transparency
competences

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Independent Auditor's Report on the audit of the annual consolidated financial statements for the General Meeting and Supervisory Board of the Capital Group VeloBank S.A.

Opinion on the Consolidated Financial Statements

We have audited the attached annual consolidated financial statements of the Capital Group, the parent company of which is VeloBank S.A. with its registered office in Warsaw at Rondo Ignacego Daszyńskiego 2c, hereinafter referred to as the "Parent Company", "Bank", "Group" for the financial year from 1 January 2024 to 31 December 2024, which consist of: the consolidated statement of financial position prepared as at 31 December 2024, the consolidated profit and loss account, the consolidated statement of cash flows and the consolidated statement of changes in equity for the financial year then ended and additional information containing significant accounting policies and additional explanatory notes, hereinafter referred to as the "consolidated financial statements".

The consolidated financial statements have been prepared in a uniform electronic reporting format contained in an electronic file submitted as part of the reporting package named GK_VeloBank_skons_spr_finansowe_31.12.2024, signed with electronic signatures of the Management Board of the Parent Company on March 25th, 2025.

The consolidated financial statements have been prepared using the accounting and financial reporting principles set out in the International Accounting Standards, International Financial Reporting

Standards and related interpretations published in the form of European Commission regulations, hereinafter referred to as "EU IFRS". In our opinion, the attached consolidated financial statements of the VeloBank S.A. Capital Group:

In our opinion, the accompanying consolidated financial statements of VeloBank S.A. Group:

- presents a true and fair view of the consolidated financial and asset position of the Group as at 31 December 2024, the consolidated financial result and consolidated cash flows for the financial year ending on that day in accordance with EU IFRS and the adopted accounting principles (policy),
- complies, in terms of form and content, with the provisions of the law applicable to the Group and with the provisions of the Parent Company's articles of association affecting its content

Our opinion on the consolidated financial statements is consistent with the supplementary report to the Audit and Risk Committee (hereafter the Audit Committee), which we issued on May 13th, 2025.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the National Auditing Standards, in the wording of the International Standards on Auditing, adopted by the National Council of Statutory Auditors, National Auditing Standard 220 (Z) adopted by the Polish Audit Oversight Agency, hereinafter referred to as the "National Auditing Standards", the Act of 11 May 2017 on statutory auditors, audit firms and public supervision, hereinafter referred to as the "Act on Statutory Auditors", applicable to audits of financial statements prepared for the periods ended on 31 December 2024, and Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (OJ EU L 158, 27.05.2014, p. 77 and OJ EU L 170 of 11 June 2014, p. 66), hereinafter referred to as "Regulation 537/2014".

Our responsibilities under those standards are described in the section "The auditor's responsibilities for the audit of the consolidated financial statements."

We are independent of the Bank in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), hereinafter referred to as the "IESBA Code", adopted by the National Council of Certified Public Accountants, and with the independence requirements set out in the Act on Certified Public Accountants and Regulation 537/2014. We have also fulfilled our other ethical obligations set out in the Act on Certified Public Accountants and the IESBA Code. During the audit, the key statutory auditor and the audit firm remained independent of the Bank in accordance with the independence requirements set out in the Act on Statutory Auditors and Regulation 537/2014.

We believe that the audit evidence we have obtained provides a sufficient and appropriate basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the current reporting period. They include the most significant assessed risks of material misstatement, including the assessed risks of material misstatement due to fraud. We addressed these matters in the context of our audit of the consolidated financial statements as a whole and in forming our opinion, and we summarised our response to these risks and, where we considered it appropriate, presented our key observations related to these risks.

Significant risks of material misstatement are risks of material misstatement that we have identified and that, in our judgment, require special consideration during the audit.

The key audit matters presented below include all of the most significant risks of material misstatement as set out in Regulation 537/2014 and other matters that we have identified as key audit matters.

We do not provide a separate opinion on these matters.

Simultaneously, Regulation 537/2014 requires us to report on all of the most significant risks of material misstatement in the audit report, including those that were not a key audit matter for us.

Key audit matter: Estimating expected value of credit losses for loans and credits to customers Did the key issue constitute a significant risk: YES	
Description of the key audit matter	How the case was addressed during the audit
<p>Loans and credits granted to customers (a.k.a. 'loans and credits' or 'credit exposures') measured at amortised cost are presented with an allowance for expected credit losses.</p> <p>In accordance with International Financial Reporting Standard no. 9 "Financial Instruments" ("IFRS 9"), the Management Board is required to determine the value of expected credit losses that may occur over a 12-month period or over the remaining whole life of a financial asset, depending on the classification of individual assets into risk categories ("stagets") taking into consideration the impact of future macroeconomic conditions on the level of expected credit losses.</p> <p>There are two main phases in the process of estimating expected credit losses:</p> <ul style="list-style-type: none"> -identifying the indications of impairment or the material increase in credit risk, -estimating expected credit losses. <p>In accordance with IFRS 9, the Bank distinguishes 4 stagets into which loans and credits are classified, depending on the level of credit risk assessment:</p> <ul style="list-style-type: none"> -Stage 3 loans and credits represent exposures for which the Bank has recognised an impairment indicator (so-called non-performing exposures or NPL non-performing loans). - Stage 2 loans and credits represent all exposures for which the Bank has not recognised an indication of impairment, but has recognised a material increase in credit risk since the date of initial recognition of the financial asset in its books. - Stage 4 loans and credits represent all exposures for which the Bank recognised impairment at initial recognition, the so-called POCI (purchased or created impaired) staget. - Stage 1 loans and credits are all exposures not classified to stage 2, 3 and 4. 	<p>In response to the significant risks identified, we carried out a number of procedures. We have described below the procedures that are key in achieving our audit objectives:</p> <ul style="list-style-type: none"> - understanding of internal control policies and procedures for the recognition and calculation of expected credit losses, - testing the effectiveness of selected key controls implemented by the Bank: <ul style="list-style-type: none"> • entering customer data used in the expected credit loss (ECL) calculation process, • inputting of credit transaction data in the expected credit loss (ECL) calculation process, • data transfer between IT systems and databases and the ECL calculation system, • the punctuality and correctness of the identification of a material increase in credit risk (staget 2) and the occurrence of an impairment indicator (staget 3). - We reviewed and assessed, used by the Bank, methodology for estimating the allowance for expected losses in terms of compliance with the requirements of IFRS 9. In particular, the Bank's approach to default, probability of default ("PD") parameters, loss given default ("LGD") ratio and consideration of forecasted macroeconomic information in calculating expected credit losses. - We analysed and evaluated the Bank's types and methodologies of expert adjustments used in the process of estimating future credit losses (post model adjustments). - For loans and credits that are individually insignificant - assessed for impairment on a portfolio basis, we performed the following procedures: <ul style="list-style-type: none"> • evaluation of the Bank's assumptions including adjustments and expert judgements used in the model, • critical analysis of key judgements and assumptions, including the assumed probabilities of the various scenarios,

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<p>The indications of impairment for stage 3 are identified in particular on the basis of the punctuality of debt service and the economic and financial situation of the debtors, determining their ability to service their debt without defaulting on the material amount of the exposure not exceeding 90 days. The rationale for classifying loans and credits into class 2 of financial assets is the assessment of the punctuality of repayment of credit obligations not exceeding 90 days and a significant change in the level of probability of default (PD, probability of default) compared to the value of this parameter at the time of initial recognition of the exposure in the Bank's books.</p> <p>Loans and credits to customers - the Bank's debt portfolio, consists of exposures for which the value of expected credit losses is estimated:</p> <ul style="list-style-type: none"> - in the individual assessment process, - portfolio method (so-called group assessment) using statistical models and methods and the IFRS 9 risk parameters estimated with them, i.e. probability of default (PD), loss given default (LGD) and exposure at default (EAD). <p>For credits subject to the individual assessment there is the risk of: making unreasonable assumptions in the valuation of collateral, the assumed timings of planned cash flows from repayments and realisation of collateral, the timings of realisation of cash flows, erroneous paths (strategies) for cash flows realization and the probabilities of their occurrence in the process of calculating allowance.</p> <p>For exposures assessed using the portfolio approach (group approach) with statistical models, there is a risk of: classification into the wrong risk category (stage) and the adoption of inappropriate risk parameters such as probability of default (PD), loss at default (LGD), or exposure at default (EAD).</p> <p>A large amount of data is used in expected credit loss models and, therefore, their completeness and reliability can significantly affect the accuracy of the calculation of the allowance for credit losses.</p> <p>The Bank monitors the quality, completeness and integrity of the data used to estimate risk parameters, as well as the correctness of the estimates of individual risk parameters using statistical techniques and methods (so-called validations of IFRS 9 models and parameters). In addition, the Bank performs so-called backtesting (assessment of appropriateness) of the amount of estimated credit losses by comparing the estimated results of expected credit losses to the actual credit losses recognised in the Bank's the statement of profit or loss. The Bank adjusts the amount of risk parameters, by calibrating the models, revising or reconstructing them depending on the results of the validation and backtesting of the amount of the allowance for expected credit losses. The actions taken by the Bank are aimed at minimising the risk of misestimation of the level of expected credit losses.</p> <p>Determining the amount and timing of the recognition of expected credit losses requires the use of significant judgement and the adoption of complex expectations.</p> <p>We considered this area to be a key audit matter, given that the estimation of the allowance for expected credit losses involves a significant inherent risk of error, requires the Bank's Management Board to exercise significant judgement and, given the size of the loan portfolio, has a material impact on the financial statements.</p>	<ul style="list-style-type: none"> critical assessment of macroeconomic assumptions, analysis and evaluation of the stability and adequacy of the model's performance, substantive audit procedures on a selected sample to check the classification of individual exposures into appropriate stages. <p>- In the case of individually significant exposures, we implemented the following procedures:</p> <ul style="list-style-type: none"> assessing the correctness of the identification of a material increase in credit risk and indications of impairment, substantive audit procedures on a selected sample in regards to the correctness of the classification of customers into the relevant risk classes (stages), for impaired exposures, we critically assessed key assumptions, in particular: estimates of collateral values, projected scenarios and their assigned probabilities, timings and amounts of expected cash flows, including cash flows. <p>- We assessed the adequacy and completeness of the disclosures in the separate financial statements in accordance with applicable accounting standards.</p> <p>- We analysed events after the balance sheet date with regard to the possible need to revise expected loss estimates and with regard to the classification of credit exposures.</p> <p>- We analysed the sensitivity analysis carried out by the Management Board of the level of allowance for expected credit losses due to deterioration or improvement in risk parameters.</p> <p>- We analysed and reconciled the selected input data used to determine default parameters and estimate expected credit losses.</p>
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Responsibilities of the Management Board and the Supervisory Board of the Parent Company for the Consolidated Financial Statements

The Management Board of the Parent Company is responsible for preparing the consolidated financial statements that present a true and fair view of the Group's assets and financial position and financial result, in accordance with EU IFRS, adopted accounting principles (policies) and the provisions of law applicable to the Group and the Parent Company's articles of association, including their preparation in accordance with the requirements of the ESEF Regulation.

The Management Board of the Parent Company is also responsible for the internal control, which it considers necessary to prepare the consolidated financial statements that do not contain material misstatement caused by fraud or error.

When preparing the consolidated financial statements, the Management Board of the Parent Entity is responsible for assessing the Group's ability to continue as a going concern, disclosing, if

applicable, matters related to continuing as a going concern and for adopting the going concern principle as the basis of accounting, except for situations where the Management Board of the Parent Entity either intends to liquidate the Group or discontinue its operations, or has no real alternative to liquidation or discontinuation of operations.

The Management Board and members of the Supervisory Board of the Parent Company are obliged to ensure that the financial statements meet the requirements set out in the Act of 29 September 1994 (hereinafter referred to as the "Accounting Act"). Members of the Supervisory Board of the Parent Company are responsible for supervising the financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objective is to obtain reasonable assurance that the consolidated financial statements as a whole do not contain material misstatement due to fraud or error, and to issue an audit report containing our opinion. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with the above standards will always detect a material misstatement when it exists. Misstatements may arise from fraud or error and are considered material if it can be reasonably expected that, individually or in aggregate, they could influence the economic decisions of users taken on the basis of these consolidated financial statements.

The scope of the audit does not include assurance as to the future profitability of the Group or the efficiency or effectiveness of the management of its affairs by the Management Board of the Parent Company, currently or in the future.

During our audit in accordance with the National Standards on Auditing, we use professional judgment and maintain professional scepticism, furthermore:

- we identify and assess the risks of material misstatement of the consolidated financial statements due to fraud or error, design and perform audit procedures appropriate to those risks, and obtain audit evidence that is sufficient and appropriate to form the basis of our opinion. The risk of undetected material misstatement resulting from fraud is greater than that resulting from error because fraud may involve collusion, forgery, intentional omissions, misrepresentation or circumvention of internal controls;
- we obtain an understanding of the internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- we assess the appropriateness of accounting principles (policies) used and the reasonableness of accounting estimates and related disclosures made by the Parent Company's Management Board,

- we conclude on the appropriateness of the Parent Company's Management Board's application of the going concern basis of accounting and, based on the audit evidence obtained, whether there is a material uncertainty related to events or conditions that may cause significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to related disclosures in the consolidated financial statements or, if such disclosures are inadequate, we modify our opinion. Our conclusions are based on audit evidence obtained up to the date of our auditor's report; however, future events or conditions may cause the Group to cease to continue as a going concern;
- we evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- we obtain audit evidence that is sufficient and appropriate with respect to the financial information of entities and business activities within the Group to express our opinion on the annual consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements and remain solely responsible for our audit opinion.

We communicate to the Supervisory Board and the Audit Committee of the Parent Company, among other things, the planned scope and timing of the audit and the significant findings of the audit, including any significant deficiencies in internal control that we identify during the audit.

We have made a statement to the Supervisory Board and the Audit Committee of the Parent Company that we have complied with the relevant ethical requirements for independence and that we will

inform them of all relationships and other matters that could reasonably be considered to pose a threat to our independence and, where applicable, inform them of the safeguards in place.

From among the matters communicated to the Parent Company's Supervisory Board, we have identified those that were most significant during the audit of the consolidated financial statements for the current reporting period and that we have therefore judged to be the key audit matters. We describe these matters in our auditor's report in the Key Audit Matters section, except for those matters in respect of which the laws and regulations prohibit their public disclosure, or where, in exceptional circumstances, we decide

that the matter should not be presented in our report, as it could be reasonably expected that the negative consequence would outweigh the public benefit of disclosing such information.

In accordance with the Act on Statutory Auditors, we are also required to include in the audit report an opinion on whether the consolidated financial statements comply, in terms of form and content, with the applicable laws and regulations of the Group and the articles of association of the Parent Company. We have formulated the opinion in this respect based on the work performed during the audit.

Other Information, Including a Management Report

Other information is financial and non-financial information included in the consolidated annual report, other than the consolidated financial statements and the audit report. Other information includes the Group's Management report for the year ended 31.12.2024, together with the Group's sustainable development reporting referred to in Chapter 6c of the Accounting Act, which should

constitute a separate part of this Group's Management report, hereinafter "Other information".

Responsibility of the Management Board and the Supervisory Board of the Parent Company

The Management Board of the Parent Company is responsible for preparing Other Information in accordance with legal regulations.

Group's activities, together with separate parts, meets the requirements set out in the Accounting Act.

The Management Board and members of the Supervisory Board of the Parent Company are obliged to ensure that the Report on the

Auditor's Responsibilities

Our audit opinion on the consolidated financial statements does not cover the Other information. In connection with our audit of the financial statements, our responsibility is to read the Other information and, in doing so, consider whether the Other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work performed, we identify material misstatements in the Other information, we are required to report this in our audit report.

Except for the matters discussed in the sections "Opinion on the consolidated Management Report" and "Information on Sustainability Reporting and its Assurance", we have nothing to report on the Other information.

Our responsibility, in accordance with the requirements of the Act on Auditors, is also to issue an opinion on whether the Group's Management Report, in the scope not related to sustainable development reporting, has been prepared in accordance with the regulations and whether it is consistent with the information included in the consolidated financial statements.

Management Report

The Group Management Report has been prepared in the form of an electronic file named *2024_velo_sprawozdanie_zarzadu*, bearing the

electronic signatures of the Parent Company's Management Board on May 15th, 2025.

Opinion on the Group's Management Report

In our opinion, based on the work undertaken in the course of the audit of consolidated financial statements, the accompanying Group's Management Report of VeloBank S.A. Capital Group for the financial year ended on 31st December 2024, in the scope not related to the sustainability reporting:

- has been prepared in accordance with Article 49 of the Accounting Act,

- the information presented in this report is consistent with the information contained in the audited consolidated financial statements.

In light of the knowledge about the Group and its environment obtained during the audit, we declare that we have not identified any material misstatements in the Group's Management Report.

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Information on Sustainability Reporting and its Assurance

Sustainable development reporting, referred to in Chapter 6c of the Accounting Act, which is a separate part of the Report on the activities of the VeloBank S.A. Capital Group, included in point 8 of this report, is subject to a separate assurance service carried out by our audit firm

and by the same key statutory auditor who audits the financial statements, from which a report containing an unmodified opinion was issued on May 13th, 2025.

Report on Other Legal and Regulatory Requirements

Information on Compliance with Prudential Requirements

The Management Board of the Parent Company is responsible for compliance with the applicable prudential regulations set out in separate rules, in particular for the correct determination of capital adequacy ratios.

Separate rules and regulations include, in particular:

- Regulation (EU) No 575/2013 of the European Parliament and of the Council of June 26th, 2013 on prudential requirements for credit institutions and investment firms, amending Regulation (EU) No 648/2012, hereinafter the "CRR Regulation",
- Banking Act of August 29th, 1997,
- Act of August 5th, 2015 on macro-prudential oversight of the financial system and crisis management in the financial system,
- Decision of the Polish Financial Supervision Authority authorizing the establishment of a bridge institution specifying that for a period of three years from its establishment the requirements specified in the provisions of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, the Banking Law, the Act on Trading in Financial Instruments and the Act of 5 August 2015 on macroprudential supervision of the financial system and crisis management in the financial system,

applicable to financial statements prepared for periods ending on December 31st, 2024.

We are required to report in the auditor's report whether the Bank complies with the applicable prudential regulations set out in the indicated rules and whether it has correctly determined the capital ratios.

The purpose of the audit of the consolidated financial statements is not to provide an opinion on compliance with the applicable prudential regulations set out in separate rules, in particular on the correctness of the determination and calculation of capital ratios, and we do not form such an opinion. Our procedures for auditing the consolidated financial statements included identifying non-compliance with laws and regulations, including prudential

regulations, that could have a material impact on the audited financial statements.

Based on the work we performed in connection with the audit of the consolidated financial statements, we inform that we have not identified any cases of non-compliance by the Group with applicable prudential regulations, specified in separate regulations, in the period from January 1st, 2024 to December 31st, 2024, that would have a material effect on the consolidated financial statements, and we have not identified any material irregularities in the Group's determination of capital adequacy ratios as at 31 December 2024 in accordance with those regulations.

Other information and statements required by Regulation 537/2014

Selection of the audit firm and the total uninterrupted duration of the assignment

We were appointed to audit the consolidated financial statements of the Group by a resolution of the Supervisory Board dated May 17th,

2023. We performed the audit of the Group's consolidated financial statements as a public interest entity for the second consecutive year.

Services that are not a statutory audit

To the best of our knowledge and belief, we declare that the non-audit services that we have provided to the Group comply with the laws and regulations applicable in Poland and that we have not provided non-

audit services that are prohibited by Article 5 paragraph 1 of Regulation 537/2014 and Article 136 of the Statutory Auditors Act.

Digitally signed on the Polish original

Mariusz Kuciński
Statutory Auditor No. 9802

Key Statutory Auditor
on behalf of PKF Consult Spółka z ograniczoną odpowiedzialnością Sp. k.
the audit firm number 477

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Warsaw, date May 13th 2025

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