

Internal Regulations governing the Audit Committee

Article 1.- Composition. Designation of its Members.

The Audit Committee shall be formed by three Directors, designated by the Board of Directors, among the non-executive Directors. A majority of members of the Audit Committee shall be independent Directors. At least one independent Director shall have qualifications in accounting and finance.

The tenure of a member of the Audit Committee will expire at the same time as his mandate of Director comes to an end. Prior to the expiration of the tenure of a Director, the Board may pass a resolution revoking such member from the Audit Committee.

Article 2.- Chairman

The Chairman of the Audit Committee shall be elected by the Chairman of the Board of Directors from among the independent members.

Article 3.- Tasks and Competencies.

The tasks and competencies of the Audit Committee are:

- I. In relation to internal control and the information systems:
 - a) Monitor the preparation process and the integrity of the financial information relating to the Company and the Group, as appropriate, ensuring compliance with regulatory requirements, the appropriate scope of consolidation and the correct application of accounting criteria.
 - b) To monitor the integrity of the annual, half-yearly and quarterly financial statements that should be submitted to regulatory or market supervision entities, including the internal control systems, as well as the accounting criteria applied, when applicable.
 - c) Periodically and at least annually, review the internal control and risk management systems so that the principal risks are appropriately identified, managed and reported.
 - d) To review at least annually the need or convenience of an internal audit function, and the case may be, to monitor the internal audit function, through full access to it, and monitor and supervise its independence and effectiveness; propose the selection, appointment, re-election and removal of the manager of the internal audit service; propose the budget for this service and set the remuneration for its manager; receive periodic information on its activities and the budget for the

service; and verify that senior management takes into account the conclusions and recommendations of its reports.

- e) Establish and monitor a mechanism that allows employees to confidentially and anonymously, if appropriate, communicate potential irregularities, especially financial and accounting, which they may identify within the Company, proposing the appropriate corrective measures and approvals to the Board of Directors.
- f) The Audit Committee shall notify the Board prior to adopting the corresponding decisions on the following issues:
 - (i) The financial information that the Company must periodically publish, as a listed company. The Committee must ensure that the interim accounts are prepared using the same accounting criteria as the annual accounts, and therefore consider the relevance of a partial review by the external auditor.
 - (ii) The related operations.
- h) Notify the Board of any change in accounting criteria and of the risks on and off the balance sheet.
- i) To report to the General Shareholders' Meeting on questions raised by shareholders in relation to matters of its competence.
- j) To invite particular Directors, Company employees, as well as experts and advisors to its meetings, where their presence is justified by the subject matter to be discussed by the Audit Committee at the meeting.
- k) Draft and submit a report to the Board, within three months of the end of the Company's accounting year, on its work conducted in the reporting year. This report shall in particular cover:
 - (i) matters discussed by the Audit Committee at its meetings in the reporting year;
 - (ii) decisions made by the Audit Committee in the reporting year; and
 - (iii) matters that the Audit Committee wishes to bring to the Board's particular attention, with a justification of such selection and the Audit Committee's opinion and optionally, the Audit Committee's recommendations as to the Board's decision to be adopted on such matters.

II. In relation to the external auditor:

- a) The proposals to select, appoint, re-elect and substitute the external auditor, as well as the conditions of its contract, shall be presented by the Board of Directors to the Shareholders' General Meeting.

- b) To obtain timely information about the audit plan and its results from the external auditor on a regular basis and verify that senior management takes its recommendations into account.
- c) Ensure the independence of the external auditor and therefore:
 - (i) That the Company notifies the Warsaw Stock Exchange of the change of auditor as a significant event and accompanies this disclosure with a statement about the existence of disputes with the outgoing auditor and the content of such disputes, if they exist;
 - (ii) That it ensures that the Company and the auditor comply with the prevailing regulations on the provision of services, other than audit services, the restrictions on the concentration of business with an auditor and, in general, any other regulations established to ensure auditors' independence;
 - (iii) In the case of the resignation of an external auditor, to examine the circumstances that may have caused it, and make recommendations as to any required action.
- d) Maintain contact with the external auditors in order to receive information about any issues that may prejudice the independence of the auditors and any other issues related to the process of auditing the accounts.
- e) Keep the nature and extent of non-audit services under review, based inter alia on disclosure by the external auditor of all fees paid by the company and its group to the audit firm and network, with a view to preventing any material conflicts of interest from arising.

Article 4.- Meetings. Calling.

The Audit Committee shall meet as often as is required to comply with the tasks indicated in article 3 above, and at least once every quarter.

The Audit Committee shall also meet on any occasion on which it is called by the Chairman, under his/her own initiative or on the instance of any two of its members, who in any event may inform the Chairman of the convenience of including a specific item on the Agenda of the following meeting. The calling must be made with sufficient advance notice, which must be no less than three days, and in writing, and it must include the Agenda. Nonetheless, the meeting of the Audit Committee shall also be valid when, upon all its members being present, they agree to hold a meeting.

The Audit Committee shall submit report on its activity to the Board of Directors at least once every half –year.

Any member who participates in the meeting of the Committee by means of a communication device (including a telephone or a video conference) which allows such member to be identified and all members present at such meeting (whether in person or by proxy, or by



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means of such communication device) to hear or to be heard by all of the other members at any time shall be deemed to be present in person at such meeting and shall be counted when reckoning a quorum and shall be entitled to vote in matters considered at such meeting.

Members who participate in the proceedings of a meeting of the Committee by means of such communication device shall ratify their votes so cast by signing one copy of the minutes of the meeting.

The minutes of any meeting of the Committee shall be signed by the Chairman who presided at such meeting. The minutes of the Audit Committee meetings and resolutions shall be made available to the Directors who are not Audit Committee members.

Article 5. - Quorum.

The Audit Committee shall be considered to be validly constituted when the majority of its members are present or represented.

The resolutions shall be validly adopted when the majority of the Committee members present or represented vote in favour. In the event of a tie, the Chairman shall have the casting vote