

*This document is a translation.  
The Polish original should be referred to in matters of interpretation.*

## **Independent Auditor's Report to the General Meeting and Supervisory Board of Boryszew S.A.**

### **Report on the Audit of the Year-end Financial Statements**

#### **Opinion**

We have audited the year-end financial statements of Boryszew S.A. ("the Company"), which comprise the statement of financial position as at 31 December 2019 and the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, as well as notes to the financial statements containing a description of significant accounting methods and other explanations ("the financial statements").

In our opinion, the accompanying financial statements:

- give a true and fair view of the Company's financial position as at 31 December 2019, as well as of its financial result and cash flows for the financial year then ended, in accordance with the applicable International Financial Reporting Standards endorsed by the European Union, as well as the adopted accounting methods (policies);
- are consistent, in content and in form, with the applicable laws and regulations and with the Company's Statute;
- have been prepared on the basis of properly kept books of account in accordance with Chapter 2 of the Accounting Act of 29 September 1994 ("the Accounting Act" - 2019 Journal of Laws, item 351 with subsequent amendments).

The present opinion is consistent with the additional report to the Audit Committee, which we issued on 28 May 2020.

#### **Basis for Opinion**

We conducted our audit in accordance with the International Standards on Auditing adopted by the National Council of Certified Auditors as National Standards on Auditing ("NSA") and in compliance with the Act of 11 May 2017 on Certified Auditors, Audit Firms and on Public Oversight ("the Certified Auditors Act" - 2019 Journal of Laws, item 1421 with subsequent amendments) and Regulation (EU) No. 537/2014 of 16 April 2014 on specific requirements regarding statutory audit of public interest entities ("Regulation EU" - OJ L 158). Our responsibilities under those standards are further described in *the Responsibilities of the Auditor for the Audit of the Financial Statements* section of this report.

We are independent of the Company in accordance with the Code of Ethics for Professional Accountants issued by the International Federation of Accountants (“the IFAC Code”) and adopted by resolutions of the National Council of Certified Auditors, and with other ethical requirements relevant to the audit of financial statements in Poland. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IFAC Code. During the audit, the engagement partner and the audit firm remained independent of the Company in accordance with the independence requirements laid down in the Certified Auditors Act and Regulation EU.

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

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of the most significance in the audit of the financial statements for the current reporting period. They include the most significant assessed types of risks of material misstatements, including assessed types of risks of material misstatements resulting from fraud. We addressed these matters in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and have summarized our response to these types of risks, and where relevant, presented our key observations relating to those risks. We do not express a separate opinion on these matters.

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#### **1 Impairment of investments in subsidiaries**

The separate statement of financial position shows shares of listed entities measured at fair value and shares of unlisted entities measured at acquisition cost less impairment, totaling PLN 405 million or 24,8% of the Company’s balance sheet total. In addition, as at the balance sheet date the Company has significant loans granted to its subsidiaries, as well as other receivables, which together constitute a component of financing of their operations and are presented as financial assets.

Due to the fact that shares and other financial assets constituting a component of the Company’s involvement in the financing of subsidiaries amount to a significant percentage of the Company’s balance sheet total, and because of the significant assumptions underlying the assessment of indications of impairment, we classified their measurement as a key audit matter.

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#### **Disclosures in the financial statements**

Relevant disclosures are presented in point 3 of “Significant accounting methods” and in notes 13 and 19 to the financial statements.

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#### **Audit procedures performed in response to the risk**

Our audit procedures included in particular:

- obtaining an understanding of the internal control environment with regard to the design and implementation of controls relating to the share measurement process,
- obtaining an understanding of the business strategy with regard to the individual subsidiaries,
- assessing accounting policies and balance sheet date measurement of shares, including performing an independent measurement of listed shares,
- analyzing the process of identifying indications of impairment of shares and other financial assets constituting a component of financing the operations of the Company’s subsidiaries,

- analyzing the methods adopted to write down the value of shares of subsidiaries, granted loans and other receivables, based on impairment tests,
  - evaluating the reasonableness of the Company’s judgements and assumptions and the accounting and substantive correctness of the resulting estimates of recoverable amounts and impairment write downs.
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### **Responsibilities of the Company’s Management and Supervisory Board for the Financial Statements**

The Company’s Management is responsible for the preparation, based on properly kept books of account, of the financial statements that give a true and fair view of the Company’s financial position and financial result in accordance with International Financial Reporting Standards endorsed by the European Union, the adopted accounting methods (policies), the applicable binding regulations and the Company’s Statute. The Company’s Management is also responsible for such internal controls as it considers necessary to ensure that the financial statements are free from material misstatements resulting from fraud or error.

In preparing the financial statements the Company’s Management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, any matters related to going concern and using the going concern basis of accounting, except in situations where the Management intends to either liquidate the Company or discontinue its operations, or has no realistic alternative but to do so.

The Company’s Management and members of its Supervisory Board are required to ensure that the financial statements meet the requirements of the Accounting Act. Members of the Supervisory Board are responsible for overseeing the Company’s financial reporting process.

### **Responsibilities of the Auditor for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements due to fraud or error, and to issue an independent auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with NSA will always detect an existing material misstatement. Misstatements can arise from fraud or error and are considered material if it could be reasonably expected that they, individually or in the aggregate, could influence the economic decisions of users made on the basis of these financial statements.

The concept of materiality is applied by the auditor at the planning stage and when performing the audit and evaluating the effect of identified misstatements on the audit, and of uncorrected misstatements, if any, on the financial statements, as well as when formulating the auditor’s opinion. In view of the above, all of the opinions and statements contained in the auditor’s report are expressed subject to the qualitative and quantitative level of materiality set in accordance with the applicable standards on auditing and the auditor’s professional judgement.

The scope of the audit does not include an assurance regarding the Company’s future profitability, or regarding the Management’s effectiveness in the handling of the Company’s affairs now or in the future.

Throughout an audit in accordance with NSA, we exercise professional judgement and maintain professional skepticism, as well as:

- identify and assess the risks of a material misstatement of the financial statements resulting from fraud or error, design and perform audit procedures in response to such risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, because fraud may involve collusion, forgery, deliberate omission, misrepresentation or override of internal controls;
- obtain an understanding of the internal controls relevant to the audit in order to plan our audit procedures, but not to express an opinion on the effectiveness of the Company's internal controls;
- evaluate the appropriateness of the accounting policies used and the reasonableness of the estimates and related disclosures made by the Company's Management;
- conclude on the appropriateness of the Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether material uncertainty exists related to events or conditions that may cast significant doubt on the Company'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 the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We provide the Supervisory Board with information about, among others, the planned scope and timing of the audit and significant audit findings, including any significant weaknesses of internal controls that we identify during our audit.

We provide the Supervisory Board with a statement that we have complied with the relevant ethical requirements relating to independence, and that we will communicate to them all relationships and other matters that may reasonably be considered to constitute a threat to our independence, and where applicable, inform them of the related safety measures.

From the matters communicated to the Supervisory Board we determined those matters that were of the most significance to the audit of the financial statements for the current reporting period and were therefore chosen as key audit matters. We describe these matters in our auditor's report, unless law or regulations prohibit their public disclosure or when, in exceptional cases, we find that a given matter should not be presented in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such information.

## **Other Information, Including Report on Activities**

Other information comprises a report on the activities of the Company and Group for the financial year ended 31 December 2019 (“Report on Activities”) along with the Statement of Compliance with Rules of Corporate Governance and the Statement on Non-financial Information referred to in Article 49b par. 1 of the Accounting Act, as well as the Annual Report for the financial year ended 31 December 2019 (“Annual Report”) (together “Other Information”).

### **Responsibilities of the Company’s Management and Supervisory Board**

The Company’s Management is responsible for the preparation of Other Information in accordance with binding regulations.

The Company’s Management and members of its Supervisory Board are required to ensure that the Report on Activities of the Company and Group meets the requirements of the Accounting Act.

### **Responsibilities of the Auditor**

Our opinion on the financial statements does not cover 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 it is materially inconsistent with the financial statements or with our knowledge obtained during the audit, or otherwise appears to be materially misstated. If based on the work we have performed, we find a material misstatement of Other Information, we are required to state this fact in our auditor’s report. In accordance with the requirements of the Certified Auditors Act, it is also our responsibility to issue an opinion whether the Report on Activities has been prepared in accordance with binding regulations, and whether it is consistent with the information presented in the financial statements. We are also required to report if the Company has prepared a Statement on Non-financial Information and to issue an opinion whether the Statement of Compliance with Rules of Corporate Governance contains the required information.

We received the Report on Activities of the Company and Group prior to the issue of the present auditor’s report, whereas the Annual Report will be available after this date. In the event that we find a material misstatement in the Annual Report, we are required to communicate this to the Company’s Supervisory Board.

### **Opinion on the Report on Activities**

Based on the work we have performed during the audit, in our opinion the Report on Activities of the Company and Group:

- has been prepared in accordance with Article 49 of the Accounting Act and par. 70 of the Minister’s of Finance Decree of 29 March 2018 on the current and periodic information reported by the issuers of securities and on the conditions for recognizing as equally valid the information required by the regulations of a state that is not a member state (“the Current Information Decree” - 2018 Journal of Laws, item 757);
- is consistent with the information presented in the consolidated financial statements.

Furthermore, based on our knowledge obtained during the audit about the Company and its environment we have identified no material misstatements in the Report on Activities.

## **Opinion on the Statement of Compliance with Rules of Corporate Governance**

In our opinion, the Company's Statement of Compliance with Rules of Corporate Governance contains all of the information specified in paragraph 70 section 6 point 5 of the Current Information Decree. In addition, in our opinion, the information indicated in paragraph 70 section 6 point 5 letters c-f, h and letter i of the Decree, contained in the Statement of Compliance with Rules of Corporate Governance is consistent with the applicable regulations and with the information contained in the financial statements.

## **Statement on Non-financial Information**

In accordance with the requirements of the Certified Auditors Act we confirm that the Company has prepared the Statement on Non-financial Information referred to in Article 49b par. 1 of the Accounting Act.

We have performed no assurance work on the Statement on Non-financial Information and, accordingly, do not express any assurance thereon.

## **Report on Other Legal and Regulatory Requirements**

### **Energy Law Requirements - Regulatory Financial Information**

The regulatory financial information presented in Note 40 to the financial statements, including statement of financial position and statement of comprehensive income items, prepared separately for each type of business activity relating to the sale, distribution and production of electrical energy, as well as the cited bases for the preparation of this information and the methods used to allocate assets and liabilities and costs and revenues to each type of activity, has been prepared by the Company's Management in order to meet the requirements of Article 44 of the Energy Law of 10 April 1997 (2012 Journal of Laws, item 1059 with subsequent amendments - hereafter referred to as the "Energy Law"), including with regard to ensuring equal treatment of customers and eliminating cross subsidization between activities.

The scope of regulatory financial information is set forth in the Energy Law. Our audit did not include an evaluation of whether the information required under the law is sufficient when it comes to the objective of its preparation, including in particular when it comes to ensuring equal treatment of customers and eliminating cross subsidization between activities.

In our opinion, the regulatory financial information has been prepared in all material respects in accordance with the preparation basis presented in Note 40 and meets the requirements of Article 44 par. 2 of the Energy Law.

### **Declaration on the Provision of Non-audit Services**

To the best of our knowledge and belief we declare that any non-audit services we have provided to the Company and its subsidiaries were consistent with the law and the regulations binding in Poland, and that we have not provided any non-audit services prohibited by virtue of Article 5 par. 1 of Regulation EU and Article 136 of the of the Certified Auditors Act.

The non-audit services we have provided to the parent company and its subsidiaries in the audited period are listed in point 36 of the Report on Activities of the Company and Group.

### **Appointment of the Auditor**

We were first appointed as auditors of the Company's financial statements in a resolution passed by the Company's Supervisory Board on 28 June 2018. We have audited the Company's financial statements uninterruptedly since the financial year ended 31 December 2018, i.e. for 2 consecutive years.

The engagement partner on the audit resulting in this independent auditor's report is Artur Staniszewski.

**BDO spółka z ograniczoną odpowiedzialnością sp.k.** with its registered office in Warsaw

entered on the list of audit firms in number **3355**

**represented by the engagement partner**

**Artur Staniszewski**

Certified Auditor No. 9841

Warsaw, 28 May 2020