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Independent Auditor's Report

To the General Shareholders' Meeting and Supervisory Board of ENERGA SA

Report on the Audit of the Annual Separate Financial Statements

Opinion

We have audited the accompanying annual separate financial statements of ENERGA SA (the "Entity"), which comprise:

- the separate statement of financial position as at 31 December 2018,

and, for the period from 1 January to 31 December 2018:

- the separate statement of profit or loss;
 - the separate statement of comprehensive income;
 - the separate statement of changes in equity;
 - the separate statement of cash flows;
- and
- notes comprising a summary of significant accounting policies and other explanatory information

(the "separate financial statements").

In our opinion, the accompanying separate financial statements of the Entity:

- give a true and fair view of the unconsolidated financial position of the Entity as at 31 December 2018 and of its unconsolidated financial performance and its unconsolidated cash flows for the financial year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union ("IFRS EU") and the adopted accounting policy;
- comply, in all material respects, with regard to form and content, with applicable laws and the provisions of the Entity's articles of association;
- have been prepared, in all material respects, on the basis of properly maintained accounting records in accordance with chapter 2 of the accounting act dated 29 September 1994 (Official Journal from 2019, item 351) (the "Accounting Act").

Our audit opinion on the separate financial statements is consistent with our report to the Audit Committee dated 13 March 2019.

Basis for Opinion

We conducted our audit in accordance with:

- International Standards on Auditing as adopted by the National Council of Certified Auditors as National Standards on Auditing (the “NSA”); and
- the act on certified auditors, audit firms and public oversight dated 11 May 2017 (Official Journal from 2017, item 1089 with amendments) (the “Act on certified auditors”); 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-listed entities and repealing Commission

Independence and Ethics

We are independent of the Entity in accordance with the Code of Ethics for Professional Accountants (“IFAC Code”) issued by the International Ethics Standards Board for Accountants as adopted by the resolutions of the National Council of Certified Auditors, as well as other independence and ethical requirements, applicable to audit

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements of the current period. They are the most significant assessed risks of material misstatements, including those due to fraud, described below and we performed appropriate audit procedures to address these

Decision 2005/909/EC (Official Journal of the European Union L 158 from 27 May 2014, page 77 and Official Journal of the European Union L 170 from 11 June 2014, page 66) (the “EU Regulation”); and
 — other applicable laws.

Our responsibilities under those standards are further described in the Auditor’s Responsibility for the audit of the separate financial statements section of our report.

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

engagement in Poland. We have fulfilled all ethical responsibilities resulting from those requirements and IFAC Code. During our audit the key certified auditors and the audit firm remained independent of the Entity in accordance with requirements of the Act on certified auditors and the EU Regulation.

matters. Key audit matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon we have summarised our response to those risks. We do not provide a separate opinion on these matters. We have determined the following key audit matters:

Impairment of shares in subsidiaries

Net book value of investments in subsidiaries, associates and joint ventures as at 31 December 2018 amounts to PLN 7.326 million, and recognized impairment losses on investments in subsidiaries, associates and joint ventures as at 31 December 2018 amount to PLN 29 million.

References to the separate financial statements: Note 5 “Material items subject to judgment and estimates”, Note 8.4 “Impairment of non-financial assets and shares in subsidiaries and associates”, Note 11 “Shares in subsidiaries and associates”, Note 23.6 “Impairment losses on financial assets”

Key audit matter

As described in the note 11 of the separate financial statements, in relation to the identified indicators of possible impairment of investments in some subsidiary entities, the Company decided to perform impairment tests for selected investments, i.e. ENERGA

Our response

Our audit procedures included, among others:

- Assessment of compliance of the accounting policies adopted by the Company with regard to identification and recognition of impairment losses of

Wytwarzanie, ENERGA-OBRÓT, ENERGA Kogeneracja, ENERGA Invest, ENERGA Informatyka i Technologie, Enspirion, ENERGA Ochrona and ENERGA Logistyka.

As part of the above tests, the Company has estimated the recoverable amount of investments in subsidiaries based on the corresponding value in use of cash generating units using the discounted cash flow model.

Impairment of investment in the subsidiary entities has been recognized as a key audit matter due to the fact that the estimation of their recoverable amount is based on numerous assumptions and estimates, most notably in relation to future cash flows and the adopted discount rate.

The projected cash flows are dependent on electricity, coal, electricity origin certificates and CO₂ emission rights prices. The validity of the assumptions made in this regard are associated with a high degree of uncertainty in view of a changing regulatory environment and its effect on the economics of the functioning of the energy trading and production sector.

investments in subsidiaries with the respective financial reporting standards;

— Assessment of the system of internal control over the detection of indicators of impairment and testing for the impairment of investment in subsidiary entities;

— Assessment of judgements related to grouping assets into cash generating units;

— Critical assessment of the Company's judgements regarding the existence of indicators of impairment and, consequently, the need to perform impairment tests for individual components of financial assets;

— Critical assessment of the reasonableness of judgements and assumptions made by the Company, and the estimation of the recoverable amount of investments in the subsidiary entities, and as a consequence, the value of identified impairment losses, with the support of our internal valuation specialists, including:

✓ assessment of the discounted cash flow model prepared by the Company with regard to its compliance with the applicable financial reporting standards, compliance with generally accepted impairment testing models, and the internal integrity of the methodology used,

✓ assessment of the reasonableness of the key macroeconomic and discount rate assumptions made by the Company by comparing them to external sources,

✓ critical assessment of the reasonableness of projections of future cash flows, including the assumed levels of revenues, costs, investment expenditures by comparing the adopted assumptions to historical financial information, and by analyzing actions taken by the Company prior to the audit,

- ✓ assessment of whether the Entity's assumptions regarding future regulatory conditions were based on a reasonable model of the power sector and renewable energy sources support system;

- Assessment of the adequacy and completeness of disclosures in the separate financial statements with regard to the key assumptions and judgements regarding impairment of investments in subsidiaries.

Responsibility of the Management Board and Supervisory Board of the Entity for the separate financial statements

The Management Board of the Entity is responsible for the preparation, on the basis of properly maintained accounting records, of separate financial statements that give a true and fair view of the unconsolidated financial position of the Entity and of its unconsolidated financial performance in accordance with International Financial Reporting Standards, as adopted by the European Union, the adopted accounting policy, the applicable laws and the provisions of the Entity's articles of association and for such internal control as the Management Board of the Entity determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate financial statements, the Management Board of the Entity is

responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management Board of the Entity either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

According to the Accounting Act, the Management Board and members of the Supervisory Board of the Entity are required to ensure that the separate financial statements are in compliance with the requirements set forth in the Accounting Act. Members of the Supervisory Board of the Entity are responsible for overseeing the Entity's financial reporting process.

Auditor's Responsibility for the audit of the separate financial statements

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

The scope of audit does not include assurance on the future viability of the Entity or on the efficiency or effectiveness with which the Management Board of the Entity has conducted or will conduct the affairs of the Entity.

As part of an audit in accordance with NSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those 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 for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- obtain an understanding of 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 Entity's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management Board of the Entity;
- conclude on the appropriateness of the Management Board of the Entity's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report on the audit of the separate financial statements to the related disclosures in the separate 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 auditors' report on the audit of the separate financial statements. However, future events or conditions may cause the

Entity to cease to continue as a going concern;

- evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit Committee of the Entity regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide the Audit Committee of the Entity with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee of the Entity, we determine those matters that were of most significance in the audit of the separate financial statements of the current reporting period and are therefore the key audit matters. We describe these matters in our auditors' report on the audit of the separate financial statements unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other information, including the report on activities

Other Information

The other information comprise:

- the report on activities of the Entity for the year ended 31 December 2018 (the "Report on activities"), including the corporate governance statement, which is a separate part of the Report on activities;

- the separate report on non-financial information referred to in art. 49b paragraph 9 of the Accounting Act (together the "Other information").

Responsibility of the Management Board and Supervisory Board

The Management Board of the Entity is responsible for the Other information in accordance with applicable laws.

The Management Board and members of the Supervisory Board of the Entity are required to ensure that the Report on activities, including

the corporate governance statement and the report on non-financial information referred to in art. 49b paragraph 9 of the Accounting Act

Auditor's Responsibility

Our opinion on the separate financial statements does not cover the Other information.

In connection with our audit of the separate financial statements, our responsibility was to read the Other information and, in doing so, consider whether the Other information is materially inconsistent with the separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we performed, we conclude that there is a material misstatement in the Other information, we are required to report that fact.

In accordance with the Act on certified auditors our responsibility was to report if the Report on activities was prepared in accordance with

Opinion on the Report on activities

Based on the work undertaken in the course of our audit of the separate financial statements, in our opinion, the accompanying Report on activities, in all material respects:

- has been prepared in accordance with applicable laws, and
- is consistent with the separate financial statements.

Opinion on the statement on corporate governance

In our opinion, the corporate governance statement, which is a separate part of the Report on activities, includes the information required by paragraph 70 subparagraph 6 point 5 of the Decree of the Ministry of Finance dated 29 March 2018 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent of information required by the laws of a non-member state (Official Journal from 2018, item 757) (the "decree").

Information about the statement on non-financial information

In accordance with the requirements of the Act on certified auditors, we report that the Entity has prepared a separate report on non-financial information referred to in art. 49b paragraph 9 of the Accounting Act.

are in compliance with the requirements set forth in the Accounting Act.

applicable laws and the information given in the Report on activities is consistent with the separate financial statements.

Moreover, in accordance with the requirements of the Act on certified auditors our responsibility was to report whether the Entity included in the statement on corporate governance information required by the applicable laws and regulations, and in relation to specific information indicated in these laws or regulations, to determine whether it complies with the applicable laws and whether it is consistent with the separate financial statements and to inform whether the Entity prepared a separate report on non-financial information.

Furthermore, based on our knowledge about the Entity and its environment obtained in the audit of the separate financial statements, we have not identified material misstatements in the Report on activities.

Furthermore, in our opinion, the information identified in paragraph 70 subparagraph 6 point 5 letter c-f, h and letter i of the decree, included in the corporate governance statement, in all material respects:

- has been prepared in accordance with applicable laws; and
- is consistent with the separate financial statements.

We have not performed any assurance procedures in relation to the separate report on non-financial information and, accordingly, we do not express any assurance conclusion thereon.



Report on other legal and regulatory requirements

Statement on services other than audit of the financial statements

To the best of our knowledge and belief, we did not provide prohibited non-audit services referred to in art. 5 paragraph 1 second subparagraph of the EU Regulation and art. 136 of the act on certified auditors.

Services other than audit of the financial statements, which were provided to the Entity in the audited period are listed in point 2.8 of the Report on activities.

Appointment of the audit firm

We have been appointed for the first time to audit the annual separate financial statements of the Entity by resolution of the Supervisory Board dated 20 December 2016 and reappointed in the following years, including the resolution dated 29 June 2018, to audit the

annual separate financial statements for the year ended 31 December 2018. Our period of total uninterrupted engagement is 2 years, covering the periods ended 31 December 2017 to 31 December 2018.

On behalf of audit firm

KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.

Registration No. 3546

Signed on the Polish original

Zbigniew Libera

Key Certified Auditor
Registration No. 90047
Limited Partner, Proxy

Gdańsk, 13 March 2019

Signed on the Polish original

Natalia Markowska

Key Certified Auditor
Registration No. 10853