

**Review by the Supervisory Board of Energa SA with explanation
of
financial statements of Energa SA,
consolidated financial statements of ENERGA Group, and
report by the Management Board of Energa SA on the activities of ENERGA Group and
Energa SA for the year 2019**

The review of (1) financial statements of Energa SA, (2) consolidated financial statements of ENERGA Group and (3) the report by the Management Board of Energa SA on the activities of ENERGA Group and Energa SA for the year 2019 by the Supervisory Board of Energa SA, with this explanation, was prepared on the basis of § 17 (1) (1) of the Company's Articles of Association, Article 382 § 3 of the Code of Commercial Companies and § 70 (1) (14) and § 71 (1) (12) of Regulation of the Minister of Finance of 29 March 2018 on current and periodical information submitted by the issuers of securities and conditions for recognizing information required by the laws of a non-Member State as equivalent, in connection with Article 395 § 2 (1) and Article 395 § 5 of the Code of Commercial Companies as well as in connection with Article 53 (1), Article 55 (2a) and Article 63c (4) of the Accounting Act.

The Supervisory Board of Energa SA reviewed the following documents presented to it by the Company's Management Board with a positive result:

- 1) Financial statements of Energa SA prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2019;
- 2) Consolidated financial statements of ENERGA Group prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2019; and
- 3) Management Board Report on performance of the Energa Capital Group and of Energa SA in 2019.

The review was based on the audit's results contained in the reports prepared by an independent statutory auditor from the audit of financial statements of Energa SA and consolidated financial statements of ENERGA Group. The audits were conducted by KPMG Audyt Spółka z ograniczoną odpowiedzialnością spółka komandytowa with its registered office in Warsaw, an entity entered on the list of entities authorised to perform audits under no. 3546.

The Supervisory Board reviewed the financial statements of Energa SA prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2019, comprising:

- 1) statement of profit or loss disclosing a net loss of PLN 374 m (in words: three hundred seventy four million zlotys);
- 2) statement of comprehensive income disclosing a total negative comprehensive income of PLN 392 m (in words: three hundred ninety two million zlotys);
- 3) statement of financial position disclosing a balance-sheet total of PLN 13,573 m (in words: thirteen billion five hundred seventy three million zlotys);
- 4) statement of changes in equity disclosing a decrease in equity of PLN 392 m (in words: three hundred ninety two million zlotys);
- 5) statement of cash flows disclosing a decrease in net cash by PLN 1,239 m (in words: one billion two hundred thirty nine million zlotys); and
- 6) accounting principles (policies) and additional notes.

The Supervisory Board reviewed the consolidated financial statements of ENERGA Group prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2019, comprising:

- 1) consolidated statement of profit or loss disclosing a net loss of PLN 1,001 m (in words: one billion one million zlotys);
- 2) consolidated statement of comprehensive income disclosing a total comprehensive income of PLN 1,092 m (in words: one billion ninety two million zlotys);
- 3) consolidated statement of financial position disclosing a balance-sheet total of PLN 20,967 m (in words: twenty billion nine hundred sixty seven million zlotys);
- 4) consolidated statement of changes in equity disclosing a decrease in consolidated equity of PLN 1,092 m (in words: one billion ninety two million zlotys);
- 5) consolidated statement of cash flows disclosing a decrease in net cash by PLN 1,269 m (in words: one billion two hundred sixty nine million zlotys); and
- 6) accounting principles (policies) and additional notes.

In accordance with reports of the independent statutory auditor from the audit of the aforementioned documents:

- 1) the financial statements of Energa SA and the consolidated financial statements of ENERGA Group give a true and fair view of the property and financial position of the

Company and of the ENERGA Group as at 31 December 2019, operating profit or loss and cash flows for the financial year then ended, in accordance with EU IFRS, as well as the adopted accounting policy;

- 2) the above financial statements comply, as to the form and content, with governing provisions of the law and provisions of the Articles of Association of Energa SA;
- 3) the financial statements of Energa SA have been prepared on the basis of accounting ledgers that have been properly kept.

Furthermore, the Supervisory Board reviewed the Management Board Report on performance of the Energa Capital Group and of Energa SA in 2019. The Supervisory Board found that the reports had been prepared in accordance with Article 49 and Article 55 (2a) of the Accounting Act and § 70 and § 71 of Regulation of the Minister of Finance of 29 March 2018 on current and periodical information submitted by the issuers of securities and conditions for recognizing information required by the laws of a non-Member State as equivalent, and those findings were consistent with the view taken by the independent statutory auditor. The said statements are also consistent with the information contained in the financial statements of Energa SA and the consolidated financial statements of ENERGA Group.

The Audit Committee of the Supervisory Board of Energa SA met with representatives of the auditing firm and read the audit reports of the independent statutory auditor. As a result, the Audit Committee recommended that the Supervisory Board reviews the documents submitted by the Management Board with a positive result.

Following the works, the Supervisory Board concluded that:

- 1) Financial statements of Energa SA prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2019;
- 2) Consolidated financial statements of ENERGA Group prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2019; and
- 3) Management Board Report on performance of the Energa Capital Group and of Energa SA in 2019;

are consistent with the accounting ledgers and documents as well as the actual state of affairs.

Signatures of Members of the Supervisory Board of Energa SA:

1. Paula Ziemięcka-Księżak

2. Zbigniew Wtulich

3. Agnieszka Terlikowska-Kulesza

4. Andrzej Powalowski

5. Trajan Szuladziński

6. Maciej Żółtkiewicz