

INDEPENDENT AUDITOR'S REPORT ON THE AUDIT

To the General Meeting and Supervisory Board of Grupa Kęty S.A.

Audit report on the annual consolidated financial statements

Opinion

We have audited the annual consolidated financial statements of Grupa Kęty S.A. Group (the 'Group'), for which the holding company is Grupa Kęty S.A. (the 'Company') located in Kęty at Kościuszki 111 street, containing: the consolidated profit and loss account, the consolidated statement of comprehensive income for the period from 1 January 2021 to 31 December 2021, the consolidated balance sheet as at 31 December 2021, the consolidated statement of changes in equity, the consolidated statement of cash flows for the period from 1 January 2021 to 31 December 2021 and additional information to the consolidated financial statements, including a summary of significant accounting policies (the 'consolidated financial statements'). In our opinion, the consolidated financial statements:

- give a true and fair view of the consolidated financial position of the Group as at 31 December 2021 and its consolidated financial performance and its consolidated cash flows for the period from 1 January 2021 to 31 December 2021 in accordance with required applicable rules of International Financial Reporting Standards approved by the European Union and the adopted accounting policies,
- comply in respect of the form and content with laws applicable to the Group and the Parent Company's Statute.

The opinion is consistent with the additional report to the Audit Committee issued on 24 March 2022.

Basis for opinion

We conducted our audit in accordance with the National Standards on Auditing in the version of International Auditing Standards as adopted by the National Council of Statutory Auditors ("NAS") and pursuant to the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight (the 'Act on Statutory Auditors') and the 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 (the 'Regulation 537/2014'). Our responsibilities under those standards are further described in the '*Auditor's responsibilities for the audit of the financial statements*' section of our report.

We are independent of the Group in accordance with the International Ethics Standards Board of Accountants' (IESBA) International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), adopted by the National Council of Statutory Auditors and other ethical responsibilities in accordance with required applicable rules of the audit of financial statements in Poland. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. While conducting the audit, the key certified auditor and the audit firm remained independent of the Group in accordance with the independence requirements set out in the Act on Statutory Auditors and the EU Regulation 537/2014.

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 most significance in our audit of the consolidated financial statements of the current period. They include the most significant assessed risks of material misstatement, including the assessed risks of material misstatement due to fraud. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we have summarized our reaction to these risks and in cases where we deemed it necessary, we presented the most important observations related to these types of risks. We do not provide a separate opinion on these matters.

Key audit matter	How the matter was addressed in our audit
<p>Impairment of assets</p> <p><i>Why the issue is the key audit matter</i></p> <p>As at December 31, 2021 the Group recognized in the consolidated financial statement among significant assets:</p> <ul style="list-style-type: none"> • fixed assets in carrying amount of PLN 1 460 925 thousand; • right-of-use assets in carrying amount of PLN 40 718 thousand; • intangible assets in carrying amount of PLN 49 696 thousand; • goodwill in carrying amount of PLN 20 051 thousand; • prepayments for the purchase of fixed assets in carrying amount of PLN 68 950 thousand; <p>which is approximately 47% of the Group's balance sheet total.</p> <p>According to International Financial Reporting Standards, the Management Board of the holding Company is required to perform an impairment test of intangible assets with an indefinite useful life, in relation to fixed assets, intangible assets, right-of-use assets and prepayments for the purchase of fixed assets to analyze the existence of indications of impairment of assets, and in the event of the identification of such indications to conduct an impairment test.</p>	<p><i>Audit approach</i></p> <p>Our procedures, in relation to the described key audit matter, included among others:</p> <ul style="list-style-type: none"> • understanding of the applied accounting policies and procedures and the identification of control mechanisms functioning in the Company and related to the assessment of indicators for impairment, identification of objective events indicating impairment and tests for impairment of assets; • assessment of the judgments adopted by the Group regarding the grouping of assets into cash-generating units; • assessment of impairment indicators and reconciliation of source data used in impairment tests to the financial forecasts adopted by the holding Company; • assessment of assumptions and estimates adopted by the Group to determine the recoverable amount of assets, including: <ul style="list-style-type: none"> - the key macroeconomic assumptions made by the Group for future years (including: discount rates, projected growth rate) by comparing them to the market data and available external data; - arithmetical correctness of the discounted cash flow models, and - assumptions made to determine cash flows and residual values after period covered by a detailed forecast;

<p>The issue was identified as key audit matter for the audit of the consolidated financial statements due to the value of the assets listed above, which is significant for the consolidated financial statements as well as due to the complex element of professional judgment of the Group's management regarding the valuation of financial assets as well as the assessment of the impairment indicators and marketability of the selected assets and estimation of their recoverable amount.</p> <p>The analysis of impairment indicators as well as the estimate of the recoverable amount of fixed assets, intangible assets, right-of-use assets and prepayments for the purchase of fixed assets requires the holding Company's Management Board to make a number of assumptions about future market and economic conditions, including, among others, the strategy of the Group, including forecast revenues, costs and cash flows, weighted average cost of capital ("WACC"), as well as the impact of potential and already approved Polish and European regulatory changes and the anticipated macroeconomic situation.</p> <p><i>A reference to disclosure in the consolidated financial statements</i></p> <p>Disclosure regarding the analysis of the indicators for impairment, estimates adopted for the impairment test as well as impairment losses on non-financial assets is included in notes 13.4 and 17 of additional information to the consolidated financial statements for the year ended December 31, 2021.</p>	<ul style="list-style-type: none"> • directing inquiries to the holding Company's Management Board and evaluation of the responses received related to the status of implementation of the assumptions, including the timeliness of key estimates; • analysis of external sources of information and assessment of potential risk related to the implementation of assumptions; • obtaining detailed statements of the holding Company's Management Board as to the completeness and correctness of the data provided to us and significant assumptions; • assessment of the correctness of recognizing the results of impairment tests in the accounting books; • assessment of the completeness of disclosures, in accordance with the International Accounting Standard 36 Impairment of assets, the International Accounting Standard 1 Presentation of Financial Statements - disclosure of information in the consolidated financial statements regarding impairment.
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Recognition and valuation of deferred tax assets calculated in relation to the activities conducted under the Special Economic Zones and Polish Investments Zones

Why the issue is the key audit matter

As at December 31, 2021 the Group recognized in the consolidated financial statements deferred tax assets calculated in relation to the activities carried out within the Special Economic Zones and Polish Investments Zones, in carrying amount of PLN 38 331 thousand.

According to the International Accounting Standard 12 Income tax, each time at the balance sheet date, the Group measures deferred tax assets calculated in relation to the activities within the Special Economic Zones and Polish Investments Zones based on the cumulative value of eligible costs incurred under the zone permit / decisions, the intensity of aid specified in the zone permit / decision and discounted forecasted cash flows related to zone activities.

The issue was identified as key audit matter in the audit of consolidated financial statements due to the value of deferred tax assets calculated in relation to the activities within the Special Economic Zones, which is significant for the consolidated financial statements, as well as due to the professional judgement of the Group's management, related to the valuation of deferred tax assets. This issue requires the holding Company's Management Board to adopt a number of assumptions regarding cash flow projections as part of its zonal operations, including those regarding sales revenue, operating expenses, permanent and temporary tax differences and general market conditions.

Audit approach

Our procedures, in relation to the key audit matter described, included, among others:

- overview of the process and identification of control mechanisms operating in the Group related to the process of valuation of deferred tax assets, as well as understanding the applied accounting policies and procedures, including the internal control environment, relating to the process of valuation of deferred tax assets;
- assessment of the assumptions and estimates adopted to determine the value of deferred tax assets calculated in relation to the activities carried out within the Special Economic Zones and Polish Investments Zones, including:

- arithmetical correctness of deferred tax assets valuation model calculated in relation to the activities carried out within the Special Economic Zones and Polish Investments Zones;

- assumptions in relation to historical data and comparison of short-term assumptions to the financial forecasts adopted by the holding Company's Management Board, and;

- assumptions adopted to determine cash flows related to activities covered by Special Economic Zones and Polish Investments Zones exemptions;

- directing inquiries to employees of the Group financial departments, subsidiaries Management Boards and the holding Company's Management Board and evaluation of the responses received related to the status of implementation of the assumptions, including the timeliness of key estimates;
- assessment of judgments and estimates adopted by the holding Company's Management Board in terms of parameters used for the valuation of deferred tax assets calculated in relation to the activities carried out within the Special Economic Zones and Polish Investments Zones,;

<p><i>A reference to disclosure in the consolidated financial statements</i></p> <p>Disclosure regarding deferred tax assets for activities within the Special Economic Zones and Polish Investments Zones is included in note 14.2 of the additional information to the consolidated financial statements for the year ended December 31, 2021.</p>	<ul style="list-style-type: none"> • assessment and analysis of the correctness of recognition and presentation of the assets and their movements throughout the reporting periods presented in the Group's consolidated financial statements; • conducting substantive tests in relation to incurred zone expenditures as well as revenues and costs recognized as part of zone activities in order to analyze the correctness of their classification and recognition when determining the value of deferred tax assets calculated in relation to activities carried out within Special Economic Zones and Polish Investments Zones, • obtaining detailed statements of the holding Company's Management Board as to the completeness and correctness of the data provided to us and significant assumptions, • assessment of the completeness of disclosures in accordance with International Accounting Standard 12 Income tax and International Accounting Standard 1 Presentation of Financial Statements in the consolidated financial statements of the Group regarding deferred tax assets calculated in relation to activities carried out within Special Economic Zones and Polish Investments Zones.
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Responsibilities of the Company's Management and members of the Supervisory Board for the consolidated financial statements

The Parent Company's Management Board is responsible for the preparation the consolidated financial statements that give a true and fair view of the consolidated financial position and the consolidated financial performance in accordance with applicable International Financial Reporting Standards adopted by the European Union, the applied accounting policies, other applicable laws, as well as the Parent Company's Statute, and is also responsible for such internal control as the Parent Company's Management Board determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Parent Company's Management Board is responsible for assessing the Group's (the parent company and significant components) 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 Parent Company's Management Board either intends to liquidate the Group (the parent company or significant components) or to cease operations, or has no realistic alternative but to do so.

The Company's Management and the members of the Company's Supervisory Board are required to ensure that the consolidated financial statements meet the requirements of the Accounting Act dated 29 September 1994 (the 'Accounting Act'). The members of the Company's Supervisory Board are responsible for overseeing the Company's financial reporting process.

Auditor's responsibility for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement 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 NAS will always detect material misstatement when it exists. Misstatements may arise as a result of fraud or error and are considered material if they, individually or in the aggregate, could be reasonably expected to influence the economic decisions of the users taken on the basis of these consolidated financial statements.

The concept of materiality is applied by the auditor both in planning and performing the audit, and in evaluating the effect of identified misstatements on the audit and of uncorrected misstatements, if any, on the consolidated financial statements and in forming the opinion in the auditor's report. Hence all auditor's opinions and statements contained in the auditor's report are made with the contemplation of the qualitative and quantitative materiality levels established in accordance with auditing standards and auditor's professional judgment.

The scope of the audit does not include assurance on the future profitability of the Group nor efficiency or effectiveness of conducting business matters now and in the future by the Parent Company's Management.

As part of an audit in accordance with NAS, we exercise professional judgment and maintain professional skepticism and we also:

- identify and assess the risks of material misstatement of the consolidated 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 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 Group's internal control,
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Group's Management,
- conclude on the appropriateness of the Company's Management'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 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 independent auditor's report to the related disclosures in the consolidated 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 independent auditor's report, however, future events or conditions may cause the Group to cease to continue as a going concern,
- 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 sufficient appropriate audit evidence regarding the financial information of entities and business activities within the Group for the purpose of expressing an opinion on the consolidated financial statements. We are solely responsible for the direction, supervision and performance of the audit of the Group and we remain solely responsible for our audit opinion.

We communicate with the Audit Committee 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 with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report 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 Directors' Report

The other information comprises the consolidated management report of the Group for the period from 1 January 2021 to 31 December 2021 („Directors' Report") together with the consolidated statement on corporate governance, the consolidated statement on non-financial information (jointly 'Other Information'). The Other Information does not include the consolidated financial statements and our auditor's report thereon.

Responsibilities of the Company's Management and members of the Supervisory Board

Parent Company's Management is responsible for the preparation of the Other Information in accordance with the law.

The Parent Company's Management and members of the Parent Company's Supervisory Board are required to ensure that the Directors' Report with separate elements meets the requirements of the Accounting Act.

Auditor's responsibilities

Our opinion on the consolidated financial statements does not include the Other Information. In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether it is materially inconsistent with the consolidated financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this Other information, we are required to report that fact in our independent auditor's report. Our responsibility in accordance with the Act on Statutory Auditors is also to issue an opinion on whether the Directors' Report was prepared in accordance with relevant laws and that it is consistent with the information contained in the consolidated financial statements.

In addition, we are required to inform whether the Parent Company has prepared the consolidated statement on non-financial information and to issue an opinion on whether the Parent Company has included the required information in the consolidated statement on corporate governance.

Opinion on the Directors' Report

Based on the work performed during our audit, in our opinion, the Directors' Report:

- has been prepared in accordance with the article 49 of the Accounting Act and paragraph 71 of the Decree of the Minister of Finance dated 29 March 2018 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (the 'Decree on current and periodic information'),
- is consistent with the information contained in the consolidated financial statements.

Moreover, based on our knowledge of the Group and its environment obtained during our audit, we have not identified material misstatements in the Directors' Report.

Opinion on the corporate governance statement

In our opinion, in the representation on application of corporate governance, the Group has included information stipulated in paragraph 70, section 6, point 5 of the Decree on current and periodic information.

Moreover, in our opinion, the information stipulated in paragraph 70, section 6, point 5 letter c-f, h and i the Decree included in the consolidated statement on corporate governance is in accordance with applicable laws and information included in the consolidated financial statements.

Information on non-financial information

In accordance with the requirements of the Act on Statutory Auditors, we inform that the Parent Company has included in Directors' Report information on the preparation of a separate consolidated report on non-financial information, referred to in art. 55 par. 2c of the Accounting Act and that the Parent Company has prepared the separate report.

We have not performed any assurance procedures on the separate report on non-financial information and do not provide any assurance thereon.

Report on other legal and regulatory requirements

Opinion on the compliance of marking up of the consolidated financial statements prepared in the single electronic reporting format with the requirements of the regulation on technical standards on the specification of a single electronic reporting format

As part of our audit of the consolidated financial statements we were engaged to perform a reasonable assurance engagement to express an opinion on whether the consolidated financial statements of the Group as at and for the year ended 31 December 2021, prepared in the single electronic reporting format, included in the file named „eseef_grupakety_2021-12-31_pl.zip” ('consolidated financial statements in ESEF format'), was marked up in accordance with the requirements stipulated in the Commission Delegated Regulation (EU) of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the 'ESEF Regulations').

Identification of the applicable criteria and description of the subject matter

The consolidated financial statements in ESEF format were prepared by the Company's Management in order to meet the tagging requirements and technical requirements of a single electronic reporting format which are specified in the ESEF Regulations.

The subject matter of our assurance engagement is the compliance of marking up of consolidated financial statements in ESEF format with the requirements of the ESEF Regulations, while the requirements specified in these regulations represent, in our opinion, applicable criteria for us to express an opinion.

Responsibilities of the Company's Management and members of the Supervisory Board

The Company's Management is responsible for the preparation of the consolidated financial statements in ESEF format in accordance with the tagging requirements and technical requirements of a single electronic reporting format which are specified in the ESEF Regulations. Such responsibility includes the selection and application of appropriate XBRL tags using the taxonomy specified in these regulations.

The responsibility of Management also includes the design, implementation and maintenance of such internal control as Management determines is necessary to enable the preparation of the consolidated financial statements in ESEF format that are free from any material incompliance with the ESEF Regulations.

The members of the Company's Supervisory Board are responsible for overseeing the Company's financial reporting process, which include also the preparation of financial statements in the format required by applicable regulations.

Auditor's responsibilities

Our objective is to express an opinion, based on the performed reasonable assurance engagement, that the consolidated financial statements in ESEF format have been tagged in accordance with ESEF Regulations.

We have performed our assurance engagement in accordance with the National Standard on Assurance Engagements Other than Audit and Review 3001 PL on audit of financial statement prepared in the single electronic reporting format ('NSAE 3001PL') and when applicable in accordance with National Standard on Assurance Engagements Other than Audit and Review 3000 (R) in the form of the International Standard on Assurance Engagements 3000 (revised) – 'Assurance Engagements Other than Audits or Reviews of Historical Financial Information' ('NSAE 3000 (R)').

The standard requires us to design and perform procedures to obtain reasonable assurance that the consolidated financial statements in ESEF format have been prepared in accordance with the applicable criteria.

Reasonable assurance is a high level of assurance, but it is not a guarantee that the assurance engagement conducted in accordance with NSAE 3001PL and, when appropriate, in accordance with NSAE 3000 (R), will always detect material misstatement when it exists.

The selection of procedures depends on the auditor's professional judgment, including the auditor's assessment of risks of material misstatements, whether due to fraud or error. When performing risk assessment the auditor takes account of internal controls related to preparation of the consolidated financial statements in ESEF format, to design procedures responsive to those risks in order to obtain evidence that is sufficient and appropriate. The assessment of internal control was not performed for the purpose of expressing an opinion on its operational effectiveness.

Summary of work performed

Procedures that were designed and performed by us included among others:

- obtaining an understanding of the process of preparation of the consolidated financial statements in ESEF format, including the process of selection and application of XBRL markups and maintaining compliance with the ESEF Regulations, as well as obtaining an understanding of internal controls related to this process;
- reconciling the tagged information in consolidated financial statements in ESEF format to the audited consolidated financial statements;
- assessment of the compliance with the technical standards on the specification of a single electronic reporting format with the use of specialistic IT tools and IT expert;
- assessment of the completeness of tagging of information in the consolidated financial statements in ESEF format with XBRL tags with the use of specialistic IT tools and IT expert
- assessment whether XBRL tags from the taxonomy specified by the ESEF Regulations have been applied appropriately and whether extension taxonomy elements have been used when there are no appropriate elements in the core taxonomy specified in the ESEF Regulations;
- evaluating of the anchoring of the extension taxonomy elements to the core taxonomy elements specified by the ESEF Regulations.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the compliance of marking up with ESEF Regulations.

Ethical requirements, including independence

While performing the assurance engagement, the key statutory auditor and the audit firm have complied with the independence and other ethical requirements as specified by the IESBA Code. The IESBA Code is based on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. We have also complied with other independence and ethical requirements applicable to this assurance engagement in Poland.

Quality control requirements

The audit firm applies national quality control standards in the form of International Standard on Quality Control 1 – ‘Quality Control for Firms that Perform Audits and Reviews of Financial Statements and other Assurance and Related Services Engagements’ as adopted by a resolution of the National Council of Certified Auditors (‘NSQC’).

In accordance with NSQC, the audit firm maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Opinion on compliance with the ESEF Regulations

Our opinion has been formed on the basis of the matters outlined in this report and therefore should be read in conjunction with these matters.

In our opinion, the consolidated financial statements in ESEF format have been marked up, in all material respects, in accordance with the requirements of the ESEF Regulations.

Statement on the provision of non-audit services

To the best of our knowledge and belief, we represent that services, which we have provided to the Group, are compliant with the laws and regulations applicable in Poland, and that non-audit service, which are prohibited under article 5 item 1 of Regulation 537/2014 and article 136 of the Act on Statutory Auditors, were not provided. The non-audit services, which we have provided to the Group in the audited period, have been disclosed in the Directors’ Report.

Appointment of the audit firm

We were appointed for the audit of the Group's consolidated financial statements initially based on the resolution of Supervisory Board from 16 April 2016 and reappointed based on the resolution from 27 January 2021. The consolidated financial statements of the Group have been audited by us uninterruptedly starting from the financial year ended on 31 December 2016, i.e. for the past 6 consecutive years.

Warsaw, 24 March 2022

Key Certified Auditor

(polish version signed with the qualified electronic signature)

Wojciech Świgoń

certified auditor

no in the register: 11621

on behalf of:

Ernst & Young Audyt Polska

spółka z ograniczoną odpowiedzialnością sp. k.

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no on the audit firms list: 130