

INDEPENDENT AUDITOR'S REPORT

To the Shareholders' Meeting and the Supervisory Board of PGE Polska Grupa Energetyczna S.A.

Report on the Audit of the Annual Financial Statements

Opinion

We have audited the annual financial statements of PGE Polska Grupa Energetyczna S.A. (the "Company"), which comprise the statement of financial position as at December 31, 2019, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including general information, basis for preparation of financial statements and other explanatory information (the "financial statements").

In our opinion, the accompanying financial statements:

- give a true and fair view of the economic and financial position of the Company as at December 31, 2019, and of its financial performance and its cash flows for the year then ended in accordance with the applicable International Financial Reporting Standards ("IFRSs"), as endorsed by the European Union, and the adopted accounting policies;
- comply, as regards their form and content, with the applicable laws and the articles of association of the Company;
- have been prepared based on properly kept accounting records, in accordance with Section 2 of the Accounting Act of 29 September 1994 (the "Accounting Act", Journal of Laws of 2019, item 395, as amended).

Our opinion is consistent with the Additional Report to the Audit Committee, which we issued on March 31, 2020.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") in a version adopted by the National Council of Statutory Auditors as the Polish Standards on Auditing ("PSAs") and in compliance with the Act on Statutory Auditors, Audit Firms and Public Oversight of 11 May 2017 (the "Act on Statutory Auditors", Journal of Laws of 2019, item 1421, as amended) as well as 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 ("EU Regulation", Official Journal of the European Union L158). 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 Company in accordance with the International Federation of Accountants' Code of Ethics for Professional Accountants ("IFAC Code"), adopted by resolution of the National Council of Statutory Auditors, together with the ethical requirements that are relevant to the audit of the financial statements in Poland, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IFAC Code. Throughout the audit, both the key statutory auditor and the audit firm remained independent of the Company in accordance with the independence requirements set out in the Act on Statutory Auditors and in the EU Regulation.

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

Other Matter

The Company's financial statements for the year ended December 31, 2018 were audited by another auditor who expressed an unqualified opinion on those statements on March 11, 2019.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. They encompass the most significant assessed risks of material misstatement, including assessed risks of material misstatement due to fraud. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We summarized our response to those risks and, where appropriate, we presented the key findings related to those risks. We do not provide a separate opinion on these matters.

Key audit matter	How we addressed the matter
<i>Recoverability of the carrying amount of shares in controlled entities</i>	
<p>As discussed in Note 8 to the separate financial statements as at 31 December 2019 the Company holds shares in subsidiaries with the total net value of PLN 29,995 million. Shares are measured by the Company at cost less impairment losses.</p> <p>In Note 8.1 to the financial statements as at 31 December 2019, the Company presented information concerning impairment of the said assets. Having analyzed the indications and identified the factors which could have contributed to a change in the value of the shares held by PGE S.A., the Company tested its assets for impairment.</p> <p>As a result, the Management Board recognized impairment losses on shares in the total amount of PLN 3,065 million, including in particular in respect of PGE Górnictwo i Energetyka Konwencjonalna S.A. of PLN 2,220 million and PGE Obrót S.A. of PLN 795 million.</p> <p>We considered judgment and those elements of estimates which were mainly related to the assumptions as to future cash flows, where the significant factor was macroeconomic assumptions and the discount rate calculation used in the DCF model on the basis of which the said impairment loss had been recognized, to be the key area of audit risk.</p>	<p>In particular, our audit procedures included:</p> <ul style="list-style-type: none"> - gaining an understanding of the internal control environment with respect to the determination of the basis for recognition of the impairment loss on shares in controlled entities for which indications of impairment were identified; - a critical assessment of the Management Board's assumptions and estimates associated with the calculation of future cash flows (with the support of Deloitte's valuation experts), including: <ul style="list-style-type: none"> - an analysis of assumptions made as to future cash flows (financial projections); - an analysis of the reasonableness of the key macroeconomic assumptions; - evaluation of the consistent application and reasonableness of the methodologies used in the models in relation to assumptions as to determination of cash flows and residual values; - an analysis of the consistency of the discount rate calculation methodology and the correctness of such calculations; - evaluation of the correctness and completeness of impairment disclosures.

Responsibilities of the Management Board and the Supervisory Board for the Financial Statements

The Company's Management Board is responsible for the preparation – based on properly kept accounting records – of financial statements which give a true and fair view of the economic and financial position of the Company and of its financial performance in accordance with the applicable International Financial Reporting Standards, as endorsed by the European Union, the adopted accounting policies as well as the applicable laws and articles of association, and for such internal control as the Management Board determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management Board is responsible for assessing the Company'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 either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Management Board and members of the Supervisory Board of the Company are obliged 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.

Auditor's Responsibilities 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 misstatement, whether due to fraud or error, and to issue an auditor's 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 PSAs 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 financial statements.

The scope of an audit does not include an assurance about the future profitability of the Company or the effectiveness or efficiency of the Management Board in managing the Company's affairs at present or in the future.

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

- identify and assess the risks of material misstatement of the 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 Company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Company's Management Board;
- conclude on the appropriateness of the Company's Management Board'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 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 content 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 communicate with the Company's Supervisory Board 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 also provide the Company's Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and that we will communicate with it 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 Supervisory Board, we determined those matters that were of most significance in the audit of the 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 Report on the Activities

Other information includes a report on the Company's activities in the financial year ended December 31, 2019 (the "Report on the Activities"), together with a statement of compliance with corporate governance principles and a non-financial information statement, as referred to in Article 49b. 1 of the Accounting Act, which constitute separate parts of the report (together: the "Other Information").

Report on the Company's activities of PGE Polska Grupa Energetyczna S.A. and the PGE Group for 2019, was prepared in accordance with Article 55.2 of the Accounting Act as combined.

Responsibilities of the Management Board and the Supervisory Board

The Company's Management Board is responsible for the preparation of the Other Information in accordance with the applicable laws.

The Management Board and members of the Supervisory Board of the Company are obliged to ensure that the Report on the Activities, along with the separate parts, meet the requirements of the Accounting Act.

Auditor's Responsibilities

Our opinion on the financial statements does not cover the 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 the Other Information is materially inconsistent with the financial statements or our knowledge obtained in 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 auditor's report. Additionally, under the Act on Statutory Auditors we are obliged to express an opinion on whether the Report on the Activities has been prepared in accordance with the applicable laws and whether it is consistent with

the information contained in the financial statements. Furthermore, we are obliged to state whether a non-financial information statement has been prepared by the Company and to express an opinion on whether the Company has included the necessary information in the statement of compliance with corporate governance principles.

Opinion on the Report on the Activities

Based on our work performed during the audit, we are of the opinion that the Report on the Activities:

- has been prepared in accordance with Article 49 of the Accounting Act and par. 70 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information published by issuers of securities and the rules of equal treatment of the information required by the laws of non-member states (the "Current Information Regulation", Journal of Laws of 2018, item 757);
- is consistent with the information contained in the financial statements.

Furthermore, in the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements of the Report on the Activities.

Opinion on the Statement of Compliance with Corporate Governance Principles

In our opinion, the statement of compliance with corporate governance principles contains all the information referred to in par. 70.6.5 of the Current Information Regulation. We are also of the opinion that the information referred to in par. 70.6.5(c)-(f), (h) and (i) of the Regulation, as contained in the statement of compliance with corporate governance principles, is in accordance with the applicable laws and consistent with the information included in the financial statements.

Information on Non-Financial Information

In accordance with the requirements of the Act on Statutory Auditors, we confirm that the Company has prepared a non-financial information statement, as referred to in Article 49b.1 of the Accounting Act, as a separate part of the Report on the Activities.

We have not performed any assurance services relating to the non-financial information statement and we do not express any form of assurance conclusion thereon.

Report on Other Legal and Regulatory Requirements

Statement Concerning Provision of Non-Audit Services

To the best of our knowledge and belief, we represent that non-audit services which we have provided to the Company and to its subsidiaries are in accordance with the laws and regulations applicable in Poland and that we have not provided any non-audit services which are prohibited under Article 5.1 of the EU Regulation and Article 136 of the Act on Statutory Auditors. The non-audit services which we provided to the Company and to its subsidiaries in the audited period have been listed in Note 22 in the financial statements.

Appointment of the Auditor

We were appointed as the auditor of the Company's financial statements by resolution 50/XI/2018 of Supervisory Board of PGE Polska Grupa Energetyczna S.A. of December 11, 2018. This is our first year as auditor of the Company.

Energy Law Requirements – Regulatory Financial Information

The regulatory financial information presented in Note 23, which comprises line items of the statement of financial position and the statement of profit or loss prepared separately for individual types of business activity involving gaseous fuel trading as well as indication of the basis of preparation of such information and the principles of allocation of assets, liabilities, expenses and revenue to each activity type, was prepared by the Management Board to fulfil the requirements of Section 44 of the Energy Law Act of April 10, 1997 (Journal of Laws of 2019, item 755, as amended, hereinafter referred to as the "Energy Law" (the "Act")), also to ensure equal treatment of buyers and eliminate cross-subsidization among such activity types.

The scope of the regulatory financial information is prescribed by the Act. Our audit did not include an assessment of the sufficiency of information required by the Act from the perspective of the purpose of its preparation, in particular with regard to ensuring equal treatment of buyers and elimination of cross-subsidization among the said activity types.

In our opinion, the regulatory financial information was prepared, in all material respects, in compliance with the basis of preparation, as presented in Note 23, and meets the requirements of Section 44.2 of the Act.

The key statutory auditor on the audit resulting in this independent auditor's report is Piotr Sokołowski.

Acting on behalf of Deloitte Audyt Spółka z ograniczoną odpowiedzialnością Sp. k. with its registered seat in Warsaw, entered under number 73 on the list of audit firms, in the name of which the financial statements have been audited by the key statutory auditor:

Piotr Sokołowski
Registered under number 9752

Warsaw, March 31, 2020

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