



Report
on the audit of the annual financial statement
for the financial year
ended on 31st of December 2018

Prochem S.A.
Ul. Łopuszańska 95
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Misters Audytor Adviser Sp. z o.o.
Warszawa, 26th of April 2019

Independent Statutory Auditor's Report on the Audit

To the General Meeting and Supervisory Board of Prochem S.A.

Audit Report of the Annual Financial Statement

Opinion

We have audited the annual financial statement of Prochem S.A.(the "Company") containing the statement of financial position as at 31 December 2018, the profit and loss account, the statement of comprehensive income, the statement of changes in equity, the cash flow statement for the period from 1 January to 31 December 2018 as well as additional information including description of the accounting principles adopted and other explanatory information (the "financial statement").

In our opinion, the attached financial statement:

- give a true and fair view of the financial position of the Company as of 31 December 2018 and its financial performance and its cash flows for the period from 1 January 2018 to 31 December 2018 in accordance with required applicable rules of International Financial Reporting Standards approved by the European Union and the adopted accounting policies,
- are in respect of the form and content in accordance with legal regulations governing the Company and the Company's Statute,
- has been based on properly maintained accounting records and in accordance with the provisions of chapter 2 of the Accounting Act of September 1994 (the "Accounting Act" – Journal of Laws of 2019, item 351, as amended)

This opinion is consistent with the additional report for the Audit Committee, issued on 26 April 2019.

Basis for the Opinion

Our audit was conducted in accordance with the National Standards of Auditing in the wording of the International Standards of Auditing adopted by resolutions of the National Council of Statutory Auditors No. 2041/37a/2018 of 5 March 2018 regarding the national professional standards and No. 3430/52a/2019 of 21 March 2019 regarding the National Standards of Auditing and other documents within the scope of § 1 section 1 item 7, 24, 29 to 32 and 34 ("NSA") and pursuant to the Act on Statutory Auditors, Auditing Firms and Public Oversight of 11th of May 2017 ("Act on Statutory Auditors" – Journal of Laws of 2017, item 1089, as amended) and EU Regulation No. 537/2014 of 16 April 2014 on detailed requirements regarding statutory audits of financial statements of public interest entities ("EU Regulation" – UE Journal of Laws L158). Our responsibility in accordance with these standards has been further described in the section of our report *Liability of the Statutory Auditor for Auditing the Financial Statement*.

We are independent from the Company under the Code of Ethics for Professional Accountants of the International Federation of Accountants ("IFAC Code") adopted with the resolutions of the National Council of Statutory Auditors No. 2042/38/2018 of 13 March 2018 on the professional ethics of statutory auditors as well as under other ethical requirements applicable to financial statement auditing in Poland.

We have complied with our other ethical obligations in accordance with these requirements and with the IFAC Code. During the audit, the key statutory auditor and the audit firm remained independent from the Company in accordance with the independence requirements specified in the Act on Statutory Auditors and the EU Regulations.

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

Key audit issues

The key audit issues are issues that, according to our professional judgment, were the most significant when auditing the consolidated financial statements for the current reporting period. These include the most significant evaluated risks of material misstatement, including the assessed risks of material misstatement due to fraud. We referred to these issues in the context of our audit of the consolidated financial statements as a whole and in the formulation of our opinion, and summarized our response to these risks and in cases where we deemed it necessary we presented the key observations related to these risks. We do not express any separate opinion on these issues.

Key issue of the audit	How our audit referred to this issue
Settlement of long-term contracts	
<p>As a result of the valuation of uncompleted construction contracts, the Company recognized in the financial statements as at 31 December 2018 an asset due to the excess of revenues due over invoiced in the amount of PLN 5,799,000. In accordance with International Financial Reporting Standard No. 15 "Revenues from contracts with customers" ("IFRS 15") The Company determines revenues from construction, design and engineering services contracts in proportion to the stage of service, which is measured by the share of costs incurred to budgeted costs.</p> <p>The method of recognizing revenues from the above-mentioned contracts requires an important element of the judgment of the Company's Management Board in relation to the identification of obligations to meet the performance and significant estimates of the Management Board in terms of the degree of advancement. Due to the fact that improper assessment or management of the Management Board in these areas may cause erroneous determination of revenues from contracts with clients, we consider this issue to be a key issue of the audit.</p>	<p>Our examination procedures included in particular:</p> <ul style="list-style-type: none"> • understanding and evaluation of the process of determining the level of advancement of work in the Company; we have conducted compliance tests for selected control mechanisms • assessing the compliance of the adopted accounting policy in the field of recognizing revenues with appropriate financial reporting standards • a historical analysis of the implementation of contractual budgets for significant contracts completed in a given financial year in order to compare forecasts and budgets of contracts that have not been completed and to assess the accuracy of the management board's estimates • discussions with the Management Board of the Company and managers of selected long-term contracts recognized according to the stage of completion, to discuss the assumptions regarding budgets and risks and the degree of advancement of work on contracts performed, probability of change in contract results

- assessment of the adequacy of the presentation and disclosures in the financial statements regarding revenues from contracts with clients

As a result of the procedures carried out, we did not find any material issues causing the necessity to introduce adjustments in the financial statements.

Other Issue - the scope of the audit

The consolidated financial statements of the Company for the year ended 31 December 2017 were audited by a statutory auditor acting on behalf of another auditor, who expressed an unqualified opinion on this report on 27 April 2018.

Responsibility of the Management Board and Supervisory Board for the Financial Statement

The Management Board of the Company is responsible preparing the financial statement, on the basis of correctly maintained accounting books, which gives true and fair view of the asset and financial position as well as the financial result of the Company in compliance with the International Financial Reporting Standards approved by the European Union, with the adopted accounting principles (policy) as well as the provisions of the law binding the Company and statute, and for the internal control which the Management Board considers necessary in order to draw the financial statement without any material misstatement, whether due to fraud or error.

By drawing up the financial statement, the Management Board of the Company is responsible for assessing the capacity of the Company for continuing activity, to disclose, in applicable cases, the matters related to continuation of activity and to adopt the principle of going concern as the basis for accounting purposes, except for the situations when the Management Board either intends to liquidate the Company or to discontinue activity or when there is no real alternative to liquidation or discontinuation of activity.

The Management Board of the Company and Members of the Supervisory Board are responsible for ensuring that the financial statement meets the requirements specified in the Accounting Act. The Members of the Supervisory Board are responsible for supervising the financial reporting process of the Company.

Liability of the Statutory Auditor for Auditing the Financial Statement

Our objectives are to obtain reasonable assurance whether or not the financial statement, as a whole, does not include material misstatement due to fraud or error and to issue the report on the audit including our opinion. Reasonable assurance means a high degree of assurance but does not guarantee that the audit conducted in accordance with NSA will always disclose material misstatement. Misstatements may occur as a result of fraud or error, and are considered material if it can be reasonably expected that, individually or jointly, they could influence the economic decisions of users made on the basis of this financial statement. The concept of significance is applied by the statutory auditor both for planning and conducting the audit, and for assessing the impact of the misstatements discovered during the audit as well as unadjusted misstatements, if any, on the financial statement, including for formulating the

opinion of the statutory auditor. As a result, all the opinions and statements included in the report on the audit are expressed taking into account the qualitative and valuable level of significance determined in accordance with auditing standards and the professional judgment of the statutory auditor.

The scope of the audit does not include assurance of the future profitability of the Company nor of the effectiveness or efficiency of the Company matters conducted by the Company Management Board, either currently or in the future.

During the audit consistent with NSA, we apply professional judgment and maintain professional skepticism, as well as:

- we identify and assess the risks of material misstatement of the financial statement due to fraud or error, we design and conduct auditing procedures corresponding to those risks and obtain the audit evidence that is sufficient and appropriate to constitute basis for our opinion. The risk of not detecting a material misstatement due to fraud is greater than that resulting from an error, because fraud may involve collusion, forgery, intentional omissions, misleading or circumvention of internal control;
- we gain understanding of internal control mechanisms relevant to the audit in order to design the audit procedures that are appropriate in the given circumstances, but not for the purpose of expressing an opinion on the efficiency of internal control of the Company;
- we assess the suitability of the applied accounting principles (policy) and the validity of the accounting estimates and the associated disclosures made by the Management Board of the Company;
- we draw a conclusion on the appropriateness of the application of the going concern principle adopted by the Management Board of the Company as the accounting basis and, based on the obtained audit evidence, whether there is material uncertainty related to the events or conditions that may rise a material doubt towards the ability of the Company to continue activity. If we conclude that there is such material uncertainty, it is required from us to indicate, in our report of the statutory auditor, the associated disclosures in the financial statement or, if such entries are inadequate, we modify our opinion. Our conclusions are based on the audit evidence obtained until the date of drawing up our report of the statutory auditor, but future events or conditions may cause the Company to discontinue its activities;
- we evaluate the general presentation, structure and contents of the financial statement, including its disclosures, and whether the financial statement presents the underlying transactions and events in a manner that ensures a fair presentation.

We provide the Supervisory Board with information on, among other things, the planned scope and time of the audit as well as on the significant findings of the audit, including any significant weaknesses of the internal control that we identify during the audit.

We submit to the Supervisory Board a statement that we have complied with the applicable ethical requirements regarding independence and that we will inform them of all relationships and other issues that could reasonably be considered to pose a threat to our independence and, where applicable, we report security measures applied.

We determined among the issues forwarded to the Supervisory Board those that were most significant during the audit of the financial statement for the current reporting period and therefore we considered them as the key issues of the audit. We describe these issues in our report of an independent statutory auditor, unless laws or regulations prohibit their public disclosure or when, in exceptional circumstances, we determine that the issue should not be presented in our report because it would reasonably be expected that the negative consequences would outweigh the benefits of such a report for the public interest.

Other Information, including the Statement of Activities

Other information includes the statement of activities of the Company for the financial year ended on 31 December 2018 (the "Statement of Activities") together with a statement on corporate governance referred which constitutes a separate part of this report and the Annual Report for the financial year ended 31 December 2018 ("Annual Report") (together "Other Information").

Responsibility of the Management Board and Supervisory Board

The Management Board of the Company is responsible for drawing up the Other Information in compliance with provisions of the law.

The Management Board of the Company and Members of the Supervisory Board are responsible for ensuring that the Statement of Activities meet the requirements specified in the Accounting Act.

Responsibility of the statutory auditor

Our opinion on the audit of the financial statement does not cover the Other Information. On account of auditing the financial statement, our obligation is to become familiar with the Other Information and, in doing so, consider whether they are significantly inconsistent with the financial statement or with our knowledge obtained during the audit, or whether they seem materially misstated in any other way. If, as a result of conducted work, we discover material misstatements in the Other Information, we are obliged to indicate it in our report on the audit. Under the requirements of the Act on Statutory Auditors, we are obliged to issue the opinion on whether the Statement of Activities has been drawn up in compliance with provisions of the law and whether it is consistent with the information included in the financial statement. In addition, we are required to issue an opinion on whether the Company has included the required information in the corporate governance statement.

Opinion on the Statement of Activities

On the basis of the work performed during the audit, in our opinion the Statement of Activities of the Company:

- has been drawn up in compliance with art. 49 of the Accounting Act and paragraph 71 of the Regulation of the Minister of Finance dated 29 March 2018 regarding current and periodic information published by issuers of securities and conditions for recognizing information required by the law of a non-member state as equivalent ("Current Information Regulation") – Journal of Laws of 2018 item 757.);
- is consistent with the information included in the financial statement.

Moreover, in the light of the knowledge of the Company and its environment, obtained within our audit, we declare that we have not found material misstatements in the Statement of Activities.

Opinion on the statement on the application of corporate governance

In our opinion, in the statement on the application of corporate governance, the Company has included the information set out in section 70, para. 6 point 5 let. a, b, g, j, k and let. l about current information. In addition, in our opinion, the information indicated in section 70 para. 6 point 5 let. c-f, h and let. i and the Regulations contained in the corporate governance statement comply with the applicable regulations and information contained in the financial statement.

Report on other legal requirements and regulations

A statement on the provision of non-audit financial statements

To the best of our knowledge and belief, we declare that services that are not an audit of the financial statements, which we provide to the Company and its subsidiary entities, are compliant with laws and regulations in force in Poland and that we have not provided non-audit services that are prohibited under Art. 5 para.1 of the EU Regulation and Art.136 of the Act on Statutory Auditors.

In the audited period, apart from auditing the financial statements of PROCHEM S.A. and the consolidated statement of the Capital Group of PROCHEM S.A., we also reviewed the condensed financial statements of PROCHEM S.A. and the condensed consolidated financial statements of the PROCHEM S.A. Capital Group, auditing the Elektromontaż Kraków S.A. financial statements and the consolidated financial statements of the Elektromontaż Kraków S.A. Group., as well as audits of financial statements of Prochem Inwestycje Sp. z o.o. and Irydion Sp. z o. o.

Selection of audit company

We have been selected for the first time to audit the financial statement of the Company by a resolution of the Supervisory Board of the Company of 12 June 2018. We audit the financial statements of the Company for the first time.

The key statutory auditor responsible for the audit which resulted in this report of the independent statutory auditor, is Paulina Markowska acting on behalf of Misters Audytor Adviser Sp. z o.o. with its registered office in Warsaw, entered in the list of audit firms at No. 3704.

Paulina Markowska
Register No. 13230

Warsaw, 26th of April 2019