



Independent Auditor's Report on the Performance of a Reasonable Assurance Engagement

For the General Meeting and the Supervisory Board of ENERGA SA

Scope of Service

At the request of ENERGA SA ("Auditee"), we conducted an independent assurance service providing reasonable certainty regarding assessment of the report on remunerations of the Management Board and the Supervisory Board in 2019 and 2020 ("Remuneration Report") in terms of disclosure of the information required under Article 90g.1-5 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies ("Act").

Responsibility of the Auditee's Supervisory Board Members

Members of the Auditee's Supervisory Board are responsible for preparation of the Remuneration Report based on Article 90g of the Act. That responsibility also includes design, implementation and maintenance of internal control ensuring that the Remuneration Report is free from material misstatement due to fraud or error.

KPMG Audyty Spółka z ograniczoną odpowiedzialnością sp.k.

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Responsibility of the Statutory Auditor

Our task was to assess completeness of the information included in the Remuneration Report against the criteria set out in the "Criteria Identification" section and to issue an independent conclusion on performance of the assurance service providing reasonable certainty based on the evidence obtained.

We performed the service in compliance with the provisions of the National Standard on Assurance Services 3000 (Z) as worded in the International Standard on Assurance Services 3000 (amended) "Assurance services other than audits or reviews of historical financial information", adopted by the National Council of Statutory Auditors ("KRBR"). The standard requires us to plan and perform procedures in such a way as to obtain reasonable certainty that the Remuneration Report is complete and the information is disclosed with the level of detail required by Article 90g.1-5 of the Act.

As a company, we apply the International Quality Control Standard 1 "Quality control of companies carrying out audits and reviews of financial statements and performing other assurance and related services", adopted by the National Council of Statutory Auditors as a national quality control standard, which requires us to implement and maintain a comprehensive quality control system with documented policies and procedures for compliance with ethical rules, professional standards, and applicable regulations and laws.

We meet the independence and ethics requirements of the International Code of Ethics for Professional Accountants (including the International Standards of Independence) of the Council of International Ethical Standards for Accountants (IESBA), adopted by a resolution of the National Council of Statutory Auditors, which is based on the fundamental principles of honesty, objectivity, professional competence and due diligence, confidentiality and professional conduct, as well as other independence and ethical requirements that apply to this assurance service in Poland.

The procedures selected depend on our judgment, including our assessment of the risks of material misstatement in the Remuneration Report, whether due to fraud or error. When assessing this risk, we take into account internal control associated with preparation of the Remuneration Report in accordance with Article 90g.1-5 of the Act, in order to plan procedures that provide reasonable certainty and are appropriate to the circumstances, and not to express a conclusion on the effectiveness of its operation.

Our procedures included in particular:

- acquainting ourselves with the Remuneration Report and checking whether it contains valuable and qualitative (descriptive) disclosures to the extent required by the Act;

- establishing, by comparing with corporate documents, a list of persons whose information is required to be included in the Remuneration Report and establishing, by asking the persons responsible for preparation of the Remuneration Report, and, where we deemed it appropriate, also directly the persons concerned, whether all the information stipulated in the criteria for drawing up the Remuneration Report has been disclosed;
- acquainting ourselves with the resolutions of the Auditee's General Meeting regarding the remuneration policy for Members of the Management Board and the Supervisory Board, and with the elaborating resolutions of the Supervisory Board, and assessing whether the information provided in the Remuneration Report is consistent with the remuneration policy adopted and applicable during the period covered by the report;
- checking whether remuneration values are consistent with the information in the Auditee's books of account;
- checking whether the remunerations of Members of the Management Board and Supervisory Board include cash or non-cash benefits granted to family members, as required by the Act.

The Remuneration Report has not been audited within the meaning of the National Auditing Standards. The procedures we carried out are not in the nature of an audit or review of this financial information; therefore, we do not assume responsibility for issuing or updating any reports or opinions on the Auditee's historical financial information.

Our procedures were solely meant to obtain evidence that the information included by the Supervisory Board in the Remuneration Report, in terms of its completeness, complies with the applicable requirements. The purpose of our work was not to assess sufficiency of the information included in the Remuneration Report in terms of the purpose of its preparation or to assess the accuracy and fairness of the information contained therein, in particular as to the amounts disclosed, including past years estimates, figures, dates, itemization, allocation methods, compliance with the adopted remuneration policy.

The procedures we carried out also included our assessment of whether the issue covered by the service is appropriate and the criteria adopted for preparation of the Remuneration Report adequate to the given circumstances.

Criteria Identification

The criteria for assessment of the Remuneration Report are set out in Article 90g.1-5.

Conclusion

Our conclusion is based on the issues described above, therefore, our conclusion should be read with those issues in mind.

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

In our view, the enclosed Remuneration Report, in all material respects, contains all the elements listed in Article 90g.1-5 of the Act.

Application Restriction

Our report has been prepared for the General Meeting of Shareholders and the Supervisory Board in order to meet the requirements of Article 90g.10 of the Act and should not be used for any other purpose. KPMG assumes no liability in connection with the report whether based on contractual or other relationships (including due to negligence) vis-a-vis third parties. The foregoing does not release us from liability where such release is excluded by law.

On behalf of the audit firm

KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.

Number on the list of audit firms: 3546

Zbigniew Piotr Libera

Key Statutory Auditor

Registry number 90047

Limited Partner, Representative

Gdańsk, 18 May 2021