

Sprawozdanie biegłego rewidenta

jakość

transparentność

kompetencje

etyka



Report of an independent statutory auditor on the audit

of the annual financial statements of
OEX S.A.
with registered office in Warsaw
for the financial year from 01 January to 31 December 2017



REPORT OF AN INDEPENDENT STATUTORY AUDITOR ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

For the General Meeting of Shareholders of OEX S.A.

Report of the statutory auditor on the financial statements

Introduction

We have audited the attached annual financial statements of OEX S.A. with registered office in Warsaw, at ul. Franciszka Klimczaka 1, (the 'Company'), for the financial year from 01 January to 31 December 2017, comprising: the statement of financial position made as at 31 December 2017, the statement of profit or loss, the statement of comprehensive income, statement of changes in equity, cash flow statement for the year ended on that day, supplementary notes on the accounting policies adopted as well as other explanatory notes.

The annual financial statements were prepared in accordance with the International Accounting Standards, International Financial Reporting Standards and the related interpretations published in the form of Regulations of the European Commission, hereinafter referred to as the EU IFRSs.

Responsibility of the Management Board and the Supervisory Board

The Management Board is responsible for the preparation of the annual financial statements that give a fair and reliable image in accordance with the EU IFRSs, for their compliance with the legal regulations in force and with the Articles of Association of the Company as well as for the maintenance of the books of account pursuant to the principles laid down in the Accounting Act of 29 September 1994 (*Journal of Laws Dz. U.2017.2342*, as amended), hereinafter referred to as the Accounting Act. The Management Board of the Company is also responsible for the internal control, which is deemed necessary to ensure that the financial statements made are free from material misstatements and irregularities caused by wilful actions or errors.

In accordance with the Accounting Act, the Management Board of the Company and the members of the Supervisory Board of the Company are obliged to ensure that the financial statements met the requirements as laid down in the Accounting Act.

Statutory Auditor's Responsibility

Our task is to express our opinion on the financial statements on the basis of the audit completed.

The audit of the financial statements was conducted pursuant to the provisions of the Statutory Auditors, Auditing Companies and Public Supervision Act of 11 May 2017 (*Journal of Laws Dz. U.2017.1089*), hereinafter referred to as the Statutory Auditors Act 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 (O. J. EU L 158, of 27.05.2014, p. 77 and O. J. EU L 170 of 11.06.2014, p. 66), hereinafter referred to as Regulation No 537/2014. The above regulations impose on us the obligation to act in accordance with the ethical standards and to plan and conduct the audit in a way as to obtain reasonable certainty that the financial statements are free from any material misstatements.

The objective of the audit was to obtain reasonable assurance that the financial statements as a whole were free from material misstatements caused by a fraud or error as well as to issue a report of the independent statutory auditor containing our opinion. Reasonable assurance is a high level certainty but it does not guarantee that the audit conducted in accordance with the standards indicated above will always detect any existing material misstatement. Misstatements may occur in result of a fraud or an error and are deemed material if it can be reasonably expected that they may, taken individually or in combination, influence the economic decisions of the users made on the basis of the financial statements. A risk that a material misstatement resulting from a fraud or other irregularities may not be detected is higher than a risk that a material misstatement resulting from an error may not be detected because the fraud may entail a collusion, falsification, purposeful omission, misrepresentation or internal control bypassing and may concern each area of law and regulations, not only the area directly influencing the financial statements.

Our audit consisted in the performance of procedures aimed at obtaining audit evidence related to the amounts and disclosures of the financial statements. The selection of the audit procedures always depends on our professional judgement, including the assessment of a risk of a material misstatement in the financial statements in consequence of wilful acts or errors. When assessing the risk, we take into consideration the internal control in the scope related to the preparation and fair presentation by the Company of the financial statements in order to design the audit procedures as appropriate in the given circumstances and not to express the opinion on the effectiveness of internal control of the Company. The audit also comprises the assessment of adopted accounting policies (rules), the validity of estimates made by the Company's Management Board as well as the assessment of the general presentation of the financial statements.

The audit scope does not cover the assurance as to the future profitability of the Company or the effectiveness or efficiency of management of the Company by the Management Board now or in the future.

We believe that the evidence obtained during the audit constitutes a sufficient and appropriate basis for our audit opinion.

Pursuant to the Statutory Auditors Act, we are also obliged to include in the audit report our opinion on whether or not the financial statements are compliant in their form and content with the legal regulations in force and the Articles of Association of the Company as well as our opinion on whether or not they have been drawn on the basis of correctly maintained books of account. We formed the opinions in this regard on the basis of work performed during the audit.

Significant risk of material misstatement

The significant risk of a material misstatement is a risk of material misstatement we identified which, in our opinion, requires a particular consideration during the audit.

The risk has been addressed by us in the context of the audit of financial statements as a whole and when formulating our opinion of the financial statements. We do not prepare a separate opinion on the issues identified as significant risks of a material misstatement.

Significant risk	Reaction to the risk
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Shares and participations in related parties - risk of impairment loss

As at 31 December 2017, the value of shares and participations in related parties that are presented in the financial statements amounted to kPLN 124,158 and constituted 81.1% of total assets.

At the end of each reporting period, pursuant to IAS 36 *Impairment of assets*, the Management Board of the Company assesses whether or not there is any indication of impairment.

When assessing the existence of indications of impairment of shares in related parties, the Management Board of the Company analyses the indications originating from both external and internal sources of information. In case it is confirmed that there are such indications, the Management Board of the Company conducts a test for impairment.

The impairment test requires that recoverable value of shares in particular subsidiaries be estimated. The estimation required many judgements and many assumptions to be made.

Note No. 1 presents detailed information concerning: the value of the shares and participations in related parties and changes thereto in the audited period.

The statutory auditor had a discussion with the Management Board of the Company on the existence of indications of impairment and obtained an analysis of the impairment of shares and participations made by the Company.

When analysing the indications and their assessment, the statutory auditor paid attention to the reasonable character of assumptions and estimates made by the Management Board of the Company.

In consequence of the procedures completed, we did not identify a need to adjust any items.

Opinion on the financial statements

In our opinion, the attached financial statements of OEX S.A.:

- clearly and fairly present the economic and financial situation of the Company as at 31 December 2017, its financial result and cash flows for the financial year ended on that day in accordance with the EU IFRSs and the adopted accounting policies (rules),
- are compliant in all material respects as to the form and content with the Required in the Minister of Finance dated 19 February 2009 on ongoing and periodical information to be given by issuers of securities and on conditions of recognition as equivalent of information required by the laws of a state that is not a member-state (*Journal of Laws Dz.U.2014.133* as amended), hereinafter referred to as the Ongoing and Periodical Information Regulation, as well as the EU IFRSs and the applicable provisions of the Articles of Association of the Company,
- were prepared in all material aspects on the basis of correctly maintained books of account in accordance with the provisions laid down in Chapter 2 of the Accounting Act.

Report on other Legal Requirements and Regulations

Information on the discharge of other legal obligations concerning the financial statements

Other information in the annual statement

Other information includes financial and non-financial information other than the financial statements and audit report. Our opinion on the financial statements does not refer to such other information and, unless it has been otherwise clearly indicated in the *Report on other Legal Requirements and Regulations*, we do not express any form of assurance as to such other information. Furthermore, the scope of our work and the character of our assurance are only such as we have described them.

Report on the activities

The annual report contain a report on the activities of the Company in 2017. The Management Board of the Company is responsible for the preparation of such report and for the attachment of a corporate governance declaration statement. The Management Board of the Company and members of the Supervisory Board are responsible for ensuring that the report on the activities of the Company was compliant with the requirements laid down in the Ongoing and Periodical Information Regulation and in the Accounting Act.

Pursuant to the requirements of the Statutory Auditors Act and the Ongoing and Periodical Information Regulation, we are obliged to form an opinion as to whether or not the report on the activities allows for the provisions of the said regulation and the Accounting Act as well as whether or not it is compliant with the information contained in the financial statements.

Additionally, we are obliged to make a statement whether or not - in the light of the knowledge about the Company and its environment we obtained during the audit - we have found any material misstatements in the report on the activities, and if so, to indicate what they are.

At the same time, we are obliged to make an opinion as to whether or not the corporate governance statement, constituting a separate part of the report on the activities, contains the information indicated in the regulation and, with regard to certain information indicated in the said regulation, whether or not the information is compliant with the applicable provisions of law and the information contained in the annual financial statements.

We have read the report on the activities, including the corporate governance statement. We have analysed it in terms of whether or not it contains the information as required by the above-mentioned provisions of law and we have verified whether the information therein contained is compliant with the information in the annual financial statements. With regard to certain information indicated in the corporate governance statement, we analysed whether or not it is compliant with the law. When reading the report on the activities, we verified, on the basis of our knowledge of the Company and its environment, whether or not it contained any material misstatements.

Opinion on the Report on Activities

In our opinion, based on the work performed in relation with the audit of the annual financial statements, the attached report on the activities of OEX S.A. for the financial year ended on 31 December 2017 takes into consideration the provisions of the Ongoing and Periodical Information

Regulation as mentioned in Art. 49 of the Accounting Act and the information presented in the said report is compliant with the information provided in the audited financial statements.

In the light of the knowledge about the Company and its environment we obtained during the audit, we did not find any material misstatements in the report on the activities.

Opinion on the Corporate Governance Statement

In our opinion, on the basis of work performed in relation with the audit of the annual financial statements:

- the corporate governance statement contains information defined in para. 91 (5) (4) (a), (b), (g), (j) and (k) of the Ongoing and Periodical Information Regulation,
- the information indicated in para. 91 (5) (4) (c)-(f), (h) and (l) of the said regulation given in the statement is compliant with the applicable provisions and with the information in the audited financial statements.

Information and Statements Required by Regulation No 537/2014

Independence

During the audit, PKF Consult Spółka z ograniczoną odpowiedzialnością Sp. k. remained independent from the Company within the understanding of the Statutory Auditors Act, Regulation No 537/2014 and the principles of professional ethics as adopted by resolutions of the Polish Board of Statutory Auditors.

Services Other than Statutory Audit

To the best of our knowledge and belief, we hereby state, declare and represent that we have not provided services other than the statutory audit which are prohibited by the provisions of Art. 5 (1) of the Regulation No 537/2014 in the periods indicated.

Appointment of the Auditing Company and Total Uninterrupted Duration of the Commission

We were appointed to audit the financial statements of the Company by virtue of Resolution No. 12/06/2017 of the Supervisory Board dated 05 June 2017. We have audited the financial statements of the Company as a public interest entity for an uninterrupted period of 3 consecutive years.

Consistency of the Opinion on the Financial Statements with the Additional Report for the Audit Committee

Our opinion on the annual financial statements is compliant with the additional report for the Audit Committee as mentioned in Regulation No 537/2014.

Marek Wojciechowski
Statutory Auditor No. 10 984

Key statutory auditor performing the audit
on behalf of PKF Consult Spółka z ograniczoną odpowiedzialnością Sp. k.
auditing company No. 477

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Poznań, 10 April 2018.