

Assurance report



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Accountants &
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Independent expert auditor's report

on the performance of an assurance engagement comprising an assessment of “The report on the remuneration of the Members of the Management Board and the Supervisory Board of PGE Polska Grupa Energetyczna S.A. for the year 2022”



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INDEPENDENT EXPERT AUDITOR'S REPORT

on the remuneration report

for the Shareholders of PGE Polska Grupa Energetyczna S.A.

We have performed an assurance engagement whose objective has been to assess whether, and to obtain reasonable assurance that, the attached report on the remuneration of the Members of the Management Board and the Supervisory Board of PGE Polska Grupa Energetyczna S.A. for the year 2022 (hereinafter the "remuneration report") contains the information required under the Act on public offering, conditions governing the introduction of financial instruments to an organized trading system and public companies of 29 July 2005 (c.t.: Journal of Laws of 2020, item 2080), hereinafter referred to as the Public Offering Act.

SUBJECT AND CRITERIA OF ASSESSMENT

The remuneration report has been prepared by the Supervisory Board of PGE Polska Grupa Energetyczna S.A., with its registered office in Lublin (hereinafter the "Company") in order to fulfil the requirement referred to in Article 90g clause 1 of the Public Offering Act.

The scope of information disclosed in the remuneration report is specified in Article 90g clauses 1-5 and 8 of the Public Offering Act.

RESPONSIBILITY OF THE SUPERVISORY BOARD

The Supervisory Board is responsible for the preparation of a remuneration report and the disclosure of all data and information indicated in Article 90g clauses 1-5 and 8 of the Public Offering Act.

This responsibility also extends to the design, implementation and maintenance of an internal control system that enables the preparation of a remuneration report that is free from material misstatements occurring due to intentional acts or errors.

RESPONSIBILITY OF THE EXPERT AUDITOR

Our responsibility has been to form a conclusion as to whether the remuneration report contains the information required under Article 90g clauses 1-5 and 8 of the Public Offering Act.

The assurance engagement has been performed in accordance with the provisions of:

- 1) Article 90g clause 10 of the Public Offering Act,
- 2) the National Standard of Assurance Engagements Other than Audits and Reviews 3000 (Z) in the wording of the International Standard on Assurance Engagements 3000 (as amended) *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* adopted by the National Council of Expert Auditors.

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audits and reviews of financial statements as well as performing other assurance engagements and related services adopted by a resolution of the National Council of Expert Auditors, and in accordance therewith maintains a comprehensive quality control system that includes documented policies and procedures with respect to compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including the International Independence Standards), hereinafter referred to as the IFAC Code, adopted by a resolution of the National Council of Expert Auditors.

We have also fulfilled our other ethical obligations set out in the Expert Auditors Act and the IFAC Code.

We have planned and carried out our work in such a way as to obtain all the information and explanations that we consider necessary to obtain reasonable assurance as to the matter under review.

The choice of procedures depends on our judgement, including our assessment of the risk of material misstatements in the remuneration report due to intentional acts or errors. In making this risk assessment, we consider internal control in accordance with the basis of preparation in order to design procedures that are appropriate in given circumstances, but not for the purpose of expressing an opinion on its effectiveness.

SUMMARY OF WORK PERFORMED

The procedures that we have conducted to assess the remuneration report have consisted in particular of the following:

- becoming familiar with the content of the remuneration report and comparing the information contained therein to the applicable requirements,
- becoming familiar with the resolutions of the Company's General Meeting concerning the remuneration policy for members of the Management Board and the Supervisory Board,
- establishing, by comparison with corporate documents, the list of persons required to be disclosed in the remuneration report and establishing, by way of enquiries of the persons responsible for preparing the report and, where we considered it appropriate, also directly the persons affected by the requirement to include information, whether all information provided for by the criteria for preparing the remuneration report has been disclosed,
- analysing the remuneration system for the members of the Company's Management Board and the Supervisory Board for 2022,
- analysing the system of benefits granted to those closest to the members of the Company's Management and Supervisory Boards for 2022,



- becoming familiar with the procedure of implementation of the aforementioned remuneration policy,
- determining the range of the capital group, within the meaning of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351, as amended), of which the Company is a part in 2022,
- becoming familiar with the amount of remuneration, the Company's financial results and the average remuneration of its employees who are not members of the Management Board or the Supervisory Board in the years from 2018 to 2022,
- becoming familiar with the Company's audited annual financial statements for 2022 with regard to information on the remuneration of the Management Board and the Supervisory Board,
- comparing the amounts of remuneration presented for individual members of the Management Board and the Supervisory Board with the accounting and/or human resources data and assessing their reasonableness in light of the remuneration policy,
- assessing whether the disclosures concerning the remuneration policy are consistent with our understanding of the remuneration principles in the Company and the entities in the capital group, within the meaning of the Accounting Act of 29 September 1994.

The procedures have been conducted on the basis of documents as well as explanations and analysis obtained from the members of the Company's Supervisory Board.

In addition to the aforementioned procedures, we have obtained a statement from the Company's Supervisory Board on the preparation of the remuneration report, as well as other information.

The remuneration report has not undergone an audit within the meaning of the National Auditing Standards. In the course of the assurance procedures performed, we have not audited or reviewed the information used to prepare the remuneration report and, therefore, we assume no responsibility for issuing or updating any reports or opinions on the Company's historical financial information.

We consider that the evidence we have obtained provides a sufficient and appropriate basis for our conclusion below.

ASSESSMENT

In our opinion, the enclosed remuneration report contains all information required under Article 90g clauses 1-5 and 8 of the Public Offering Act.

OTHER MATTERS

This report is intended only for the Shareholders, Supervisory Board and Management Board of PGE Polska Grupa Energetyczna S.A. and for the purpose of fulfilling the Supervisory Board's obligation under Article 90g clause 10 of the Public Offering Act. It may not be used by other persons or for any other purpose.

In connection with this report, PKF Consult Spółka z ograniczoną odpowiedzialnością Sp.k. does not assume any liability arising from contractual or extra-contractual relationships (including negligence) with third parties in the context of this report. The foregoing does not release us from liability in situations where such exemption is excluded by virtue of law.

Signed by:



Przemysław
Koblak

Date:
2023-04-07 15:24

Przemysław Koblak
Expert Auditor No. 13416

performing the assurance engagement
on behalf of PKF Consult Spółka z ograniczoną
odpowiedzialnością Sp. k.
audit firm no. 477

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02-695 Warszawa

Warsaw, 7 April 2023

