

Aforti Holding S.A.
Chałubińskiego 8 Street, 00-613 Warsaw

INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL
STATEMENTS FOR 2019

Reported by:

Bogdan Zegar
The Auditor



EUREKA AUDITING

Sp. z o.o.

Aleje Marcinkowskiego 22 / 61-827 Poznań / tel. 501 893 629

www.eurekaauditing.pl

KRS 0000183841 / REGON 632196940 / NIP 778-00-46-078

SUMMA LINGVAE
TECHNOLOGIES S.A.

ul. Cegińskiego 53, 31-357 Kraków
tel. 12 255 02 80, fax 12 255 04 89
www.summalinguae.com

NIP: 9452165721 REGON: 122435108

INDEPENDENT AUDITOR'S REPORT ON THE AUDIT

For the Meeting of Shareholders and the Supervisory Board of Aforti Holding S.A.

Report on the Audit of the Annual Financial Statements

Opinion

We have audited the annual financial statements of Aforti Holding S.A. ("Company"), which consists of an introduction to the financial statements, a balance sheet as at December 31, 2019 and a profit and loss account, a statement of changes in equity, and a cash flow statement for the financial year from January 1 to December 31, 2019. and additional information and explanations ("financial statements").

In our opinion, the attached financial statements:

- present a fair and clear picture of the property and financial situation of the Company as at December 31, 2019 and its financial result and cash flows for the financial year ended on that date in accordance with the applicable provisions of the Accounting Act of September 29, 1994 ("Accounting Act" - i.e. Journal of Laws of 2019, item 351) and the adopted accounting principles (policy);
- comply in terms of form and content with the applicable laws and the Company's agreement/statute;
- have been prepared on the basis of correctly kept accounting books in accordance with the provisions of Chapter 2 of the Accounting Act.

Basis for Opinion

We conducted our audit in accordance with the National Auditing Standards in the wording of the International Standards on Auditing adopted by the resolution of the National Council of Statutory Auditors No. 3430/52a/2019 of March 21, 2019 on national audit standards and other documents, as amended. ("KSB") and pursuant to the Act of 11 May 2017 on statutory auditors, audit firms and public supervision ("Statutory Auditors Act" - i.e. Journal of Laws of 2019, item 1421, as amended.). Our responsibilities under these standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent from the Company in accordance with the Code of Ethics of Professional Accountants of the International Federation of Accountants ("IFAC Code"), adopted by the resolution of the National Council of Statutory Auditors No. 3431/52a/2019 of March 25, 2019 on the principles of professional ethics of statutory auditors and other

requirements ethics that apply to auditing financial statements in Poland. We have fulfilled our other ethical responsibilities in accordance with these requirements and 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.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements of the current financial year. These include the most significant assessed risks of material misstatement, including the 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, and summarized our responses to these risks and, where deemed appropriate, presented the most important observations related to these risks. We do not express a separate opinion on these matters.

The key research issue	How our study related to this matter
<p>1. Value of the demonstrated shares</p> <p>As at December 31, 2019, the value of shares in related entities as long- and short-term financial assets amounted to PLN 176,748.0 thousand.</p> <p>Our identification of the risk related to the above issue consists in assessing the value of the presented shares in the financial statements in order to determine the possible risk of their impairment. We adopted the position of the Management Board, which provided us with a judgement regarding the presented level of valuation. The Management Board analysed the confirmation of the value of the shares held, this issue is included in the implemented capital value management strategy of the entire Capital Group.</p> <p>We assumed that this issue was of key importance for the audit of the entire separate financial statements due to its high value.</p> <p>In the financial statements, this issue is presented in note 3.</p>	<p>The audit procedures used included:</p> <ul style="list-style-type: none"> - identification of premises for a possible impairment of the shares held - analysis of financial statements (annual) of companies related to shares, - getting acquainted with the goals and strategy pursued by the Management Board of the Company towards companies related by shares - recognition of the management strategy of the Capital Group from the information of the Management Board along with an analysis of the budgets held. <p>As a result of the audit procedures performed, we accepted and shared the views of the Management Board on the management strategy of related companies and we did not make any adjustments to the financial statements.</p>
<p>2. Other securities</p> <p>As at December 31, 2019, the value of</p>	<p>The audit procedures used included:</p> <ul style="list-style-type: none"> - getting acquainted with the formal and legal

<p>securities held, as bonds and certificates, amounted to PLN 11,805.7 thousand.</p> <p>The securities held are also a significant item in the assets of the balance sheet and we believe that the presented valuation is also significant.</p>	<p>side of the securities held,</p> <ul style="list-style-type: none"> - assessment of the effects of the assets held, - testing the level of valuation and recognition of their effects on the assets held, - identification and assessment of the risk of impairment of the assets held. <p>As a result of the procedures performed, we did not disclose the need to make adjustments to the financial statements.</p>
<p>3. Receivables and loans granted</p> <p>As at December 31, 2019, the financial statements showed the value of PLN 35,628.6 thousand, which we consider to be an important issue due to the value and correctness of the presented valuation.</p>	<p>The audit procedures used included:</p> <ul style="list-style-type: none"> - identification of the existence of these items in the financial statements from the source documents, - analysing the loan agreements and the indicated receivables, - assessment of the possibility of obtaining the actual cash flow from this group of receivables, - creation of a balance sheet assessment with reference to the effects in the generated revenues. <p>As a result of the above procedures, we do not make any adjustments to the financial statements.</p>
<p>4. Liabilities from the issue of debt securities</p> <p>As at December 31, 2019, the financial statements showed the value of issued own bonds in the amount of PLN 69,713.0 thousand. We considered this issue of key importance due to the materiality of the amount and the requirement to ensure the actual maturity of the redemption on the applicable dates.</p>	<p>The audit procedures used included:</p> <ul style="list-style-type: none"> - understanding the process related to the procedures of issuing own bonds on the financial market, procedures of offering, taking up the offered securities by bondholders, - assessment of the Management Board's strategy along with the identification of its responsibility in terms of securing the timely redemption of bonds, - checking the issues made in the accounting year and the redemptions actually made, - analysing the values presented in the financial statements as liabilities, checking the correctness of the valuation and referring the effects to the Company's results, - identification of risks in this area of operation and discussing them with the Management Board.

	<p>After the above steps, we do not make any adjustments to the financial statements.</p>
<p>5. Issued investment notes In the 2019 financial year, the Management Board started issuing investment notes, which it offered to individual investors and business entities. The amount of issued investment promissory notes was PLN 17,611.1 thousand. The amount is material in the position of disclosed long-term liabilities.</p>	<p>The audit procedures used included:</p> <ul style="list-style-type: none"> - getting acquainted with the procedure initiated by the Management Board for issuing promissory notes, - analysing the promissory note agreements, - analysing the values presented in the financial statements as liabilities, checking the correctness of the valuation and referring the effects to the Company's results, - identification of risks in this area of operation and discussing them with the Management Board. <p>After the above steps, we do not make any adjustments to the financial statements.</p>
<p>6. Valuation of equity The financial statements show a significant amount recognized in the supplementary capital as agio with the value of PLN 54,586.4 thousand. The estimated agio is related to the issue of series "I" shares on October 22, 2019. In connection with this issue, the market valuation of the shares was made, and the surplus of the sale value over the nominal value of the shares was assumed as agio. The rationale for recognizing key audit issues is the significant value of the estimated agio.</p>	<p>We have made the following:</p> <ul style="list-style-type: none"> - familiarized ourselves with the decision launching the issue of series "I" shares, along with an analysis of the concluded notarial deed, - analysis of the estimate, calculation of shares, assessment of the assumptions made, resulting in the agio value dimension - benchmarking of the effects of the value of the determined agio adopted for the valuation of the acquired shares in subsidiaries and private persons <p>Our procedures confirm the value of the estimate we have made.</p>
<p>7. Issues related to the generated operating revenues and related costs In the income statement, we identified significant revenues obtained from the conducted activity and significant financial revenues. We consider the above issues to be of key importance as they constitute the justification for the reported profit.</p>	<p>The audit procedures used included:</p> <ul style="list-style-type: none"> - recognition of the revenues achieved resulting from the activities carried out by the Company in order to obtain them and their understanding, - analysis of ensuring by responsible employees the correct determination of current revenues, - carrying out tests on the correct determination of revenues together with a comparison of the actual achievement of cash income.

	The determined effects did not necessitate the introduction of adjustments in the financial statements.
--	---

Information on COVID-19

We are also obliged to communicate the risk of conducting financial activities resulting from the state of the COVID-19 epidemic. As of today, we are unable to determine the financial dimension of the effects of the spreading economic recession. The Management Board of the Company communicated its approach to the subject in its Activity Report. We believe that this risk in the money trading segment may be significantly stalled, which will need to be taken into account in the actions of the Management Board, adjusting to the changing situation.

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

The Management Board of the Company and Members of the Supervisory Board are responsible for the preparation, on the basis of properly kept accounting books, of financial statements that present a fair and clear picture of the property and financial position and financial result of the Company in accordance with the provisions of the Accounting Act, adopted accounting principles (policy) and the applicable laws and contracts, as well as internal control deemed necessary by the Management Board to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In drawing up the financial statements, the Management Board of the Company is responsible for assessing the Company's ability to continue as a going concern, disclosing, if applicable, going concern matters and adopting the going concern principle as the basis for accounting, except when the Management Board either intends to liquidate the Company or to discontinue it. operating or there is no viable alternative to winding up or ceasing operations.

The Management Board of the Company and members of the Supervisory Board are obliged to ensure that the financial statements meet the requirements provided for in the Accounting Act.

Responsibility of the statutory auditor 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 audit report that includes our opinion. Reasonable certainty is a high level of certainty, but it does not guarantee that an audit conducted in accordance with the KSB will always detect the existing material misstatement. Misstatements may arise from fraud or error, and is considered material if, individually or in combination, it can be reasonably expected to influence the economic decisions of users taken on the basis of these financial statements.

The scope of the audit does not include the assurance as to the future profitability of the Company or the effectiveness or efficiency of conducting its affairs by the Management Board of the Company now or in the future.

We use professional judgement and maintain professional scepticism when auditing under KSB, and:

- 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 material misstatement due to fraud is greater than that due to error because fraud may include collusion, forgery, wilful omission, misrepresentation or the circumvention 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;
- assess the appropriateness of the applied accounting principles (policy) and the validity of accounting estimates and related disclosures made by the Company's Management Board;
- draw a conclusion on the appropriateness of the application by the Management Board of the Company of the going concern basis as the basis of accounting and, based on the audit evidence obtained, whether there is a material uncertainty 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 there is a material uncertainty, 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, we 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 as going concern;
- evaluate the overall presentation, structure and content of the financial statements, including disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Supervisory Board about, inter alia, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during the audit.

We make a statement to the Supervisory Board that we have complied with relevant ethical requirements for independence and that we will inform them of all relationships and other matters that could reasonably be considered to pose a threat to our independence, and, where applicable, about safeguards in place.

From the matters communicated with the Supervisory Board, we determine 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 prohibits public disclosure, or when, in exceptional circumstances, we determine that the matter should not be presented in our report because the negative consequences could reasonably be expected to outweigh the benefits of such information for the public interest.

Other Information, Including Activity Report

Other information includes the report on the Company's activities for the financial year ended December 31, 2019 ("Activity Report")

Responsibility of the Management Board and Supervisory Board

The Management Board of the Company is responsible for the preparation of the Report on operations in accordance with the law.

The Management Board of the Company and members of the Supervisory Board are obliged to ensure that the Report on the Company's activities meets the requirements provided for in the Accounting Act.

Responsibility of the Statutory Auditor

Our opinion on the audit of the financial statements does not include the Activity Report. In connection with the audit of the financial statements, our responsibility is to read the Report on the Activities and, in doing so, consider whether it is not materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially distorted. If, on the basis of the work performed, we find material misstatements in the report on operations, we are required to inform about it in our audit report. In accordance with the requirements of the Act on statutory auditors, our responsibility is also to issue an opinion on whether the report on activities has been prepared in accordance with the regulations and whether it is consistent with the information contained in the financial statements.

Opinion on the Activity Report

On the basis of the work performed during the audit, in our opinion, the Report on the Company's activities:

- was drawn up in accordance with Art. 49 of the Accounting Act;
- is consistent with the information contained in the financial statements.

Moreover, in the light of the knowledge about the Company and its environment obtained during our audit, we declare that we did not find any material distortions in the Report on the Activities.

The key statutory auditor responsible for the audit resulting in this independent auditor's report is Bogdan Zegar.

Acting on behalf of Eureka Auditing Sp. z o.o. with headquarters in Poznań, al. Marcinkowskiego 22 Street, 61-827 Poznań, entered into the List of Auditing Companies under number 137, on behalf of which the key statutory auditor audited the financial statements.

Bogdan Zegar



Signed by / Podpisano przez:

Bogdan Stefan Zegar

Date / Data: 2020-05-28 18:43

Key statutory auditor, registration number 5475

Investigators on behalf of:

Eureka Auditing Sp. z o.o.

An entity authorized to audit financial statements, registration number 137

President of the Management Board

Poznań, May 28, 2020

SUMMA LINGVAE
TECHNOLOGIES S.A.

ul. J. Dąbrowskiego 63, 31-357 Kraków
tel. +48 293 93 89 12 fax +48 293 93 89
www.summalingvae.com
NIP: 9452165721 REGON: 122435108