

**GRUPA LOTOS S.A.**

**LONG-FORM AUDITORS' REPORT  
ON THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2014**

## **I. GENERAL NOTES**

### **1. Background**

Grupa LOTOS S.A. (hereinafter 'the Company') was incorporated on the basis of a Notarial Deed dated 18 September 1991. The Company's registered office is located in Gdańsk at 135 Elbląska Street.

The Company was entered in the Register of Entrepreneurs of the National Court Register under no. KRS 0000106150 on 10 April 2002.

The Company was issued with tax identification number (NIP) 5830000960 on 9 June 1993 and statistical number (REGON) 190541636 on 25 February 1998.

The Company is the holding company of the Grupa LOTOS S.A. capital group. Details of transactions with affiliated entities and the list of companies in which the Company holds at least 20% of shares in the share capital or in the total number of votes in the Company's governing body are included in Notes 16 and 33 of the additional notes and explanations to the audited financial statements for the year ended 31 December 2014.

The principal activities of the Company are as follows:

- production of crude oil and natural gas (PKD 06),
- manufacturing and processing of coke and crude oil refined products (PKD 19),
- manufacturing of technical gases (PKD 20.11),
- production of other basic organic chemicals (PKD 20.14),
- production and supply of electricity, gas, steam, hot water and air for air-conditioning systems (PKD 35),
- uptake, treatment, and supply of water (PKD 36),
- works relating to pipeline, telecommunication line and Power line construction (PKD 42.2),
- electrical, water and sewage as well as other construction installations (PKD 43.2),
- wholesale of fuels and derivatives products (PKD 46.71),
- wholesale of chemical products (PKD 46.75),
- railway transport of goods (PKD 49.2),
- pipeline transport (PKD 49.5),
- reloading of goods (PKD 52.24),
- warehousing and storage of goods (PKD 52.1),
- technical test and analyses (PKD 71.2),
- other scientific and technical research and development(PKD 72.19).

## 1. Background (continued)

As at 31 December 2014, the Company's issued share capital amounted to 184 873 thousand zlotys. Equity as at that date amounted to 6 346 776 thousand zlotys.

In accordance with article 69 Act on the public offer and conditions for introduction of financial instruments to the organized trading system and public companies dated 25 July 2005 (Journal of Law No. 184 from 2005, item 1539, with amendments), in accordance with current report no 38/2014 dated 25 November 2014 the ownership structure of the Company's issued share capital was as follows:

	Number of shares	Number of votes	Per value of shares	% of issued share capital
State Treasury	69.076.392	69.076.392	69.076.392	53,19%
ING OFE	7.800.000	7.800.000	7.800.000	6,01%
Other shareholders	52.996.970	52.996.970	52.996.970	40,80%
	-----	-----	-----	-----
Total	129.873.362	129.873.362	129.873.362	100,00%
	=====	=====	=====	=====

Movements in the issued share capital of the Company in the financial year were as follows:

	Number of shares	Par value of shares
Opening balance	129.873.362	129.873.362
Increase in share capital	55.000.000	55.000.000
	-----	-----
Closing balance	184.873.362	184.873.362
	=====	=====

On 8 September 2014, the Company's Extraordinary General Meeting passed Resolution No. 2 on increasing the Company's share capital by way of issue of new shares, public offering of new shares, setting the record date for determining the pre-emptive rights to new shares for 18 November 2014, conversion into book-entry form and seeking admission of pre-emptive rights, allotment certificates and new shares to trading on the regulated market of the Warsaw Stock Exchange, amending the Company's Articles of Association and authorising the Supervisory Board to prepare a consolidated text of the Company's Articles of Association

By Resolution No. 1396/2014 of 11 December 2014, the Management Board of the Warsaw Stock Exchange resolved to introduce 55,000,000 allotment certificates for Series D ordinary bearer shares in the Company, with a par value of PLN 1 per share, assigned code PLLOTOS00074 by the Polish NDS, to trading on the main market, by way of the ordinary procedure, with effect from 12 December 2014.

**1. Background (continued)**

As at 5 March 2015, the Company's Management Board was composed of:

Paweł Olechnowicz	- President, General Director
Marek Sokołowski	- Vice-President, Director of Production and Development
Mariusz Machajewski	- Vice-President, Finance Director
Maciej Szozda	- Vice-President, Sales Director
Zbigniew Paszkowicz	- Vice-President, Director of Exploration and Production

There were no changes in the Company's Management Board composition during the reporting period as well as from the balance sheet date to the date of the opinion.

## **2. Financial Statements**

On 8 February 2004 the General Shareholders' Meeting decided on preparation of the financial statements in accordance with International Financial Reporting Standards as adopted by the EU.

### **2.1 Auditors' opinion and audit of financial statements**

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. with its registered office in Warsaw, at Rondo ONZ 1, is registered on the list of entities authorised to audit financial statements under no. 130.

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. was appointed by Supervisory Board on 31 October 2012 to audit the Company's financial statements.

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and the key certified auditor meet the conditions required to express an impartial and independent opinion on the financial statements, as defined in Art. 56.3 and 56.4 of the Act on statutory auditors and their self-governance, audit firms authorized to audit financial statements and public oversight, dated 7 May 2009 (Journal of Laws 2009, No. 77, item 649 with subsequent amendments).

Under the contract executed on 30 July 2013 with the Company's Management Board, we have audited the financial statements for the year ended 31 December 2014.

Our responsibility was to express an opinion on the financial statements based on our audit. The auditing procedures applied to the financial statements were designed to enable us to express an opinion on the financial statements taken as a whole. Our procedures did not extend to supplementary information that does not have an impact on the financial statements taken as a whole.

Based on our audit, we issued an auditors' opinion dated 5 March 2015, stating the following:

#### **“To the Supervisory Board of Grupa LOTOS S.A.**

1. We have audited the attached financial statements for the year ended 31 December 2014 of Grupa LOTOS S.A. (‘the Company’) located in Gdańsk at ul. Elbląska 135, containing statement of financial position as at 31 December 2014, the statement of comprehensive income, the statement of cash flow, the statement of changes in equity for the period from 1 January 2014 to 31 December 2014 and the notes to the financial statements (‘the attached financial statements’).
2. The truth and fairness<sup>1</sup> of the attached financial statements, the preparation of the attached financial statements in accordance with the required applicable accounting policies and the proper maintenance of the accounting records are the responsibility of the Company's Management Board. In addition, the Company's Management Board and Members of the Supervisory Board are required to ensure that the attached financial statements and the Directors' Report meet the requirements of the Accounting Act dated 29 September 1994 (Journal of Laws 2013.330 with

---

<sup>1</sup> Translation of the following expression in Polish: ‘*rzetelność i jasność*’

## **2.1 Auditors' opinion and audit of financial statements (continued)**

subsequent amendments – ‘the Accounting Act’). Our responsibility was to audit the attached financial statements and to express an opinion on whether, based on our audit, these financial statements comply, in all material respects, with the required applicable accounting policies, whether they truly and fairly<sup>2</sup> reflect, in all material respects, the financial position and results of the operations of the Company and whether the accounting records that form the basis for their preparation are, in all material respects, properly maintained.

3. We conducted our audit of the attached financial statements in accordance with:

- chapter 7 of the Accounting Act;
- National Auditing Standards issued by the National Council of Statutory Auditors;

in order to obtain reasonable assurance whether these financial statements are free of material misstatement. In particular, the audit included examining, to a large extent on a test basis, documentation supporting the amounts and disclosures in the attached financial statements. The audit also included assessing the accounting principles adopted and used and significant estimates made by the Company's Management Board, as well as evaluating the overall presentation of the attached financial statements. We believe our audit has provided a reasonable basis to express our opinion on the attached financial statements treated as a whole.

4. In our opinion, the attached financial statements, in all material respects:

- present truly and fairly all information material for the assessment of the results of the Company's operations for the period from 1 January 2014 to 31 December 2014, as well as its financial position<sup>3</sup> as at 31 December 2014;
- have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and based on properly maintained accounting records;
- are in respect of the form and content, in accordance with legal regulations governing the preparation of financial statements and the Company's Articles of Association.

5. Without qualifying our opinion, we draw attention, that in the attached financial statements the Company has presented shares in the subsidiaries and joint-ventures at cost<sup>4</sup> less any impairment write down. In accordance with the accounting policies resulting from the International Financial Reporting Standards, LOTOS Capital Group ('The LOTOS Group'), of which the Company is the dominant entity, prepared its consolidated financial statements dated 5 March 2015. The consolidated net loss of LOTOS Group for the year ended 31 December 2014 amounts to PLN 1 466 372 thousand, the consolidated equity as at 31 December 2014 amounts to PLN 8 258 463 thousand and the consolidated assets amounts to PLN 18 947 157 thousand.

6. We have read note 36 from the Additional Notes to the attached financial statement, which includes selected items of the balance sheet and the profit and loss account, drafted separately for specific types of business activity as prescribed in Article 44 Section 2 of the Energy Law Act of 10 April 1997 (Journal of Laws, Dz. U. 1997 No. 54 Item 348, as amended) ('the Energy Law'), as well as the related principles of allocation of assets, liabilities, costs and revenues.

---

<sup>2</sup> Translation of the following expression in Polish: 'rzetelnie i jasno'

<sup>3</sup> Translation of the following expression in Polish: 'sytuacja majątkowa i finansowa'

<sup>4</sup> Translation of the following expression in Polish language: "cena nabycia"

## **2.1 Auditors' opinion and audit of financial statements (continued)**

We have concluded that the information presented in note 36 is compliant, in all material aspects, with Article 44 Section 2 of the Energy Law, and the performed allocation of assets, liabilities, costs and revenues to specific types of business activity is compliant, in all material aspects, with the principles of allocation described therein.

7. We have read the 'Directors' Report for the period from 1 January 2014 to 31 December 2014 and the rules of preparation of annual statements' ('the Directors' Report') and concluded that the information derived from the attached financial statements reconciles with these financial statements. The information included in the Directors' Report corresponds with the relevant regulations of Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (Journal of Laws 2014.133 with subsequent amendments)."

We conducted the audit of the Company's financial statements during the period from 14 April 2014 to 5 March 2015. We were present at the Company's head office from 14 April 2014 to 18 April 2014, from 21 July 2014 to 1 August 2014, from 13 October 2014 to 22 October 2013, from 17 November 2014 to 21 November 2014 and from 2 February 2015 to 13 February 2015.

## **2.2 Representations provided and data availability**

The Management Board confirmed its responsibility for the truth and fairness<sup>5</sup> of the financial statements and the preparation of the financial statements in accordance with the required applicable accounting policies, and stated that it had provided us with all financial information, accounting records and other required documents as well as all necessary explanations. The Management Board also provided a letter of representations dated 5 March 2015, confirming that:

- the information included in the books of account was complete;
- all contingent liabilities had been disclosed in the financial statements, and
- all material events from the balance sheet date to the date of the representation letter had been disclosed in the financial statements.

and confirmed that the information provided to us was true and fair to the best of the Management Board's knowledge and belief, and included all events that could have had an effect on the financial statements.

At the same time declare that during the audit of the financial statements, there were no limitations of scope.

---

<sup>5</sup> Translation of the following expression in Polish: "rzetelność i jasność"

### **2.3 Financial statements for prior financial year**

The Company's financial statements for the year ended 31 December 2013 were audited by Marcin Zieliński, key certified auditor no. 10402, acting on behalf of Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k., the company entered on the list of entities authorized to audit financial statements conducted by the National Council of Statutory Auditors with the number 130. The key certified auditor issued an unqualified opinion on the financial statements for the year ended 31 December 2013.

The Company's financial statements for the year ended 31 December 2013 were approved by the General Shareholders' Meeting on 30 June 2014, and the shareholders resolved to cover the 2013 net loss in total amount of PLN 14 744 thousand from share premium.

The financial statements for the financial year ended 31 December 2013, together with the auditors' opinion, a copy of the resolution approving the financial statements, a copy of the resolution on the coverage of loss and the Directors' Report, were filed on 7 July 2014 with the National Court Register.

The closing balances as at 31 December 2013 were correctly brought forward in the accounts as the opening balances at 1 January 2014.

### 3. Analytical Review

#### 3.1 Basic data and financial ratios

Presented below are selected financial ratios indicating the economic or financial performance of the Company for the years 2012 - 2014. The ratios were calculated on the basis of financial information included in the financial statements for years ended 31 December 2014 and 31 December 2013.

	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Total assets</b>	14 339 743	15 559 412	15 978 614
<b>Shareholders' equity</b>	6 346 776	7 135 595	7 052 353
<b>Net profit/ loss</b>	(1 285 910)	(14 774)	836 431
<b>Return on assets (%)</b>	(9,0%)	(0,1%)	5,2%
<hr/> Net profit / loss x 100% <hr/> Total assets			
<b>Return on equity (%)</b>	(18%)	(0,2%)	14,3%
<hr/> Net profit / loss x 100% <hr/> Shareholders' equity at the beginning of the period			
<b>Profit margin (%)</b>	(4,9%)	(0,1%)	2,7%
<hr/> Net profit / loss x 100% <hr/> Sales of finished goods, goods for resale and raw materials			
<b>Liquidity I</b>	1,47	1,65	1,75
<hr/> Current assets <hr/> Short-term creditors			
<b>Liquidity III</b>	0,06	0,05	0,001
<hr/> Cash and cash equivalents <hr/> Short-term creditors			
<b>Debtors days</b>	17 days	22 days	20 days
<hr/> Trade debtors x 365 days <hr/> Sales of finished goods, goods for resale and raw materials			

**Grupa LOTOS S.A.**  
*Long-form auditors' report*  
*for the year ended 31 December 2014*  
*(in thousand zlotys)*

	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Creditors days</b>	22 days	33 days	26 days
Trade creditors x 365 days			
Costs of finished goods, goods for resale and raw materials sold			
<b>Inventory days</b>	47 days	75 days	68 days
Inventory x 365 days			
Costs of finished goods, goods for resale and raw materials sold			
<b>Stability of financing (%)</b>	70,4%	70,6%	72,0%
(Equity + long-term provisions and liabilities) x 100%			
Total liabilities, provisions and equity			
<b>Debt ratio (%)</b>	55,7%	54,1%	55,9%
(Total liabilities and provisions) x 100%			
Total assets			
<b>Rate of inflation:</b>			
Yearly average	0,00%	0,90%	3,70%
December to December	(1,00%)	0,70%	2,40%

### 3.2 Comments

The following trends may be observed based on the above financial ratios:

All profitability ratios were negative in 2014 and decreased in comparison to years 2013 and 2012 due to the net loss incurred in higher amount in 2014 in comparison to prior years.

Return on assets ratio which amounted to -9,0% in 2014 has decreased by 8,9 pp in comparison to 2013 when it amounted to -0,1%. In 2012 it amounted to 5,2%. Return on equity ratio decreased from -0,2% in 2013 to -18,0% in 2014, while it amounted to 14,3% in 2012.

Analogously, profit margin decreased in 2014 in comparison to 2013 and 2012. It amounted to 2,7% in 2012, -0,1% in 2013, decreased by 4,8 pp in 2014 and amounted -4,9%. The reason behind this change, similarly like in return on assets, is lower financial result in 2014 than in prior years.

Liquidity I ratio amounted 1,47 in 2014 and decreased in comparison to 2013 when it amounted 1,65 and in comparison to 2012 when it amounted 1,75. Ratio decrease in 2014 was caused by decrease of short term assets.

### **3.2 Comments (continued)**

Liquidity III ratio reached higher level in 2014 amounting to 0,06 in comparison to prior year when it amounted 0,05 in 2013 and 0,001 in 2012. It was caused by the lower level of short term payables in 2014 than in prior years.

Debtors days ratio decreased in 2014 from 22 days in 2013 to 17 days in 2014 due to decrease of trade receivables, while in 2012 it amounted to 26 days.

Creditors days ratio amounted to 22 days in 2014 and was shorter than in 2013 when it amounted to 33 days due to decrease of trade creditors at the end of 2014. In 2012 creditors days ratio amounted to 26 days.

The inventory days ratio decreased in 2014 to 47 days in comparison to 2013, when it amounted to 75 days; it amounted to 75 days in 2012. The reason behind this trend is a higher decrease of inventory in comparison to change of operating costs.

The Company's stability of financing ratio amounted to 70,4% at 31 December 2014 in comparison with 70,6% in 2013 year end and 72,0% in 2012 year end. Its decrease in 2014 in comparison with 2013 is caused by decrease of liabilities in 2014 in comparison to change of shareholders equity.

Debt ratio increased by 1,6 pp at the end of 2014 in comparison with 2013 year end from 54,1% to 55,7%. At 31 December 2012 this ratio amounted to 55,9%. The increase was caused by lower shareholder equity at the end of 2014 in comparison with 2013 and 2012.

### **3.3 Going concern**

Nothing came to our attention during the audit that caused us to believe that the Company is unable to continue as a going concern for at least twelve months subsequent to 31 December 2014 as a result of an intended or compulsory withdrawal from or a substantial limitation in its current operations.

The Management Board has stated that the financial statements were prepared on the assumption that the Company will continue as a going concern for a period of at least twelve months subsequent to 31 December 2014 and that there are no circumstances that would indicate a threat to its continued activity.

## **II. DETAILED REPORT**

### **1. Accounting System**

The Company's accounts are kept using the mySAP.com computer integrated system at the Company's head office. The Company has up-to-date documentation, as required under Article 10 of the Accounting Act dated 29 September 1994 (Journal of Laws 2013.330 with subsequent amendments – 'the Accounting Act'), including a chart of accounts approved by the Company's Management Board.

During our audit no material irregularities were noted in the books of account which could have a material effect on the audited financial statements and which were not subsequently adjusted. These would include matters related to:

- the reasonableness and consistency of the applied accounting policies;
- the reliability of the accounting records, the absence of errors in the accounting records and the trail of entries in the accounting records;
- whether business transactions are supported by documents;
- the correctness of opening balances based on approved prior year figures;
- consistency between the accounting entries, the underlying documentation and the financial statements;
- fulfilment of the requirements for safeguarding accounting documents and storing accounting records and financial statements.

### **2. Assets, Liabilities and Equity, Profit and Loss Account**

Details of the Company's assets, liabilities and equity and profit and loss account are presented in the audited financial statements for the year ended 31 December 2014.

Verification of assets, liabilities and equity was performed in accordance with the Accounting Act. Any differences were adjusted in the books of account for the year 2014.

### **3. Additional Notes and Explanations to the Financial Statements**

The additional notes and explanations to the financial statements for the year ended 31 December 2014 were prepared, in all material respects, in accordance with International Financial Reporting Standards as adopted by the EU.

#### **4. Directors' Report**

We have read the Directors' report on the Company's activities in the period from 1 January 2014 to 31 December 2014 and the basis for preparation of annual financial statements ('Directors' Report') and concluded that the information derived from the attached financial statements reconciles with the financial statements. The information included in the Directors' Report corresponds with the relevant provisions of the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (Journal of Laws 2014.133 with subsequent amendments).

#### **5. Conformity with Law and Regulations**

We have obtained a letter of representations from the Management Board confirming that no laws, regulations or provisions of the Company's Articles of Association were breached during the financial year.

#### **6. Work of Experts**

During our audit we have taken into account the results of the work of independent actuary responsible for the calculation of the present value of the Company's future liabilities towards employees, other than salaries.

on behalf of  
Ernst & Young Audyt Polska spółka  
z ograniczoną odpowiedzialnością sp. k.  
Rondo ONZ 1, 00-124 Warsaw  
Reg. No 130

Key Certified Auditor

---

Marcin Zieliński  
certified auditor  
No. 10402

Warsaw, 5 March 2015