

## Independent Auditor's Report

### To the Shareholders of the ENEFI Vagyonkezelő Nyrt.

#### Opinion

We have audited the separate financial statements of ENEFI Vagyonkezelő Nyrt. (seat: 1134 Budapest, Klapka u. 11., registration number: Cg.: 01-10-045428) („the Company”), which comprise the statement of financial position as at December 31, 2019., and the statement of comprehensive income, and notes to the financial statements, including summary of significant policies. In these financial statements the total asset values 5 441 596 tHUF, net assets 1 208 307 tHUF, the net profit is 339 023 tHUF.

**In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at December 31, 2019 and of its financial performance and its cash flows for the year then ended in accordance with the International Financial Reporting Standards as adopted by the European Union together with the additional requirements set out in the Accounting Act applicable for those preparing their financial statements under IFRSs.**

#### Basis for Opinion

We conducted our audit in accordance with the Hungarian National Standards on Audit and in accordance with the law and other regulation applicable in the Hungarian jurisdiction, including the Regulation of the EU Council 537/2014/EU on statutory audit for public interest entities (hereinafter: 537/2014 EU Regulation). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the Company in accordance with the ethical rules applicable in Hungary and in issues not regulated there in accordance with the Codex issued by the International Ethics Standards Board for Accountants (IESBA Codex) and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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 our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	Our audit procedures, how the matter was addressed
<b>The capital contribution becoming effective in 2020</b>	
<p>Additional capital was contributed to the Parent through the transfer of certain receivables ("transaction"). The conditions of this contribution were set in such a way that this contribution only became effective in the next period (2020). This transaction is described in Note 36 in the notes to the consolidated financial statements.</p> <p>This contribution represents a material balance compared to the balance of the equity before the transaction.</p> <p>Due to the complexity of the agreements surrounding this capital contribution the accounting treatment of the transaction requires careful consideration.</p> <p>Furthermore - due to the timing of this transaction - the understanding of this deal is essential for the users of the consolidated financial statements.</p> <p>Due to the above fact we identified this matter being a key audit matter.</p>	<p>When carrying out our audit we investigated if the concepts surrounding the definition and the recognition of the items in the balance sheet was correctly applied with emphasis on control and past event.</p> <p>We audited if the Entity presents this matter in the right accounting period and if this presentation is consistently applied throughout the financial statements.</p> <p>We investigated if the notes in connection with this deal are appropriate: detailed and clear enough, so the users of the financial statements can understand the transaction.</p>
<b>The measurement of the company's investments in subsidiaries and joint ventures</b>	
<p>The company has several investments in Hungary, Romania and Cyprus. Several of these investments were impaired before the current period.</p> <p>The cost of the investment was 6 662 276 tHUF, the book value as at 31 December 2019 is 4 039 657 tHUF.</p> <p>The previously recognized impairment losses and the recognition of further expected impairment losses are tested annually to see if there are further</p>	<p>We focused on the question whether the methodology and the assumptions of the management is appropriate to conduct a test like this.</p> <p>We investigated the equity of the investments, the pattern of the profit generated there, if the profit will be available for the parent, therefore if the investment will be recovered in any way.</p>

<p>adjustments needed.</p> <p>This test was conducted based on the equity of the investee, identifying the equity of the foresaid entity as market value. The prolonged effect is taken into consideration when recognizing or reversing impairment losses.</p> <p>The application of this method requires the management to make extensive judgements and estimations. Therefore, we identified the measurement of the investments a key audit matter.</p>	<p>The long-term investment's impairment or the reversal of the impairment we taken into consideration how prolonged the process is (was) and we investigated if an unreversible process is taken as prolonged. When assessing the prolonged nature we took into consideration the relevant accounting framework (IFRS as adopted by the EU), past experience and future expectations.</p> <p>We investigated if the relevant accounting regulation (IFRS as adopted by the EU) was met, if the assumptions and estimations of the management are reasonable and if the disclosures are in line with the requirements.</p>
<p><b>The measurement of the receivables of the company</b></p>	
<p>The Company, the subsidiaries and the joint venture are often provide each other intercompany loans.</p> <p>The entities operation in Romania received material amount of loan that was impaired in the previous periods (before 2019) since it was not recoverable.</p> <p>The loan granted to the joint venture of the Company is material in respect to this financial statements. The subsequent measurement of this receivable – also considering the material balance of this item – requires assumptions and several judgement from the management and the possible impact on the financial statements are big.</p> <p>The collection of the amounts invoiced may also be complicated so the recoverable amount of those is also a material judgement.</p>	<p>When auditing the accounts receivable we have checked how much of these receivables are confirmed and how much was subsequently settled. When a receivable was not confirmed or not settled the information available for the customer was investigated. We have also audited if the assumption of the management was reasonable.</p> <p>In relation to receivables from the subsidiary companies and the joint venture we have investigated is sufficient free cash flow will be available to settle the debt and the interest.</p> <p>In relation to non operational entities we have checked if the receivable will be recoverable based on the net assets</p>

<p>The subsequent measurement of the receivable requires the management to make extensive assumptions and judgements.</p> <p>Therefore, we identified the measurement of the receivables a key audit matter.</p>	<p>of that entity.</p> <p>We also investigated if the assumptions and estimations of the management was reasonable and prudent.</p>
<p><b>The recoverable amount of the concession asset and the lease receivable</b></p>	
<p>The Company has rights that lead to concession income and also leases out various assets to customers. The correct treatment of these transactions needs complex estimations and requires complex calculation.</p>	<p>When carrying out our audit we identified...</p> <ul style="list-style-type: none"> <li>• if the contracts were classified in a correct way and</li> <li>• if the calculations were made according to the relevant rules.</li> </ul> <p>Latter required us to confirm if the cash flows from the project were derived correctly and the discount rates applied were appropriate.</p> <p>We also dealt with the assumption of the management and we compared it with the data available for us and seen if the expectations are realistic.</p>

### Report on other Regulatory Requirements: Business Report

The other regulatory requirements include the business report of the company for the year ending on 31 December, 2019. The management is responsible to prepare the business report in line with the Act of Accounting and other relevant legislation. Our opinion expressed in the "Opinion" section does not apply to the Business Report.

Our responsibility in relation of the Business Report to read the report to assess if the Business Report contradicts the Financial Statements and to assess if based on our audit evidence obtained the Business Report contains a material misstatement.

Based on the Accounting Act it is our responsibility to asses if the Business Report meets the requirements of 95/B § (2) e) and f) in the Accounting Act. We also need to state if the information required by 95/B § (2) a-d) and g) are disclosed.

In our opinion the Business Report of ENEFI Energiahatékonysági Nyilvánosan Működő Részvénytársaság for the year ended on December 31, 2019 is in consistent with the financial statement for the year then ending in all material respect. The information required by 95/B § (2) a-d) and g) of the Accounting Act is disclosed. In the separate

business report we did not identify controversy or material misstatement, so we do not have to report on these issues.

Since other regulation does not require any other disclosure in the Business Report we do not express an opinion required by 156 § (5) h of the Accounting Act.

Furthermore we are required to report if we are aware of any incorrect communication (material misstatement) made before the date of this audit opinion based on our information received from the Company. If yes, we need to identify the communication and report the nature of it. We do not have anything to report in this matter.

### **Responsibilities of the Management for the Financial Statements**

Management is responsible of the preparation and fair presentation of the financial statements in accordance with the Accounting Act and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### **Auditor's Responsibilities 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Hungarian Standards on Audit will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of the users taken on the basis of the financial statements.

As a part of an audit in accordance with the Hungarian Standards on Audit, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk 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 a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's use of the going concern

basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists 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 a material uncertainty exists, 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, to 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 continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Furthermore, we notify those who are charged with governance – next to other issues – the planned scope and timing of the audit, the main findings of our audit, including the identified weaknesses of the internal control system of the Company, if any.

Furthermore, we declare that we met the independency requirement and the relevant ethical rules and communicate all other relation that may effect this independency, including the security measures we took.

We communicate to those charged with governance those issues that had great importance during the audit of the financial statements and they qualify for being key audit matters. We communicate these matters in our audit report unless the regulation prohibits it or an extremely important interest suggests otherwise, since the benefits of the public communication are expected to be outweighed by the consequences.

### **Report on the other legal or regulatory requirements**

According to the Regulation 537/2014/EU we issue the following statements.

### **The appointment of the auditor**

The Annual General Meeting of the Parent appointed us as auditors on 4<sup>th</sup> April 2019 as the statutory auditor of the Group and our appointment was for the following three business years: 2019-2020-2021.

### **Report to the Audit Committee**

We confirm that this audit report is in line with the additional report issued to the Audit Committee of the Parent in accordance with Paragraph 11 of 537/2014/EU, which was issued on 27<sup>th</sup> April 2020.

### **Non-audit services**

We confirm that we did not provide any services – other than the statutory audit of the consolidated financial statements – to the firm, so we did not provide any service that

would fall under 537/2014/EU, paragraph 5, point 1. We did not provide any services for entities controlled by this Group. We maintained our independence during the audit fully.

The engagement partner of the audit that resulted in this audit report is Dr. László Péter Lakatos, who is in charge of the audit since 4<sup>th</sup> April 2019. Unikonto Kft. have served as the Company's auditor for four years.

At Budapest; 27<sup>th</sup> April 2020.

Dr. Lakatos, László Péter  
registered auditor  
registration: 007102  
also representing Unikonto Kft., as CEO  
registration number of the entity: 001724

### **Disclaimer!**

**This is the translation of the Audit Report issued in Hungarian. This is only for information purposes. In the event of inconsistency or discrepancy between the Hungarian version and any of the other linguistic versions of this document, the Hungarian language version shall prevail.**