

Independent statutory auditor's report on the audit of the annual financial statements

Polski Fundusz Rozwoju S.A.

with its registered office in Warsaw

for the financial year from 1 January 2024 to 31 December 2024

Report on the audit of annual financial statements

For the Shareholder Meeting and the Supervisory Board of Polski Fundusz Rozwoju S.A.

RECITALS

On 23 May 2025, we issued a report on the audit of the standalone annual financial statements of Polski Fundusz Rozwoju S.A. prepared for the financial year from 1 January 2024 to 31 December 2024 and provided with electronic signatures of the Company's Management Board on 23 May 2025.

On 29 May 2025, the Company's Management Board drafted the amended Management Board Report on the Activity of PFR S.A. and the PFR Capital Group in 2024. Changes made with respect to the Report on the Activity of PFR S.A. and the PFR Capital Group for the year 2024, signed on 23 May 2024,

were of editorial nature and included corrections of manifest clerical errors. In connection with the amendment to the activity report, on 29 May 2025 the Management Board drafted the amended standalone financial statements.

This audit report cancels the report from the audit of the annual financial statements of PFR for 2024, issued as an electronic file named "SBR - PFR SA BJSF 31.12.2024-sig" and signed by the auditor on 23 May 2025.

OPINION ON THE FINANCIAL STATEMENTS

We have audited the enclosed annual financial statements of Polski Fundusz Rozwoju S.A. (Polish Development Fund) with its registered office in Warsaw at ul. Krucza 50, 00-025, hereinafter referred to as the "Company", for the financial year from 1 January 2024 to 31 December 2024, comprising an introduction to the financial statements, a balance sheet as at 31 December 2024, a statement of profit and loss, a statement of changes in equity and a cash flow statement for the financial year ended on that date, along with notes and explanations, hereinafter referred to as the "financial statements".

The financial statements were prepared in the form of an electronic file under the name "PFR_JSF2024", bearing the electronic signatures of the Company's Management Board affixed on 29 May 2025.

The financial statements were prepared following the accounting and financial reporting rules defined in the Accounting Act of 29 September 1994, applicable to the audits of financial statements prepared for periods ended 31 December 2024, hereinafter referred to as the "Accounting Act".

In our opinion, the enclosed financial statements of Polski Fundusz Rozwoju S.A.:

- present a true and fair view of the assets and financial standing of the Company as at 31 December 2024, the financial result and cash flow for the financial year ended on that date, in accordance with the Accounting Act and the adopted accounting policies,
- comply, in terms of form and content, with the provisions of law applicable to the Company as well as with the provisions of the Company's Articles of Association having effect on their content,
- were prepared on the basis of correctly kept accounting records, in accordance with the provisions of Chapter 2 of the Accounting Act applicable to the audits of financial statements for periods ended 31 December 2024.

BASIS OF THE OPINION

We have audited the financial statements in accordance with the National Auditing Standards, as worded in the International Auditing Standards, adopted by the National Council of Statutory Auditors, National Auditing Standard 220 (Z) adopted by the Polish Agency for Audit Oversight, hereinafter the "National Auditing Standards", the Act of 11 May 2017 on statutory auditors, audit firms and public oversight, hereinafter the "Act on Statutory Auditors", applicable to the audits of financial statement for periods ended 31 December 2024.

Our responsibility, in accordance with these standards, is described in the section entitled "*Statutory auditor's responsibility for auditing the financial statements*".

We are independent of the Company in line with the International Code of Ethics for Professional Accountants (including the International Independence Standards), hereinafter the "IESBA Code", adopted by the National Council of Statutory Auditors, and the independence requirements set out in the Act on Statutory Auditors. We have also fulfilled our other ethical duties defined in the Act on Statutory Auditors and the IESBA Code. The key statutory auditor and the audit firm remained independent of the Company in the course of the auditing process, in accordance with the independence requirements set out in the Act on Statutory Auditors.

We believe that the audit evidence we have obtained constitutes a sufficient and appropriate basis for us to express an audit opinion.

KEY AUDIT MATTERS

The key audit matters are matters that, in our professional judgment, were the most significant in the course of the audit of the financial statements for the reporting period in question. They comprise the most significant assessed material misstatement risks, including the assessed risks of material misstatement due to fraud.

We addressed these matters in the context of our audit of the financial statements as a whole and when formulating our opinion, and we summarized our response to these risks, and where we found it appropriate, we presented our most important observations relating to these risks.

We do not express a separate opinion on these matters.

<i>Key matter: Assets and liabilities concerning the government Financial Shield programs</i>	
<i>Did the key matter constitute a significant risk: YES</i>	
Description of the key matter	How was that matter addressed in the course of the audit
<p>Pursuant to the Act of 4 July 2019 on the system of development institutions, the Company carries out tasks entrusted to it by state administration authorities. In 2024, these tasks included mainly administering the government programs of the Polish Development Fund's Financial Shield for Large Enterprises, the government program of the Polish Development Fund's Financial Shield for Small and Medium Enterprises and the government support program for Polskie Linie Lotnicze LOT S.A. (hereinafter, respectively, the "Financial Shields", "Financial Shield").</p> <p>As part of administering the aforementioned programs, the Company undertakes actions for the account and at the exclusive cost and risk of the State Treasury, in accordance with the agreement on the terms of and the method for transferring funds for the implementation of government programs, entered into between Polski Fundusz Rozwoju S.A. and the State Treasury. These actions include, among other things, raising third-party financing through the issue of bonds and the distribution of aid instruments pursuant to the terms of the aforementioned programs.</p> <p>In the financial statements as at 31 December 2024, the Company shows the Financial Shield assets in an amount of PLN 60,366,221 thousand and the Financial Shield liabilities totaling PLN 60,366,221 thousand, which represents ca. 78% of the balance sheet total.</p> <p>The recognition of transactions deriving from the administration of the Financial Shield programs in the financial statements required the Company's Management Board to apply a judgment when defining the accounting policies.</p> <p>Having regard to the value of the assets and liabilities concerning the Financial Shields, we decided that this was a key audit matter for us.</p> <p>Incorrect recognizing and valuing assets and liabilities of such significant importance for the financial statements could result in their material misstatement.</p> <p>The introduction to the financial statements includes a description of the valuation principles applied to the assets and liabilities relating to the government Financial Shield programs, and in note 1 "Government Financial Shield Programs" of the notes detailed information concerning the structure and value of these assets and liabilities is presented.</p>	<p>We conducted procedures in the course of the audit which were aimed at obtaining sufficient appropriate audit evidence regarding the recognition, balance sheet valuation and presentation of the assets and liabilities relating to the government Financial Shield programs in the financial statements.</p> <p>Below we present the procedures applied which in our assessment were of key importance for achieving the audit objectives:</p> <ul style="list-style-type: none"> • talking to the key personnel of the Company in order to understand the most important terms of individual Financial Shield programs and the Company's tasks involved in administering these programs, • analyzing legal regulations, the agreement on the terms of and the method for transferring funds for the implementation of government programs, the terms of issue of bonds and program documents and by-laws concerning the government Financial Shield programs, • gaining understanding of internal control procedures in the process concerning program administration, • analyzing accounting policies concerning the valuation and presentation of the assets and liabilities of the Financial Shield programs, • assessing the valuation and presentation of the assets and liabilities of the government Financial Shield programs in the financial statements, • conducting reliability procedures in respect of the existence, completeness, recognition and valuation of the Financial Shield assets and liabilities, • assessing the completeness and adequacy of the disclosures in the financial statements relating to the assets and liabilities of the government Financial Shield programs.

Key matter: Assets and liabilities concerning the government Financial Shield programs

Did the key matter constitute a significant risk: YES

Description of the key matter	How was that matter addressed in the course of the audit
<p>The value of the investment certificates presented in the balance sheet under the item: other non-current financial assets was PLN 12,678,398 thousand as at 31 December 2024, which represents a total of ca. 16% of the Company's assets.</p> <p>Pursuant to the accounting principles adopted in the Company, the value of an investment certificate is determined by measuring the value of the assets of a given fund, determining the net asset value of the funds and net asset value per investment certificate. Then, the fair value of individual investment certificates held by the Company is determined. The net asset value of the funds is, in turn, the resultant of measurements to fair value of these funds' deposits. If funds adopt inappropriate methods or parameters for valuation models, this may result in a material misstatement in the financial statements of funds and, consequently, lead to a material misstatement in the valuation of investment in investment certificates in the Company's financial statements.</p> <p>Bearing in mind the risk of uncertainty relating to significant judgments and estimates made by the Management Board, we decided it was a key audit matter for us.</p> <p>The introduction to the financial statements includes a description of the investment valuation principles, and the required information concerning the value of these assets is presented in notes 10 and 37, i.e. "Investments" and "Information on financial instruments".</p>	<p>We conducted procedures in the course of the audit which were aimed at obtaining sufficient appropriate audit evidence to confirm the correctness of the valuation of financial investments. Below we present the procedures applied which in our assessment were of key importance for achieving the audit objectives:</p> <ul style="list-style-type: none"> • analyzing the accounting policy concerning financial investment valuation, • understanding the process of measuring investment certificates at fair values, • understanding key processes in the Company, including the operation of internal control procedures as regards the identification of asset impairment indicators, • discussing the occurrence of potential asset impairment indicators with the Company's Management Board, • analyzing financial statements and reports on the audit of the investment funds constituting the basis for determining the fair value of investment certificates, • review and critical analysis of selected reports on the fair value measurements of funds' deposits, prepared by third-party experts appointed by the management, • assessing the completeness and adequacy of the disclosures in the financial statements relating to value measurements of those investments.

RESPONSIBILITY OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD FOR THE FINANCIAL STATEMENTS

The Management Board is responsible for the preparation, on the basis of properly kept accounting records, financial statements presenting a true and fair view of the Company's assets and financial standing and its financial result, in accordance with the provisions of the Accounting Act, the adopted accounting policies and the provisions of law applicable to the Company and the Company's Articles of Association.

The Management Board is also responsible for internal control, which it considers necessary for preparing financial statements free from any material misstatement due to fraud or error.

When preparing financial statements, the Company's Management Board is responsible for assessing the Company's ability to operate as a going concern, for disclosing, if applicable, matters relating to the operation as a going concern and for adopting the going concern assumption as the accounting basis, except where the Management Board either intends to liquidate the Company or discontinue its operation as a going concern, or where there is no real alternative for liquidation or the discontinuation of operations.

The Company's Management Board and the members of the Supervisory Board are obliged to ensure that the financial statements meet the requirements set out in the Accounting Act. The Supervisory Board members are responsible for overseeing the Company's financial reporting process.

STATUTORY AUDITOR'S RESPONSIBILITY FOR AUDITING FINANCIAL STATEMENTS

Our objective is to reach reasonable assurance about whether the financial statements as a whole are free from any material misstatement due to fraud or error, and to produce an audit report including our opinion. Reasonable assurance is a high level of assurance, but it does not guarantee that the audit conducted in line with the above-specified standards will always detect an existing material misstatement. Misstatements may arise as a result of fraud or error and are considered material if it can be reasonably expected that they might, whether individually or in combination, affect users' business decisions taken on the basis of the financial statements.

The scope of the audit does not cover assurance as to the Company's future profitability or the effectiveness or efficiency of the running of its affairs by the Company's Management Board at present or in the future.

When performing an audit complying with the National Auditing Standards, we apply a professional judgment and maintain professional skepticism, as well as:

- we identify and assess the risks of material misstatement of the financial statements due to fraud or error, we design and conduct audit procedures corresponding to these risks and obtain audit evidence that is sufficient and appropriate to constitute the basis for our opinion. The risk of failing to detect a material misstatement due to fraud is greater than that due to error, since fraud may involve collusion, forgery, deliberate omission, misleading or circumventing internal control procedures;
- we gain understanding of internal control suitable for the audit in order to design audit procedures which are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- we assess the appropriateness of the applied accounting policies, the reasonableness of accounting estimates and related disclosures made by the Company's Management Board;

- we draw a conclusion regarding the appropriateness of the application of the going concern assumption by the Company's Management Board as the accounting basis and, based on the audit evidence obtained, conclude whether there is material uncertainty relating to events or conditions that might cast significant doubt on the Company's ability to operate as a going concern. If we conclude that there is material uncertainty, we are required to point out, in our statutory auditor's report, the related disclosures in the financial statements or, if such disclosures are inadequate, we modify our opinion. Our conclusions are based on audit evidence obtained by the date of the statutory auditor's report, but future events or conditions may result in the Company discontinuing its operation as a going concern;
- we assess the overall presentation, structure and content of the financial statements, including disclosures, and whether the financial statements present the transactions and events underlying them in a manner ensuring fair presentation.

We provide the Supervisory Board and the Audit Committee with information relating to the audit, in particular information concerning the planned scope and time of the audit and significant audit findings, including any significant internal control weaknesses identified by us in the course of the audit.

Among the matters referred to the Supervisory Board, we identified matters that were the most significant during the audit of the financial statements for the reporting period in question and therefore we found them to be key audit matters. We describe these matters in our audit report in the section entitled "Key audit matters", except for those matters that are not permitted by law or regulations to be disclosed to the public or where, in exceptional circumstances, we determine that the matter should not be presented in our report, because the adverse consequences are likely to outweigh the benefits of such information to the public interest.

Pursuant to the Act on Statutory Auditors, we are also required to include, in the report, an opinion as to whether the financial statements comply, in terms of their form and content, with the provisions of law applicable to the Company and with the Company's Articles of Association, and an opinion on whether they were prepared on the basis of correctly kept accounting records. We have formulated an opinion in this respect on the basis of the work carried out in the course of the audit.

OTHER INFORMATION, INCLUDING THE ACTIVITY REPORT

Other information is financial and non-financial information included in the annual report, other than financial statements and an audit report.

Other information includes the Company activity report for the year ended 31 December 2024, along with the sustainability reporting referred to in chapter 6c of the Accounting Act, constituting a separate part of that activity report, as well as other elements of the annual report, hereinafter referred to as the "Other Information".

RESPONSIBILITY OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The Management Board is responsible for preparing the Other Information in compliance with provisions of law.

The Company's Management Board and the members of the Supervisory Board are obliged to ensure that the Company activity report, along with its separate parts, meet the requirements set out in the Accounting Act.

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STATUTORY AUDITOR'S RESPONSIBILITY

Our opinion on the audit of the financial statements does not cover the Other Information. In connection with auditing the financial statements, our responsibility is to become familiar with the Other Information and, while doing it, considering whether or not the Other Information is significantly inconsistent with the financial statements or our knowledge gained in the course of the audit, or otherwise seems materially misstated. If, based on our work, we identify a material misstatement in the Other Information, we are required to note this in our audit report.

Except for matters discussed in sections: "Opinion on the Activity Report" and "Information on sustainability reporting and its assurance", we have nothing to say with regard to the Other Information.

It is also our duty, pursuant to the requirements set out in the Act on Statutory Auditors, to express an opinion on whether the activity report, in the scope not pertaining to sustainability reporting, has been prepared in accordance with regulations and whether it is consistent with the information disclosed in the financial statements.

We obtained the activity report before the date of this audit report, and the Annual Report will be available after that date. If we identify a material misstatement in the Annual Report, we are required to notify the Company's Supervisory Board of this fact.

ACTIVITY REPORT

The activity report was prepared along with a consolidated Group Activity Report of the Polski Fundusz Rozwoju S.A. Capital Group as a single document in the form of an electronic file under the name "2024 KRS PFR sprawozdanie zarządu",

bearing electronic signatures of the Company's Management Board affixed on 29 May 2025.

OPINION ON THE ACTIVITY REPORT

In our view, based on the work carried out in connection with auditing the financial statements, the enclosed activity report of Polski Fundusz Rozwoju S.A. for the financial year ended 31 December 2024, in the scope not pertaining to sustainability reporting:

- has been prepared in accordance with Article 49 of the Accounting Act,
- presents information consistent with information included in the audited financial statements.

In light of the knowledge about the Company and its environment obtained in the course of the audit, we declare that we have not identified material misstatements in the Company activity report.

INFORMATION ON SUSTAINABILITY REPORTING AND ITS ASSURANCE

Sustainability reporting, referred to in chapter 6c of the Accounting Act, which is a separate part of the Activity Report contained on its pages number 85 to number 164, is subject to separate assurance engagement conducted by our auditing firm and by the same key auditor who is auditing the financial statements, from which on 29 May 2025 there was issued a report containing an unmodified opinion.



Signed by
Aneta Opałczyńska

Date:
29 May 2025 20:24

Aneta Opałczyńska
Statutory auditor no. 13910

key auditor conducting an audit
on behalf of PKF Consult Spółka z ograniczoną odpowiedzialnością Sp. k.
audit firm no. 477

ul. Orzycka 6 unit 1B 02-695 Warsaw Branch in Warsaw

Warsaw, 29 May 2025

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