



*This document is a free translation of the Polish original. Terminology current in Anglo-Saxon countries has been used where practicable for the purposes of this translation in order to aid understanding. The binding Polish original should be referred to in matters of interpretation.*

# Independent Auditor's Report

## To the General Shareholders' Meeting and Supervisory Board of Agora S.A.

### Report on the Audit of the Annual Unconsolidated Financial Statements

---

#### Opinion

We have audited the accompanying annual unconsolidated financial statements of Agora S.A. (the "Entity"), which comprise:

- the unconsolidated balance sheet as at 31 December 2021;

and, for the period from 1 January to 31 December 2021:

- the unconsolidated statement of profit or loss;
- the unconsolidated statement of comprehensive income;
- the unconsolidated statement of changes in equity;
- the unconsolidated cash flows statement;

and

- notes to the unconsolidated financial statements

(the "unconsolidated financial statements").

In our opinion, the accompanying unconsolidated financial statements of the Entity:

- give a true and fair view of the unconsolidated financial position of the Entity as at 31 December 2021 and of its unconsolidated financial performance and its unconsolidated cash flows for the financial year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union ("IFRS EU") and the adopted accounting policy;
- comply, in all material respects, with regard to form and content, with applicable laws and the provisions of the Entity's articles of association;
- have been prepared, in all material respects, on the basis of properly maintained accounting records in accordance with chapter 2 of the accounting act dated 29 September 1994 (the "Accounting Act").

---

Our audit opinion on the unconsolidated financial statements is consistent with our report to the Audit Committee dated 23 March 2022.

KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k.

ul. Inflancka 4A, 00-189 Warsaw, Poland  
tel. +48 (22) 528 11 00, fax +48 (22) 528 10 09, kpmg@kpmg.pl

© 2022 KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k., a Polish limited partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Company registered at the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division of the National Business Register.

KRS 0000339379  
NIP: 527-261-53-62  
REGON: 142078130



## Basis for Opinion

We conducted our audit in accordance with:

- International Standards on Auditing as adopted by the National Council of Statutory Auditors as National Standards on Auditing (the “NSA”); and
- the act on statutory auditors, audit firms and public oversight dated 11 May 2017 (the “Act on statutory auditors”); and
- regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest

entities and repealing Commission Decision 2005/909/EC (the “EU Regulation”); and

- other applicable laws.

Our responsibilities under those regulations are further described in the Auditor’s Responsibility for the audit of the unconsolidated financial statements section of our report.

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

## Independence and Ethics

We are independent of the Entity in accordance with International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (“IESBA Code”) as adopted by the resolution of the National Council of Statutory Auditors, together with the ethical requirements that are relevant to our audit of the unconsolidated

financial statements in Poland and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. During our audit the key statutory auditor and the audit firm remained independent of the Entity in accordance with requirements of the Act on statutory auditors and the EU Regulation.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the unconsolidated financial statements of the current period. They are the most significant assessed risks of material misstatements, including those due to fraud. Key audit matters were addressed in the

context of our audit of the unconsolidated financial statements as a whole, and in forming our opinion thereon we have summarised our response to those risks. We do not provide a separate opinion on these matters. We have determined the following key audit matters:

### Sales revenue recognition

In the period from 1 January to 31 December 2021, the Entity recognized sales revenue of PLN 382,920 thousand (in the period from 1 January to 31 December 2020: PLN 343,186 thousand). The rebates liability as at 31 December 2021 amounted to: PLN 19,311 thousand (as at 31 December 2020: PLN 14,314 thousand).

Reference to the unconsolidated financial statements:

*Note 2(t) “Revenue recognition”, Note 19 “Trade payables and other liabilities”, Note 21 “Revenue”.*

#### Key audit matter

The Entity recognizes revenue when (or as) it transfers control of promised goods or services to a customer at the amount of the transaction price to which it expects to be entitled considering adjustments with respect to any variable amounts such as rebates granted.

#### Our response

Our procedures in this area covered among other things:

- testing the design and implementation of internal controls in the sales revenue recognition process, including rebates;

The Entity provides its clients with commercial rebates, including annual rebates dependent on turnover, which can be determined as an amount or as a percentage of turnover. Despite the fact that the Entity estimates rebates based on the terms of signed agreements and the forecasted turnover of individual clients, the final amount of annual rebates may differ from the estimates made during the year. The settlement of rebates occurs after the year end, and it may even occur in the following years.

Due to the above factors, including the risk of overstatement of sales revenue as a result of premature or fictitious revenue recognition and the risk of misstatement of rebates liability, this area was considered as a key audit matter.

- assessing accuracy of rebates estimation by analyzing the historical accuracy of prior year liabilities;
- obtaining external confirmations in relation to a sample of third-party balances unpaid as at the year-end and/or turnover for the year;
- analyzing sales transactions recognized shortly before and after the reporting date as well as credit notes issued after the end of the year with respect to their allocation to the appropriate period;
- with the support of specialized IT software analyzing journal entries recorded on sales accounts in combination with accounts unusual for sales transactions to assess appropriateness of such journal entries,
- assessing, on a sample basis, the reliability and integrity of basic customer data in order to identify potentially fictitious customers;
- assessing appropriateness and completeness of disclosures with respect to revenue recognition and rebates liabilities.

---

### **Responsibility of the Management Board and Supervisory Board of the Entity for the Unconsolidated Financial Statements**

The Management Board of the Entity is responsible for the preparation, on the basis of properly maintained accounting records, of unconsolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards, as adopted by the European Union, the adopted accounting policy, the applicable laws and the provisions of the Entity's articles of association and for such internal control as the Management Board of the Entity determines is necessary to enable the preparation of unconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the unconsolidated financial statements, the Management Board of the

Entity is responsible for assessing the Entity'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 the Management Board of the Entity either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

According to the Accounting Act, the Management Board and members of the Supervisory Board of the Entity are required to ensure that the unconsolidated financial statements are in compliance with the requirements set forth in the Accounting Act. Members of the Supervisory Board of the Entity are responsible for overseeing the Entity's financial reporting process.



## Auditor's Responsibility for the Audit of the Unconsolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the unconsolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 NSAs 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 users taken on the basis of these unconsolidated financial statements.

The scope of audit does not include assurance on the future viability of the Entity or on the efficiency or effectiveness with which the Management Board of the Entity has conducted or will conduct the affairs of the Entity.

As part of an audit in accordance with NSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the unconsolidated 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 Entity's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management Board of the Entity;
- conclude on the appropriateness of the Management Board of the Entity'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 Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report on the audit of the unconsolidated financial statements to the related disclosures in the unconsolidated 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 auditors' report on the audit of the unconsolidated financial statements. However, future events or conditions may cause the Entity to cease to continue as a going concern;

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

We communicate with the Audit Committee of the Entity 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.

We provide the Audit Committee of the Entity with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee of the Entity, we determine those matters that were of most significance in the audit of the unconsolidated financial statements of the current reporting period and are therefore the key audit matters. We describe these matters in our auditors' report on the audit of the unconsolidated financial statements unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Information

The other information comprise:

- the letter of the President of the Management Board;
- the selected financial data;
- the report on activities of the Entity for the year ended 31 December 2021 (the “Report on activities”), including the corporate governance statement, which is a separate part of the Report on activities;

- the separate report on non-financial information referred to in art. 49b paragraph 9 of the Accounting Act;
- the statement of the Management Board regarding the preparation of the unconsolidated financial statements and Report on activities;
- the Management Board’s information regarding the appointment of the audit firm (together the “Other information”).

### *Responsibility of the Management Board and Supervisory Board*

The Management Board of the Entity is responsible for the Other information in accordance with applicable laws.

The Management Board and members of the Supervisory Board of the Entity are required to

ensure that the Report on activities, including the corporate governance statement and the report on non-financial information referred to in art. 49b paragraph 9 of the Accounting Act are in compliance with the requirements set forth in the Accounting Act.

### *Auditor’s Responsibility*

Our opinion on the unconsolidated financial statements does not cover the Other information.

In connection with our audit of the unconsolidated financial statements, our responsibility was to read the Other information and, in doing so, consider whether the Other information is materially inconsistent with the unconsolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement in the Other information, we are required to report that fact.

In accordance with the Act on statutory auditors our responsibility was to report if the Report on

activities was prepared in accordance with applicable laws and the information given in the Report on activities is consistent with the unconsolidated financial statements.

Moreover, in accordance with the requirements of the Act on statutory auditors our responsibility was to report whether the Entity included in the statement on corporate governance information required by the applicable laws and regulations, and in relation to specific information indicated in these laws or regulations, to determine whether it complies with the applicable laws and whether it is consistent with the unconsolidated financial statements and to inform whether the Entity prepared a separate report on non-financial information.

### *Opinion on the Report on Activities*

Based on the work undertaken in the course of our audit of the unconsolidated financial statements, in our opinion, the accompanying Report on activities, in all material respects:

- has been prepared in accordance with applicable laws, and
- is consistent with the unconsolidated financial statements.

### *Opinion on the Statement on Corporate Governance*

In our opinion, the corporate governance statement, which is a separate part of the Report on activities, includes the information required by paragraph 70 subparagraph 6 point 5 of the Decree of the Ministry of Finance dated 29 March 2018 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent

of information required by the laws of a non-member state (the “decree”).

Furthermore, in our opinion, the information identified in paragraph 70 subparagraph 6 point 5 letter c-f, h and letter i of the decree, included in the corporate governance statement, in all material respects:



— has been prepared in accordance with applicable laws; and

— is consistent with the unconsolidated financial statements.

#### *Information about the Statement on Non-financial Information*

In accordance with the requirements of the Act on statutory auditors, we report that the Entity has prepared a separate report on non-financial information referred to in art. 49b paragraph 9 of the Accounting Act.

We have not performed any assurance procedures in relation to the separate report on non-financial information and, accordingly, we do not express any assurance conclusion thereon.

#### *Statement on Other Information*

Furthermore, based on our knowledge about the Entity and its environment obtained in the audit of the unconsolidated financial

statements, we have not identified material misstatements in the Report on activities and the Other information.

## **Report on Other Legal and Regulatory Requirements**

---

### **Statement on Services Other than Audit of the Financial Statements**

To the best of our knowledge and belief, we did not provide prohibited non-audit services referred to in Art. 5 paragraph 1 second subparagraph of the EU Regulation and Art. 136 of the act on statutory auditors.

Services other than audit of the financial statements, which were provided to the Entity in the audited period are listed in point 10 in IV.C. Other supplementary information of the Report on activities.

### **Appointment of the Audit Firm**

We have been appointed for the first time to audit the annual unconsolidated financial statements of the Entity by resolution of the Supervisory Board dated 31 December 1999 and reappointed in the following years, including the resolution dated 7 November

2019, to audit the annual unconsolidated financial statements for the year ended 31 December 2021. Our period of total uninterrupted engagement is 23 years, covering the periods ended 31 December 1999 to 31 December 2021.

---

On behalf of audit firm

**KPMG Audyty Spółka z ograniczoną odpowiedzialnością sp.k.**

Registration No. 3546

*Signed on the Polish original*

Marcin Domagała

Key Statutory Auditor

Registration No. 90046

*Member of the Management Board of KPMG*

*Audyty Sp. z o.o., entity which is the General*

*Partner of KPMG Audyty Spółka z ograniczoną odpowiedzialnością sp.k.*

Warsaw, 24 March 2022