



Grant Thornton

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Independent Auditor's Report on Annual Consolidated Financial Statements

Grant Thornton Polska

Sp. z o.o. sp. k.
ul. Abpa Antoniego Baraniaka 88 E
61-131 Poznań
Polska

T +48 61 62 51 100
F +48 61 62 51 101
www.GrantThornton.pl

For the Shareholders of Przedsiębiorstwo Handlu Zagranicznego "Baltona" S.A.

Report on the Annual Consolidated Financial Statements

Opinion

We have audited the annual consolidated financial statements of the Group (the Group), in which the parent entity is Przedsiębiorstwo Handlu Zagranicznego "Baltona" S.A. (the Parent) with its registered office in Warsaw, Marcina Flisa 4 Street which comprise the consolidated statement of financial position as of December 31, 2018, the statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows for the year from January 1, 2018 to December 31, 2018, and notes, comprising a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying annual consolidated financial statements:

- give a true and fair view of the financial position of the Group as of December 31, 2018 and of its financial performance and of its cash flows for the financial year from January 1, 2018 to December 31, 2018 in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of European Commission regulations and adopted accounting principles (policy),
- comply with the laws affecting the content and form of the annual consolidated financial statements and the provisions of the Parent's articles of association.

The audit opinion is consistent with the additional report to the Audit Committee submitted on the same day as this audit report.

Audit – Tax – Accounting – Advisory
Member of Grant Thornton International Ltd



Basis for Opinion

We conducted our audit in accordance with

- the Act of May 11, 2017 on statutory auditors, audit firms, and public supervision (Journal of Laws of 2017, item 1089 as amended) (the Act on Statutory Auditors),
- National Standards on Auditing (NSA) consistent with International Standards on Auditing adopted by the National Council of Statutory Auditors' resolution No. 3430/52a/2019 of March 21, 2019 and
- Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April, 16 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (OJ L 158, 27.5.2014, p. 77 and OJ L 170, 11.6.2014, p. 66) (the Regulation 537/2014).

Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Annual Consolidated Financial Statements* section of our report.

We are independent of the entities comprising the Group in accordance with the International Federation of Accountants' *Code of Ethics for Professional Accountants* (IFAC Code) adopted by the National Council of Statutory Auditors' resolution No. 2042/38/2018 of March 13, 2018 together with the ethical requirements that are relevant to our audit of the financial statements in Poland. In particular, in conducting the audit the Key Audit Partner and the Audit Firm remained independent of the entities comprising the Group in accordance with the provisions of the Act on Statutory Auditors and the Regulation 537/2014. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IFAC Code.

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 judgment, were of most significance in the audit of the annual consolidated financial statements of the current period. They include the most significant assessed risks of material misstatement, including assessed risk of material misstatement due to fraud. These matters were addressed in the context of the audit of the annual consolidated financial statements as a whole, and in forming the auditor's opinion thereon. Below, we provided a summary of our response to those risks and where relevant, key observations arising with those risks. We do not provide a separate opinion on these matters.

An agreement with PPPL regarding mutual settlements and lease of commercial space at Warsaw Chopin Airport	How the matter was addressed in our audit
<p>On May 6, 2018 there was concluded a settlement between PHZ Baltona S.A., BH Travel Retail Poland Sp. z o.o., Flemingo Duty Free Shop Private Limited and Przedsiębiorstwo Państwowe Porty Lotnicze. The agreement specified the rules for the settlement of mutual claims related to disputes regarding the lease of commercial space at the Warsaw Chopin Airport. Mutual claims resulted from the termination of commercial space lease agreements at Warsaw Chopin Airport by Przedsiębiorstwo Państwowe Porty Lotnicze which took place in 2012.</p>	<p>Within the scope of the performed audit, we carried out the following procedures:</p> <ul style="list-style-type: none"> • analysis of source documents related to dispute between PPPL and Baltona Group • analysis of the settlement which was concluded between parties • lease agreement analysis • verification of calculations of value of asset which represents right to concluding the contract with PPPL and also verification of appropriate
<p>The dispute resulting from the termination of the</p>	



lease agreements for commercial spaces at Warsaw Chopin Airport in 2012 ended with the verdict of the Permanent Court of Arbitration in Hague which ruled that the Republic of Poland violated the principle of fair treatment of Flemingo Duty Free investments in Poland resulting from the bilateral treaty between the Government of the Republic of Poland and the Government of the Republic of India about mutual support and investments protection. The Tribunal awarded damages of EUR 22,209 thousand to Flemingo. The amount mentioned above includes interest calculated till the date of signing the settlement and costs of arbitration proceedings

As a result of waiving the right to the compensation by Flemingo and concluding a settlement between the parties on April 24, 2019 the Management Board of PHZ Baltona decided to recognize the right to conclude a contract in the amount of PLN 94 992 thousand within the standalone and consolidated financial statements. The amount is the equivalent of the damages awarded by Flemingo Duty Free by the Arbitration Tribunal including the arbitration costs and interest accrued until the date of signing the settlement between the parties. The amounts expressed in euro has been converted at the exchange rate on the day when the settlement is concluded. The Group decided to amortize the above described law for the duration of new lease agreements for commercial space at Warsaw Chopin Airport, which were concluded between Przedsiębiorstwo Państwowe Porty Lotnicze and BH Travel Retail Sp. z o.o. and Przedsiębiorstwo Handlu Zagranicznego "Baltona" S.A.

The risk that relates to the asset described above is the correctness of the valuation, reasonableness of recognition of the asset and possible impairment loss at the balance sheet date.

The Company included a disclosure related to that matter in the note No. 13 - Intangible Assets and note No. 29 – Contingent Liabilities and Legal Disputes

recognition within the financial statements

- analysis of impairment test which was provided to us by the Group

Risk related to consequences of delays in opening of new stores at Warsaw Chopin Airport.

How the matter was addressed in our audit

Due to the fact that openings of new stores at Warsaw Chopin Airport were delayed a new dispute between the parties arose. Dispute between the parties relates to mutual understanding of the contract clauses and mutual settlements arising from the concluded agreements.

Within the scope of the performed audit, we carried out the following procedures:

According to the obtained information negotiation process was supported by the Office of the

- analysis of mutual settlements between PPPL and Baltona Group
- analysis of settlement agreement which was concluded between parties



General Counsel to the Republic of Poland. The disputed amount is PLN 14,9 million net including PLN 5,3 million regarding debit notes for penalties. The settlement which was concluded between parties covers about PLN 7,4 million net which results from invoices for rental commercial spaces at Chopin Airport in Warsaw and amount of PLN 1 million regarding contractual penalties issued by PPPL.

As a result of the settlement and agreement between the parties an independent expert will be appointed, who will present an opinion on technical aspects of adaptation of premises and date of its completion. Based on the expert's opinion, the remaining part of the disputed amount will be recalculated and then settled.

The Company included a disclosure related to the matter above in the additional in the note No. 32 of standalone Financial Statements and note No. 36 of Consolidated Financial Statements regarding subsequent events after the balance sheet date.

- verification of recognition amounts related to the settlement within Financial Statements of the Group

Tax risk associated with a trademark

Customs and Fiscal Office located in Przemysł conducts control and examination over the assessment of the reliability of the declared tax bases and the correctness of calculating and settlement of the corporate income tax for 2015.

As a result of the inspection, the Office identified irregularities related to settlement of license fees for the right of use the "Baltona" trademarks.

The Company decided to adjust the tax settlements for the years 2013-2017. As a result of these adjustments outstanding tax payments arose in the total amount of PLN 2,185 thousand. PLN with accrued interest.

The Company described this matter in note No. 32 of Standalone Financial Statements and note No. 36 of Consolidated Financial Statements regarding subsequent events after the balance sheet date.

How the matter was addressed in our audit

Within the scope of the performed audit, we carried out the following procedures:

- analysis of the inspection report
- verification of tax adjustment calculation for the years from 2013 to 2017 and its recognition in the Financial Statements

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Sales of entities from the Chacalli Group

How the matter was addressed in our audit

On July 11, 2018 there was concluded an agreement related to sale of shares in subsidiaries in Chacalli Group. The agreement was concluded between PHZ Baltona S.A. and CDD Holding B.V. a Flemingo International (BVI) Limited.

Sales agreement related to the following entities: Chacalli-De Decker N.V. (Belgium), Chacalli DenHaag B.V. (Holland) and Chacalli-De Decker Limited (Great Britain). The activities of these companies are related to the supply of diplomatic missions and B2B. At the same time, the Agreement set out the principles on which activities from the Travel Retail area currently conducted as part of Chacalli-De Decker N.V. (Belgium) has been entirely transferred in the form of an organized part of the enterprise into the structures of the Baltona Group.

In the consolidated financial statements for the period ended December 31, 2018 the result on the sale of shares in subsidiaries was recognised in the amount of PLN 2,323 thousand.

The Company described this transaction in the footnote No. 34 Composition of the Capital Group and No. 35 Result on sales of shares in related parties.

Within the scope of the performed audit, we carried out the following procedures:

- sale of shares agreement analysis
- analysis of agreement related to contribution of organised part of the enterprise to Liege Airport Shop BVBA
- verification of settlement and recognition of transaction within accounting books

Responsibilities of Management Board and Supervisory Board of the Parent for the Annual Consolidated Financial Statements

The Management Board of the Parent is responsible for the preparation of these annual consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of European Commission regulations, adopted accounting principles (policy), legal regulations, and the Parent's articles of association. The Management Board of the Parent is also responsible for such internal control as the Management Board determines is necessary to enable the preparation of annual consolidated financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the annual consolidated financial statements, the Management Board of the Parent is responsible for assessing the Group'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 Parent either intends to liquidate the Group or to cease the operations, or has no realistic alternative but to do so.

In accordance with the Accounting Act of September 29, 1994 (uniform text: Journal of Laws of 2019, item 351) (the Accounting Act), the Management Board and the Supervisory Board of the Parent are obliged to assure compliance of the annual consolidated financial statements with the requirements of the Accounting Act. The Supervisory Board of the Parent is responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Annual Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the annual consolidated 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 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 annual consolidated financial statements.

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

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

- Identify and assess the risks of material misstatement of the annual consolidated 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 Group'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 Parent.
- Conclude on the appropriateness of the Management Board of the Parent'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 Group'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 annual consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual consolidated financial statements, including the disclosures, and whether the annual consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the annual consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.



We communicate with the Supervisory Board of the Parent 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 also provide the Supervisory Board of the Parent with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From matters communicated with the Supervisory Board of the Parent, we determine those matters that were of most significance in the audit of the consolidated 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 precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that the 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 including the Report on the Group's operations

The other information comprises the Report on the Group's operations for the financial year ended December 31, 2018, the Corporate Governance Statement which is a separate part of the Report on the Group's operations and the Annual Report for the year ended December 31, 2018 (but does not include the consolidated financial statements and our auditor's report thereon).

Responsibilities of the Management Board and the Supervisory Board of the Parent

The Management Board of the Parent is responsible for the preparation of the other information in accordance with the Accounting Act and other legal regulations. The Management Board and the Supervisory Board of the Parent are obliged to assure compliance of the Report on the Group's operations with the requirements of the Accounting Act.

Responsibilities of the Auditor

Our opinion on the annual consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon that results from NSAs. In connection with our audit of the annual consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether it is materially inconsistent with the annual consolidated 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 of the other information, we are required to report that fact. Additionally, according to the Act on Statutory Auditors, our responsibility is to express an opinion on whether the Report on the Group's operations has been prepared in accordance with legal regulations and whether information included therein is consistent with the accompanying annual consolidated financial statements. Moreover, we are obliged to express an opinion on whether the Parent included the required information in the Corporate Governance Statement. We obtained the Report on the Group's operations prior to the date of this auditor's report, while the remaining parts of the Annual Report will be delivered later. If we conclude that there is a material misstatement in the Annual Report, we are required to communicate the matter to the Supervisory Board of the Parent.

Opinion on the Report on the Group's operations

In our opinion, the Report on the Group's operations has been prepared in accordance with the applicable legal regulations, i.e. Article 49 and Article 55 clause 2a of the Accounting Act and the Regulation of the Minister of Finance of March 29, 2018 on current and periodic information disclosed by issuers of securities and the conditions for recognition as equivalent of the information required by law of a non-member state (Journal of Laws of 2018, item 757) (the Regulation on current and periodic information), and information included therein is consistent with the accompanying annual consolidated financial statements. Moreover, taking into account



our knowledge of the Group and its environment obtained during the audit of the annual consolidated financial statements, we state that we have not identified any material misstatements in the Report on the Group's operations.

Opinion on the Corporate Governance Statement

In our opinion, the Corporate Governance Statement includes the information required by Paragraph 70 clause 6 point 5 of the Regulation on current and periodic information. The information specified in Paragraph 70 clause 6 point 5 letters c-f, h and i of the Regulation on current and periodic information included in the Corporate Governance Statement complies with applicable regulations and is consistent with the information included in the annual consolidated financial statements.

Report on Other Legal and Regulatory Requirements

Statement on non-audit services

To the best of our knowledge and belief we confirm that we have not provided non-audit services prohibited in accordance with the provisions of Article 136 of the Act on Statutory Auditors and Article 5 clause 1 of the Regulation 537/2014 to the entities comprising the Group.

Appointment of the Audit Firm

We were appointed to audit the annual consolidated financial statements of the Group by the Parent's Supervisory Board's resolution of July 24, 2018. We have been auditors of the Group since the financial year ended December 31, 2017, i.e. for two consecutive financial years. We were appointed for each of these audits jointly.

Jan Letkiewicz

Statutory Auditor No. 9530

Key Audit Partner

Grant Thornton Polska Spółka z ograniczoną odpowiedzialnością sp. k.,
Poznań, ul. Abpa Antoniego Baraniaka 88 E, Audit Firm No. 4055

Poznań, April 30, 2019.

THIS IS TRANSLATION ONLY. The Polish language version of the report is the only valid and legally binding version. This translation into English is provided to facilitate understanding of the report.