BDO spółka z ograniczoną odpowiedzialnością sp.k.
ul. Postępu 12
02-676 Warszawa
Polska

tel.: +48 22 543 16 00
fax: +48 22 543 16 01
e-mail: office@bdo.pl
www.bdo.pl

This document is a translation. The Polish original should be referred to in matters of interpretation.

Independent Auditor's Report

to the General Meeting and Supervisory Board of Makarony Polskie S.A.

Report on the Audit of the Annual Consolidated Financial Statements

Opinion

We have audited the annual consolidated financial statements of the group, where the parent company is Makarony Polskie S.A. ("the Parent Company") ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year from 1 January to 31 December 2022, as well as notes to the consolidated financial statements including a description of significant accounting methods and other explanations ("the consolidated financial statements").

In our opinion, the accompanying consolidated financial statements:

- give a true and fair view of the Group's consolidated financial position as at 31 December 2022, as well as of its consolidated financial result and consolidated cash flows for the year then ended, in accordance with the applicable International Financial Reporting Standards endorsed by the European Union, as well as the adopted accounting methods (policies);
- are consistent, in content and in form, with the applicable laws and regulations and with the Parent Company's Statute.

The present opinion is consistent with the additional report to the Audit Committee, which we issued on 27 April 2023.

Basis for Opinion

We conducted our audit in accordance with the National Standards on Auditing in the wording of the International Standards on Auditing adopted by resolution of the National Council of Certified Auditors ("NSA") and in compliance with the Act of 11 May 2017 on Certified Auditors, Audit Firms and on Public Oversight ("the Certified Auditors Act"– 2022 Journal of Laws, item 1302 with subsequent amendments) and Regulation (EU) No. 537/2014 of 16 April 2014 on specific requirements regarding statutory audit of public interest entities ("Regulation EU"– OJ L 158). Our responsibilities under those standards are further described in the *"Responsibilities of the Auditor for the Audit of the Consolidated Financial Statements"* section of this report.

We are independent of the Group's companies in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) of the International Ethics Standards Board for Accountants ("the IESBA Code") and adopted by resolutions of the National Chamber of Certified Auditors, and with other ethical requirements relevant to the audit of financial statements in Poland. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. During the audit, the auditor in charge and the audit firm remained independent of the Company in accordance with the independence requirements laid down in the Certified Auditors Act and Regulation EU.

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 the most significance in the audit of the consolidated financial statements for the current reporting period. They include the most significant assessed types of risks of material misstatements, including assessed types of risks of material misstatements resulting from fraud. We addressed these matters in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and have summarized our response to these types of risks, and where relevant, presented our key observations relating to those risks. We do not express a separate opinion on these matters.

Impairment analysis of fixed assets

In its financial statements the Company lists significant items of non-current assets:

- with indefinite useful lives in the form of trademarks in the amount of PLN 4.956 thousand, presented in financial statement in other intangible assets,
- goodwill in the amount of PLN 2.863 thousand,
- right of use assets in the amount of PLN 3.699 thousand,
- tangible fixed assets in the amount of PLN 131.475 thousand,

which is about 59% of its total assets as at 31 December 2022.

In accordance with the provisions of IAS 36 Impairment of Assets, the Parent Company's Management performs annual (or more often if there are indications) impairment tests of the trademarks.

In the case of other non-current assets, the Parent Company's Management conducts an analysis of the existence of premises for impairment, and in the event of identifying them, performs a impairment tests of these assets.

The analysis of the premises for impairment as well as the performance of tests for impairment requires the Parent Company's Management to make significant judgments regarding, inter alia, the adopted valuation model and a number of assumptions regarding future market and economic conditions.

Impairment of non-current assets is recognized as a key audit matter due to the value of these assets, which is material to the Company's consolidated financial statements, and the complexity of the issue and the significant impact of management judgments and assumptions on the measurement.

Disclosures in the consolidated financial statements

The Group accounting policy on the valuation of non-current assets is disclosed in note 40 to the consolidated financial statements. Notes 16 and 17 to the consolidated financial statements contain disclosures on the performance of an impairment tests, including the basic macroeconomic and other key assumptions.

Audit procedures performed in response to the risk

Our audit procedures, in relation to the key audit matter described, included, but were not limited to:

- Analysing the Group accounting policy and the applied procedures for assessing the premises for impairment of fixed assets;
- Analysing design and implementation of Group internal controls relating to the process of preparing impairment tests;
- Assessment of the impairment testing process;
- Critical assessment of the assumptions and estimates made by the Parent Company's Management;
- Verifying the mathematical accuracy and methodological consistency of the Parent Company's Management's tests;
- Assessing the correctness and completeness of the disclosures made in the consolidated financial statements;
- Evaluating the effect of subsequent events on impairment.

Responsibilities of the Parent Company's Management and Supervisory Board for the Consolidated Financial Statements

The Parent Company's Management is responsible for the preparation of the consolidated financial statements that give a true and fair view of the Group's financial position and financial result in accordance with International Financial Reporting Standards endorsed by the European Union, the adopted accounting methods (policies), the applicable binding regulations and the Statute. The Parent Company's Management is also responsible for such internal controls as it considers necessary to ensure that the consolidated financial statements are free from material misstatements resulting from fraud or error.

In preparing the consolidated financial statements the Parent Company's Management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, any matters related to going concern and using the going concern basis of accounting, except in situations where the Management intends to either liquidate the Group or discontinue its operations, or has no realistic alternative but to do so.

The Parent Company's Management and members of the Parent Company's Supervisory Board are required to ensure that the consolidated financial statements meet the requirements of the Accounting Act of 29 September 1994 ("the Accounting Act"- 2023 Journal of Laws, item 120 with subsequent amendments). Members of the Parent Company's Supervisory Board are responsible for overseeing the financial reporting process.

Responsibilities of the Auditor for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatements due to fraud or error, and to issue an independent auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with NSA will always detect an existing material misstatement. Misstatements can arise from fraud or error and are considered material if it could be reasonably expected that they, individually or in the aggregate, could influence the economic decisions of users made on the basis of these consolidated financial statements.

The concept of materiality is applied by the auditor at the planning stage and when performing the audit and evaluating the effect of identified misstatements on the audit and of uncorrected misstatements, if any, on the financial statements, as well as when formulating the auditor's opinion. In view of the above, all of the opinions and statements contained in the auditor's report are expressed subject to the qualitative and quantitative level of materiality set in accordance with the applicable standards on auditing and the auditor's professional judgement.

The scope of the audit does not include an assurance regarding the Group's future profitability, or regarding the effectiveness of the Parent Company's Management in the handling of the Group's affairs now or in the future.

Throughout an audit in accordance with NSA we exercise professional judgement and maintain professional skepticism, as well as:

- identify and assess the risks of a material misstatement of the consolidated financial statements resulting from fraud or error, design and perform audit procedures in response to such 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 the risk of not detecting a material misstatement resulting from error, because fraud may involve collusion, forgery, deliberate omission, misrepresentation or override of internal controls;
- obtain an understanding of the internal controls relevant to the audit in order to plan our audit procedures, but not to express an opinion on the effectiveness of the Group's internal controls;
- evaluate the appropriateness of the accounting policies used and the reasonableness of the estimates and related disclosures made by the Parent Company's Management;

- conclude on the appropriateness of the Parent Company Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether 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 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 contents of the consolidated financial statements, including the disclosures, and whether the 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 in order to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group's audit and remain solely responsible for our audit opinion.

We provide the Parent Company's Supervisory Board with information about, among others, the planned scope and timing of the audit and significant audit findings, including any significant weaknesses of internal controls that we identify during our audit.

We provide the Parent Company's Supervisory Board with a statement that we have complied with the relevant ethical requirements relating to independence, and that we will communicate to them all relationships and other matters that may reasonably be considered to constitute a threat to our independence, and where applicable, inform them of the related safety measures.

From the matters communicated to the Parent Company's Supervisory Board we determined those matters that were of the most significance to the audit of the consolidated financial statements for the current reporting period and were therefore chosen as key audit matters. We describe these matters in our auditor's report, unless law or regulations prohibit their public disclosure or when, in exceptional cases, we find that a given matter should not be presented in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such information.

Other Information, Including Report on Activities

Other information includes the Report on the Activities of the Makarony Polskie S.A. and Makarony Polskie Group for the financial year ended 31 December 2022 ("the Report on Activities") along with the Statement on the Application of Corporate Governance which is a separate part of the Report on Activities.

Other information includes also a letter from the President of the Management Board of the Parent Company, a statement of the Management Board of the Parent Company and information from the Management Board of the Parent Company on the selection of an audit firm, which we received before signing this audit report, as well as statements of the Supervisory Board, which we expect to be made available to us after signing the audit report (together "Other Information").

Based on the regulations contained in art. 55, sec. 2a of the Accounting Act and par. 71, sec. 8 of the Ordinance of the Minister of Finance dated March 29, 2018 on current and periodic information published by issuers of securities and the conditions for regarding as equivalent information required by the law of a non-member state (Journal of Laws of 2018, item 757 with subsequent amendments) the Management Board of the Parent Company included information on the Parent Company in the Report on Activities.

Responsibilities of the Parent Company's Management and Supervisory Board

The Parent Company's Management is responsible for the preparation of Other Information in accordance with binding regulations. The Parent Company's Management and members of its Supervisory Board are required to ensure that the Report on Activities along with its separate sections meets the requirements of the Accounting Act.

Responsibilities of the Auditor

Our opinion on the consolidated financial statements does not cover Other Information. In connection with our audit of the consolidated financial statements, our responsibility is to read Other Information and, in doing so, consider whether it is materially inconsistent with the consolidated financial statements or with our knowledge obtained during the audit, or otherwise appears to be materially misstated. If based on the work we have performed, we find a material misstatement of Other Information, we are required to state this fact in our auditor's report. In accordance with the requirements of the Certified Auditors Act, it is also our responsibility to issue an opinion whether the Report on Activities has been prepared in accordance with binding regulations, and whether it is consistent with the information presented in the financial statements. We are also required to issue an opinion whether the Statement on the Application of Corporate Governance contains the required information.

We received the Report on the Activities of the Group prior to the issue of the present auditor's report, whereas the Annual Report will be available after this date. In the event that we find a material misstatement in the Annual Report, we are required to communicate this to the Parent Company's Supervisory Board.

Opinion on the Report on Activities

Based on the work we have performed during the audit, in our opinion the Report on Activities:

- has been prepared in accordance with Article 49 of the Accounting Act and par. 71 of the Minister's of Finance Decree of 29 March 2018 on the current and periodic information reported by the issuers of securities and on the conditions for recognizing as equally valid the information required by the regulations of a state that is not a member state (the "Current Information Decree"– 2018 Journal of Laws, item 757 with subsequent amendments);
- is consistent with the information presented in the consolidated financial statements.

Furthermore, based on our knowledge obtained during the audit about the Group and its environment we have identified no material misstatements in the Report on Activities.

Opinion on the Statement on the Application of Corporate Governance

In our opinion, the Group's Statement on the Application of Corporate Governance contains the information specified in paragraph 70 section 6 par. 5 of the Current Information Decree. In addition, in our opinion, the information indicated in paragraph 70 section 6 point 5 letters c-f, h and letter i of the Decree, contained in the representation on application of corporate governance is consistent with the applicable regulations and with the information contained in the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

Opinion on the conformity of marking up the consolidated financial statements prepared in a standard electronic reporting format with the requirements of the regulation on technical standards on the specification of a single electronic reporting format

In connection with our audit of the consolidated financial statements we were engaged to perform a reasonable assurance engagement to express an opinion on whether the consolidated financial statements of the Group prepared as at and for the financial year ended 31 December 2022 in a standard electronic reporting format and contained in the file entitled 259400PAFSEQGHKO2Q38-2022-12-31-pl.zip ("consolidated financial statements in the ESEF format") have been marked up in accordance with the requirements specified in the Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format ("ESEF Regulation").

Identification of the Applicable Criteria and Subject Matter

The consolidated financial statements in the ESEF format have been prepared by the Parent Company's Management in order to meet the markup requirements and the technical requirements on the specification of a single electronic reporting format set out in the ESEF Regulation.

The subject matter of the assurance engagement is the conformity of the consolidated financial statements in the ESEF format with the requirements of the ESEF Regulation and, in our view, the requirements set out in those regulations constitute appropriate criteria for our opinion.

Responsibilities of the Parent Company's Management and Supervisory Board

The Parent Company's Management is responsible for the preparation of the consolidated financial statements in the ESEF format in accordance with the markup requirements and technical requirements on the specification of a single electronic reporting format set out in the ESEF Regulation. This responsibility includes the selection and application of appropriate XBRL markups, using the taxonomy referred to in the regulations.

The Parent Company's Management is also responsible for designing, implementing and maintaining an internal control system to ensure that the consolidated financial statements prepared in the ESEF format are free from material incompliance with the ESEF Regulation's requirements.

Members of the Parent Company's Supervisory Board are responsible for overseeing the financial reporting process, which includes the preparation of financial statements in compliance with the format arising out of binding legal regulations.

Responsibilities of the Auditor

Our objective was to express an opinion, based on the reasonable assurance engagement, on whether the consolidated financial statements in the ESEF format have been marked up in accordance with the requirements of the ESEF Regulation and are consistent with the technical standards on the specification of a single electronic reporting format set out in those regulations.

We performed the engagement in accordance with National Standard on Assurance Engagements Other than Audits and Reviews 3001PL "Audit of financial statements prepared in a single electronic reporting format" (hereinafter: "NSAE 3001PL") and, where applicable, in accordance with National Standard on Assurance Engagements Other than Audits and Reviews 3000 (Amended) in the wording of International Standard on Assurance Engagements 3000 (Revised) – "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" (hereinafter: "NSAE 3000 (A)").

The standard requires us to plan and perform our procedures to obtain reasonable assurance that the consolidated financial statements in the ESEF format have been prepared in accordance with the applicable criteria.

Reasonable assurance is a high level of assurance, but it is not a guarantee that an engagement performed in accordance with NSAE 3001PL and, where applicable, in accordance with NSAE 3000 (A), will always detect an existing material misstatement.

Procedures are selected based on the auditor's judgement, including the auditor's assessment of the risk of material misstatements resulting from fraud or error. In assessing such risk, the auditor considers the internal control relevant to the preparation of the consolidated financial statements in the ESEF format, in order to plan procedures that will allow the auditor to obtain sufficient and appropriate evidence. The internal control system is not assessed for the purpose of expressing an opinion on the effectiveness of its operation.

Summary of Work Performed

Our planned and performed procedures included:

- obtaining an understanding of the process of preparing the consolidated financial statements in the ESEF format, including the Parent Company's process of selecting and applying the XBRL markups and ensuring compliance with the ESEF Regulation, as well as an understanding of the internal control system relevant to that process;
- agreeing the marked up information on a selected sample contained in the consolidated financial statements in the ESEF format with the audited consolidated financial statements;
- with the use of specialized IT tool, assessing compliance with the technical standards on the specification of a single electronic reporting format, assessing the completeness of marking up the information in the consolidated financial statements in the ESEF format with XBRL markups;
- evaluating whether the applied XBRL markups from the taxonomy specified in the ESEF Regulation have been applied correctly and whether taxonomy extensions have been created in situations when no suitable elements have been identified in the core taxonomy specified in the ESEF Regulation;
- evaluating the correctness of embedding the created taxonomy markups in the core taxonomy specified in the ESEF Regulation.

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

Ethical Standards, Including Independence

While performing the engagement the auditor and the audit firm complied with independence and other ethical standards set out in the IESBA Code. The IESBA Code is based on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional conduct. We have also complied with other independence and ethical requirements applicable to such assurance engagements in Poland.

Quality Control Standards

The audit firm applies national quality control standards in the wording of the International Standard on Quality Control 1 – "Quality Control for Firms that Perform Audits and Reviews of Financial Statements and Other Assurance and Related Services Engagements" adopted by resolution of the National Council of Certified Auditors (hereinafter: "ISQC").

In accordance with the requirements of ISQC, the audit firm maintains a comprehensive system of quality control that includes documentation of the policies and procedures relevant to compliance with ethical requirements, professional standards and the applicable legal and regulatory requirements.

Opinion on conformity with the requirements of the ESEF Regulation

As the auditor's opinion has been formulated based on the matters described above, the opinion should be read in consideration of those matters.

In our opinion, the consolidated financial statements in the ESEF format have been marked up, in all material respects, in accordance with the requirements of the ESEF Regulation.

Declaration on the Provision of Non-audit Services

To the best of our knowledge and belief we declare that any non-audit services we have provided to the Group were consistent with the law and the regulations binding in Poland, and that we have not provided any non-audit services prohibited by virtue of Article 5 par. 1 of Regulation EU and Article 136 of the of the Certified Auditors Act.

The non-audit services we have provided to the Parent Company and its subsidiaries in the audited period are listed in the Report on the Activities.

Appointment of the Auditor

We were appointed as auditors of the Group's consolidated financial statements in a resolution passed by the Parent Company's Supervisory Board on 25 June 2020. We have audited the Group's consolidated financial statements continually since the financial year ended 31 December 2018.

The auditor in charge of the audit resulting in this independent auditor's report is Anna Sekulska.

BDO spółka z ograniczoną odpowiedzialnością sp.k. with its registered office in Warsaw
entered on the list of audit firms in number **3355**

on behalf of which the audit was performed by the auditor in charge

Signed with a qualified electronic signature

Anna Sekulska
Certified Auditor
Registration No. 11438

Kraków, 27 April 2023