

RAFAKO GROUP



PBG GROUP

**INTERIM CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS**

**for the three months ended
March 31st 2020**

July 28th 2020

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Appendices:

1. Interim condensed financial statement of RAFAKO S.A. for the three months ended March 31st 2020

**Interim condensed consolidated statement of comprehensive income
for the three months ended March 31st 2020**

| | Note | <i>3 months ended March 31st 2020</i> | <i>3 months ended March 31st 2019</i> |
|---|------|---|---|
| Continuing operations | | | |
| Revenue | 12.1 | 296,201 | 312,702 |
| Revenue from sale of goods and services | | 295,496 | 312,532 |
| Revenue from sale of materials | | 705 | 170 |
| | | <hr/> | <hr/> |
| Cost of products and services sold | 12.2 | (283,155) | (290,739) |
| Cost of materials sold | | (410) | (298) |
| | | <hr/> | <hr/> |
| Gross profit/(loss) | | 12,636 | 21,665 |
| Other income | 12.2 | 7,534 | 2,166 |
| Selling expenses | 12.2 | (4,195) | (5,534) |
| Administrative expenses | 12.2 | (13,300) | (12,299) |
| Other expenses | 12.2 | (3,361) | (2,355) |
| Research and development costs | | (1,190) | (2,305) |
| | | <hr/> | <hr/> |
| Operating profit/(loss) | | (1,876) | 1,338 |
| Finance income | 12.2 | 2,924 | 2,146 |
| Finance costs | 12.2 | (2,695) | (1,764) |
| | | <hr/> | <hr/> |
| Profit /(loss) before tax | | (1,647) | 1,720 |
| Income tax | 12.3 | (32) | (971) |
| | | <hr/> | <hr/> |
| Net profit/(loss) from continuing operations | | (1,679) | 749 |

Interim condensed consolidated statement of comprehensive income for the three months ended March 31st 2020

| | Note | 3 months ended March 31st 2020 | 3 months ended March 31st 2019 |
|--|-------|--------------------------------------|--------------------------------------|
| Other comprehensive income for period | | (279) | (239) |
| <i>Items to be reclassified to profit/(loss) in subsequent reporting periods</i> | | | |
| Exchange differences on translating foreign operations | | 176 | 6 |
| Exchange differences on translating foreign operations attributable to non-controlling interests | | 63 | 2 |
| Other net comprehensive income to be reclassified to profit/(loss) in subsequent reporting periods | | 239 | 8 |
| <i>Items that will not be reclassified to profit or loss in subsequent reporting periods</i> | | | |
| Other comprehensive income from actuarial gains/(losses) | | (639) | (305) |
| Tax on other comprehensive income | 12.3 | 121 | 58 |
| Other net comprehensive income not subject to reclassification to profit/(loss) in subsequent reporting periods | | (518) | (247) |
| Comprehensive income for period | | (1,958) | 510 |
| Net profit/(loss) attributable to: | | (1,679) | 749 |
| Owners of the parent | 12.24 | (844) | 1,311 |
| Non-controlling interests | | (835) | (562) |
| Comprehensive income attributable to: | | (1,958) | 510 |
| Owners of the parent | | (1,186) | 1,069 |
| Non-controlling interests | | (772) | (559) |
| Weighted average number of shares | | 127,431,998 | 127,431,998 |
| Basic/diluted earnings/(loss) per share, PLN | 12.24 | (0.01) | 0.01 |

Racibórz, July 28th 2020

Agnieszka Wasilewska-
Semail

Acting President of
the Management
Board

Jacek Drozd

Vice President of
the Management
Board

Radosław Domagalski-
Łabędzki

Vice President
of the Management
Board

Michał Sikorski

Member of the Supervisory
Board delegated to serve
on the Management Board

Jolanta
Markowicz

Chief
Accountant

Interim condensed consolidated statement of financial position
as at March 31st 2020

| | Note | March 31st 2020 | December 31st 2019 | March 31st 2019 |
|---|-------|--------------------|-----------------------|--------------------|
| ASSETS | | | | |
| Non-current assets | | | | |
| Property, plant and equipment | 12.6 | 145,296 | 147,362 | 144,070 |
| Goodwill | 12.5 | 6,704 | 6,704 | 9,166 |
| Intangible assets | 12.5 | 6,584 | 6,840 | 7,701 |
| Right-of-use assets | 12.8 | 16,183 | 15,793 | 28,294 |
| Other long-term receivables | 12.9 | 83,017 | 77,780 | 40,946 |
| Shares | 12.10 | 1,458 | 1,496 | 1,524 |
| Non-current financial assets | 12.11 | – | – | 14,785 |
| Deferred tax assets | 12.3 | 42,910 | 42,672 | 41,814 |
| Long-term accrued expenses and deferred income | | 4,125 | 4,866 | 4,133 |
| | | 306,277 | 303,513 | 292,433 |
| Current assets | | | | |
| Inventories | 12.12 | 32,823 | 33,027 | 33,934 |
| Short-term trade and other receivables | 12.15 | 461,474 | 607,964 | 352,866 |
| Contract assets | 11 | 256,570 | 269,787 | 504,274 |
| Income tax asset | | 1,615 | 605 | 307 |
| Other current financial assets | 12.13 | – | – | 7,997 |
| Short-term loans | | – | – | 11,337 |
| Cash and cash equivalents | 12.14 | 45,006 | 66,082 | 117,383 |
| Short-term accrued expenses and deferred income | 12.16 | 22,588 | 21,330 | 19,199 |
| | | 820,076 | 998,795 | 1,047,297 |
| Non-current assets held for sale | | 382 | 123 | 101 |
| TOTAL ASSETS | | 1,126,735 | 1,302,431 | 1,339,831 |

Racibórz, July 28th 2020

Agnieszka Wasilewska-
Semail

Acting President of
the Management
Board

Jacek Drozd

Vice President of
the Management
Board

Radosław
Domagalski-Łabędzki

Vice President
of the Management
Board

Michał Sikorski

Member of the Supervisory
Board delegated to serve
on the Management Board

Jolanta
Markowicz

Chief
Accountant

Interim condensed consolidated statement of financial position as at March 31st 2020

| | Note | March 31st 2020 | December 31st 2019 | March 31st 2019 |
|--|-----------------|--------------------|-----------------------|--------------------|
| EQUITY AND LIABILITIES | | | | |
| Equity | | | | |
| Share capital | 12.20 | 254,864 | 254,864 | 254,864 |
| Share premium | 12.23 | 165,119 | 165,119 | 165,119 |
| Statutory reserve funds | | 215,219 | 215,219 | 191,580 |
| Exchange differences on translating foreign operations | | (96) | (272) | (67) |
| Retained earnings/accumulated losses, including: | | (526,048) | (524,686) | (21,291) |
| Profit/(loss) brought forward | | (525,204) | (51,565) | (22,603) |
| Net profit/(loss) for period | | (844) | (473,121) | 1,312 |
| | | <u>109,058</u> | <u>110,244</u> | <u>590,205</u> |
| Non-controlling interests | | 3,247 | 4,019 | 7,959 |
| Total equity | | <u>112,305</u> | <u>114,263</u> | <u>598,164</u> |
| Non-current liabilities | | | | |
| Bank and other borrowings | | 14 | 24 | 52 |
| Finance lease liabilities | 12.8 | 7,646 | 7,589 | 9,431 |
| Employee benefit obligations and provisions | 12.26, 12.27 | 30,132 | 29,480 | 23,784 |
| Other non-current liabilities | 12.25 | 18,191 | 20,595 | 14,113 |
| Other long-term provisions | 12.28 | 37,944 | 36,357 | 31,116 |
| Deferred tax liability | | - | - | 150 |
| | | <u>93,927</u> | <u>94,045</u> | <u>78,646</u> |
| Current liabilities | | | | |
| Current portion of interest-bearing borrowings | 16 | 77,707 | 113,051 | 108,306 |
| Finance lease liabilities | | 6,191 | 5,490 | 6,857 |
| Short-term trade and other payables | 12.29 | 467,333 | 628,655 | 300,389 |
| Income tax payable | | 246 | 156 | 22 |
| Employee benefit obligations and provisions | 12.30, 12.27 | 26,906 | 26,324 | 32,597 |
| Contract liabilities | 11 | 285,721 | 251,625 | 180,710 |
| Other short-term provisions | 12.31 | 37,977 | 47,121 | 11,176 |
| Short-term accrued expenses and deferred income | | 17,997 | 21,471 | 22,639 |
| Grants | | 425 | 230 | 325 |
| | | <u>920,503</u> | <u>1,094,123</u> | <u>663,021</u> |
| Total liabilities | | <u>1,014,430</u> | <u>1,188,168</u> | <u>741,667</u> |
| TOTAL EQUITY AND LIABILITIES | | <u>1,126,735</u> | <u>1,302,431</u> | <u>1,339,831</u> |

Racibórz, July 28th 2020

| | | | | |
|--|--|---|--|----------------------|
| Agnieszka Wasilewska- Semal | Jacek Drozd | Radosław Domagalski- Łabędzki | Michał Sikorski | Jolanta Markowicz |
| Acting President of the Management Board | Vice President of the Management Board | Vice President of the Management Board | Member of the Supervisory Board delegated to serve on the Management Board | Chief Accountant |

Interim condensed consolidated statement of cash flows
for the three months ended March 31st 2020

| | <i>Note</i> | <i>3 months ended March 31st 2020</i> | <i>12 months ended December 31st 2019</i> | <i>3 months ended March 31st 2019</i> |
|---|-------------|---|---|---|
| Cash flows from operating activities | | | | |
| Profit/(loss) before tax | | (1,647) | (475,674) | 1,720 |
| Adjustments for: | | | | |
| Depreciation and amortisation | | 3,637 | 17,599 | 4,504 |
| Foreign exchange gains/(losses) | | – | (65) | 5 |
| Interest and dividends, net | | 963 | 4,457 | 1,111 |
| (Gain)/loss from investing activities | | (752) | 34,668 | (1,002) |
| (Increase)/decrease in receivables | 12.4 | 141,258 | (113,100) | 178,932 |
| (Increase)/decrease in inventories | | 204 | 1,126 | 219 |
| Increase/ (decrease) in employee benefit provisions and obligations, excluding borrowings | 12.4 | (163,090) | 288,916 | (38,672) |
| Change in provisions, accruals and deferrals | 12.4 | (11,548) | 37,908 | (1,031) |
| Change in contract assets and liabilities | 12.4 | 47,313 | 187,527 | (115,711) |
| Income tax (paid)/received | | (769) | (2,482) | (2,176) |
| Other | | (16) | (27) | (706) |
| Net cash from operating activities | | 15,553 | (19,147) | 27,193 |
| Cash flows from investing activities | | | | |
| Sale of property, plant and equipment and intangible assets | | 1,552 | 2,998 | 509 |
| Purchase of property, plant and equipment and intangible assets | 12.4 | (760) | (3,235) | (289) |
| Sale of financial assets | | – | – | – |
| Purchase of financial assets | | – | (148) | (148) |
| Dividends and interest received | | – | – | 120 |
| Other | | 2 | 234 | – |
| Net cash from investing activities | | 794 | (151) | 192 |

Interim condensed consolidated statement of cash flows
for the three months ended March 31st 2020

| | <i>Note</i> | <i>3 months ended March 31st 2020</i> | <i>12 months ended December 31st 2019</i> | <i>3 months ended March 31st 2019</i> |
|--|-------------|---|---|---|
| Cash flows from financing activities | | | | |
| Payment of finance lease liabilities | | (1,232) | (7,501) | (1,569) |
| Proceeds from borrowings | | – | 12,244 | 5,639 |
| Repayment of borrowings | 12.4 | (35,249) | – | – |
| Repayment of borrowings | | (302) | (2,621) | (1,134) |
| Interest paid | | (786) | (3,546) | (875) |
| Bank fees | | (128) | (1,052) | (6) |
| Other | | 197 | (807) | (724) |
| Net cash from financing activities | | (37,500) | (3,283) | 1,331 |
| Net increase/(decrease) in cash and cash equivalents | | (21,153) | (22,581) | 28,716 |
| Net foreign exchange gains/(losses) | | 77 | (29) | (25) |
| Cash at beginning of period | 12.14 | 66,082 | 88,692 | 88,692 |
| Cash at end of period | 12.14 | 45,006 | 66,082 | 117,383 |

Racibórz, July 28th 2020

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Semail

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Łabędzki

Vice President
of the Management
Board

Michał Sikorski

Member of the Supervisory
Board delegated to serve on
the Management Board

Jolanta
Markowicz

Chief
Accountant

Interim condensed consolidated statement of changes in equity
for the three months ended December 31st 2020

| | <i>Share capital</i> | <i>Share premium</i> | <i>Statutory reserve funds</i> | <i>Exchange differences on translating foreign operations</i> | <i>Retained earnings/ accumulated losses</i> | <i>Total</i> | <i>Non-controlling interests</i> | <i>Total equity</i> |
|--|--------------------------|--------------------------|--|---|--|----------------|--------------------------------------|---------------------|
| As at January 1st 2020 | 254,864 | 165,119 | 215,219 | (272) | (524,686) | 110,244 | 4,019 | 114,263 |
| Profit/(loss) from continuing operations | - | - | - | - | (844) | (844) | (835) | (1,679) |
| Other comprehensive income | - | - | - | 176 | (518) | (342) | 63 | (279) |
| Distribution of retained earnings | - | - | - | - | - | - | - | - |
| As at March 31st 2020 | 254,864 | 165,119 | 215,219 | (96) | (526,048) | 109,058 | 3,247 | 112,305 |
| As at January 1st 2019 | 254,864 | 173,708 | 182,242 | (433) | (8,757) | 601,624 | 8,628 | 610,252 |
| Adjustment to opening balance following implementation of new IFRS | - | - | - | - | (42,957) | (42,957) | - | (42,957) |
| As at January 1st 2019 | 254,864 | 173,708 | 182,242 | (433) | (51,714) | 558,667 | 8,628 | 567,295 |
| Profit/(loss) from continuing operations | - | - | - | - | 8,446 | 8,446 | (207) | 8,239 |
| Other comprehensive income | - | - | - | (62) | (182) | (244) | - | (244) |
| Distribution of retained earnings | - | - | 63,890 | - | (63,890) | - | - | - |
| As at March 31st 2019 | 254,864 | 173,708 | 246,132 | (495) | (107,340) | 566,869 | 8,421 | 575,290 |

Interim condensed consolidated statement of changes in equity

for the three months ended December 31st 2020

| | <i>Share capital</i> | <i>Share premium</i> | <i>Statutory reserve funds</i> | <i>Exchange differences on translating foreign operations</i> | <i>Retained earnings/ accumulated losses</i> | <i>Total</i> | <i>Non-controlling interests</i> | <i>Total equity</i> |
|--|----------------------|----------------------|--------------------------------|---|--|----------------|----------------------------------|---------------------|
| As at January 1st 2019 | 254,864 | 165,119 | 191,580 | (73) | (22,675) | 588,815 | 8,520 | 597,335 |
| Adjustment to opening balance following implementation of new IFRS | – | – | – | – | 319 | 319 | – | 319 |
| As at January 1st 2019 | 254,864 | 165,119 | 191,580 | (73) | (22,356) | 589,134 | 8,520 | 597,654 |
| Profit/(loss) from continuing operations | – | – | – | – | (473,121) | (473,121) | (4,465) | (477,586) |
| Other comprehensive income | – | – | – | (199) | (5,570) | (5,769) | (36) | (5,805) |
| Distribution of retained earnings | – | – | 23,639 | – | (23,639) | – | – | – |
| As at December 31st 2019 | 254,864 | 165,119 | 215,219 | (272) | (524,686) | 110,244 | 4,019 | 114,263 |

Racibórz, July 28th 2020

Agnieszka Wasilewska-Semal

Acting President of the Management Board

Jacek Drozd

Vice President of the Management Board

Radosław Domagalski-Łabędzki

Vice President of the Management Board

Michał Sikorski

Member of the Supervisory Board delegated to serve on the Management Board

Jolanta Markowicz

Chief Accountant

NOTES

1. General information

The RAFAKO Group (the "Group") comprises RAFAKO S.A. (the "parent", the "Company") and its subsidiaries presented in Note 8.

RAFAKO S.A. (the "Company" or the "parent") is a listed joint-stock company with its registered office at ul. Łąkowa 33 in Racibórz, Poland. The Company was established under a notary deed of January 12th 1993. On August 24th 2001, it was entered in the Business Register maintained by the District Court in Gliwice, 10th Commercial Division of the National Court Register, under No. KRS 34143. The parent's Industry Identification Number (REGON) is 270217865. The parent's shares are listed on the Warsaw Stock Exchange.

The parent's registered office is located at ul. Łąkowa 33 in Racibórz, Poland. The Company's registered office is also its principal place of business.

The Group companies have been established for an indefinite term.

These interim condensed consolidated financial statements of the Group cover the three months ended March 31st 2020 and contain consolidated comparative data for the three months ended March 31st 2019 and as at December 31st 2019. The interim condensed statement of comprehensive income contains data for the three months ended March 31st 2020 and the comparative data for the three months ended March 31st 2019 and have not been audited but reviewed by an auditor.

The RAFAKO Group provides general contractor services offering its proprietary technological solutions to the oil and gas industry and the power sector. It designs and manufactures steam generators, including supercritical steam generators, as well as environmental protection equipment, including flue gas desulfurisation and NOx reduction units.

These interim condensed consolidated financial statements for the three months ended March 31st 2020 were authorised for issue by the parent's Management Board on July 28th 2020.

The interim consolidated financial result may not be fully indicative of the potential full-year financial result.

2. Basis of preparation of the interim condensed consolidated financial statements

These interim condensed consolidated financial statements of the Group for the three months ended March 31st 2020 have been prepared in accordance with EU-endorsed International Accounting Standard 34 *Interim Financial Reporting* ("IAS 34").

These interim condensed consolidated financial statements of the RAFAKO Group have been prepared in accordance with the historical cost principle, modified with respect to financial instruments measured at fair value.

The reporting currency of the consolidated financial statements is the Polish złoty, and all amounts are expressed in thousands of Polish złoty (PLN thousand), unless indicated otherwise.

In order to provide a better understanding of the financial position and assets of the Group, the comparative data additionally includes the consolidated statement of financial position as at March 31st 2019 and consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for 2019, despite the absence of such requirements in IAS 34.

The interim condensed consolidated financial statements do not contain all the information which is typically disclosed in full-year consolidated financial statements prepared in accordance with IFRS. These interim condensed consolidated financial statements should be read in conjunction with the 2019 consolidated financial statements of the Group.

These interim condensed consolidated financial statements of the Group have been prepared on the assumption that the Group companies will continue as going concerns for at least 12 months after the reporting date, i.e. after March 31st 2020.

As at the date of these interim condensed consolidated financial statements, the Management Board of the parent, taking into account the financial results achieved and the forecast for 2020, identified a material risk of failure to continue as a going concern due to the uncertainties related to:

1. completion of the contract to construct a 910 MW supercritical power generation unit at the Jaworzno III Power Plant - Power Plant II, and the ability to maintain liquidity and positive profitability of the project,
2. securing financing until the end of 2020 in the form of bank borrowings and guarantees,
3. obtaining financing from the eBus project or an alternative project in the event of failure of the eBus project,
4. outcome of negotiations with other key customers to increase the value of contracts in progress.

For the Group to continue as a going concern, it is crucial to complete the contract for the construction of a 910 MW supercritical power generation unit at the Jaworzno III Power Plant – Power Plant II, to maintain financial liquidity by securing financing sources, to continue ongoing projects as planned, and to secure an adequate order book. For details, see Note 6 to the consolidated financial statements for 2019.

As at the date of issue of these interim condensed consolidated financial statements, negotiations were still under way with the Employer concerning claims related to the technical failure. Also, the Contractor and the Employer requested the Insurer to cover the losses caused by the failure from the CAR/EAR policy.

Given the progress of negotiations with the Employer, E003B7 Sp. z o.o. recognised both the estimated costs of the failure and extension of the contract performance periods, the revenue resulting from Annex 8 to the Contract, as well as the estimated additional revenue expected to be received by the Company for claims against the Employer and the Insurer. The estimated effect of the event on the total contract result is minus PLN 4m, as described in Note 11.1.1 to these interim condensed consolidated financial statements.

Considering all circumstances of these events, the Management Board of the parent is of the view that both the estimated costs to remove the failure and the costs of contract extension that need to be incurred to complete the contract will be covered from compensation payments and from payments of reasonable claims granted against the Employer. Given these material uncertainties, as at the date of signing of these consolidated financial statements the parent's Management Board was unable to determine the outcome of the contract, including whether a loss will be incurred.

A key factor that may affect the Group's ability to continue as a going concern and win new contracts is access to external financing. In June 2020, the parent and PKO BP S.A. signed an annex to the multi-purpose credit facility agreement (covering credit facilities and the guarantee limit), for a total amount of PLN 142m, to be available to the Company until November 10th 2020. However, the current amount of the credit and guarantee facilities available to the Group is insufficient to deliver the plan to expand its order book. Therefore, the parent takes all reasonable steps to increase its guarantee capabilities to the level enabling the parent's Management Board to implement its growth strategy and to structure credit facilities so that they better meet the Group's needs. The Management Board of the parent expects to sign by November 10th 2020 another amendment to extend the credit facility term, which will be of key importance for the Group's ability to maintain financial liquidity.

As at the date of issue of these interim condensed consolidated financial statements for the three months of 2020, the parent finalises the negotiation process concerning the terms and conditions of sale of the eBus project to Agencja Rozwoju Przemysłu which, by the parent's consent of June 30th 2020, has the exclusive right to negotiate the transaction until July 31st 2020, as specified in the letter of intent signed by the parties on January 20th 2020. The project's business plan and valuation have been completed. On the basis of these documents, the parties entered into the final stage of negotiations of the transaction. On June 29th 2020, the parent received an initial offer specifying the scope and terms of the transaction. The transaction will have a positive effect on the Group's liquidity position.

As at the end of March 2020, the value of the Group's order book was PLN 2,324m (PLN 2,811m as at the end of March 2019). In pursuit of its strategy, from the beginning of 2020 to the issue date for these interim condensed consolidated financial statements, the Group won new contracts worth PLN 142m, including PLN 128m in the power segment, PLN 13m in the oil and gas segment and PLN 1m in other business. The most important contracts acquired in 2020 include a contract for the design, delivery, supervision of the assembly of pressure components and start-up of a modernised BB-2000 steam generator for the TENT B1 Obrenovac Power Plant in Serbia, with the contract price of ca. EUR 34.4m (VAT exclusive), of which the Group's share is approximately EUR 17.35m (VAT exclusive). The Group makes every effort to ensure that the value of contracts in the order book enables it to secure revenue necessary to cover its operating expenses and generate profit in the long term, also after the completion of the contract to construct the 910 MW power generation unit in Jaworzno. In line with the adopted growth directions, the Group is actively involved in tender procedures and expects to win new major contracts.

Considering all the circumstances described above, which the Management Board of the parent identifies as material risks to the Group's ability to continue as a going concern within 12 months from the reporting date, the Management Board of the parent takes all the steps described above to ensure that these risks do not materialise and presents the interim condensed consolidated financial statements for the three months ended March 31st 2020 prepared on the assumption that the Group will continue as a going concern.

3. Changes in accounting policies (significant accounting policies)

These interim condensed consolidated financial statements have been prepared in accordance with the accounting policies presented in the Group's most recent consolidated financial statements for the year ended December 31st 2019, except for changes resulting from the application of the following standards.

- Amendments to IAS 1 *Presentation of Financial Statements* and IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*

The amendments introduce a new definition of 'material' (with regard to omission or misstatement in financial statements). The existing definition in IAS 1 and IAS 8 differed from that contained in the Conceptual Framework for Financial Reporting, which could cause difficulties in making judgements by entities preparing financial statements. The amendments will align the definition used in the Conceptual Framework and all effective IASs and IFRSs.

The new standard did not affect the Group's consolidated financial statements as the materiality judgements so far were consistent with those that would have been made using the new definition.

The amendments are effective for annual periods beginning on or after January 1st 2020.

- Amendments to IFRS 3 *Business Combinations*

The amendments regard the definition of a business and cover mainly the following issues:

- they clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- they narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce cost;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

The amendments are effective for business combinations for which the acquisition date falls in or after the beginning of the first annual reporting period beginning on or after January 1st 2020 and for asset acquisitions that occurred in or after the beginning of that period. Therefore, the amendment did not affect the data disclosed in the Group's previous consolidated financial statements. At this point in time, the Group is also unable to predict future acquisitions.

- Amendments in references to the conceptual framework for IFRS

The Board has prepared a new version of the conceptual framework for financial reporting. For consistency reasons, the references have therefore been adapted accordingly to the conceptual framework set out in the various standards.

The amendments are effective for annual periods beginning on or after January 1st 2020 and have not affected the Group's interim condensed consolidated financial statements.

- Amendments to IFRS 9, IAS 39 and IFRS 7

The IASB amended hedge accounting in connection with the planned reform of reference interest rates (WIBOR, LIBOR, etc.). These rates are often a hedged item, for example in the case of IRS hedges. The planned replacement of existing rates by new reference rates raised doubts as to whether the planned transaction is still highly probable, whether future hedged cash flows are still expected or whether there is an economic link between the hedged item and the hedging item. The amendment to the standards specified that it should be assumed in the estimates that there will be no change in reference rates.

The amendments are effective for annual periods beginning on or after January 1st 2020. As the Group does not apply hedge accounting, the uncertainty related to interest rate derivatives does not affect its interim condensed consolidated financial statements.

4. Standards and interpretations which are effective as published by the IASB, but which have not been approved by the European Union

4.1. Early application of standards or interpretations

In these interim condensed consolidated financial statements, the Group has not opted for early application of any standard or interpretation.

4.2. Published standards and interpretations which were not yet effective for periods beginning on January 1st 2020 and their impact on the Group's financial statements

As at the date of these interim condensed consolidated financial statements, new or amended standards and interpretations effective for annual periods subsequent to 2020 were published. The list also includes amendments, standards and interpretations published but not yet endorsed by the European Union.

- *New IFRS 17 Insurance Contracts*

A new standard governing recognition, measurement, presentation and disclosure of insurance and reinsurance contracts. The standard replaces the existing IFRS 4.

The Group estimates that the new standard will not affect its consolidated financial statements because the Group does not conduct any insurance business.

The standard is effective for annual periods beginning on or after January 1st 2021.

- *Amendment to IAS 1 Presentation of Financial Statements*

The IAS Board clarified the rules for classifying liabilities to non-current or current liabilities primarily in two aspects:

- it has been clarified that classification depends on the rights of the entity as at the reporting date,
- management's intention to accelerate or delay payment of a liability is not taken into account.

The amendments are effective for annual periods beginning on or after January 1st 2022. As the Group already applies principles consistent with the amended standard, the changes will not affect its consolidated financial statements.

The Group intends to implement the above regulations at the time required by the individual standards or interpretations.

5. Significant judgements and assumptions

5.1. Professional judgement

The preparation of the Group's interim condensed consolidated financial statements requires the Management Board to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Uncertainties related to these judgements and assumptions may result in material changes to carrying amounts of assets and liabilities in the future, because actual amounts may differ from the amounts estimated by the Management Board.

When applying the accounting policies, the Management Board of the parent made the following judgements which most significantly affect the presented carrying amounts of assets and liabilities.

Classification of leases where the Group is the lessee

Group companies are parties to lease contracts. They classify leases as either finance leases or operating leases based on the assessment of the extent to which risks and benefits incidental to ownership have been transferred from the lessor to the lessee. Such assessment is in each case based on the economic substance of the transaction.

Embedded derivatives

At the end of each reporting period, the Group companies' management makes an assessment to determine whether any contracts that have been signed have the economic characteristics and risks of an embedded derivative in a foreign currency which would be closely related to the economic characteristics and risks of the host contract.

Consortium agreements

Each time after signing a service contract to be executed as part of a consortium, the companies evaluate the nature of the contract to determine the method of accounting for contract revenue and expenses.

5.2. Uncertainty of estimates

Information on the estimates and assumptions material to the consolidated financial statements is presented in the full-year consolidated financial statements for 2019. In these interim condensed consolidated financial statements, the Group also presented the effect of the Management Board's assumptions on the estimates of impairment losses (see Note 12.18), revenue from contracts with customers (see 11) and provisions (see Note 18).

6. Measurement currency and reporting currency

The Polish zloty is the measurement and presentation currency of these interim condensed consolidated financial statements.

Exchange rates used to determine carrying amounts:

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> | <i>March 31st 2019</i> |
|-----|------------------------|---------------------------|------------------------|
| USD | 4.1466 | 3.7977 | 3.8365 |
| EUR | 4.5523 | 4.2585 | 4.3013 |
| GBP | 5.1052 | 4.9971 | 4.9960 |
| CHF | 4.3001 | 3.9213 | 3.8513 |
| SEK | 0.4114 | 0.4073 | 0.4130 |
| TRY | 0.6314 | 0.6380 | 0.6802 |

7. Change in estimates

In the three months ended March 31st 2020 and as at March 31st 2020, there were changes of estimates in significant areas of the Company's business, as described in Note 12.18, Note 11 and Note 18.

8. Scope of consolidated financial statements

These interim condensed consolidated financial statements comprise the financial statements of RAFAKO and the financial statements of its subsidiaries.

The financial statements of the subsidiaries are prepared for the same reporting period as the financial statements of the parent, using uniform accounting policies. The consolidated financial statements have been prepared in accordance with IAS 27/IFRS 10 *Consolidated and Separate Financial Statements*.

As at March 31st 2020, the RAFAKO Group comprised the parent and ten subsidiaries operating in the power construction, services and trade sectors.

As at March 31st 2020, the following subsidiaries ("Companies", "Group Companies") were included in the Group's consolidated financial statements:



The table below lists the consolidated companies of the RAFAKO Group.

| <i>Name and principal place of business</i> | <i>Principal business (according to the Polish Classification of Business Activities (PKD))</i> | <i>Registry court and number in the National Court Register (KRS)</i> | <i>Consolidation method</i> |
|--|---|---|-----------------------------|
| RAFAKO S.A. Racibórz | Production of steam generators, excluding hot water central heating boilers | District Court in Gliwice, KRS 34143 | - |
| PGL – DOM Sp. z o.o. Racibórz | Real property activities with own property | District Court in Gliwice, KRS 58201 | full |
| RAFAKO ENGINEERING Sp. z o.o. of Racibórz | Engineering activities and related technical consultancy | District Court in Gliwice, KRS 287033 | full |
| ENERGOTECHNIKA ENGINEERING Sp. z o.o. of Gliwice | Engineering activities and related technical consultancy | District Court in Gliwice, KRS 417946 | full |
| RAFAKO ENGINEERING SOLUTION d.o.o. Belgrade | Process design, including construction, industry, and environmental protection consultancy and supervision | Commercial Register Agency of the Republic of Serbia 20320524 | full |
| RAFAKO Hungary Kft. Budapest | Equipment assembly in the power and chemical industries | Registry Court of the Capital City of Budapest | full |
| E001RK Sp. z o.o. Racibórz | Development of building projects; construction of roads and highways, railways and subways, bridges and tunnels; engineering activities and technical and scientific consultancy; production, repair and maintenance of machinery and equipment, generation and transmission of and trading in electricity. | District Court in Gliwice, KRS 479758 | full |
| E003B7 Sp. z o.o. Racibórz | Development of building projects, business consultancy and construction design, engineering and technology | District Court in Gliwice, KRS 486911 | full |
| RENG-NANO Sp. z o.o.* Racibórz | Manufacture of metal structures and components, repair and maintenance of finished metal goods | District Court of Gliwice KRS 663393 | full |
| RAFAKO MANUFACTURING Sp. z o.o. Racibórz | Production of steam generators, excluding hot water central heating boilers | District Court of Gliwice KRS 739782 | full |
| RAFAKO EBUS Sp. z o.o. Racibórz | Manufacture of buses, electrical and electronic equipment for motor vehicles and manufacture of other motor vehicle parts and accessories | District Court of Gliwice KRS 798943 | full |

* Subsidiary of RAFAKO ENGINEERING Sp. z o.o., an indirect subsidiary of RAFAKO S.A.

As at March 31st 2020 and December 31st 2019, the Group's share in total voting rights in the subsidiaries was equal to the parent's holdings in the share capital of these entities.

9. Changes in the Group's structure

In the three months ended March 31st 2020, there were no changes in the Group's structure.

10. Seasonality and cyclical nature of the Group's business

The business of the Group companies is not affected by seasonality or periodic fluctuations that could materially affect financial results of the Group.

11. Contract assets and liabilities

Contract assets and liabilities as at the reporting date are presented in the table below.

| | <i>March 31st</i> 2020 | <i>December 31st</i> 2019 |
|---|---------------------------|------------------------------|
| Gross contract assets | 257,880 | 271,202 |
| Impairment of contract assets (-) | (1,310) | (1,415) |
| Contract assets | 256,570 | 269,787 |
| Contract liabilities, including prepayments | 285,721 | 251,625 |

Contract assets are subject to IFRS 9 with respect to estimating impairment losses.

The table below presents the effects of accounting for contracts, including revenue and costs of running contracts recognised in accordance with IFRS 15 as at March 31st 2020 and as at December 31st 2019, as well as gross amounts due to customers for contract work and gross amounts due from customers for contract work.

| | <i>March 31st</i> 2020 | <i>December 31st</i> 2019 |
|---|---------------------------|------------------------------|
| Revenue initially agreed in contract | 8,064,379 | 7,971,771 |
| Change in contract revenue | 244,110 | 42,339 |
| Aggregate contract revenue | 8,308,489 | 8,014,110 |
| Contract costs incurred as at reporting date | 5,859,446 | 5,673,184 |
| Costs expected to be incurred by contract completion date | 2,215,811 | 2,125,054 |
| Estimated aggregate contract costs | 8,075,257 | 7,798,238 |
| Estimated aggregate profit/(loss) on contracts, including: | 233,232 | 215,872 |
| profit | 443,057 | 431,683 |
| loss (-) | (209,825) | (215,810) |

Assets (liabilities) arising under contracts are presented in the following table:

| | <i>March 31st</i> 2020 | <i>December 31st</i> 2019 |
|---|---------------------------|------------------------------|
| Advance payments received as at reporting date | 156,686 | 177,222 |
| Advance payments that can be set off against amounts due from customers for contract work | 26,896 | 29,987 |
| Contract costs incurred as at reporting date | 5,890,995 | 5,712,182 |
| Cumulative profit as at reporting date (+) | 306,995 | 303,598 |
| Cumulative loss as at reporting date (+) | (209,825) | (215,810) |
| Cumulative contract revenue as at reporting date | 5,988,165 | 5,799,970 |
| Amounts invoiced as at reporting date (progress billings) | 5,859,319 | 5,605,335 |
| Settlement of contracts (balance) as at the reporting date, including: | 128,846 | 194,635 |
| Contract assets less advance payments that can be offset | 257,880 | 271,202 |
| Contract liabilities | 155,931 | 106,554 |

The main causes of changes in contract assets and liabilities in the reporting period are presented in the tables below.

Contract assets:

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|--|----------------------------|-------------------------------|
| Contract assets at beginning of period | 269,788 | 381,352 |
| Revenue charged in the reporting period to contract assets | 49,551 | 121,220 |
| Total revenue restatements charged to contract assets | 26,301 | 50,298 |
| Changes in impairment losses on contract assets | 105 | 325 |
| Reclassification to trade receivables (-) | (89,175) | (283,407) |
| Contract assets at end of period | 256,570 | 269,788 |

Contract liabilities:

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|--|----------------------------|-------------------------------|
| Contract liabilities at beginning of period | 251,625 | 173,499 |
| Performance obligations recognised in the reporting period as contract liabilities | 59,012 | 59,286 |
| Change in advance payments | (15,281) | 42,656 |
| Total revenue restatements charged to contract liabilities | 745 | 1,917 |
| Recognition of revenue recognised in contract liabilities at beginning of period (-) | (10,380) | (25,733) |
| Contract liabilities at end of period | 285,721 | 251,625 |

Disclosures concerning capitalised costs of obtaining and performing contracts are presented by the Company under 'Short-term prepayments and accrued income'.

11.1 Key contracts

11.1.1 Jaworzno Project

RAFAKO S.A., as a member of the consortium comprising RAFAKO S.A. (consortium leader) and MOSTOSTAL WARSZAWA S.A., is performing the contract for 'Development of new coal-fired generation capacities at TAURON Wytwarzanie S.A. – Construction of supercritical 910 MW generating unit at the Jaworzno III Power Plant – Power Plant II: Steam boiler, turbine generator set, main building, electrical and I&C systems'. The final division of work within the consortium was agreed on August 4th 2013 based on the amendments made to the consortium agreement, which related to RAFAKO S.A. taking over 99.99% of the project deliveries (with 0.01% remaining for Mostostal Warszawa) and changing the distribution of consideration due to the consortium members to reflect the members' actual shares in the project. The contract for the construction of the Jaworzno III power generation unit was concluded on April 17th 2014. The current contract price (after execution of Annex 8) is PLN 4,547m (VAT exclusive). It is the largest contract executed by RAFAKO S.A. to date. Currently, work is being performed on the last phase of the Jaworzno project, i.e. start-up and commissioning, which will be continued until Unit is placed in service. After the completion of the milestone relating to placement of the unit in service, the warranty period under the contract will commence, during which the final measurements of guaranteed technical parameters are to be performed within 12 months from placing the unit in service.

During the warranty period, the employer will receive the as-built documentation and the invoice for the last milestone, in line with the schedule of works and expenditures.

If the contract is not completed by the prescribed deadline, i.e. the placement-in-service report is not signed, the employer may charge penalties for delayed performance of the contract, which could have a material adverse effect on the performance and financial position of both RAFAKO S.A. and the project's SPV.

On December 19th 2019, Annex 7 to the contract was signed. The parties agreed that certain additional tasks will be performed under the Contract. These include delivery of an additional layer of catalyst and an additive dispensing system for the flue gas desulfurization unit to reduce mercury emissions as well as extension of the fuel mix to enable combustion of a wider range of coal types. After the generating unit is placed in service, the consortium will carry out optimisation tasks to check whether the unit meets the changed technical parameters. The implementation of these changes will have a positive effect on the technical and environmental parameters of the unit and will help to optimise its costs during operation. The expanded scope of work will reduce emissions of noxious substances from the unit, and the extended fuel mix will allow the TAURON Group to achieve greater flexibility in coal procurement.

Under the annex, the net price specified in the Contract was increased by PLN 52,308,355.89, and the placement-in-service report is to be signed by January 31st 2020.

During the final testing of the Unit, a number of objective events occurred which affected the date of delivery of the Unit to the Employer. Following the Unit's being taken offline due to extreme weather conditions, it was found that an unforeseeable event had occurred, involving damage to a component of the boiler. On May 4th 2020, RAFAKO S.A., E003B7 Sp. z o.o. and the employer entered into an agreement to work together to identify the causes and remove the consequences of the Event to enable continuation of work to deliver the Unit to the Employer.

On June 10th 2020, Annex 8 to the Master Contract was signed; it sets out the terms and conditions for the performance of additional works by the Contractor and addresses the following key issues: a PLN 9.9m (VAT exclusive) increase in the contract price to account for additional work; change of the Unit's commissioning deadline; update of the Time and Payment Schedule reflecting changes in the delivery dates for individual milestones; and transfer of ownership rights to the turbine island.

The new payment schedule improved the Company's liquidity, and enabled the Company to pay its subcontractors for the additional work under the contract. Currently, the expected hand-over date is November 15th 2020.

For further information on the performance of the Contract, see Note 2.

Accounting for the Jaworzno Project:

For the purposes of the Project, a special purpose vehicle (E003B7 Sp. z o.o.) was established, to which RAFAKO S.A. subcontracted approximately 88.7% of the Project's scope of work; the remaining 11.3% is performed by RAFAKO S.A. itself (approximately PLN 510.7m); including the design of the boiler island and delivery of boiler pressure components and a particle removal unit, which were delivered mainly in 2015-2017.

For the purposes of the project, RAFAKO S.A. and E003B7 Sp. z o.o. signed agreements with financial institutions, under which the companies secured bank guarantees and insurance bonds required to deliver the project. The total value of the bonds and guarantees is PLN 587.5m. At the same time, RAFAKO S.A.'s and E003B7 Sp. z o.o.'s assets were pledged as security for these instruments. Given the arrangements with the guarantee providers, RAFAKO S.A. does not plan for E003B7 sp. z o.o. to pay any dividend before the expiry of the guarantee agreements as this could result in an adverse response from the guarantee providers.

In the consolidated financial statements, RAFAKO S.A. sets off project-related income, expenses and settlements between RAFAKO and the special purpose vehicle. In its separate financial statements, the Company does not recognise revenue and expenses related to the portion of work performed by E003B7 Sp. z o.o. – they are reported in the separate financial statements of E003B7 Sp. z o.o. and the consolidated financial statements of the RAFAKO Group.

RAFAKO S.A., as the consortium leader, issues invoices, directly to the employer, for the entire scope of work; payments are made directly to the special purpose vehicle as well as key subcontractors and sub-suppliers. Payments for the work performed by RAFAKO S.A. are made by the special purpose vehicle.

Change in estimates for the Jaworzno Project

The effect of the Jaworzno 910 MW contract on the Group's profit or loss for the three months ended March 31st 2020 was negative at PLN 3.9m.

11.1.2 Opole Project

In February 2012, RAFAKO S.A., acting as the leader of a consortium comprising RAFAKO S.A., Polimex-Mostostal S.A. and Mostostal Warszawa S.A., executed a PLN 9.4bn (PLN 11.6bn with VAT included) contract with PGE Elektrownia Opole S.A. (currently PGE Górnictwo i Energetyka Konwencjonalna S.A. – the “employer”) for turn-key design, delivery, construction, assembly, start-up and performance of all related services with respect to a facility consisting of power unit 5 and power unit 6 at the Opole Power Plant, together with equipment and devices as well as all related buildings and structures.

The subsidiary E001RK Sp. z o.o. (“SPV-Rafako”) was appointed by RAFAKO S.A. as its subcontractor responsible for the entire scope of work and services related to the construction of the power generating units at Elektrownia Opole. SPV-RAFAKO’s VAT-exclusive consideration for the performance of the work and services is PLN 3.96bn (PLN 4.9bn VAT inclusive).

SPV-Rafako concluded with GE Power Sp. z o.o. (formerly Alstom Power Sp. z o.o.) a subcontract whereby SPV-Rafako appointed GE Power as its subcontractor responsible for 100% of the work and services making up the Company’s scope of work under the Opole project. GE Power assumed full responsibility for the performance of the contract towards the employer.

On October 10th 2018, RAFAKO S.A., Polimex-Mostostal S.A., Mostostal Warszawa S.A., and GE Power signed with PGE Górnictwo i Energetyka Konwencjonalna S.A. an annex to the contract of February 15th 2012 for the construction of power generating units 5 and 6 at the Opole Power Plant of PGE GiEK S.A., performed by the Consortium and GE Power sp. z o.o., which is a general designer and consortium leader managing the execution of the Project. Under the Annex, the deadlines for commissioning units No. 5 and No. 6 were changed to June 15th 2019 and September 30th 2019, respectively. The Parent confirms that the commissioning deadline for the units has been met.

Rules of accounting for the Opole Project:

Presentation of revenue and expenses under the contract has no effect on the amounts disclosed in the Group’s consolidated statement of comprehensive income.

Amounts of balances and settlements under the contract have no effect on the amounts disclosed in the Group’s consolidated statement of financial position.

If conditions for payment are fulfilled, payments under the contract are made by the Employer directly to GE Power.

11.1.3 Vilnius Project

The parent performs the contract of September 29th 2016 with JSC VILNIAUS KOGENERACINÇ JÇGAIN for the construction of a biofuel-fired co-generation unit comprising fluidised bed boilers, biofuel storage and feeder systems, and a flue gas treatment system. The price of the contract and annexes thereto is EUR 149m (exclusive of VAT).

The parent estimated at EUR 17.5m the amount of its claims for extraordinary price increases during the Vilnius Project, works performed which, in the opinion of RAFAKO, were beyond the original scope of the project, and the delay in project completion not attributable to the parent. The Company is holding negotiations with the employer to reach an agreement that would take account of all RAFAKO S.A.’s claims. Given the good cooperation with the employer so far and well documented additional work performed by RAFAKO S.A., the Company expects the negotiations to achieve the desired end. For a detailed description of the dispute, see Note 23 to these interim condensed consolidated financial statements.

The effect of the Vilnius Project on the Group's profit or loss for the three months ended March 31st 2020 and the change in the total profit/(loss) on the contract was positive at PLN 6.2m.

11.1.4 Kozenice Project

The contract of September 30th 2016 between RAFAKO S.A. and ENEA Wytwarzanie Sp. z o.o. provides for the delivery and assembly of a catalytic flue gas NOx reduction system for AP-1650 steam generators 9 and 10 and for the upgrade of the electrostatic precipitators at ENEA Wytwarzanie Sp. z o.o. The contract price is PLN 289m (VAT exclusive).

On June 30th 2020, the parent executed Annex 6 to the contract and an arrangement regarding extension of the term of delivery of the DRIM II station under the contract, with the commissioning date agreed as March 30th 2021. RAFAKO S.A. and the employer waived their mutual claims arising from late performance of the contract and payment for additional works and exceptional changes in circumstances.

The effect of the contract on the Group's profit or loss for the three months ended March 31st 2020 and the change in the total profit/(loss) on the contract was positive at PLN 0.6m.

12. Type and amounts of items significantly affecting assets, liabilities, equity, profit or loss and cash flows

12.1 Revenue and operating segments

In the three months ended March 31st 2020, there were no changes in the Group's accounting policies with respect to the identification of operating segments and the rules of measuring revenue, profit or loss, and assets of the segments which were presented in the Group's most recent full-year consolidated financial statements.

12.1.1 Revenue from sale of goods and services

| | <i>3 months ended March 31st 2020</i> | <i>12 months ended December 31st 2019</i> | <i>3 months ended March 31st 2019</i> |
|---|---|---|---|
| Net revenue from sale of products | 19,314 | 73,788 | 24,554 |
| Net revenue from sale of services | 263,056 | 1,167,379 | 286,987 |
| including: from related entities | 353 | 2,328 | 736 |
| Net revenue from sale of other goods | 1,030 | 3,822 | 945 |
| Exchange differences on trade receivables | 12,096 | (1,084) | 46 |
| Net revenue from sale of goods and services, total | <u>295,496</u> | <u>1,243,905</u> | <u>312,532</u> |
| including: from related entities | 353 | 2,328 | 736 |

In the three months ended March 31st 2020, the Group reported revenue of PLN 296,201 thousand, down by PLN 16,501 thousand year on year. The decrease was due mainly to the lower revenue from the Jaworzno 910 MW Project.

The year-on-year change in sales in the first quarter 2020 was driven by an increase in the number of projects currently under way, including a contract to construct a biofuel-fired co-generation unit for Lithuania's UAB VILNIAUS KOGENERACINE GAINE, a contract to construct two steam generating units on the Lombok Island in Indonesia, and significant contracts under in the new oil and gas segment.

12.1.2 Revenue from sale of materials

| | <i>3 months ended March 31st 2020</i> | <i>12 months ended December 31st 2019</i> | <i>3 months ended March 31st 2019</i> |
|--|---|---|---|
| Revenue from sale of merchandise and materials including: from related entities | 705 – | 999 – | 170 – |
| Net revenue from sale of merchandise and materials, total | 705 | 999 | 170 |
| including: from related entities | – | – | – |

12.1.3 Revenue by geography

| | <i>3 months ended March 31st 2020</i> | <i>12 months ended December 31st 2019</i> | <i>3 months ended March 31st 2019</i> |
|--|---|---|---|
| Revenue from sales to domestic customers including: from related entities | 157,541 353 | 784,006 2,328 | 198,533 736 |
| Revenue from sales to foreign customers including: from related entities | 138,660 – | 460,898 – | 114,169 – |
| Net sales revenue, total | 296,201 | 1,244,904 | 312,702 |
| including: from related entities | 353 | 2,328 | 736 |

The Group's core customer group comprises foreign and domestic suppliers of power engineering facilities as well as domestic and foreign commercial and industrial power plants.

Revenue from sales to related entities is presented in detail in Note 26 to these consolidated financial statements.

The following table presents the trading partners accounting for more than 10% of total revenue each:

| <i>Trading partner</i> | <i>% of total sales</i> | <i>3 months ended March 31st 2020</i> |
|--|-------------------------|---|
| UAB VILNIAUS KOGENERACINE JEGAINĖ | 18.0% | 53,402 |
| PT PLN (Persero) | 17.9% | 52,952 |
| Nowe Jaworzno Grupa TAURON Sp. z o.o. | 16.1% | 47,657 |
| Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A. | 10.7% | 31,615 |
| Other | 37.3% | 110,575 |
| Total | 100% | 296,201 |

12.1.4 Operating segments

Management of the Group's business is based on separate segments, corresponding to the types of products and services offered. Each segment is a part of the Group which earns revenue and incurs costs, in accordance with IFRS 8 *Operating Segments*.

The Group identifies the following operating segments:

| Operating segments | Segment companies |
|--|--|
| <i>Power and environmental protection facilities</i> | RAFAKO S.A. |
| | E001RK Sp. z o.o. |
| | E003B7 Sp. z o.o. |
| <i>Products for oil and gas sector</i> | RAFAKO MANUFACTURING Sp. z o.o. |
| | RAFAKO S.A. |
| | RAFAKO Engineering Sp. z o.o. |
| | PGL – DOM Sp. z o.o. |
| | RAFAKO Engineering Sp. z o.o. |
| <i>Other segments</i> | ENERGOTECHNIKA ENGINEERING Sp. z o. o. |
| | RAFAKO ENGINEERING SOLUTION doo. |
| | RAFAKO Hungary Kft. |
| | RENG – NANO Sp. z o.o. |
| | RAFAKO EBUS Sp. z o.o. |

The power and environmental protection facilities segment offers power generating units, stoker-fired boilers, pulverised fuel boilers, stationary and circulating fluidised bed boilers; heat recovery steam generators; systems and facilities ancillary to power boilers; wet, semi-dry and dry flue gas desulfurisation systems; flue gas deNO_x technologies; particles removal equipment, including electrostatic precipitators and bag filters, as well as industrial and municipal waste incineration systems. The Group is a supplier to both commercial and industrial power plants.

The 'Products for oil and gas sector' segment offers surface systems for oil and gas production, LNG unloading, regasification and storage facilities, oil and gas pipelines, fuel tanks, as well as technical and sanitary installations.

Other segments are made up of those segments which do not meet the quantitative thresholds set out in IFRS 8, including property management and design services provided by other Group companies.

The Management Board monitors the performance of each of the segments separately to make resource allocation decisions and to evaluate results of the allocation as well as results of the segments' operations. Operating profit/(loss) is used as the key metric to evaluate results of the operations.

**For the three months ended March 31st 2020 or
as at March 31st 2020**

| | <i>Power and environmental protection facilities</i> | <i>Products for oil and gas sector</i> | <i>Other segments</i> | <i>Segments – total</i> | <i>Eliminations and unallocated items</i> | <i>Total</i> |
|---|--|--|-----------------------|-----------------------------|---|----------------|
| Revenue | | | | | | |
| Sales to external customers | 252,520 | 41,330 | 5,587 | 299,437 | (3,236) | 296,201 |
| Inter-segment sales | 121 | – | 7,907 | 8,028 | (8,028) | – |
| Total segment revenue | 252,641 | 41,330 | 13,494 | 307,465 | (11,264) | 296,201 |
| Cost of products and materials sold | (238,531) | (41,821) | (12,071) | (292,423) | 8,858 | (283,565) |
| Total | | | | | | |
| Gross profit/(loss) | 14,110 | (491) | 1,423 | 15,042 | (2,406) | 12,636 |
| Other income/(expenses) | (9,517) | (1,761) | (1,875) | (13,153) | (1,359) | (14,512) |
| Operating profit/(loss) | 4,593 | (2,252) | (452) | 1,889 | (3,765) | (1,876) |
| Finance income/(costs) | 697 | 5 | (135) | 567 | (338) | 229 |
| Profit/(loss) before tax | 5,290 | (2,247) | (587) | 2,456 | (4,103) | (1,647) |
| Income tax | (121) | – | (658) | (779) | 747 | (32) |
| Segment's net profit/(loss) | 5,169 | (2,247) | (1,245) | 1,677 | (3,356) | (1,679) |
| Results | | | | | | |
| Depreciation and amortisation | 2,896 | 74 | 701 | 3,671 | (34) | 3,637 |
| Share of profit of associates and joint ventures | – | – | – | – | – | – |
| Assets and liabilities as at March 31st 2020 | | | | | | |
| Segment assets | 1,053,169 | 93,701 | 80,504 | 1,227,374 | (100,639) | 1,126,735 |
| Segment liabilities | 967,488 | 70,683 | 40,284 | 1,078,455 | (64,025) | 1,014,430 |
| Other information | | | | | | |
| Investments in associates and joint ventures | – | – | – | – | – | – |
| Capital expenditure | 981 | 230 | 1,103 | 2,314 | – | 2,314 |

**For the three months ended March 31st 2019 or
as at March 31st 2019**

| | <i>Power and environmental protection facilities</i> | <i>Other segments</i> | <i>Segments – total</i> | <i>Eliminations and unallocated items</i> | <i>Total</i> |
|---|--|-----------------------|-----------------------------|---|----------------|
| Revenue | | | | | |
| Sales to external customers | 301,498 | 12,771 | 314,269 | (1,567) | 312,702 |
| Inter-segment sales | 263 | 9,020 | 9,283 | (9,283) | – |
| Total segment revenue | 301,761 | 21,791 | 323,552 | (10,850) | 312,702 |
| Cost of products and materials sold | (281,682) | (20,736) | (302,418) | 11,381 | (291,037) |
| Total | | | | | |
| Gross profit/(loss) | 20,079 | 1,055 | 21,134 | 531 | 21,665 |
| Other income/(expenses) | (17,025) | (2,014) | (19,039) | (1,288) | (20,327) |
| Operating profit/(loss) | 3,054 | (959) | 2,095 | (757) | 1,338 |
| Finance income/(costs) | 306 | 79 | 385 | (2) | 383 |
| Profit/(loss) before tax | 3,360 | (880) | 2,480 | (759) | 1,721 |
| Income tax | (1,027) | (87) | (1,114) | 143 | (971) |
| Segment's net profit/(loss) | 2,333 | (967) | 1,366 | (616) | 750 |
| Results | | | | | |
| Depreciation and amortisation | 3,737 | 742 | 4,479 | 25 | 4,504 |
| Share of profit of associates and joint ventures | – | – | – | – | – |
| Assets and liabilities as at March 31st 2019 | | | | | |
| Segment assets | 1,364,474 | 99,407 | 1,463,881 | (124,050) | 1,339,831 |
| Segment liabilities | 785,402 | 42,297 | 827,699 | (86,032) | 741,667 |
| Other information | | | | | |
| Investments in associates and joint ventures | – | – | – | – | – |
| Capital expenditure | 726 | 172 | 898 | – | 898 |

RAFAKO GROUP
Notes to the interim condensed consolidated
financial statements for the three months ended March 31st 2020
(PLN thousand)

| Three months ended March 31st 2020 | <i>Power and environmental protection facilities</i> | <i>Products for oil and gas sector</i> | <i>Other segments</i> | <i>Segments – total</i> | <i>Eliminations and unallocated items</i> | <i>Total</i> |
|---|--|--|-----------------------|-----------------------------|---|----------------|
| Region | | | | | | |
| Poland | 116,409 | 41,077 | 11,607 | 169,093 | (11,153) | 157,940 |
| European Union | 77,036 | 253 | 1,776 | 79,065 | – | 79,065 |
| Other countries | 59,196 | – | 111 | 59,307 | (111) | 59,196 |
| Total segment revenue | <u>252,641</u> | <u>41,330</u> | <u>13,494</u> | <u>307,465</u> | <u>(11,264)</u> | <u>296,201</u> |
| Term of the contract | | | | | | |
| Short-term contracts | 179,668 | 10,433 | 12,354 | 202,455 | (11,264) | 191,191 |
| Long-term contracts | 72,973 | 30,897 | 1,140 | 105,010 | – | 105,010 |
| Total segment revenue | <u>252,641</u> | <u>41,330</u> | <u>13,494</u> | <u>307,465</u> | <u>(11,264)</u> | <u>296,201</u> |

The Group's principal business comprises the manufacture of the following product groups:

| <i>Product group name</i> | <i>3 months ended March 31st 2020</i> | <i>12 months ended December 31st 2019</i> | <i>3 months ended March 31st 2019</i> |
|---|---|---|---|
| Power generation units and steam generators | 108,309 | 348,137 | 76,868 |
| Revenue under the Jaworzno 910 MW project | 47,657 | 285,272 | 94,430 |
| Air pollution control systems | 46,874 | 252,639 | 55,173 |
| Power equipment, machinery and components, and related services | 42,709 | 207,301 | 54,426 |
| Services and products for oil and gas sector | 39,751 | 117,825 | 29,858 |
| Other revenue | 10,901 | 33,730 | 1,947 |
| Total | 296,201 | 1,244,904 | 312,702 |

12.2 Selling expenses, operating income and expenses and finance income and costs

Cost of sales in the reporting period was PLN 283,565 thousand, with gross profit reported by the Group at PLN 12,636 thousand.

In the reporting period, selling expenses of PLN 4,195 thousand disclosed in the statement of profit or loss comprised costs of bid preparation as well as costs of PR and marketing activities.

Other income included mainly contractual penalties received of PLN 4,484 thousand (March 31st 2019: PLN 135 thousand) and compensation received of PLN 1,604 thousand (March 31st 2019: PLN 255 thousand). In the three months ended March 31st 2020, other income also included PLN 946 thousand gain on disposal of non-current non-financial assets (March 31st 2019: PLN 199 thousand).

Other expenses chiefly included impairment losses on trade receivables of PLN 1,263 thousand and on other receivables of PLN 164 thousand (March 31st 2019: PLN 886 thousand), and costs of scrapping materials, of PLN 472 thousand.

Finance income in the period was mainly attributable to foreign exchange gains of PLN 2,514 thousand and interest on financial instruments of PLN 408 thousand (March 31st 2019: PLN 470 thousand).

Finance costs in the period chiefly included interest expense on financial instruments of PLN 1,292 thousand (March 31st 2019: PLN 1,168 thousand) and discount on long-term receivables of PLN 845 thousand.

12.3 Income tax

Income tax expense

Main components of income tax expense in the consolidated statement of comprehensive income:

| Continuing operations | <i>3 months ended March 31st 2020</i> | <i>3 months ended March 31st 2019</i> |
|---|---|---|
| Consolidated statement of profit or loss | | |
| <i>Current tax</i> | (149) | (723) |
| Current income tax expense | (149) | (723) |
| <i>Deferred tax</i> | 117 | (248) |
| Related to recognition and reversal of temporary differences | (2,621) | (248) |
| Impairment loss on deferred tax | 2,738 | - |
| Income tax expense in the consolidated statement of profit or loss | (32) | (971) |
| Continuing operations | <i>3 months ended March 31st 2020</i> | <i>3 months ended March 31st 2019</i> |
| <i>Deferred tax on other comprehensive income</i> | 121 | 58 |
| Related to recognition and reversal of temporary differences | 121 | 58 |
| Adjustments to current income tax from previous years | - | - |

Income tax expense disclosed in other comprehensive income

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Deferred income tax calculated as at March 31st 2020

The deferred income tax calculated as at March 31st 2020 relates to the following items of the financial statements:

| | <i>Statement of financial position</i> | | <i>Statement of comprehensive income</i> | |
|---|--|-------------------------------|--|----------------------------|
| | <i>March 31st 2020</i> | <i>December 31st 2019</i> | <i>March 31st 2020</i> | <i>March 31st 2019</i> |
| – on investment reliefs | (1) | (1) | – | – |
| – difference between tax base and carrying amount of property, plant and equipment and intangible assets | (11,914) | (14,183) | 2,269 | (928) |
| – difference between tax base and carrying amount of assets measured at fair value through profit or loss | 1,038 | 1,031 | 7 | (208) |
| – difference between tax base and carrying amount of loans and receivables | 6,195 | 6,610 | (414) | 2 |
| – difference between tax base and carrying amount of gross amount due from customers for contract work and related accruals and deferrals | (28,361) | (41,302) | 12,941 | (26,478) |
| – difference between tax base and carrying amount of inventories | 2,275 | 2,275 | – | (44) |
| – provisions | 20,365 | 22,752 | (2,387) | (483) |
| – difference between tax base and carrying amount of liabilities, provisions, and accruals and deferrals relating to accounting for contracts | 60,942 | 74,208 | (13,266) | 26,514 |
| – tax asset related to tax loss | 223 | 223 | – | (37) |
| – adjustment to costs of unpaid invoices | 3,521 | 3,535 | (15) | – |
| – other | 7,322 | 8,957 | (1,635) | 1,472 |
| Deferred tax expense/benefit disclosed in the statement of profit or loss | | | (2,621) | (248) |
| Deferred tax expense/benefit disclosed in other comprehensive income | | | 121 | 58 |
| Impairment loss on deferred tax | (18,695) | (21,433) | 2,738 | – |
| Net deferred tax asset/(liability) including: | | | <u>238</u> | <u>(190)</u> |
| Net deferred tax asset/(liability), including: | <u>42,910</u> | <u>42,672</u> | | |
| Deferred tax assets | 42,910 | 42,672 | | |
| Deferred tax liability | – | – | | |

As at March 31st 2020, the Group analysed the recoverable amount of the deferred tax asset based on forecasts and budgets prepared for subsequent years and recognised a PLN 2,738 thousand reversal of the impairment loss on deferred tax assets.

In the 12 months ended December 31st 2019, the parent wrote off a tax loss asset of PLN 16,178 thousand. The total amount of tax loss for 2015–2018 and 2019 which was not recognised in deferred tax is PLN 307,440 thousand.

In the 12 months ended December 31st 2019, the Group analysed the recoverable amount of the deferred tax asset based on forecasts and budgets prepared for subsequent years and recognised a PLN 21,433 thousand impairment loss on deferred tax assets.

12.4 Significant items disclosed in the statement of cash flows

The PLN 141,258 thousand decrease in receivables disclosed in the interim condensed consolidated statement of cash flows for the three months ended March 31st 2020 resulted mainly from:

- PLN (146,860) thousand decrease in trade receivables,
- PLN (18,110) thousand increase in receivables from the state budget (including VAT),
- PLN 4,191 thousand decrease in advance payments made,
- PLN 9,962 thousand decrease in security deposits receivable,
- PLN (1,645) thousand increase in other receivables.

For a detailed description of changes in security deposits and disputed receivables in the three months ended March 31st 2020, see Note 12.15.

The PLN 163,090 thousand increase in liabilities disclosed in the statement of cash flows resulted mainly from:

- PLN (130,945) thousand decrease in trade payables,
- PLN (20,710) thousand decrease in taxes and other duties payable,
- PLN 1,234 thousand increase in employee benefit obligations and provisions,
- PLN (639) thousand change in actuarial gains/(losses),
- PLN (12,030) thousand increase in other liabilities.

The PLN 47,313 thousand change in gross amounts due to and from customers for contract work disclosed in the statement of cash flows resulted primarily from:

- PLN 13,217 thousand decrease in gross amounts due from customers for contract work and accruals and deferrals,
- PLN 34,096 thousand increase in gross amounts due for contract work,

The PLN (11,548) thousand change in provisions, accruals and deferrals disclosed in the statement of cash flows resulted mainly from:

- PLN 638 thousand increase in the provision for warranty repairs,
- PLN (8,078) thousand decrease in the provision for expected contract losses,
- PLN (3,991) thousand change in accruals and deferrals,
- PLN (117) thousand change in other provisions.

The cash flows of PLN 760 thousand relating to purchase of property, plant and equipment and intangible assets included PLN 265 thousand incurred to purchase property, plant and equipment, and PLN 495 thousand incurred to purchase intangible assets.

Cash flows from financing activities were mainly affected by a PLN 35,249 thousand decrease in debt outstanding under the overdraft facility and working capital facility advanced by PKO BP S.A. to the parent.

12.5 Goodwill and intangible assets

| March 31st 2020 | <i>Goodwill</i> | <i>Patents and licences</i> | <i>Other intangible assets</i> | <i>Intangible assets under development</i> | <i>Total</i> |
|--|-----------------|-----------------------------|--------------------------------|--|---------------|
| Net carrying amount as at January 1st 2019 | 6,704 | 6,592 | 52 | 196 | 13,544 |
| Acquisitions | - | - | - | - | - |
| Transfers from intangible assets under development | - | - | - | 82 | 82 |
| Amortisation for the year | - | (324) | (14) | - | (338) |
| As at March 31st 2020 | 6,704 | 6,268 | 38 | 278 | 13,288 |

* pledged as security for the Group's liabilities as at the reporting date; see Note 12.19.2.

| December 31st 2019 | <i>Goodwill</i> | <i>Patents and licences</i> | <i>Other intangible assets</i> | <i>Intangible assets under development</i> | <i>Total</i> |
|--|-----------------|-----------------------------|--------------------------------|--|---------------|
| Net carrying amount as at January 1st 2019 | 9,166 | 7,871 | 109 | 28 | 17,173 |
| Transfers from intangible assets under development | - | 136 | - | (136) | - |
| Acquisitions | - | 76 | - | 304 | 380 |
| Amortisation for the year | - | (1,491) | (57) | - | (1,548) |
| Impairment loss for period | (2,461) | - | - | - | (2,461) |
| As at December 31st 2019 | 6,704 | 6,592 | 52 | 196 | 13,544 |

| March 31st 2019 | <i>Goodwill</i> | <i>Patents and licences</i> | <i>Other intangible assets</i> | <i>Intangible assets under development</i> | <i>Total</i> |
|--|-----------------|-----------------------------|--------------------------------|--|---------------|
| Net carrying amount as at January 1st 2019 | 9,166 | 7,870 | 109 | 28 | 17,173 |
| Acquisitions | - | - | - | 74 | 74 |
| Transfers from intangible assets under development | - | 96 | - | (96) | - |
| Amortisation for the year | - | (365) | (15) | - | (380) |
| As at March 31st 2019 | 9,166 | 7,601 | 94 | - | 16,867 |

In the three months ended March 31st 2020, goodwill did not change and amounted to PLN 6,704 thousand as at March 31st 2020.

12.6 Property, plant and equipment

| For the three months ended March 31st 2020 | <i>Land</i> | <i>Buildings</i> | <i>Plant and equipment</i> | <i>Vehicles</i> | <i>Other</i> | <i>Property, plant and equipment under construction</i> | <i>Total</i> |
|---|---------------|------------------|----------------------------|-----------------|--------------|---|----------------|
| Net carrying amount as at January 1st 2020 | 23,636 | 81,096 | 37,274 | 2,732 | 647 | 1,977 | 147,362 |
| Transfers from property, plant and equipment under construction | - | - | 50 | - | - | (50) | - |
| Acquisitions | - | - | 1 | 1 | - | 432 | 434 |
| Liquidation/sale | (170) | (65) | (17) | (62) | - | - | (314) |
| Exchange differences on translating foreign operations | - | - | 1 | 2 | (5) | - | (2) |
| Depreciation for period | - | (717) | (1,118) | (68) | (59) | - | (1,962) |
| Impairment loss for period | - | - | (9) | - | - | - | (9) |
| Other, including reclassification to/from other asset category | - | - | 30 | (214) | (29) | - | (213) |
| Net carrying amount as at March 31st 2020* | 23,466 | 80,314 | 36,212 | 2,391 | 554 | 2,359 | 145,296 |

*Tangible assets pledged as security for the Group's liabilities as at the reporting date are presented in Note 12.19.1.

| December 31st 2019 | <i>Land</i> | <i>Buildings</i> | <i>Plant and equipment</i> | <i>Vehicles</i> | <i>Other</i> | <i>Property, plant and equipment under construction</i> | <i>Total</i> |
|---|---------------|------------------|----------------------------|-----------------|--------------|---|----------------|
| Net carrying amount as at January 1st 2019 | 23,703 | 84,743 | 44,595 | 7,220 | 793 | 196 | 161,250 |
| Adjustment to opening balance following implementation of IFRS 16 | - | - | (1,340) | (5,134) | (324) | - | (6,798) |
| Net carrying amount as at January 1st 2019 | 23,703 | 84,743 | 43,255 | 2,086 | 469 | 196 | 154,452 |
| Transfers from property, plant and equipment under construction | - | 96 | 246 | - | - | (342) | - |
| Acquisitions | - | - | 80 | 98 | 528 | 2,123 | 2,829 |
| Lease agreements | - | - | - | - | - | - | - |
| Liquidation/sale | (65) | (695) | (177) | (98) | (69) | - | (1,104) |
| Exchange differences on translating foreign operations | - | - | - | - | (10) | - | (10) |

| | | | | | | | |
|---|----------------------|----------------------|----------------------|---------------------|-------------------|---|-----------------------|
| Depreciation for period | – | (2,990) | (6,216) | (1,073) | (271) | – | (10,550) |
| Impairment loss for period | – | – | 33 | 96 | – | – | 129 |
| Other, including reclassification of property, plant and equipment to/from assets held for sale | (2) | (58) | 53 | 1,623 | – | – | 1,616 |
| Net carrying amount as at December 31st 2019 | <u>23,636</u> | <u>81,096</u> | <u>37,274</u> | <u>2,732</u> | <u>647</u> | <u>1,977</u> | <u>147,362</u> |
| | | | <i>Plant</i> | | | <i>Property, plant and equipment under construction</i> | |
| For the three months ended March 31st 2019 | <i>Land</i> | <i>Buildings</i> | <i>and equipment</i> | <i>Vehicles</i> | <i>Other</i> | | <i>Total</i> |
| Net carrying amount as at January 1st 2019 | 23,703 | 84,736 | 44,595 | 7,228 | 797 | 191 | 161,250 |
| Adjustment to opening balance following implementation of IFRS 16 | (9,108) | | (774) | (4,788) | | | (14,670) |
| Net carrying amount as at January 1st 2019 | 14,595 | 84,743 | 43,821 | 2,432 | 793 | 196 | 146,580 |
| Transfers from property, plant and equipment under construction | – | 96 | 13 | – | – | (109) | – |
| Acquisitions | – | – | 24 | – | 38 | 113 | 175 |
| Liquidation/sale | – | (1) | (103) | (24) | – | – | (128) |
| Exchange differences on translating foreign operations | – | – | – | – | – | – | – |
| Depreciation for period | – | (751) | (1,323) | (1,436) | (120) | – | (3,630) |
| Impairment loss for period | – | – | 55 | – | – | – | 55 |
| Other, including reclassification of property, plant and equipment to/from assets held for sale | – | 7 | 54 | 957 | – | – | 1,018 |
| Net carrying amount as at March 31st 2019* | <u>14,595</u> | <u>84,094</u> | <u>42,541</u> | <u>1,929</u> | <u>711</u> | <u>200</u> | <u>144,070</u> |

12.7 Purchase and sale of property, plant and equipment and intangible assets

| | <i>3 months ended March 31st 2020</i> | <i>3 months ended March 31st 2019</i> |
|---|---|---|
| Purchase of property, plant and equipment and intangible assets * | 2,314 | 898 |
| Proceeds from sale of property, plant and equipment and intangible assets | 1,356 | 509 |

* Capital expenditure incurred in the reporting period to purchase property, plant and equipment, as shown in the table of changes in property, plant and equipment, and capital expenditure incurred to purchase intangible assets.

The Group's capital expenditure on property, plant and equipment involved chiefly expenditure on purchases of plant and equipment, vehicles and computer hardware. The expenditure was financed with internally generated funds.

12.8 Right-of-use assets

The carrying amount of leased assets is disclosed recognised in the statement of financial position under 'Right-of-use assets'.

| Class of underlying assets | <i>Carrying amount of right-of-use assets</i> | <i>Depreciation of right-of-use assets (cumulative)</i> | <i>Depreciation in the reporting period</i> |
|----------------------------|---|---|---|
| | <i>March 31st 2020</i> | <i>March 31st 2020</i> | <i>January 1st– March 31st 2020</i> |
| Land | 109 | 144 | 29 |
| Buildings and structures | 7,126 | 2,205 | 454 |
| Plant and equipment | 5,087 | 2,944 | 558 |
| Vehicles | 3,694 | 2,609 | 248 |
| Other | 65 | 553 | 42 |
| Intangible assets | 102 | 11 | 6 |
| Total | 16,183 | 8,466 | 1,337 |

| Class of underlying assets | <i>Carrying amount of right-of-use assets</i> | <i>Depreciation of right-of-use assets (cumulative)</i> | <i>Depreciation in the reporting period</i> |
|----------------------------|---|---|---|
| | <i>December 31st 2019</i> | <i>December 31st 2019</i> | <i>January 1st– December 31st 2019</i> |
| Land | 134 | 115 | 115 |
| Buildings and structures | 6,442 | 1,751 | 1,779 |
| Plant and equipment | 4,995 | 2,385 | 2,081 |
| Vehicles | 4,007 | 2,623 | 1,304 |
| Other | 107 | 511 | 217 |
| Intangible assets | 108 | 6 | 6 |
| Total | 15,793 | 7,391 | 5,502 |

In 2020, the most significant lease contracts were:

- lease of the CO₂ capture unit with a carrying amount of PLN 5,037 thousand as at the date of recognition of the lease contract. The contract was executed on March 8th 2018 for two years, after which time the Group has the right to purchase the leased asset. The Group is required to insure the lease asset and maintain it in the working condition described in the contract;

- lease of office space with social amenities, parking space, production hall and storage site, with a carrying amount of PLN 6,488 thousand as at the reporting date. The contract was concluded on March 30th 2018 for a period of 10 years, with no purchase option. The Group is required to insure the lease asset and maintain it in the working condition described in the contract.

The Group's leasing activities are summarised in the table below:

| Class of underlying assets | Number of rights of use | Remaining lease term (years) | | Average remaining lease term (years) | Number of contracts with extension option | Number of contracts with purchase option | Number of contracts with variable rate-indexed payments | Number of contracts with early termination option |
|----------------------------|-------------------------|------------------------------|-----|--------------------------------------|---|--|---|---|
| | | from | to | | | | | |
| Land | 1 | 1.0 | 1.0 | 1.0 | 1 | – | – | 1 |
| Buildings and structures | 21 | 0.1 | 8.0 | 1.1 | 20 | – | – | 18 |
| Plant and equipment | 21 | 0.2 | 4.6 | 1.5 | 2 | 17 | 4 | 5 |
| Vehicles | 76 | 0.1 | 3.5 | 2.0 | 2 | 75 | – | 50 |
| Other | 4 | 0.1 | 1.1 | 0.6 | – | 4 | – | – |
| Intangible assets | 1 | 4.6 | 4.6 | 4.6 | 1 | – | – | 1 |

In 2020, the Group changed its estimates of the duration of active lease contracts for the lease of residential units. The Group estimated that it would exercise the extension options, which it had not previously foreseen. As a result of the change, the amount of lease liabilities and right-of-use assets increased by PLN 186 thousand.

The economic useful lives of those assets are consistent with the lease terms, ranging from 12 months to 10 years. The Group depreciates leased assets with the straight-line method.

The following table presents future minimum lease payments as at the reporting date:

| | March 31st 2020 | | December 31st 2019 | |
|--|------------------|---------------|--------------------|---------------|
| | Minimum payments | Present value | Minimum payments | Present value |
| up to 1 year | 6,328 | 6,191 | 5,945 | 5,490 |
| from 1 to 5 years | 6,517 | 5,415 | 6,146 | 5,187 |
| Over 5 years | 2,404 | 2,231 | 2,604 | 2,402 |
| Total minimum lease payments | 15,249 | 13,837 | 14,695 | 13,079 |
| Less finance costs | (1,412) | – | (1,616) | – |
| Present value of minimum lease payments, including: | 13,837 | 13,837 | 13,079 | 13,079 |
| short-term | 6,191 | 6,191 | 5,490 | 5,490 |
| long-term | 7,646 | 7,646 | 7,589 | 7,589 |

In the three months ended March 31st 2020, interest expense on the lease contracts was PLN 127 thousand.

The Group does not recognise liabilities under short-term leases or leases of low-value underlying assets. Contingent lease payments are not recognised in lease liabilities.

In the three months ended March 31st 2020, the related costs were as follows:

| | <i>December 31st 2019</i> |
|----------------------------|-------------------------------|
| Short-term leases | 2,791 |
| Leases of low-value assets | - |
| Total | <u>2,791</u> |

In the reporting period, no expenses were recognised on account of contingent lease payments and no sublease payments were made as the assets are used exclusively by the Group.

12.9 Other long-term receivables

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|--|----------------------------|-------------------------------|
| Financial receivables | | |
| Security deposits/amounts retained | 790 | 503 |
| Other financial receivables | 82,102 | 77,246 |
| Impairment loss on financial receivables (-) | (15) | (107) |
| Other long-term financial receivables (net) | <u>82,877</u> | <u>77,642</u> |
| Non-financial receivables | | |
| Other non-financial receivables | 140 | 138 |
| Other non-financial receivables (net) | <u>140</u> | <u>138</u> |
| Total other long-term receivables (net) | <u>83,017</u> | <u>77,780</u> |

12.10 Shares in other entities

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|--------------------------------------|----------------------------|-------------------------------|
| Shares in other listed companies | 82 | 120 |
| Shares in other non-listed companies | 1,376 | 1,376 |
| | <u>1,458</u> | <u>1,496</u> |

* Shares pledged as security for the Group's liabilities as at the reporting date are disclosed in Note 12.19.3.

12.11 Non-current financial assets

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|-----------------|----------------------------|-------------------------------|
| Long-term bonds | - | - |
| | <u>-</u> | <u>-</u> |

12.12 Inventories

| | March 31st 2020 | December 31st 2019 |
|--|--------------------|-----------------------|
| Materials (at net realisable value) | 32,823 | 31,872 |
| At cost | 44,797 | 43,847 |
| At net realisable value | 32,823 | 31,872 |
| Finished goods: | – | 1,155 |
| At cost | – | 1,155 |
| At net realisable value | – | 1,155 |
| Total inventories, at the lower of cost and net realisable value | 32,823 | 33,027 |

* Inventories pledged as security for the Group's liabilities as at the reporting date are disclosed in Note 12.19.4.

12.13 Other current financial assets

| | March 31st 2020 | December 31st 2019 |
|---|--------------------|-----------------------|
| Advance payment to acquire the right to a loan | 10,400 | 10,400 |
| Impairment loss on advance payment to acquire the right to a loan | (10,400) | (10,400) |
| Short-term bonds* | 27,822 | 27,822 |
| Impairment of short-term bonds | (27,822) | (27,822) |
| | – | – |

* For a detailed description of bonds, see Note 12.13.1.

12.13.1 Bonds

On November 9th 2016, following the execution of annexes to restructuring documents, PBG S.A. w restrukturyzacji announced that it had commenced the procedure to issue bonds, which were subsequently offered to creditors, including to RAFAKO S.A., whose claims were satisfied by PBG S.A. in accordance with the Arrangement (the "Bonds").

As a consequence, on January 20th 2017 the Company submitted a statement of acceptance of the invitation to purchase Bonds issued by PBG S.A. restrukturyzacji in eight series: from Series B1 to Series I1 (the Second Issue of PBG Bonds). RAFAKO S.A. acquired a total of 388,492 Bonds with a total nominal value of PLN 38,849,200.00. The Bonds were acquired through a set-off of the amounts owed by PBG S.A. w restrukturyzacji to RAFAKO S.A. under the PBG arrangement against the issue price of the Bonds.

On February 9th 2017, the Bonds were allotted to RAFAKO S.A. By the end of 2019, PBG S.A. redeemed Series B1, C1, D1, E1 and F1 bonds for a total amount of PLN 11,026,800.

On December 19th 2019, PBG S.A. filed a petition to open remedial proceedings and to rescind the arrangement with its creditors of August 5th 2015. On January 9th 2020, the District Court in Poznań rescinded the arrangement. On February 12th 2020, the remedial proceedings were opened with respect to PBG S.A. w restrukturyzacji.

As at the date of these interim condensed consolidated financial statements, the following series of bonds of PBG S.A. w restrukturyzacji were outstanding:

| Redemption Date | 30.06.2019 | December 31st 2019 | 30.06.2020 |
|--|----------------------|-----------------------|-----------------------|
| Series | G, G1 and G3 | H, H1 and H3 | I, I1 and I3 |
| Amount of Bonds to be redeemed | PLN 61,934,800 | PLN 46,875,600 | PLN 238,445,700 |
| <i>including Bonds acquired by RAFAKO S.A.</i> | <i>PLN 4,996,100</i> | <i>PLN 3,781,300</i> | <i>PLN 19,045,000</i> |

In accordance with their terms, the bonds issued by PGB S.A. have been secured bonds within the meaning of the Bonds Act of January 15th 2015. The bonds are secured primarily with a registered pledge over 42,466,000 RAFAKO shares in a book-entry form (currently representing 33.2% of RAFAKO's share capital), mortgages over the PBG Group's properties, registered pledges over other selected assets of the PBG Group, including over shares in selected companies of the PBG Group (including PBG oil and gas Sp. z o.o), sureties and declarations of voluntary submission to enforcement up to PLN 1,065,000,000.00.

Although as at the date of these interim condensed consolidated financial statements, the outstanding bonds of PGB S.A. (for a total amount of PLN 353.3m) were secured with the collateral specified above, the Management Board of the parent is of the opinion that given the total amount of liabilities under the Bonds and other liabilities of PGB S.A. w restrukturyzacji the security is not sufficient to consider the receivables as collectible.

As at March 31st 2020, RAFAKO S.A. recognised impairment losses on all bonds held by the parent.

12.14 Cash and cash equivalents

| | <i>March 31st</i> 2020 | <i>December 31st</i> 2019 | <i>March 31st</i> 2019 |
|--|---------------------------|------------------------------|---------------------------|
| Cash at bank and in hand | 44,824 | 62,625 | 117,170 |
| Short-term deposits for up to 3 months | 182 | 3,457 | 213 |
| | <u>45,006</u> | <u>66,082</u> | <u>117,383</u> |

Cash at banks earns interest at variable rates linked to the reference rates prevailing on the interbank market. Short-term deposits, classified as cash, are placed for various periods, usually of one day to one month, depending on the Group's immediate cash requirement, and earn interest at rates agreed with the bank.

The Group companies hold restricted cash, including cash from grants (held in separate bank accounts), which may be used to pay amounts due under running projects.

As at March 31st 2020, cash included restricted cash of PLN 38.5m (December 31st 2019: PLN 40.1m), which comprised cash held by the subsidiary E003B7 Sp. z o.o. and earmarked for the Jaworzno contract, which from the RAFAKO Group's perspective is restricted due to formal arrangements with the institutions which provide financing for the Jaworzno project.

Dividend may be paid by E003B7 Sp. z o.o. to its sole shareholder, RAFAKO S.A., without triggering an adverse response from the financial institutions only after the expiry of the guarantee provided by those institutions (for details, see Note 0).

12.15 Short-term trade and other receivables

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|--|----------------------------|-------------------------------|
| Financial receivables | | |
| Trade receivables | 302,386 | 452,764 |
| Impairment loss on trade receivables (-) | (15,104) | (13,674) |
| Net trade receivables | <u>287,282</u> | <u>439,090</u> |
| Receivables on sale of property, plant and equipment and intangible assets | 13 | 8 |
| Security deposits | 57,461 | 67,710 |
| Receivables in litigation* | 32,150 | 31,896 |
| Other financial receivables | 11,485 | 11,072 |
| Impairment loss on financial receivables (-) | (33,866) | (33,648) |
| Total financial receivables, net | <u>354,525</u> | <u>516,128</u> |
| Non-financial receivables | | |
| Receivables under prepayments and advance payments | 101,728 | 105,919 |
| Receivables from the state budget | 31,608 | 13,498 |
| Other non-financial receivables | 17,698 | 11,849 |
| Impairment loss on non-financial receivables (-) | (44,085) | (39,430) |
| Total non-financial receivables, net | <u>106,949</u> | <u>91,836</u> |
| Total short-term receivables, net | <u>461,474</u> | <u>607,964</u> |

* The parent recognised an impairment loss on the receivables in an amount corresponding to the risk of their non-recoverability. For a detailed description of disputed receivables, see Note 23 to these interim condensed consolidated financial statements.

Receivables from the state budget include chiefly domestic and foreign VAT receivables.

Trade receivables bear no interest and are usually payable within 30 days. However, in the case of some trading partners, the due dates for payment are set by way of individual arrangements and fall between one and three months of the invoice date.

The Group's policy is to sell its products exclusively to customers who have successfully passed a credit verification procedure. As a result, the Management believes there is no additional credit risk that would exceed the uncollectible debt allowance made for trade receivables.

Short-term trade receivables of PLN 287,282 thousand disclosed in the interim condensed consolidated statement of financial position as at March 31st 2020 relate to contracts with domestic and foreign trading partners.

The security deposits of PLN 57,461 thousand disclosed in the statement of financial position as at March 31st 2020 relate mainly to:

- construction of a coal-fired steam unit – PLN 18,432 thousand;
- construction of a coke gas-fired power generation unit – PLN 7,113 thousand;
- manufacture of high-pressure parts of a boiler for an incineration plant – PLN 6,114 thousand,
- construction of a compressor station of PLN 3,120 thousand.

The change in the amount of security deposits in the three months ended March 31st 2020 was primarily attributable to the refund of a PLN 3,000 thousand cash security deposit provided in connection with the performance of contracts for the upgrade of FGD units and the refund of a PLN 8,139 thousand cash security deposit provided in connection with the performance of a contract for delivery of a catalytic flue gas NOx reduction unit.

Advance payments represented a significant portion of other receivables, and as at March 31st 2020 amounted to PLN 101,728 thousand, including:

- advance payment of PLN 44,740 thousand towards a contract to construct fuel storage tanks;
- advance payment of PLN 14,537 thousand under a contract to construct a biomass boiler island;
- advance payment of PLN 11,119 thousand under a contract to construct a gas pipeline;
- advance payment of PLN 6,450 thousand under a contract to construct an LNG storage tank.

12.16 Short-term accrued expenses and deferred income

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|---|----------------------------|-------------------------------|
| Costs of bank and insurance guarantees | 5,365 | 6,333 |
| Costs of obtaining contracts with customers | – | – |
| Expenditure on development work – eBus | 14,551 | 13,436 |
| Other costs | 2,672 | 1,561 |
| Accrued expenses and deferred income | 22,588 | 21,330 |

12.17 Loans

As at March 31st 2020, loans granted by the Group companies to PBG S.A. w restrukturyzacji (formerly PBG oil and gas Sp. z o.o.), for a total amount of PLN 12,189 thousand, plus accrued interest, were impaired. The loan repayment date was December 31st 2019. The loans are secured with blank promissory notes.

12.18 Impairment losses on consolidated assets

| | <i>Property, plant, equipment and intangible assets</i> | <i>Shares*</i> | <i>Other financial assets ***</i> | <i>Other non-financial assets ****</i> | <i>Inventories**</i> | <i>Contract assets</i> | <i>Receivables***</i> |
|-------------------------|---|----------------|---------------------------------------|--|----------------------|------------------------|-----------------------|
| January 1st 2020 | (2,566) | (5,426) | (10,400) | (5,676) | (11,974) | (1,415) | (86,859) |
| Recognised | (9) | (38) | – | – | (1,018) | (61) | (7,206) |
| Reversed | – | – | – | – | – | 166 | 715 |
| Used | – | – | – | – | 1,018 | – | 280 |
| March 31st 2020 | (2,575) | (5,464) | (10,400) | (5,676) | (11,974) | (1,310) | (93,070) |
| January 1st 2019 | (233) | (4,975) | (10,400) | (5,676) | (10,287) | (1,848) | (51,502) |
| Recognised | – | (12) | – | – | – | (886) | (18) |
| Reversed | – | – | – | – | – | – | 916 |
| Used | – | – | – | – | 231 | – | – |
| March 31st 2019 | (233) | (4,987) | (10,400) | (5,676) | (10,056) | (2,734) | (50,604) |

* Impairment losses on shares are allowances recognised for shares in companies declared bankrupt as well as allowances arising from remeasurement of shares in companies in voluntary arrangement.

** Inventory write-downs and write-down reversals are charged to cost of products and services sold.

*** Impairment losses on trade and other receivables, including on contractual penalties.

**** The Management Board of the parent estimates that financial assets covered by the agreement executed in 2012 are exposed to a significant default risk and has upheld its decision to recognise an impairment loss for the entire amount of the investment.

With respect to trade receivables for which lifetime expected losses are estimated, the Group is not exposed to credit risk in relation to a single major counterparty. In consequence, impairment losses are estimated on a collective basis and the receivables are grouped based on the past due period. Allowances are estimated based mainly on historical days past due information, an analysis of days past due and actual payments received over the last five years.

The gross carrying amounts by individual days past due groups and the impairment losses as at March 31st 2020 and the comparative reporting date are presented below.

| | Contract assets | Not past due | 0–30 days | Trade receivables | | | | Total |
|----------------------------------|-----------------|----------------|--------------|-------------------|----------------|----------------|------------------|-----------------|
| | | | | 31–90 days | 91–180 days | 181–365 days | 365 days or more | |
| March 31st 2020 | | | | | | | | |
| Location: Poland | | | | | | | | |
| Write-down rate | 0.54% | 0.54% | 0.54% | 22.23% | 44.03% | 64.48% | 93.30% | – |
| Gross carrying amount | 257,880 | 9,120 | 47,190 | 6,414 | 6,931 | 5,188 | 7,782 | 340,505 |
| Impairment loss | (1,310) | (493) | (95) | (2,129) | (14) | (2,512) | (7,500) | (14,053) |
| Location: foreign markets | | | | | | | | |
| Write-down rate | – | 0.54% | 0.54% | 22.23% | 44.03% | 64.48% | 93.30% | – |
| Gross carrying amount | – | 209,929 | 8,078 | – | 462 | 812 | 482 | 219,763 |
| Impairment loss | – | (1,140) | (44) | – | (204) | (523) | (450) | (2,361) |
| Total impairment losses | (1,310) | (1,633) | (139) | (2,129) | (218) | (3,035) | (7,950) | (16,414) |
| | Assets assets | Current | 0–30 days | Trade receivables | | | | Total |
| | | | | 31–90 days | 91–180 days | 181–365 days | 365 days or more | |
| December 31st 2019 | | | | | | | | |
| Location: Poland | | | | | | | | |
| Write-down rate | 0.54% | 0.54% | 0.54% | 22.23% | 44.03% | 64.48% | 93.30% | – |
| Gross carrying amount | 271,203 | 301,429 | 3,249 | 11,488 | 8,675 | 1,046 | 7,552 | 604,642 |
| Impairment loss | (1,415) | (1,097) | (395) | (159) | (2,171) | (861) | (7,493) | (13,591) |
| Location: foreign markets | | | | | | | | |
| Write-down rate | – | 0.54% | 0.54% | 22.23% | 44.03% | 64.48% | 93.30% | – |
| Gross carrying amount | – | 112,099 | 5,562 | 453 | 471 | 491 | 249 | 119,325 |
| Impairment loss | – | (609) | (30) | (101) | (208) | (317) | (233) | (1,498) |
| Total impairment losses | (1,415) | (1,706) | (425) | (260) | (2,379) | (1,178) | (7,726) | (15,089) |

As at March 31st 2020, an impairment loss of PLN 33,866 thousand was recognised on other short-term financial receivables with a gross carrying amount of PLN 101,109 thousand (December 31st 2019: PLN 110,686 thousand; impairment loss on other receivables: PLN 33,648 thousand).

12.19 Assets pledged as security for the Group's liabilities

12.19.1 Property, plant and equipment pledged as security

As at March 31st 2020, the carrying amount of property, plant and equipment pledged as security for the Group's liabilities was PLN 121,744 thousand. The parent's property, plant and equipment of PLN 120,564 thousand were pledged as security for liabilities under the multi-purpose credit facility agreement with PKO BP S.A. (mortgage of up to PLN 300m on property of which RAFAKO is the owner or perpetual usufructuary, except residential property, and a first-ranking registered pledge over a set of movables and rights) and in respect of the repayment of BGK's, PKO BP's, mBank's and PZU's claims against RAFAKO S.A. under the Surety Agreement signed to secure the liabilities of E003B7 Sp. z o.o. arising in connection with the agreement providing for issuance of guarantees for the benefit of Nowe Jaworzno TAURON Sp. z o.o. in connection with the execution of the Jaworzno III 910 MW unit Project (a second-ranking registered pledge over a set of movables and rights). A subsidiary's buildings and structures worth PLN 1,175 thousand, as well as IT equipment and office containers worth PLN 5 thousand are also pledged as security for liabilities under the credit facility agreements.

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|---|----------------------------|-------------------------------|
| Mortgaged property, plant and equipment, including: | 83,119 | 84,278 |
| land | 9,162 | 9,162 |
| buildings and structures | 73,957 | 75,116 |
| Property, plant and equipment encumbered with registered pledge, including: | 38,625 | 39,287 |
| plant and equipment | 36,235 | 36,885 |
| vehicles | 2,390 | 2,402 |
| | 121,744 | 123 565* |

* The disclosed amounts include PLN 382 thousand of property, plant and equipment classified as held for sale (December 31st 2019: PLN 123 thousand).

12.19.2 Intangible items pledged as security

As at March 31st 2020, the carrying amount of intangible assets pledged as security for the parent's liabilities was PLN 7,790 thousand (December 31st 2019: PLN 8,097 thousand). The assets were pledged as security for liabilities under the multi-purpose credit facility agreement with PKO BP S.A. (a first-ranking registered pledge over a set of movables and rights) and in respect of the repayment of BGK's, PKO BP's, mBank's and PZU's claims towards RAFAKO S.A. under the Surety Agreement signed to secure the liabilities of E003B7 Sp. z o.o. arising in connection with the agreement providing for issuance of guarantees for the benefit of Nowe Jaworzno TAURON Sp. z o.o. in connection with execution of the Jaworzno III 910 MW unit Project (a second-ranking registered pledge over a set of movables and rights).

12.19.3 Shares pledged as security

As at March 31st 2020, the parent's shares in subsidiaries and other entities worth PLN 31,272 thousand (December 31st 2019: PLN 31,310 thousand) were pledged as security for liabilities under the multi-purpose credit facility agreement with PKO BP S.A. (a first-ranking registered pledge over a set of movables and rights) and in respect of the repayment of BGK's, PKO BP's, mBank's and PZU's claims towards RAFAKO S.A. under the Surety Agreement signed to secure the liabilities of E003B7 Sp. z o.o. arising in connection with the agreement providing for issuance of guarantees for the benefit of Nowe Jaworzno TAURON Sp. z o.o. in connection with execution of the Jaworzno III 910 MW unit Project (a second-ranking registered pledge over a set of movables and rights, a registered and financial pledge over shares in E003B7 Sp. z o.o.).

12.19.4 Inventories pledged as security

As at March 31st 2020, the carrying amount of inventories pledged as security for the parent's liabilities was PLN 30,773 thousand (December 31st 2019: PLN 27,205 thousand). The inventories were pledged as security for liabilities under the Multi-Purpose Credit Facility Agreement with PKO BP S.A. (a first-ranking registered pledge over a set of movables and rights) and in respect of the repayment of BGK S.A. 's, PKO BP S.A. 's, mBank S.A. 's and PZU S.A. 's claims towards RAFAKO S.A. under the Surety Agreement signed to secure the liabilities of E003B7 Sp. z o.o. arising in connection with the agreement providing for issuance of guarantees for the benefit of Nowe Jaworzno Grupa TAURON Sp. z o.o. (formerly TAURON Wytwarzanie S.A.) in connection with the implementation of the Jaworzno III 910 MW unit Project (a second-ranking registered pledge over a set of movables and rights).

12.19.5 Trade receivables pledged as security

As at March 31st 2020, trade receivables of PLN 68,101 thousand were pledged as security for guarantees and borrowings received by the Group (December 31st 2019: PLN 21,499 thousand).

12.20 Share capital

In the three months ended March 31st 2020, there were no changes in RAFAKO S.A.'s share capital, and as at March 31st 2020 the amount of the share capital was PLN 254,864 thousand.

| <i>Equity</i> | <i>Number of shares</i> | <i>Par value PLN '000</i> |
|-----------------|-------------------------|-------------------------------|
| Series A Shares | 900,000 | 1,800 |
| Series B Shares | 2,100,000 | 4,200 |
| Series C Shares | 300,000 | 600 |
| Series D Shares | 1,200,000 | 2,400 |
| Series E Shares | 1,500,000 | 3,000 |
| Series F Shares | 3,000,000 | 6,000 |
| Series G Shares | 330,000 | 660 |
| Series H Shares | 8,070,000 | 16,140 |
| Series I Shares | 52,200,000 | 104,400 |
| Series J Shares | 15,331,998 | 30,664 |
| Series K Shares | 42,500,000 | 85,000 |
| | 127,431,998 | 254,864 |

In connection with the 2016 bond issue carried out by PGB S.A. restrukturyzacji, the parent's main shareholder, a registered pledge was created over RAFAKO S.A. shares held directly by PBG S.A. (7,665,999 shares) and indirectly through Multaros Trading Company Limited, a subsidiary of PBG S.A. w restrukturyzacji (34,800,001 shares) for the benefit of bondholders.

12.21 Par value per share

The par value of the shares is PLN 2.00 per share. The shares were taken up for cash.

12.22 Shareholders' rights

Shares of all series carry equal rights as to dividend payment and return on equity.

12.23 Share premium

In the three months ended March 31st 2020, there were no changes in the share premium, and as at March 31st 2020 the share premium was PLN 165,119 thousand.

12.24 Earnings /(loss) per share

Earnings per share are calculated as the quotient of net profit attributable to owners of the parent and the weighted average number of ordinary shares outstanding during the period.

To calculate basic and diluted earnings/(loss) per share, the Group uses the amount of net profit/(loss) attributable to owners of RAFAKO S.A. in the numerator, which does not have a dilutive effect on profit/(loss).

The table below presents the computation of the basic and diluted earnings/(loss) per share, with the reconciliation of the diluted weighted average number of shares.

| | <i>3 months ended March 31st 2020</i> | <i>3 months ended March 31st 2019</i> |
|--|---|---|
| Net profit/(loss) from continuing operations | (1,679) | 750 |
| Net profit/(loss) attributable to holders of ordinary shares, applied to calculate earnings/(loss) per share | <u>(844)</u> | <u>1,312</u> |
| Weighted average number of outstanding ordinary shares, applied to calculate basic earnings/(loss) per share | 127,431,998 | 127,431,998 |
| Dilutive effect: | - | - |
| Stock options | - | - |
| Cancellable preference shares | - | - |
| Adjusted weighted average number of ordinary shares used to calculate diluted earnings/(loss) per share | <u>127,431,998</u> | <u>127,431,998</u> |
| Earnings/(loss) per share, PLN | | |
| – basic earnings from profit attributable to holders of ordinary shares for period | (0.01) | 0.01 |
| – diluted earnings from profit attributable to holders of ordinary shares for period | (0.01) | 0.01 |

In the three months ended March 31st 2020, the parent did not issue new shares.

The Group does not present diluted earnings per share for the three months ended March 31st 2020 as it does not have any dilutive financial instruments.

12.25 Other non-current liabilities

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|------------------------------------|----------------------------|-------------------------------|
| Financial liabilities | | |
| Retentions (security deposits) | 20 | 43 |
| Other liabilities | 18,171 | 20,552 |
| Total financial liabilities | <u>18,191</u> | <u>20,595</u> |

12.26 Long-term employee benefit obligations

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|--|----------------------------|-------------------------------|
| Unpaid bonus accrual | 15 | 5 |
| Provisions for retirement severance payments | 8,862 | 8,716 |
| Provision for long-service benefits | 14,383 | 13,944 |
| Provision for other employee benefits | 6,872 | 6,815 |
| | 30,132 | 29,480 |

12.27 Post-employment and other benefits

Based on a valuation forecast made as at the reporting date by a professional actuary, the Group recognises a provision for the present value of its obligation related to payment of retirement gratuity benefits, jubilee benefits and the Company Social Benefits Fund. The amount of the provision and reconciliation of changes in the provision during the year are presented below.

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|--------------------------|----------------------------|-------------------------------|
| As at January 1st | 31,941 | 26,207 |
| Interest expense | 149 | 729 |
| Current service costs | 171 | 692 |
| Actuarial (gains)/losses | 639 | 6,877 |
| Benefits paid | (477) | (2,564) |
| Closing balance | 32,423 | 31,941 |
| Long-term provisions | 30,117 | 29,475 |
| Short-term provisions | 2,306 | 2,466 |

The main assumptions adopted by the actuary as at March 31st 2020 and for the three months ended March 31st 2019 as well as for the 12 months ended December 31st 2019 to determine the amount of the obligation are presented below.

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|---|----------------------------|-------------------------------|
| Discount rate (%) | 1.9 | 1.9 |
| Expected inflation rate (%)* | - | - |
| Employee turnover rate | 7.5 | 7.5 |
| Expected growth of salaries and wages (%)** | 2 | 2 |

* No data provided in the actuary's report.

** 2% in 2019 and in subsequent years

12.28 Other long-term provisions

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|--------------------------------|----------------------------|-------------------------------|
| Provision for warranty repairs | 37,944 | 36,357 |
| | 37,944 | 36,357 |

12.29 Short-term trade and other payables

| | <i>March 31st</i> <i>2020</i> | <i>December 31st</i> <i>2019</i> |
|--|----------------------------------|-------------------------------------|
| Financial liabilities | | |
| Trade payables | 442,801 | 571,365 |
| Amounts payable for tangible and intangible assets | 118 | 169 |
| Retentions (security deposits) | 197 | 261 |
| Other financial liabilities | 263 | – |
| Total financial liabilities | 443,379 | 571,795 |
| Non-financial liabilities | | |
| Taxes and other duties payable | 3,214 | 23,924 |
| Amounts payable under sureties/joint and several liability | 10,571 | 15,386 |
| Liabilities due to delayed payment of costs | 6,024 | 13,582 |
| Other non-financial liabilities | 4,145 | 3,968 |
| Total non-financial liabilities | 23,954 | 56,860 |
| | 467,333 | 628,655 |

12.30 Short-term employee benefit obligations and provisions

| | <i>March 31st</i> <i>2020</i> | <i>December 31st</i> <i>2019</i> |
|--|----------------------------------|-------------------------------------|
| Social security | 9,420 | 9,494 |
| Salaries and wages payable | 9,707 | 9,118 |
| Obligations under Employee Capital Plans | 104 | 226 |
| Accrued holiday entitlements | 4,460 | 4,129 |
| Unpaid bonus accrual | 897 | 883 |
| Provisions for retirement severance payments | 330 | 433 |
| Provision for long-service benefits | 1,716 | 1,771 |
| Provision for other employee benefits | 272 | 270 |
| | 26,906 | 26,324 |

12.31 Other short-term provisions

| | <i>March 31st</i> <i>2020</i> | <i>December 31st</i> <i>2019</i> |
|--|----------------------------------|-------------------------------------|
| Provision for warranty repairs | 5,765 | 6,714 |
| Provision for expected contract losses | 31,617 | 39,695 |
| Other provisions | 595 | 713 |
| | 37,977 | 47,121 |

13 Objectives and policies of financial risk management

The objectives and policies of financial risk management have not changed relative to those published in the most recent full-year consolidated financial statements for 2019.

14 Financial instruments

The Group presents the particular classes and categories of its financial instruments at carrying amounts (their fair values approximate their carrying amounts). Their fair values approximate their carrying amounts due to relatively short maturities of short-term items or discounting of long-term accounts receivable and payable.

The amount of financial assets presented in the consolidated statement of financial position as at March 31st 2020 and December 31st 2019 related to the following IFRS-9 categories of financial instruments:

- financial assets at amortised cost,
- financial assets at fair value through profit or loss – designated as such on initial recognition or subsequently,
- financial assets at fair value through profit or loss – obligatorily measured this way in accordance with IFRS 9,
- equity instruments at fair value through other comprehensive income designated as such on initial recognition,
- financial assets at fair value through other comprehensive income,
- financial instruments designated as hedging instruments,
- assets outside the scope of IFRS 9 (non-IFRS 9).

The Group presents the particular classes and categories of its financial instruments at carrying amounts (their fair values approximate their carrying amounts). Their fair values approximate their carrying amounts due to relatively short maturities of short-term items or discounting of long-term accounts receivable and payable.

| <i>Classes and categories of financial assets</i> | <i>Carrying amount March 31st 2020</i> | <i>Carrying amount December 31st 2019</i> |
|--|--|---|
| Assets at fair value through profit or loss | 82 | 120 |
| Long-term shareholdings | 82 | 120 |
| Assets at fair value through other comprehensive income | 1,376 | 1,376 |
| Long-term shareholdings | 1,376 | 1,376 |
| Assets at amortised cost | 482,407 | 659,854 |
| Trade receivables | 369,370 | 516,230 |
| Receivables on sale of property, plant and equipment and intangible assets | 13 | 8 |
| Other financial receivables* | 68,018 | 77,534 |
| Cash and cash equivalents | 45,006 | 66,082 |
| | 483,865 | 661,350 |

* Including liquidated damages, disputed receivables, and security deposits.

The amount of financial liabilities presented in the statement of financial position as at March 31st 2020 and December 31st 2019 related to the following IFRS-9 categories of financial instruments:

- financial liabilities at amortised cost
- financial liabilities at fair value through profit or loss – designated as such on initial recognition or subsequently,
- financial liabilities at fair value through profit or loss – financial liabilities held for trading in accordance with IFRS 9,
- financial guarantee agreements,
- contingent consideration in business combinations,
- financial instruments designated as hedging instruments,
- liabilities outside the scope of IFRS 9 (non-IFRS 9).

| <i>Classes and categories of financial liabilities</i> | <i>Carrying amount</i> | |
|--|----------------------------|-------------------------------|
| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
| Financial liabilities at amortised cost | 539,292 | 705,466 |
| Borrowings | 77,722 | 113,075 |
| Trade payables (including capital commitments) | 461,090 | 592,086 |
| Other financial liabilities | 480 | 305 |
| Liabilities under guarantees, factoring and excluded from the scope of IFRS 9 | 13,837 | 13,079 |
| Liabilities under leases and rental contracts with purchase option | 13,837 | 13,079 |
| | 553,129 | 718,545 |

The table below presents financial assets and liabilities recognised at fair value in the consolidated financial statements, classified in accordance with a 3-level fair value hierarchy:

- level 1 - quoted prices in active markets for identical assets or liabilities (not adjusted),
- level 2 – inputs other than level-1 quoted market prices that are observable for the assets and liabilities in active markets,
- Level 3 - inputs not observable in active markets.

| <i>March 31st 2020</i> | <i>Level 1</i> | <i>Level 2</i> | <i>Level 3</i> |
|--|--------------------|--------------------|--------------------|
| Assets at fair value through profit or loss | 82 | – | – |
| Long-term shareholdings | 82 | – | – |
| Assets at fair value through other comprehensive income | 1,376 | – | – |
| Long-term shareholdings | 1,376 | – | – |
| <i>December 31st 2019</i> | <i>Level 1</i> | <i>Level 2</i> | <i>Level 3</i> |
| Assets at fair value through profit or loss | 120 | – | – |
| Long-term shareholdings | 120 | – | – |
| Assets at fair value through other comprehensive income | 1,376 | – | – |
| Long-term shareholdings | 1,376 | – | – |

In the reporting period there were no significant transfers between level 1 and level 2 of the fair value hierarchy.

15 Derivative instruments

As at March 31st 2020 and December 31st 2019, the Group did not carry any open currency forward contracts.

As at March 31st 2020 and December 31st 2019, the Group did not carry any other types of open derivative instruments.

The Group companies do not apply hedge accounting, transactions in derivative instruments are not speculative, and their purpose is to effectively hedge purchase/sale contracts denominated in foreign currencies.

16 Borrowings

| <i>Short-term borrowings</i> | <i>Security</i> | <i>Other</i> | <i>Currency</i> | <i>Effective interest rate</i> | <i>Maturity</i> | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|------------------------------|---|--|-----------------|---------------------------------|-----------------|------------------------|---------------------------|
| PKO BP S.A. | blank promissory note with a promissory note declaration, assignment of receivables under contracts*, clause providing for debt set-off against RAFAKO S.A.'s cash held in bank accounts, mortgage**, statement of submission to enforcement, registered pledge over a set of movables and rights comprising an entire business | current account overdraft facility of up to PLN 70m*** | PLN | 1M WIBOR + margin | 10.11.2020**** | 46,923 | 69,569 |
| PKO BP S.A. | blank promissory note with a promissory note declaration, assignment of receivables under contracts*, clause providing for debt set-off against RAFAKO S.A.'s cash held in bank accounts, mortgage**, statement of submission to enforcement, registered pledge over a set of movables and rights comprising an entire business | revolving working capital facility of up to PLN 80m*** | PLN | 1M WIBOR or 1M EURIBOR + margin | 10.11.2020**** | 21,753 | 34,149 |
| PKO BP S.A. | blank promissory note with a promissory note declaration, assignment of receivables under contracts*, clause providing for debt set-off against RAFAKO S.A.'s cash held in bank accounts, mortgage**, statement of submission to enforcement, registered pledge over a set of movables and rights comprising an entire business | revolving working capital facility to cover liabilities related to payments made under bank guarantees | PLN | 1M WIBOR + margin | 10.11.2020**** | 8,301 | 8,303 |

*The facility is secured by receivables under contracts executed by RAFAKO S.A.;

**As at the date of these interim condensed consolidated financial statements, RAFAKO S.A. had established mortgages on its properties (other than flats and residential buildings) for a total amount of up to PLN 300m, to provide additional security for the PKO BP credit facility.

***As at the date of issue of these interim condensed consolidated financial statements, in accordance with the annex of June 30th 2020 to the multi-purpose credit facility agreement, the facility limit was set at PLN 142m, including an overdraft facility of up to 50 million;

***As at the date of issue of these interim condensed consolidated financial statements, in accordance with the annex of June 30th 2020 to the multi-purpose credit facility agreement, the term of the facility and its repayment date were extended until November 10th 2020.

| <i>Short-term borrowings</i> | <i>Security</i> | <i>Other</i> | <i>Currency</i> | <i>Effective interest rate</i> | <i>Maturity</i> | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|-------------------------------|---|---|-----------------|--------------------------------|-----------------|------------------------|---------------------------|
| Podkarpacki Bank Spółdzielczy | blank promissory note, power of attorney over bank account, mortgages, assignment of claims under insurance policy | PLN 1m overdraft facility | PLN | 1M WIBOR + margin | 04.09.2020 | 689 | 936 |
| Podkarpacki Bank Spółdzielczy | blank promissory note, power of attorney over bank account, statements on submission to enforcement, mortgages, assignment of claims under insurance policy | PLN 2m working capital facility agreement | PLN | 1M WIBOR + margin | 10.11.2020 | – | 56 |
| Siemens Finance Sp. z o.o. | blank promissory note | Loan agreement | PLN | 1M WIBOR + margin | 15.07.2021 | 41 | 38 |
| | | | | | | 77,707 | 113,051 |

The parent plans to extend the credit facility agreement for subsequent periods. The Group's credit standing should be analysed taking into account the information presented in Note 2.

17 Capital management

The purpose of capital management by the Group is to ensure a high level of security for its operations while minimising financing costs. To ensure stable development, the Group needs to maintain an appropriate relationship between internal and external capital sources and effectively manage free cash. The Group analyses its capital structure using the capitalisation ratio (which measures the share of the Group's equity in its total equity and liabilities).

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|---|----------------------------|-------------------------------|
| Debt to equity | | |
| Equity | 112,305 | 114,263 |
| Borrowed funds (bank and non-bank borrowings) | 77,721 | 113,075 |
| Total equity and liabilities | 1,126,735 | 1,302,431 |
| Capitalisation ratio (equity / total assets) | <u><u>0.10</u></u> | <u><u>0.09</u></u> |
| Total financing sources | | |
| Equity | 112,305 | 114,263 |
| Borrowed funds (bank and non-bank borrowings) | 77,721 | 113,075 |
| Finance leases | 13,837 | 13,079 |
| Capital-to-total financing sources ratio | <u><u>1.23</u></u> | <u><u>0.91</u></u> |
| EBITDA | | |
| Operating profit/(loss) | (1,876) | (437,561) |
| Depreciation and amortisation | 3,637 | 17,599 |
| EBITDA | <u><u>1,761</u></u> | <u><u>(419,962)</u></u> |
| Debt | | |
| Borrowings and other debt instruments | 77,721 | 113,075 |
| Finance leases | 13,837 | 13,079 |
| Debt to EBITDA | <u><u>51.99</u></u> | <u><u>(0.30)</u></u> |

18 Change in provisions, liabilities and accruals and deferrals disclosed in the consolidated statement of financial position

| | <i>Provision for expected contract losses</i> | <i>Provision for jubilee benefits, retirement gratuity and Company Social Benefits Fund</i> | <i>Provision for holiday entitlements</i> | <i>Provision for warranty repairs</i> | <i>Employee benefit obligations</i> | <i>Provision for credit losses on sureties</i> | <i>Provision for Voluntary Redundancy Programme</i> | <i>Provision for other costs</i> | <i>Other provisions</i> |
|-------------------------|---|---|---|---------------------------------------|-------------------------------------|--|---|----------------------------------|-------------------------|
| January 1st 2020 | 39,694 | 31,942 | 4,129 | 43,071 | 888 | 7,347 | – | 1,775 | 424 |
| Recognised | 774 | 958 | 1,135 | 710 | 29 | – | – | 16 | – |
| Reversed | – | – | – | (351) | – | – | – | – | (45) |
| Used | (6,571) | (476) | (804) | (2,002) | (5) | – | – | (150) | – |
| March 31st 2020 | 33,897 | 32,424 | 4,460 | 41,428 | 912 | 7,347 | – | 1,641 | 379 |
| January 1st 2019 | 3,677 | 26,207 | 4,202 | 40,553 | 5,725 | 1,549 | 145 | 571 | 233 |
| Recognised | 36 | 620 | 1,702 | 1,959 | 29 | – | – | – | 155 |
| Reversed | – | – | – | (2,499) | (367) | – | (4) | (45) | – |
| Used | (748) | (438) | (735) | (1,717) | (10) | – | (141) | – | (89) |
| March 31st 2019 | 2,965 | 26,389 | 5,169 | 38,296 | 5,377 | 1,549 | – | 526 | 299 |

19 Issue, redemption and repayment of debt and equity securities

In the three months ended March 31st 2020, the parent did not issue, redeem or repay any debt or equity securities.

20 Dividends paid or declared

In the three months ended March 31st 2020, the Group companies did not pay any dividends. In accordance with applicable laws, dividends may only be distributed from the profit of individual Group companies, and may not be based on the Group's consolidated profit or loss.

21 Investment commitments

As at March 31st 2020, the RAFAKO Group companies did not disclose any commitments to purchase of property, plant and equipment. The Group companies were not a party to any contracts or agreements which would commit them to incur capital expenditure in 2020 but were not disclosed in the accounting records as at the reporting date.

22 Movements in off-balance sheet items, information on loan sureties and guarantees granted

| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
|---|----------------------------|-------------------------------|
| Receivables under financial guarantees obtained mainly as security for performance of contracts, including: | 748,544 | 701,105 |
| – from related entities | – | – |
| Receivables under sureties received, including: | – | – |
| – from related entities | – | – |
| Promissory notes received as security, including: | 41,443 | 65,997 |
| – from related entities | 17,669 | 48,625 |
| Letters of credit | 6,430 | 5,643 |
| | <u>796,417</u> | <u>772,745</u> |
| | | |
| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
| Liabilities under financial guarantees issued mainly as security for contract performance, including: | 507,828 | 515,074 |
| – to related entities | – | – |
| Liabilities under sureties, including: | 1,175,587 | 1,175,587 |
| – to related entities | – | – |
| Promissory notes issued as security, including: | 120,893 | 117,868 |
| – to related entities | – | 576 |
| Letters of credit | – | – |
| | <u>1,804,308</u> | <u>1,808,529</u> |

In the three months ended March 31st 2019, there was a PLN 4,221 thousand decrease in the amount of the RAFAKO Group's contingent liabilities, mainly due to the lower amount of the guarantees granted. In the reporting period, at the request of the parent, the banks and insurance companies issued guarantees (performance bonds and bid bonds) for the benefit of the Group's trading partners for a total amount of PLN 1,601 thousand. The largest item in this group of liabilities was a EUR 231 thousand performance bond issued in January 2020. As at March 31st 2020, liabilities under sureties in issue were PLN 1,175,587. In this category of liabilities, the largest item was the sureties covering E003B7 Sp. z o.o.'s liabilities, issued by RAFAKO S.A. on April 16th 2014 and February 24th 2016 and valid until April 17th 2028, in connection with the project to develop new coal-fired generation capacities at TAURON Wytwarzanie S.A. – construction of supercritical 910 MW generating unit at the Jaworzno III Power Plant – Power Plant II. The largest item of guarantees expired in the 3 months ended March 31st 2020 was a EUR 8,139 thousand performance bond.

In the three months ended March 31st 2020, the RAFAKO Group's contingent receivables (mainly under performance bonds and advance payment guarantees) increased by PLN 23,672 thousand, including an increase of PLN 47,439 thousand in receivables under bank and insurance guarantees and a decrease of PLN 24,554 thousand in receivables under promissory notes. The largest item among guarantees received in the three months ended March 31st 2020 was an advance payment guarantee of EUR 953 thousand. The largest guarantee which expired in the reporting period was a EUR 974 thousand performance bond.

23 Litigation and disputes

As at the date of these interim condensed consolidated financial statements, the Group companies were involved in litigation both as a defendant and a plaintiff.

For a detailed description of key court cases, see the Group's consolidated financial statements for the year ended December 31st 2019, available at:

<https://www.rafako.com.pl/relacje-inwestorskie/raporty-okresowe?page=18326>

The disputes described in Notes 38.1 and 38.4 to the full-year financial statements are considered closed. With respect to the case described in Note 42.7, the court dismissed the motion for injunctive relief; the dispute amount was drawn from the bank guarantee, with the Company's account debited for the same amount. On July 27th 2020, RAFAKO S.A. filed a claim for payment of PLN 1,917,750.00 due to the lack of grounds for release of the amount from the bank guarantee. RAFAKO is preparing a separate action regarding the remaining amount of approximately PLN 4m drawn under the guarantee, which according to SODA CIECH Polska S.A. represents liquidated damages for termination of the contract.

Dispute with UAB VILNIAUS KOGENERACINE JEGAINE (VKJ), the employer in the Vilnius project, is a new case. In the absence of willingness on the part of VKJ to resolve amicably the claims made by RAFAKO S.A., on July 10th 2020 the Company submitted a request to initiate arbitration proceedings, which will be held at the Arbitration Institute of the Stockholm Chamber of Commerce in Stockholm. RAFAKO S.A. is of the opinion that the lack of proper coordination by VKJ of work carried out simultaneously at the same site, as part of two different projects (including the project executed by the Company), led to a number of delays/extensions of execution time, with additional costs incurred by RAFAKO S.A. Therefore, the main claims made by the Company are: (i) to extend the project completion date until April 1st 2021, and (ii) to increase the contract price by EUR 13,487,081.65. Additionally, RAFAKO S.A. has moved that the liquidated damages demanded by VKJ for late contract performance be considered unfounded due to the lack of fault of RAFAKO S.A. in this respect.

There were no material changes in all other proceedings described in the full-year consolidated financial statements for 2019.

24 Management Board and Supervisory Board of the parent

In the three months ended March 31st 2020 and until the date of these interim condensed consolidated financial statements, there were changes in the composition of the parent's Management Board.

On January 7th 2020, Jerzy Ciechanowski, Vice President of the Management Board, resigned from his position on the Management Board, with effect from January 7th 2020, citing personal reasons.

On May 20th 2020, the Supervisory Board of RAFAKO S.A:

- removed Paweł Jarczewski from the Management Board,
- appointed Ms Agnieszka Wasilewska-Semail as acting President of the Management Board,

- delegated Michał Sikorski to temporarily serve as Member of the Management Board for a period of three months, and
- appointed Radosław Domagalski-Łabędzki as Vice President of the Management Board.

As at the date of these interim condensed consolidated financial statements, the composition of the parent's Management Board was as follows:

| | |
|------------------------------|--|
| Agnieszka Wasilewska-Semail | – acting President of the Management Board |
| Jacek Drozd | – Vice President of the Management Board |
| Radosław Domagalski-Łabędzki | – Vice President of the Management Board |
| Michał Sikorski | – delegated by the Supervisory Board to temporarily perform the duties of a Management Board Member. |

In the three months ended March 31st 2020 and until the date of these interim condensed consolidated financial statements, there were changes in the composition of the parent's Supervisory Board.

On February 4th 2020, PBG S.A. w restrukturyzacji, in the exercise of its special shareholder rights, removed Jerzy Karney from the Supervisory Board and appointed Mr Maciej Stańczuk to the Supervisory Board.

On April 18th 2020, PBG S.A. w restrukturyzacji, in the exercise of its special shareholder rights, removed Michał Maćkowiak from the Supervisory Board and appointed Konrad Milczarski to the Supervisory Board.

On May 11th 2020, PBG S.A. w restrukturyzacji, in the exercise of its special shareholder rights, removed Małgorzata Wiśniewska from the Supervisory Board and appointed Piotr Zimmerman to the Supervisory Board.

On May 28th 2020, PBG S.A. w restrukturyzacji, in the exercise of its special shareholder rights:

- removed Konrad Milczarski from the Supervisory Board,
- appointed Bartosz Sierakowski as Member of the Supervisory Board.

On the same day, the Extraordinary General Meeting of RAFAKO S.A.:

- removed Adam Szyszka from the Supervisory Board, and
- appointed Konrad Milczarski as Member of the Supervisory Board.

As at the date of these interim condensed consolidated financial statements, the composition of the parent's Supervisory Board was as follows:

| | |
|---------------------|---|
| Piotr Zimmerman | – Chairman of the Supervisory Board |
| Michał Sikorski | – Deputy Chairman of the Supervisory Board – delegated to perform the duties of a Management Board Member |
| Przemysław Schmidt | – Secretary of the Supervisory Board (independent member) |
| Krzysztof Gerula | – Member of the Supervisory Board (independent member) |
| Konrad Milczarski | – Member of the Supervisory Board |
| Bartosz Sierakowski | – Member of the Supervisory Board |
| Maciej Stańczuk | – Member of the Supervisory Board. |

25 Transactions with members of the Management Board and the Supervisory Board

In the reporting and comparative periods, no loans were advanced to members of management or supervisory boards of the Group companies.

In the reporting and comparative periods, the Group companies did not enter into any transactions with members of their management boards, other than the transactions described in Note 26.

26 Related-party transactions

The related parties of RAFAKO S.A. are its key management personnel, subsidiaries exempt from consolidation and other related parties, including entities controlled by the management boards of Group companies. The Group's other key related parties include PBG S.A. w restrukturyzacji.

Outstanding balances of receivables and liabilities are usually settled in cash. For information on contingent liabilities associated with related parties, see Note 22.

In the three months ended March 31st 2020, the parent and its subsidiaries did not enter into any material transactions with related parties on non-arm's length terms. All transactions with related parties are executed on terms applied by the Group in its business relations with non-related parties. Consideration is generally determined by way of a tender and standard payment terms are applied. A related party must ensure that a contract is performed in accordance with the relevant documentation, give a warranty for a specified period, and provide security in the form of a performance bond. Related parties are also required to accept standard liquidated damages clauses, non-disclosure agreements, provisions protecting industrial property rights, and provisions regarding contract insurance, force majeure and dispute resolution. The following amounts of revenue and receivables from related parties were recognised in the period covered by these interim condensed consolidated financial statements:

| | <i>Operating income</i> | |
|--|---|---|
| | <i>from January 1st 2020 to March 31st 2020</i> | <i>from January 1st 2019 to March 31st 2019</i> |
| <i>Sales to:</i> | | |
| Entities related through equity links: | 246 | 736 |
| Entities related through personal links: | 33 | - |
| TOTAL | 279 | 736 |

| | <i>Receivables</i> | |
|--|----------------------------|-------------------------------|
| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
| <i>Sales to:</i> | | |
| Entities related through equity links: | 43,702 | 39,126 |
| Entities related through personal links: | 144 | 127 |
| TOTAL | 43,846 | 39,253 |

* Including bonds from PBG S.A. described in Note 12.13.1.

The following amounts of purchases from and liabilities to related entities were recognised in the period covered by these financial statements:

| | <i>Purchases (costs, assets)</i> | |
|--|---|---|
| | <i>from January 1st 2020 to March 31st 2020</i> | <i>from January 1st 2019 to March 31st 2019</i> |
| <i>Purchases from:</i> | | |
| Entities related through equity links: | 1,154 | 17,571 |
| Entities related through personal links: | 3,769 | 2,652 |
| TOTAL | 4,923 | 20,223 |

| | <i>Liabilities</i> | |
|--|----------------------------|-------------------------------|
| | <i>March 31st 2020</i> | <i>December 31st 2019</i> |
| <i>Purchases from:</i> | | |
| Entities related through equity links: | 454 | 241 |
| Entities related through personal links: | 8,981 | 6,506 |
| TOTAL | 9,435 | 6,747 |

27 Management Board's position on the Company's ability to deliver forecast results

The Group has not published any forecasts for 2020.

28 Brief description of significant achievements or failures of the Company in the three months ended March 31st 2020

On January 16th 2020, the parent and Agencja Rozwoju Przemysłu S.A. of Warsaw executed a memorandum of understanding to define the terms of cooperation between the parties and to initiate discussions with respect to ARP and RAFAKO S.A. obtaining a business plan and valuation. These documents would be used for the purposes of a contemplated transaction consisting in the sale by the parent to ARP of an organised part of its business following spin-off (or the sale of shares in a special purpose vehicle, i.e. RAFAKO E-Bus spółka z ograniczoną odpowiedzialnością of Racibórz, to which the organised part of business would be contributed by any legal process), in the form of the Company's branch established in Solec Kujawski on February 1st 2020, whose business would consist in the production and sale of electric vehicles, the provision of related engineering design services and R&D activities.

In the memorandum, RAFAKO granted ARP exclusive rights to negotiate and carry out the Transaction until July 31st 2020. Each party has the right to terminate the memorandum of understanding subject to a notice period of two weeks from the date of delivery of the relevant notice to the other party.

In connection with the contract for the construction of a supercritical 910 MW power generation unit at the Jaworzno III Power Plant - Power Plant II, in January 2020, the Management Board of RAFAKO S.A. was notified of a delay in execution of the works which originally were to be completed by January 31st 2020. The delay was caused by circumstances beyond the control of the parent. According to the information received by the Management Board of RAFAKO S.A., E003B7 Sp. z o.o., the special purpose vehicle responsible for the performance of the contract, is expected to complete the tests and technical work necessary to hand over the project to the Employer by February 4th 2020. During the final testing of the unit, a number of objective events occurred which affected the date of delivery of the unit to the employer.

According to the information received, following the unit's being taken offline due to extreme weather conditions, it was found that an unforeseeable event had occurred, involving damage to a component of the steam generator.

In March 2020, the parent, in consultation with the employer, took immediate steps to prepare the unit for restart as soon as possible. An analysis carried out by the joint commission established to determine effects of the event, consisting of representatives of the Employer, RAFAKO S.A. and E003B7 Sp. z o.o, helped determine the rules for removing those effects and set an updated timetable for commissioning the unit by July 31st 2020. On June 10th 2020, Annex No. 8 to the contract was concluded in order to bring about efficient and swift handover of the unit to the customer. Annex 8 introduces a new schedule for the performance of the contract, with November 15th 2020 confirmed as the date the unit is to be handed over for use. The new schedule is already followed by the Company.

On March 17th 2020, a contract was signed by and between JP Elektroprivreda Srbije and a consortium of RAFAKO S.A. (leader), RAFAKO ENGINEERING Solution d o.o. and VIA Ocel Serbia. The contract provides for the design, supply, supervision of the assembly of pressure components and launch of a modernised BB-2000 steam generator for the TENT B1 Obrenovac Power Plant in Serbia. The contract price is approximately EUR 34.4m (VAT-exclusive), with the share of RAFAKO S.A. and its subsidiary RAFAKO ENGINEERING Solution d o.o. amounting to approximately EUR 17.35m (VAT-exclusive), of which RAFAKO S.A.'s share is approximately EUR 14.6m (VAT-exclusive). The project is to be completed in November 2021.

The World Health Organisation declaring the coronavirus outbreak a pandemic prompted many governments to introduce various restrictions aimed at limiting spread of the disease. The countermeasures taken by the state

administration have caused significant disturbances in the economic, legal and administrative system in Poland. Following the introduction in mid-March 2020 of the state of epidemic in Poland, the Group adapted to the new situation to the extent possible. In order to ensure that the highest safety standards are met, the parent has established a Crisis Management Team, which monitors the situation on an ongoing basis, takes decisions and prepares operating guidelines related to the risk of coronavirus infection. Based on the guidelines from the Ministry of Health and Chief Sanitary Inspector, the sanitary rules have been tightened both at all Group companies and at contract performance sites, where additional sanitary procedures have been implemented by the employers.

Despite the measures taken, the Group's active contracts were affected, as the restriction on freedom of movement of the population and business activities had an adverse effect on the Group companies' core business, with subcontracted works and foreign supplies particularly affected. The impact of the epidemic is being analysed and estimated in consultation with project owners on a case-by-case basis. As at the date of these consolidated financial statements, the future development of the epidemic in Poland and globally and its impact on the Company's and the Group's business and financial results are unknown and cannot be predicted. However, given the gradual easing of the lockdown restrictions, the Group companies monitor the situation on an ongoing basis and, in consultation with the Management Board of RAFAKO S.A., take appropriate measures to mitigate the adverse impact of the situation on the business, and their priority is to maintain business continuity and the safety of employees and stakeholders.

29 Shareholders holding 5% or more of total voting rights at the General Meeting of RAFAKO S.A. (the parent) as at the date of issue of these interim condensed consolidated financial statements

The list of shareholders holding 5% or more of total voting rights at the General Meeting of RAFAKO S.A. as at the date of issue of these interim condensed consolidated financial statements is presented below.

| <i>Shareholder</i> | <i>Number of shares</i> | <i>Number of voting rights</i> | <i>Ownership interest</i> | <i>% of total voting rights at GM</i> |
|--|-------------------------|--------------------------------|---------------------------|---------------------------------------|
| PBG S.A., Multaros Trading Company Ltd. and Fundusz Inwestycji Polskich Przedsiębiorstw Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych, in accordance with the agreement of October 24th 2017 referred to in Art. 87.1.6) of the Public Offering Act (*), of which: | | | | |
| PBG S.A. (*) | 55,081,769 | 55,081,769 | 43.22% | 43.22% |
| Multaros Trading Company Limited (subsidiary of PBG S.A.) (*) (***) | 7,665,999 | 7,665,999 | 6.02% | 6.02% |
| Fundusz Inwestycji Polskich Przedsiębiorstw Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych managed by PFR TFI S.A. (**) | 34,800,001 | 34,800,001 | 27.31% | 27.31% |
| Fundusz Inwestycji Polskich Przedsiębiorstw Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych managed by PFR TFI S.A. (**) | 12,615,769 | 12,615,769 | 9.90% | 9.90% |
| Other | 72,350,229 | 72,350,229 | 56.78% | 56.78% |

(*) Number of shares based on PBG's and Multaros's notifications of December 28th 2017.

(**) Number of shares based on a notification of January 3rd 2018 received from Fundusz Inwestycji Polskich Przedsiębiorstw Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych.

(***) Given the fact that Multaros Trading Company Ltd. is PBG S.A.'s subsidiary, RAFAKO S.A. (the "Company") is indirectly controlled by PBG S.A., which holds, directly and indirectly, 42,466,000 Company shares, representing 33.32% of its share capital and conferring the right to 33.32% of total voting rights at its General Meeting.

30 Statement of changes in holdings of RAFAKO S.A. shares or RAFAKO S.A. share options by management and supervisory staff of the consolidated Group companies notified to RAFAKO S.A. after the issue of the previous financial statements

According to the information available to RAFAKO S.A, as at the date of this report the holdings of RAFAKO S.A. shares by the management and supervisory staff of the consolidated Group companies were as follows:

| | <i>Company</i> | <i>As at June 30th 2020</i> | <i>Increase</i> | <i>Decrease</i> | <i>As at July 28th 2020</i> |
|--|----------------|---------------------------------|-----------------|-----------------|---------------------------------|
| Management staff member | | | | | |
| Agnieszka Wasilewska-Semail – Vice President of the Management Board | RAFAKO S.A. | 60,245 | – | – | 60,245 |
| Supervisory staff member | | | | | |
| | | – | – | – | – |

31 Factors with a material bearing on the Groups' in Q2 2020

- Possible changes in cost estimates for ongoing contracts, including as a result of ongoing procurement processes for products and services, which may have a positive or negative effect on the results after March 31st 2020;
- Adequacy of provisions and impairment losses for ongoing contracts;
- Risk that provisions may need to be recognised for liquidated damages for time overruns or failure to meet the guaranteed technical parameters under certain contracts;
- Risk of incurring repair, overhaul or upgrade costs during the contractual warranty period that are not covered by provisions for warranty repairs;
- Currency movements – significant changes in the PLN/EUR exchange rate may have a material effect on the profitability of EUR-denominated contracts;
- Risk of failure to obtain financial guarantees required to acquire and perform contracts;
- Progress in work on bringing the 910 MW unit into operation at the Jaworzno Power Plant and successful completion of negotiations on mutual relations and settlements with the parties to the contract;
- Adverse economic impact of the COVID-19 epidemic.

32 Key items of the financial statements translated into the euro

In the periods covered by these interim condensed consolidated financial statements, the average exchange rates quoted by the National Bank of Poland were as follows:

- the exchange rate effective for the last day of the reporting period, March 31st 2020: 4.5523 PLN/EUR, December 31st 2019: 4.2585 PLN/EUR,
- the average exchange rate for the period, calculated as the arithmetic mean of the exchange rates effective for the last day of each month in the period: January 1st–March 31st 2020: 4.3257; PLN/EUR, January 1st–December 31st 2019: 4.2988 PLN/EUR.

The highest and the lowest exchange rates in each period were as follows: January 1st–March 31st 2020: 4.6044/4.2279 PLN/EUR, January 1st–December 31st 2019: 4.3891/4.2406 PLN/EUR.

| | <i>March 31st 2020 PLN '000</i> | <i>December 31st 2019</i> | <i>March 31st 2020 EUR '000</i> | <i>December 31st 2019</i> |
|--|---|-------------------------------|---|-------------------------------|
| Statement of financial position | | | | |
| Assets | 1,126,735 | 1,302,431 | 247,509 | 305,843 |
| Non-current liabilities | 93,927 | 94,045 | 20,633 | 22,084 |
| Current liabilities | 920,503 | 1,094,123 | 202,206 | 256,927 |
| Equity | 112,305 | 114,263 | 24,670 | 26,832 |
| PLN/EUR exchange rate at end of period | | | 4.5523 | 4.2585 |

The table below sets forth the key items of the statement of financial position, statement of profit or loss and statement of cash flows, translated into the euro.

| | <i>from January 1st 2020 to March 31st 2020 PLN '000</i> | <i>from January 1st 2019 to March 31st 2019</i> | <i>from January 1st 2020 to March 31st 2020 EUR '000</i> | <i>from January 1st 2019 to March 31st 2019</i> |
|--|--|---|--|---|
| Statement of comprehensive income | | | | |
| Revenue | 296,201 | 312,702 | 68,475 | 72,666 |
| Operating profit/(loss) | (1,876) | 1,338 | (434) | 311 |
| Profit/(loss) before tax | (1,647) | 1,720 | (381) | 400 |
| Net profit/(loss) attributable to the parent | (844) | 1,311 | (195) | 305 |
| Earnings per share (PLN) | (0.01) | 0.01 | (0.00) | 0.00 |
| Average PLN/EUR exchange rate in the period | | | 4.3257 | 4.3033 |

| | <i>from January 1st 2020 to March 31st 2020 PLN '000</i> | <i>from January 1st 2019 to March 31st 2019</i> | <i>from January 1st 2020 to March 31st 2020 EUR '000</i> | <i>from January 1st 2019 to March 31st 2019</i> |
|--|--|---|--|---|
| Statement of cash flows | | | | |
| Net cash from operating activities | 15,553 | 27,193 | 3,595 | 6,319 |
| Net cash from investing activities | 794 | 192 | 184 | 45 |
| Net cash from financing activities | (37,500) | 1,331 | (8,669) | 309 |
| Net increase/(decrease) in cash and cash equivalents | (21,153) | 28,716 | (4,890) | 6,673 |
| Average PLN/EUR exchange rate in the period | | | 4.3257 | 4.3033 |

33 Remuneration of members of the management and supervisory boards of the parent and the Group companies

Remuneration paid to members of the management boards and supervisory boards of the Group companies for the three months ended March 31st 2020 is presented below.

| | <i>Base pay</i> | <i>Awards</i> | <i>Other</i> |
|---|-----------------|---------------|--------------|
| RAFAKO S.A. – the parent | | | |
| Management Board | 533 | – | 13 |
| Supervisory Board | 215 | – | 183 |
| PGL-DOM Sp. z o.o. – subsidiary | | | |
| Management Board | 27 | – | – |
| Supervisory Board | – | – | – |
| RAFAKO ENGINEERING Sp. z o.o. – subsidiary | | | |
| Management Board | 240 | 1 | 120 |
| Supervisory Board | 40 | – | – |
| ENERGOTECHNIKA ENGINEERING Sp. z o.o. – indirect subsidiary | | | |
| Management Board | 116 | – | 78 |
| Supervisory Board | – | – | – |
| E001RK Sp. z o.o. – subsidiary | | | |
| Management Board | 37 | – | – |
| Supervisory Board | – | – | – |
| E003B7 Sp. z o.o. – subsidiary | | | |
| Management Board | 405 | – | 120 |
| Supervisory Board | 281 | – | – |
| RENG – NANO Sp. z o.o. – subsidiary | | | |
| Management Board | 48 | – | – |
| Supervisory Board | – | – | – |

34 Order book

As at March 31st 2020, the value of the Group's order book was in ca. PLN 2.3bn. The largest item is the PLN 0.5bn Jaworzno Project, with PLN 0.1bn outstanding under the contract and attributable to the parent and PLN 0.4bn outstanding under the contract and attributable to SPV Jaworzno. The order book does not include the Opole contract (RAFAKO's entire share in the project worth PLN 3.2bn was subcontracted outside the RAFAKO Group, of which PLN 0.04bn is still outstanding).

| | ORDER BOOK (PLNm) | | Due for execution in | | |
|---------------------|--------------------------|--------------------------|------------------------|------------|------------|
| | as at March 31st 2019 | as at March 31st 2020 | April-December 2020 | 2021 | after 2021 |
| RAFAKO | 2,057 | 1,869 | 1,238 | 602 | 29 |
| SPV Jaworzno | 723 | 416 | 228 | 188 | – |
| Other | 31 | 39 | 22 | 12 | 5 |
| TOTAL | 2,811 | 2,324 | 1,488 | 802 | 34 |

The data and information regarding the RAFAKO Group's order book presented in this document is based on the following assumptions:

- a. The value of the order book is equal to the aggregate amount of the Group's consideration under individual contracts executed by the Group companies by March 31st 2020; the amount does not include any planned contracts that have not yet been signed, but it does include contracts signed conditionally;
- b. The disclosed value of the order book is as at March 31st 2020; actual revenue from contracts and completion periods depend on a number of factors, which may be outside the Group's control.

35 Events after the reporting period

After the reporting period, there were no events that would materially affect the Group's financial results.

On June 10th 2020, Annex No. 8 to the contract was concluded in order to bring about efficient and swift handover of the unit to the customer. Annex 8 introduces a new schedule for the performance of the contract, with November 15th 2020 confirmed as the date the unit is to be handed over for use. The new schedule is already followed by the Company. For a detailed description of the project execution, see Note 0 to these interim condensed consolidated financial statements.

On June 2nd 2020, the Management Board of RAFAKO S.A. passed a resolution to increase the share capital of RAFAKO MANUFACTURING Sp. z o.o. from PLN 30 thousand to PLN 60 thousand, through the issue of 300 new shares with a par value of PLN 100 per share.

On June 25th 2020, the Extraordinary General Meeting of RAFAKO EBUS Sp. z o.o. adopted a resolution to increase the company's share capital from PLN 5 thousand to PLN 15 thousand, through the issue of 20 new shares with a par value of PLN 500 per share. The new shares will be acquired by RAFAKO S.A. and paid for in cash (PLN 10 thousand).

On June 30th 2020, the parent agreed to extend until July 31st 2020 the exclusive rights of Agencja Rozwoju Przemysłu S.A. to negotiate and acquire an organised part of RAFAKO S.A.'s business, i.e. the Solec Kujawski branch, and 100% of shares in RAFAKO EBUS sp. z o.o.

On June 30th 2020, the parent executed Annex 31 to the multi-purpose credit facility agreement of February 7th 2012, as amended. The Annex sets out primarily the following amendments:

- The limit of the facility was set at PLN 142m limit, including:
 - an overdraft facility of PLN 50 million;
 - a revolving working capital facility, in PLN and EUR, up to PLN 30m to finance current liabilities under day-to-day operations;
 - a PLN 142m revolving working capital facility to cover the Issuer's liabilities towards the Bank under bank guarantees issued by the Bank;
 - bank guarantees in PLN, CZK, USD, EUR and GBP up to PLN 142m.
- The annex extended the facility's term and maturity date until November 10th 2020.

On June 30th 2020, the parent and ENEA Wytwarzanie Sp. z o.o. executed Annex 6 to the contract for the delivery and installation of a catalytic flue gas NOx removal system for AP-1650 steam generators No. 9 and 10, with upgrade of the electrostatic precipitators, and an arrangement regarding extension of the term of delivery of the DRIM II station under the contract, with the commissioning date agreed as March 30th 2021. RAFAKO S.A. and ENEA Wytwarzanie Sp. z o.o. waived their mutual claims arising from late performance of the contract and payment for additional works and exceptional changes in circumstances.

After the reporting date, there were changes in the composition of the Management Board and the Supervisory Board of the parent, as described in detail in Note 24 to these interim condensed consolidated financial statements.

36 Authorisation for issue

These financial statements were authorised for issue on July 28th 2020 by resolution of the Management Board of July 28th 2020.

Signatures:

Agnieszka Wasilewska-Semail – acting President of the Management Board

Jacek Drozd – Vice President of the Management Board

Radosław Domagalski-Łabędzki -Vice President of the Management Board

Michał Sikorski -Member of the Supervisory Board delegated
to serve on the Management Board

Jolanta Markowicz -Chief Accountant