

INDEPENDENT AUDITORS' OPINION

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

1. We have audited the attached financial statements for the year ended 31 December 2012 of RAFAKO S.A. ('the Company') located in Racibórz at Łąkowa 33 street, containing statement of financial position as at 31 December 2012, the statement of comprehensive income, the statement of changes in equity, the statement of cash flow for the period from 1 January 2012 to 31 December 2012 and the summary of significant accounting policies and other explanatory notes ('the attached financial statements').
2. The truth and fairness¹ of the attached financial statements, the preparation of the attached financial statements in accordance with the required applicable accounting policies and the proper maintenance of the accounting records are the responsibility of the Company's Management Board. In addition, the Company's Management Board and Members of the Supervisory Board are required to ensure that the attached financial statements and the Directors' Report meet the requirements of the Accounting Act dated 29 September 1994 (2009 Journal of Laws No. 152 item 1223 with subsequent amendments – 'the Accounting Act'). Our responsibility was to audit the attached financial statements and to express an opinion on whether, based on our audit, these financial statements comply, in all material respects, with the required applicable accounting policies, whether they truly and fairly² reflect, in all material respects, the financial position and results of the operations of the Company and whether the accounting records that form the basis for their preparation are, in all material respects, properly maintained.
3. We conducted, except as discussed in paragraph 5 below, our audit of the attached financial statements in accordance with:
 - chapter 7 of the Accounting Act,
 - national auditing standards issued by the National Council of Statutory Auditors,in order to obtain reasonable assurance whether these financial statements are free of material misstatement. In particular, the audit included examining, to a large extent on a test basis, documentation supporting the amounts and disclosures in the attached financial statements. The audit also included assessing the accounting principles adopted and used and significant estimates made by the Management Board, as well as evaluating the overall presentation of the attached financial statements. We believe our audit has provided a reasonable basis to express our opinion on the attached financial statements treated as a whole.

¹ Translation of the following expression in Polish: 'rzetelność i jasność'

² Translation of the following expression in Polish: 'rzetelnie i jasno'

4. The financial statements for the prior financial year ended 31 December 2011 were subject to our audit and we issued an opinion including an emphasis of matter on these financial statements, dated 30 April 2012. The emphasis of matter related to the dispute concerning receivables resulting from realization of payment under the bank guarantees and trade receivables and the going concern issue referring to the Company's affiliate Energomontaż-Południe S.A. and its impact on realization of investment in the affiliate.
5. As further described in the note 46 of the additional explanatory notes to the attached financial statements, as of balance sheet date, in the statement of financial position the Company presents long-term receivables from related party, which is in the process of bankruptcy with the possibility to sign the debt settlement, in net amount of 118 million zloty. During the audit we were not provided with the sufficient evidence supporting the correctness of these receivables' valuation, consequently, we were not able to assess the impact of the issue on the attached financial statements.
6. In our opinion, except as discussed in paragraph 5 above, the attached financial statements, in all material respects:
 - present truly and fairly all information material for the assessment of the results of the Company's operations for the period from 1 January 2012 to 31 December 2012, as well as its financial position³ as at 31 December 2012;
 - have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and based on properly maintained accounting records;
 - are in respect of the form and content, in accordance with legal regulations governing the preparation of financial statements and the Company's Articles of Association.
7. Without further qualifying our opinion, we draw attention to the following issues:
 - (a) As further described in note 8 of the additional explanatory notes to the attached financial statements, the Company's ability to continue as a going concern depends on realization of several assumptions being basis of financial forecasts prepared by the Company's Management for 2013 and subsequent years. The assumptions relate to realization of significant contracts, realization of current assets, including those discussed in point 7 b) below, securing the external sources of financing in the form of loan and guarantees required to conclude and realize contracts. In the above mentioned note the Company's Management indicated the risks related with realization of the assumptions, which indicate existence of significant doubt on the Company's ability to continue as a going concern.
 - (b) As further described in note 45 of the additional explanatory notes to the attached financial statements, with reference to realization of one construction contract, the Company is a party of a dispute concerning receivables resulting from realization of payment under the bank guarantees and trade receivables amounting in total to 185 million zloty. As of the date of the attached financial statements, the final outcome of the dispute, having impact on the realization of the above mentioned receivables, is unknown.

³ Translation of the following expression in Polish: '*sytuacja majątkowa i finansowa*'

The Polish original should be referred to in matters of interpretation.
Translation of auditors' report originally issued in Polish.

8. We have read the 'Directors' Report for the period from 1 January 2012 to 31 December 2012 and the rules of preparation of annual statements' ('the Directors' Report') and concluded that the information derived from the attached financial statements reconciles with these financial statements. The information included in the Directors' Report corresponds with the relevant regulations of the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (Journal of Laws No. 33, item 259 with subsequent amendments).

on behalf of:
Ernst & Young Audit sp. z o.o.
Rondo ONZ 1
00-124 Warsaw
Reg. No 130

Key certified auditor

Jerzy Buzek
Certified auditor no. 10870

Warsaw, 21 March 2013