UNION OF THE BALTIC CITIES

AUDITOR'S REPORT

for 2015

A. GENERAL INFORMATION

Union of the Baltic Cities was established in 1991. Registration of the Union at the Province Court of Gdańsk, XII Economic Department, National Court Register, Register of Associations and other Social and Professional Organisations under No. KRS: 0000005342, currently run by the Gdańsk-Północ Registration Court in Gdańsk, 7th Commercial Division of the National Court Register. The Union's taxation identity number NIP is 583-10-66-139 and REGON is 190048545.

The objective of the Union of the Baltic Cities is:

- Promote and strengthen cooperation and exchange of experiences among the cities in the Baltic Sea Region,

- Advocate for common interests of the local authorities in the region, and act on behalf of the cities and local authorities in common matters towards regional, national, European and international bodies,

- Strive to achieve sustainable development and optimal economic and social development in the Baltic Sea Region with full respect to European principles of local and regional selfgovernance and subsidiarity.

Around 100 cities from 10 Baltic Sea countries are associated in the Union of the Baltic Cities. The Union does not conduct business activity and is supported from membership fees. Income of the Union is tax-free.

The audit was performed by a chartered auditor - Jadwiga Zemło, No. 4615 of the register kept by National Board of Chartered Auditors in Warsaw, on the strength of contract No. 1/2017 of 28 March 2017, concluded between Usługi Księgowe - Bilans, of Gdańsk, and the Union of the Baltic Cities.

B. BOOKS

The books are kept by Stowarzyszenie Ekspertów Księgowych i Podatkowych Spółka z o.o. [Association of Chartered Auditors and Tax Experts, Co. Ltd.], of Gdańsk, ul. Aldony 17.

The chart of accounts was developed basing on the standard chart of accounts for social and professional organizations, associations and endowments, issued by the Association of Accountants of Poland.

The above said chart of accounts ensures the accounts being kept in compliance with the provisions of the Accounting Act of 29 September 1994 (Journal of Laws 2013, item 330 with subsequent modifications). The rules contained in the chart of accounts are consistently adhered to.

The books are kept by means of a computer, using Symfonia – Finanse i Rachunkowość software. The records kept make it possible to obtain necessary data on incomes and costs and comply with the requirements set up in the Accounting Act. A statement of movement and balances on synthetic and analytical accounts being a basis for the drawing up of balance sheet and profit and loss account was made as on 31 December 2015.

Accounting documents are complete and adequate, checked from accounting and material point of view. The documents are stored correctly.

The closing balance sheet of the year 2014 was entered in the books as the opening balance sheet as on 1 January 2015. Denomination was carried out properly.

The profit for the year 2014, amounting to PLN 154 351,93 was booked to increase the statutory fund.

C. FINANCIAL STATEMENT

Financial statement of the Union of the Baltic Cities includes:

- balance sheet as on 31 December 2015, on the assets and liabilities side showing the amount of PLN 771 764,13.

- profit and loss account for the period covering the time from 1 January to 31 December 2015, showing the profit amounting to PLN 59 900,72.

- additional information

The financial statement was prepared in accordance with annex no. 4 to the Accounting Act 29 September 1994 (Journal of Laws 2013, item 330 with the subsequent modifications) for micro entities applied with simplifications.

The audited year concerns the following 12 months of the year 2015 and the previous year concerns the following 12 months of the year 2014, and 12 following months of 2013.

Summary balance sheet for the period 2015-2013 (in thousands PLN)

| State at the end of the year | | | | | | | Changes | |
|------------------------------|--------|---------|--------|---------|--------|---------|-----------|--|
| Specification | 2015 | | 2014 | | 2013 | | 2015/2014 | |
| | amount | % | amount | % | amount | % | % | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | |
| ASSETS | | | | | | | | |
| A. Fixed assets | 0 | 0,00% | 0 | 0,00% | 0 | 0,00% | 0,00% | |
| B. Current assets | 772 | 100,00% | 806 | 100,00% | 552 | 100,00% | 95,78% | |
| Total | 772 | 100,00% | 806 | 100,00% | 552 | 100,00% | 95,78% | |
| LIABILITIES | | | | | | | | |
| A. Statutory funds | 763 | 98,83% | 702 | 87,10% | 548 | 99,28% | 108,69% | |
| B. Accounts payable | 9 | 1,17% | 104 | 12,90% | 4 | 0,72% | 8,65% | |
| Total | 772 | 100,00% | 806 | 100,00% | 552 | 100,00% | 95,78% | |

Summary profit and loss sheet for the period 2015-2013 (in thousands PLN)

| Specification | F | Period (years) | | | |
|--|------|----------------|------|----------|--|
| | 2015 | 2014 | 2013 | % | |
| 1 | 2 | 3 | 4 | 5 | |
| Income from statutory activities, dues | 930 | 1 077 | 977 | 86,35% | |
| change in the balance of products (increase – positive value, decrease – negative value) | -19 | 19 | 0 | -100,00% | |
| Costs of execution of statutory tasks | 914 | 951 | 975 | 96,11% | |
| - depreciation | 1 | 2 | 0 | 50,00% | |
| usage of materials and energy | 3 | 2 | 6 | 150,00% | |
| wages, social security, other costs | 223 | 249 | 196 | 89,56% | |
| - other costs | 687 | 698 | 773 | 98,42% | |
| Other income and profits | 44 | 28 | 69 | 157,14% | |

| Inion of the Baltic Cities Auditor's report for 2015 | | | | | |
|--|-----|-------|-------|--------|--|
| Other costs and losses | 0 | 0 | 0 | 0,00% | |
| Income tax | 0 | 0 | 0 | 0,00% | |
| Total net financial result | 60 | 154 | 71 | 38,96% | |
| Surplus of income over costs (positive value) | 60 | 154 | 71 | 38,96% | |
| Surplus of costs over income (negative value) | | | | | |
| | | | | I | |
| Total income | 974 | 1 105 | 1 046 | 88,14% | |
| Total costs | 914 | 951 | 975 | 96,11% | |

D. ASSESMENT OF THE CORRECTNESS OF THE BOOKS

• *Fixed Assets* include computer sets:

| • | net value | 0,00 zł |
|---|----------------|--------------|
| • | depreciation | 12 105,72 zł |
| • | original value | 12 105,72 zł |

Balance correct;

2. Current assets comprise:

3. Funds comprise:

| • | short-term dues | 12 132,08 zł |
|---|-----------------------------|---------------|
| • | short-term investments | 759 359,77 zł |
| • | short-term accrued expenses | 272,28 zł |
| • | Total | 771 764,13 zł |

The amount of cash follows from cash report of 31.12.2015 and banking statement as of 31.12.2015, confirmed by the Bank. The bookings were made correctly.

| • | statutory fund | 702 561,40 zł |
|---|------------------------------|---------------|
| • | surplus of costs over income | 59 900,72 zł |
| • | Total | 762 462,12 zł |

The statutory fund was created properly from income surplus to the costs for the period of operation.

4. Short-term Liabilities:

| • | to the state budget | 2 784,01 zł |
|---|---------------------|-------------|
| ٠ | Total | 9 302,01 zł |

The balances are correct, accounted in 2016. Bookings were made correctly.

E. PROFIT AND LOSS ACCOUNT

1. Costs Borne

| Costs of core operating activities | | 914 812,76 zł |
|--|---------------|---------------|
| Depreciation | 1 118,00 zł | |
| Usage of materials and energy | 3 063,45 zł | |
| Wges, social security, other | 223 245,00 zł | |
| Other costs | 687 386,31 zł | |
| including: costs of execution of statutory tasks | 587 249,70 zł | |
| Other costs and losses | | 0,42 zł |
| Total costs | | 914 813,18 zł |

The costs borne were booked correctly, concern 2015.

2. Income

| Income from statutory activities | | 930 333,67 zł |
|-------------------------------------|---------------|---------------|
| Including: - membership fees | 949 613,19 zł | |
| - change in the balance of products | -19 279,52 zł | |
| Other income and profits | | 44 380,23 zł |
| Total income | | 974 713,90 zł |

The income received was booked correctly, concern 2015.

| 3. Profit on operation | 59 900,72 zł |
|------------------------|--------------|
|------------------------|--------------|

Annual settlement on CIT-8 form was filed with the Fiscal Office.

F. SUMMARY OF THE AUDIT

Accounting of the Union of the Baltic Cities is kept in accordance with the Accounting Act of 29 September 1994 (Journal of Laws 2013, item 330 with subsequent modifications). The financial statement was prepared in accordance with Appendix No. 4 for micro entities preparing the simplified balance sheet and profit and loss account.

Incomes and costs are correct, the principle of continuity is maintained and the financial result for 2015 is reflected truly and fairly.

The information presented is contained in 6 numbered pages. Each of the pages was marked with the auditor's name put next to the number of the page.

mgr Jadwiga Zemło

Biegły Rewident numer ewidencyjny 4615 Usługi Księgowe- BILANS 80-328 Gdańsk, ul. Świerkowa 11/3 Nr ewidencyjny w KIBR 613

Gdańsk, 27.04.2017 r.

UNION OF THE BALTIC CITIES

AUDITOR'S REPORT

for 2016

A. GENERAL INFORMATION

Union of the Baltic Cities was established in 1991. Registration of the Union at the Province Court of Gdańsk, XII Economic Department, National Court Register, Register of Associations and other Social and Professional Organisations under No. KRS: 0000005342, currently run by the Gdańsk-Północ Registration Court in Gdańsk, 7th Commercial Division of the National Court Register. The Union's taxation identity number NIP is 583-10-66-139 and REGON is 190048545.

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Around 100 cities from 10 Baltic Sea countries are associated in the Union of the Baltic Cities. UBC does not conduct business activity and is supported from membership fees. Income of the Union is tax-free.

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The chart of accounts was developed basing on the standard chart of accounts for social and professional organizations, associations and endowments, issued by the Association of Accountants of Poland.

The above said chart of accounts ensures the accounts being kept in compliance with the provisions of the Accounting Act of 29 September 1994 (Journal of Laws, item 1047 from 2016). The rules contained in the chart of accounts are consistently adhered to.

The books are kept by means of a computer, using Symfonia – Finanse i Rachunkowość software. The records kept make it possible to obtain necessary data on incomes and costs and comply with the requirements set up in the Accounting Act. A statement of movement and balances on synthetic and analytical accounts being a basis for the drawing up of balance sheet and profit and loss account was made as on 31 December 2016.

Accounting documents are complete and adequate, checked from accounting and material point of view. The documents are stored correctly.

The closing balance sheet of the year 2015 was entered in the books as the opening balance sheet as on 1 January 2016. Denomination was carried out properly.

The profit for the year 2015, amounting to PLN 59 900,72 was booked to increase the statutory fund.

C. FINANCIAL STATEMENT

Financial statement of the Union of the Baltic Cities includes:

- balance sheet as on 31 December 2016, on the assets and liabilities side showing the amount of PLN 801 061,11 .

- profit and loss account for the period covering the time from 1 January to 31 December 2016, showing the profit amounting to PLN 2 058,65.

- additional information

Union of the Baltic Cities

Auditor's Report for 2016

The financial statement was prepared in accordance with annex no. 4 to the Accounting Act of 29 September 1994 for micro entities not conducting business activity (consolidated text Journal of Laws, from 2016, item 1047 as amended).

The audited year concerns the following 12 months of the year 2016 and the previous year concerns the following 12 months of the year 2015, and 12 following months of 2014.

Summary balance sheet for the period 2016-2014 (in thousands PLN)

| | State at the | e end of the | e year | | | | Changes |
|---------------------|--------------|--------------|--------|---------|--------|---------|---------------|
| Specification | 2016 | | 2015 | | 2014 | | 2016/201 5 |
| | amount | % | amount | % | amount | % | % |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
| ASSETS | | I | I | | I | I | |
| A. Fixed assets | 0 | 0,00% | 0 | 0,00% | 0 | 0,00% | 0,00% |
| B. Current assets | 801 | 100,00% | 772 | 100,00% | 806 | 100,00% | 103,76% |
| | | | | | | | |
| Total | 801 | 100,00% | 772 | 100,00% | 806 | 100,00% | 103,76% |
| <u>LIABILITIES</u> | | | | | | | |
| A. Statutory funds | 760 | 94,88% | 763 | 98,83% | 702 | 87,10% | 99,61% |
| B. Accounts payable | 41 | 5,12% | 9 | 1,17% | 104 | 12,90% | 455,56% |
| Total | 801 | 100,00% | 772 | 100,00% | 806 | 100,00% | 103,76% |

Summary profit and loss sheet for the period 2016-2014 (in thousands PLN)

| Specification | | Changes 2016/2015 | | |
|---|-------|----------------------|-------|---------|
| | 2016 | 2015 | 2014 | % |
| 1 | 2 | 3 | 4 | 5 |
| Income from statutory activities, dues | 974 | 930 | 1 077 | 104,73% |
| - change in the balance of products (increase – | | | | |
| positive value, decrease – negative value) | 0 | -19 | 19 | 0,00% |
| Costs of execution of statutory tasks | 1 022 | 914 | 951 | 111,82% |
| - depreciation | 3 | 1 | 2 | 300,00% |
| - usage of materials and energy | 15 | 3 | 2 | 500,00% |
| - wages, social security, other costs | 219 | 223 | 249 | 98,21% |
| - other costs | 785 | 687 | 698 | 114,26% |
| Other income and profits | 46 | 44 | 28 | 104,55% |

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|---|---------------------------|----|-----|--------|
| Other costs and losses | 0 | 0 | 0 | 0,00% |
| Income tax | 0 | 0 | 0 | 0,00% |
| Total net financial result | -2 | 60 | 154 | -3,33% |
| Surplus of income over costs (positive value) | 0 | 60 | 154 | 0,00% |
| Surplus of costs over income (negative value) | -2 | 0 | 0 | 0,00% |

| Total income | 1 020 | 974 | 1 105 | 104,72% |
|--------------|-------|-----|-------|---------|
| Total costs | 1 022 | 914 | 951 | 111,82% |

D. ASSESMENT OF THE CORRECTNESS OF THE BOOKS

• Fixed Assets include computer sets:

| • | net value | 0,00 zł |
|---|----------------|--------------|
| • | depreciation | 15 414,62 zł |
| • | original value | 15 414,62 zł |

Balance correct;

3.

2. Current assets comprise:

Funds comprise:

| • | short-term dues | 15 711,31 zł |
|---|-----------------------------|---------------|
| • | short-term investments | 785 317,96 zł |
| • | short-term accrued expenses | 31,84 zł |
| • | Total | 801 061,11 zł |

The amount of cash follows from cash report of 31.12.2016 and banking statement as of 31.12.2016, confirmed by the Bank. The bookings were made correctly.

| ٠ | statutory fund | 762 462,12 zł |
|---|------------------------------|---------------|
| ٠ | surplus of costs over income | -2 058,65 zł |
| ٠ | Total | 760 403,47 zł |

The statutory fund was created properly from income surplus to the costs for the period of operation.

4. Short-term Liabilities:

| • | Total | 40 657,64 zł |
|---|---|--------------|
| • | to the state budget | 5 182,72 zł |
| ٠ | on the score of supplies, work and services | 35 474,92 zł |

The balances are correct, accounted in 2017. Bookings were made correctly.

E. PROFIT AND LOSS ACCOUNT

1. Costs Borne

| Costs of core operating activities | | 1 021 768,86 zł |
|--|---------------|-----------------|
| Depreciation | 3 308,90 zł | |
| Usage of materials and energy | 15 036,20 zł | |
| Wages, social security, other | 218 874,00 zł | |
| Other costs | 784 549,76 zł | |
| including: costs of execution of statutory tasks | 650 181,58 | |
| Other costs and losses | | 56,70 zł |
| Total costs | | 1 021 825,56 zł |

The costs borne were booked correctly, concern 2016.

2. Income

| Income from statutory activities | | 974 210,29 zł |
|-------------------------------------|---------------|-----------------|
| including: - membership fees | 974 210,29 zł | |
| - change in the balance of products | 0,0 zł | |
| Other income and profits | | 45 566,62 zł |
| Total income | | 1 019 776,91 zł |

The income received was booked correctly, concern 2016.

| <i>3.</i> Surplus of costs over revenue | - 2 058,65 zł |
|---|---------------|
|---|---------------|

Annual settlement on CIT-8 form was filed with the Fiscal Office.

F. SUMMARY OF THE AUDIT

Accounting of the Union of the Baltic Cities is kept in accordance with the Accounting Act of 29 September 1994 (consolidated text Journal of Laws, from 2016, item 1047). The financial statement was prepared in accordance with Appendix No. 4 for micro entities preparing the simplified balance sheet and profit and loss account.

Incomes and costs are correct, the principle of continuity is maintained and the financial result for 2016 is reflected truly and fairly.

The information presented is contained in 6 numbered pages. Each of the pages was marked with the auditor's name put next to the number of the page.

mgr Jadwiga Zemło

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Annex 1

BALANCE

made at 31.12.2015

(PLN)

| Specification | Balance at | Balance at |
|--|------------|------------|
| | 31.12.2015 | 31.12.2014 |
| | | |
| <u>ASSETS</u> | | |
| A . Fixed assets including: | 0,00 | 0,00 |
| - Fixed assets | 0,00 | 0,00 |
| B. Current assets including: | 771 764,13 | 806 412,70 |
| - Stock | 0,00 | 0,00 |
| - Receivables | 12 132,08 | 43,44 |
| C. Unpaid share capital (basic) | 0,00 | 0,00 |
| D. Own Shares | 0,00 | 0,00 |
| TOTAL ASSETS | 771 764,13 | 806 412,70 |
| LIABILITIES | 5 | |
| A. Shareholds' Funds | 762 462,12 | 702 561,40 |
| - Basic fund | 702 561,40 | 548 197,47 |
| B. Liabilities and provisions including: | 9 302,01 | 103 851,30 |
| - Provisions for liabilities | 0,00 | 0,00 |
| - Liabilities concerning credits and loans | 0,00 | 0,00 |
| TOTAL LIABILITIES | 771 764,13 | 806 412,70 |

BALANCE

made at 31.12.2016

(PLN)

| Specification | Balance at | Balance at |
|--|------------|------------|
| | 31.12.2016 | 31.12.2015 |
| ASSETS | | |
| A . Fixed assets including: | 0,00 | 0,00 |
| - Fixed assets | 0,00 | 0,00 |
| B. Current assets including: | 801 061,11 | 771 764,13 |
| - Stock | 0,00 | 0,00 |
| - Receivables | 15 711,31 | 12 132,08 |
| C. Unpaid share capital (basic) | 0,00 | 0,00 |
| D. Own Shares | 0,00 | 0,00 |
| TOTAL ASSETS | 801 061,11 | 771 764,13 |
| LIABILITIE | <u>s</u> | |
| A. Shareholds' Funds | 760 403,47 | 762 462,12 |
| - Basic fund | 762 462,12 | 702 561,40 |
| B. Liabilities and provisions including: | 40 657,64 | 9 302,01 |
| - Provisions for liabilities | 0,00 | 0,00 |
| - Liabilities concerning credits and loans | 0,00 | 0,00 |
| TOTAL LIABILITIES | 801 061,11 | 771 764,13 |

PROFIT AND LOSS ACCOUNT for the period from 01.01.2015 to 31.12.2015 (comparison)

| Specification | Amount in PLN 2015 | Amount in PLN 2014 |
|--|-----------------------|-----------------------|
| A . Income from basic operation including | 930 333,67 | 1 077 145,98 |
| change in the balance of products (increase - positive value, decrease - | -19 279,52 | 19 279,52 |
| negative value) | | |
| B. Costs of the statutory activities | 914 812,76 | 951 103,75 |
| I. Depreciation | 1 118,00 | 2 148,58 |
| II. Usage of materials and energy | 3 063,45 | 1 848,29 |
| III. Wages, social insurance, other costs | 223 245,00 | 248 980,50 |
| IV. Other costs | 687 386,31 | 698 126,38 |
| C. Other incomes and profits | 44 380,23 | 28 321,70 |
| Revaluation of assets | 0,00 | 0,00 |
| D. Other costs and loss | 0,42 | 0,00 |
| Revaluation of assets | 0,00 | 0,00 |
| E. Income tax | 0,00 | 0,00 |
| F. Total net financial result (A-B+C-D-E) | 59 900,72 | 154 363,93 |
| I. Surplus of income over costs (positive value) | 59 900,72 | 154 363,93 |
| II. Surplus of costs over income (negative value) | | |

PROFIT AND LOSS ACCOUNT for the period from 01.01.2016 to 31.12.2016 (comparison)

| Specification | Amount in PLN | Amount in PLN |
|--|---------------|---------------|
| | 2016 | 2015 |
| A . Income from basic operation including | 974 210,29 | 930 333,67 |
| change in the balance of products (increase - positive value, decrease - | 0,00 | -19 279,52 |
| negative value) | | |
| B. Costs of the statutory activities | 1 021 768,86 | 914 812,76 |
| I. Depreciation | 3 308,90 | 1 118,00 |
| II. Usage of materials and energy | 15 036,20 | 3 063,45 |
| III. Wages, social insurance, other costs | 218 874,00 | 223 245,00 |
| IV. Other costs | 784 549,76 | 687 386,31 |
| C. Other incomes and profits | 45 566,62 | 44 380,23 |
| Revaluation of assets | 0,00 | 0,00 |
| D. Other costs and loss | 56,70 | 0,42 |
| Revaluation of assets | 0,00 | 0,00 |
| E. Income tax | 10,00 | 0,00 |
| F. Total net financial result (A-B+C-D-E) | -2 058,65 | 59 900,72 |
| I. Surplus of income over costs (positive value) | | 59 900,72 |
| II. Surplus of costs over income (negative value) | -2 058,65 | |