



Ernst & Young Baltic AS
Rävala 4
10143 Tallinn
Eesti
Tel.: +372 611 4610
Faks.: +372 611 4611
Tallinn@ee.ey.com
www.ey.com/et_ee

Ärregistri kood 10877299
KMKR: EE 100770654

Ernst & Young Baltic AS
Rävala 4
10143 Tallinn
Estonia
Phone.: +372 611 4610
Fax.: +372 611 4611
Tallinn@ee.ey.com
www.ey.com/en_ee

Code of legal entity 10877299
VAT payer code EE 100770654

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of City Service SE

Opinion

We have audited the consolidated financial statements of City Service SE and its subsidiaries (the Group), contained in the file cityser-2021-12-31-en.zip (SHA-256-checksum: 8ba5dc4c7f2a8f2f6361ba83a2e4ae488e8e0d5152ce7423bedd554861048d7b), which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2021, and its consolidated financial performance and consolidated cash flows for the year then ended in accordance with the International Financial Reporting Standards as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA code) together with the ethical requirements that are relevant to our audit of the financial statements in Estonia, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA code.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters

1. Impairment assessment of goodwill and other intangible assets

Goodwill and other intangible assets - customer relationships (accounted for under the account other intangible assets) amount to EUR 26,8 million in the statement of financial position of the Group as of 31 December 2021. The Group performed an impairment test of these assets based on the value in use estimation as disclosed in Notes 3, 5 and 6 to the financial statements. This annual impairment test was significant to our audit as it involves judgment in allocation of goodwill to cash generating units (CGU), as well as making the assumptions related to cash flows forecasts used in the determination of recoverable amounts as disclosed in Notes 5 and 6. Furthermore, the goodwill and other intangibles (customer relationships) represent more than 27% of the total assets of the Group as of 31 December 2021.

2. Contingencies related to foreign subsidiaries in Russia

As disclosed in Note 31 of the financial statements, the Group has contingent liabilities related to the uncertain tax environment for its foreign subsidiaries operating in Russia with a total potential exposure approximating EUR 3,2 million and related provisions of EUR 84 thousand recorded as of 31 December 2021. This matter is significant to our audit because an adverse outcome of these contingencies could have a material adverse effect on the financial position, results of operations and cash flows of the Group and it involves a significant management judgment to assess the probable outcomes of the uncertainties and consequently the amount of provisions to be recorded and contingent liabilities to be disclosed in the financial statements.

How the matter was addressed in the audit

Among other procedures, we involved a valuation specialist to assist us with the review of the impairment testing models, including key management assumptions, as well as the assessment of the discount rates used by the management in the impairment tests. We also assessed how management made the accounting estimate (determined the recoverable value of goodwill and other intangible assets) and the accuracy, completeness and relevance of the data on which it is based. This included:

- ▶ consideration whether the model used to develop the estimate is appropriate;
- ▶ consideration of the key assumptions used by the management in the estimation of cash flows forecasts (forecasted growth of EBIDA, revenues and costs) by comparing them to historical performance levels (for value in use estimation). We have also tested the sensitivity in the available headroom of the CGUs considering if a possible change in the key assumptions could cause the carrying amount to exceed its recoverable amount;

We also assessed the historical accuracy of management's estimates and considered whether events occurring up to the date of our auditor's report provide audit evidence regarding this accounting estimate.

Finally, we reviewed the adequacy of the Group's disclosures included in Notes 5 and 6 about the assumptions used in the impairment test and the outcome of the test.

We involved our component's auditor of the Group's subsidiaries operating in Russia including EY tax specialists to assist us in auditing the management's judgment on the probability of the outcomes of the contingencies and the estimation of related potential exposure amounts. We have considered the changes in the respective risks and probability assessments from prior year and the reasons for such changes.

In our role as a Group auditor we have specifically discussed these tax uncertainties with the component audit team and the management of the Group. Furthermore, we have considered the adequacy of the Group's disclosure of these contingent liabilities in Note 31 and Note 17 of the consolidated financial statements.



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3. Expected credit losses of trade accounts receivable and classification to current and non-current balances

As of 31 December 2021 the Group had current trade accounts receivable balance amounting to EUR 28,7 million reported in the statement of financial position, part of which was overdue as disclosed in Note 13 of the financial statements, and EUR 6,06 million non-current receivables, mainly comprising receivables from residential buildings for repair works performed and restricted cash, as disclosed in Notes 12 and 14. The determination as to whether a trade receivable is collectable involves management judgment. Specific factors management considers include the age of the balance, location of customers, existence of disputes, recent historical payment patterns as well as data on subsequent collections. As disclosed in Note 3, there is significant judgment involved not only in the assessment of expected credit losses of accounts receivable, but also in the classification of receivables into current and non-current based on the estimated collection period. This matter is significant to our audit due to materiality of the amounts as all these receivables constitute over 35% of the total assets of the Group in the statement of financial position as of 31 December 2021 and high level of management judgment involved in expected credit losses calculation.

4. Estimation of useful life of customer relationship intangible assets

The Group has customer relationship intangible assets recorded upon business acquisitions with the carrying value of EUR 16,2 million as of 31 December 2021. As disclosed in Note 6, these intangible assets are amortized over the estimated validity period of the existing contracts, which is 5 - 40 years. This useful life estimate of the intangible assets was important to our audit due to significance of the amounts of these assets and high degree of management estimation involved.

Among other procedures, we reviewed valuation of trade receivables and expected credit losses recorded by the Group by reviewing the management assumptions used to calculate the expected credit losses. Our procedures included testing the correctness of aging of the receivables data and clerical accuracy of the calculation of impairment recorded for the customer groups based on ageing. We reviewed the management's assessment of individual material overdue receivables by testing of subsequent payments received and examination of other data as available to support individual facts and circumstances underlying the management judgment on these receivables. In addition, we performed external confirmation procedures with selected customers, which included audit procedures to investigate differences in the confirmations received and alternative procedures for non replies.

Our audit procedures also included the assessment of the management judgment on the classification of receivables from public sector clients in the statement of financial position by examination of available repayment schedules agreed with these clients, relevant court decisions as well as historical payments information.

Furthermore, we have considered adequacy of the disclosures in the financial statements in this area.

Among other procedures, our audit procedures included assessment of the method used by the management to develop the estimate (determination of useful life of customer relationship intangible assets), discussions with the management of the basis underlying the management's estimate of the validity period of the existing contracts, including current development of the operations, i.e. already concluded contracts as well as current rate of terminated contracts. We also assessed estimate made by the management in the previous period for potential management bias as well as considered whether events occurring up to the date of our auditor's report provide audit evidence regarding this accounting estimate. Finally we considered completeness of the financial statements disclosures in respect of this estimate and the revision that might be required in the future should the circumstances change.

Other information

Other information consists of Management report, Corporate Governance Report, Corporate Social Responsibility Report, Remuneration Report and Management Board's confirmation to the Management Report but does not consist of the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

With respect to the Management report, we also performed the procedures required by the Auditors Activities Act of the Republic of Estonia. Those procedures include considering whether the Management report is consistent, in all material respects, with the consolidated financial statements and is prepared in accordance with the requirements of the Accounting Act of the Republic of Estonia.

Furthermore, in accordance with Securities Market Act of the Republic of Estonia we are required to consider whether the Remuneration Report is prepared in compliance with the requirements of Article 135³ of the Securities Market Act of the Republic of Estonia.

Based on the work performed during our audit, in our opinion:

- ▶ the Management Report is consistent, in all material respects, with the consolidated financial statements;
- ▶ the Management Report has been prepared in accordance with the applicable requirements of the Accounting Act of the Republic of Estonia;
- ▶ the Remuneration Report is prepared in compliance with the requirements of Article 135³ of the Securities Market Act of the Republic of Estonia, except for incomplete disclosure of the remuneration - the management has disclosed information in totals, but not by person; in addition the following required information was not disclosed neither in total nor by person: (1) the annual change of remuneration of managers, of the performance of the company, and of average remuneration on a full-time equivalent basis of employees of the company over at least the five most recent financial years, presented together in a manner which permits comparison; (2) information on how the performance criteria were applied; (3) an overview of the use of the possibility to reclaim variable remuneration.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit in accordance with International Standards on Auditing (Estonia), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- ▶ obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- ▶ evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- ▶ conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group companies ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group companies to cease to continue as a going concern;
- ▶ evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- ▶ obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Other requirements of the auditor's report in accordance with Regulation (EU) No 537/2014 of the European Parliament and of the Council.

Appointment and approval of the auditor

We have been appointed to carry out the audit of the financial statements of Rubikon Apskaitos Sistemos UAB (later renamed several times to City Service SE currently) by the decision of the shareholders for the first time in 2003. Our appointment to carry out the audit of the financial statements has been periodically renewed by the shareholders and the total period of total uninterrupted engagement contains 7 years as auditors of City Service SE and 13 years of the former parent of the Group incorporated in Lithuania.

Consistence with Additional Report to Supervisory Board and Audit Committee

Our audit opinion on the annual financial statements expressed herein is consistent with the additional report to the Supervisory Board and Audit Committee of the Group, which we issued in accordance with Article 11 of the Regulation (EU) No. 537/2014 on the same date as the date of this report.

Non audit services

We confirm that in light of our knowledge and belief, services provided to the Group are consistent with the requirements of the law and regulations and do not comprise non-audit services referred to in Article 5(1) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council.

Throughout our audit engagement period, we have provided to the Group non-audit services disclosed in the Group's financial statements (Note 24). There were no other undisclosed services provided to the Group.

Report on the compliance of format of the consolidated financial statements with the requirements for European Single Electronic Reporting Format

We have been engaged based on our agreement by the management of the Group to conduct a reasonable assurance engagement for the verification of compliance with the applicable requirements of the European single electronic reporting format of consolidated financial statements, including consolidated annual report for the year ended 31 December 2021 (the Single Electronic Reporting Format of the consolidated financial statements) contained in the file cityser-2021-12-31-en.zip (SHA-256-checksum: 8ba5dc4c7f2a8f2f6361ba83a2e4ae488e8e0d5152ce7423bedd554861048d7b).

Description of a subject and applicable criteria

The Single Electronic Reporting Format of the consolidated financial statements has been applied by the management of the Group to comply with the requirements of art. 3 and 4 of the Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the ESEF Regulation). The applicable requirements regarding the Single Electronic Reporting Format of the consolidated financial statements are contained in the ESEF Regulation.

The requirements described in the preceding paragraph determine the basis for application of the Single Electronic Reporting Format of the consolidated financial statements and, in our view, these requirements constitute appropriate criteria to form a reasonable assurance conclusion.

Responsibilities of management and those charged with governance

The management of the Group is responsible for the application of the Single Electronic Reporting Format of the consolidated financial statements that complies with the requirements of the ESEF Regulation.

This responsibility includes the selection and application of appropriate markups in iXBRL using ESEF taxonomy and designing, implementing and maintaining internal controls relevant for the preparation of the Single Electronic Reporting Format of the consolidated financial statements which is free from material non-compliance with the requirements of the ESEF Regulation.

Those charged with governance are responsible for overseeing the financial reporting process.

Auditor's responsibility

Our responsibility was to express a reasonable assurance conclusion whether the Single Electronic Reporting Format of the consolidated financial statements complies with the ESEF Regulation.

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements other than Audits and Reviews of Historical Financial Information' (the ISAE 3000 (R)). This standard requires that we comply with ethical requirements, plan and perform procedures to obtain reasonable assurance whether the Single Electronic Reporting Format of the consolidated financial statements is prepared, in all material aspects, in accordance with the applicable requirements. Reasonable assurance is a high level of assurance, but it does not guarantee that the service performed in accordance ISAE 3000 (R) will always detect a material misstatement when it exists.

Summary of the work performed

Our planned and performed procedures were aimed at obtaining reasonable assurance that the Single Electronic Reporting Format of the consolidated financial statements was applied, in all material aspects, in accordance with the applicable requirements and such application is free from material errors or omissions.

Our procedures include in particular:

- ▶ obtaining an understanding of the internal control system and processes relevant to the application of the Single Electronic Reporting Format of the consolidated financial statements, including the preparation of the XHTML format and marking up the consolidated financial statements;
- ▶ verification whether the XHTML format was applied properly;
- ▶ evaluating the completeness of marking up the consolidated financial statements using the iXBRL markup language according to the requirements of the implementation of single electronic format as described in the ESEF Regulation;
- ▶ evaluating the appropriateness of the Group's use of XBRL markups selected from the ESEF taxonomy and the creation of extension markups where no suitable element in the ESEF taxonomy has been identified; and
- ▶ evaluating the appropriateness of anchoring of the extension elements to the ESEF taxonomy.

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

Conclusion

In our opinion, the Single Electronic Reporting Format of the consolidated financial statements for the year ended 31 December 2021 complies, in all material respects, with the ESEF Regulation.

The responsible certified auditor on the audit resulting in this independent auditors' report is Erki Usin.

Tallinn, 2 May 2022

/signed digitally/

Erki Usin
Certified Auditor's number 496
Ernst & Young Baltic AS
Audit Company's Registration number 58