

Independent Auditor's Report

To the shareholders of PannErgy Plc

We have conducted an audit on the consolidated report of PannErgy Plc in relation to the business year of 2010 as appended hereto; the consolidated report consists of the consolidated balance sheet prepared as of the balance sheet date of 31 December 2010, the consolidated profit & loss account for the business year ending on the said date, the statement of the changes of the Company's equity capital, its cash flow statement as well as a summary describing the key elements of the accounting policy and other explanatory notes.

Liability of the Company's management for the report

The management of the Company is liable for the preparation and realistic presentation of the consolidated report in conformance to the International Financial Reporting Standards. These liabilities include the establishment, introduction and maintenance of a system of internal controlling as relevant to the preparation and realistic presentation of the consolidated report without materially erroneous statements that would arise from any fraud or by mistake, as well as the selection and application of the appropriate accounting policy, the preparation of accounting estimates as reasonable under the given circumstances.

The auditor's liability

We are liable for formulating an opinion on the consolidated report on the basis of the audit conducted. The audit has been executed with reliance on the International Auditing Standards. These standards call for our compliance with certain ethical requirements, and the need to plan and execute the audit so that we could obtain sufficient certainty that the consolidated report does not contain materially erroneous statements.

The audit includes the execution of procedures whose purpose is to obtain auditing evidence in relation to the amounts and disclosures specified and made in the consolidated report. The selection of these procedures, including the assessment of the risks that are inherent in any materially erroneous statement arising from fraud or by mistake, is at the auditor's sole discretion. When assessing these risks, the auditor considers internal controlling as relevant to the preparation and realistic presentation of the report by the management so that such auditing procedures could be planned that are appropriate for the given circumstances, but does not aim at formulating any opinion in relation to the efficiency of the system of internal controlling at the Company. The audit also includes the evaluation of the applied accounting principles and the material estimates of the management, as well as the overall presentation of the consolidated report.

We are convinced that the obtained auditing evidence offers sufficient and proper grounds for the provision of the auditor's clause.

Clause

In our opinion, the consolidated report offers a reliable and realistic view on the consolidated financial situation of PannErgy Plc and its subsidiaries as of 31 December 2010, as well as their financial performance and cash flows in connection with the year ending on the said date, in conformance to the International Financial Reporting Standards accepted by the European Union.

Debrecen, 21 March 2011

UNION-Audit Kft.

Reg. no.: 001927

[signature/stamp]

Istvánné Pisták

Registered auditor

Reg. no.: 004073