

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders,  
SIF Banat-Crisana S.A.

### Report on the Audit of the Separate Financial Statements

#### Opinion

1. We have audited the separate financial statements of SIF Banat-Crisana S.A. (the "SIF"), with registered office in Calea Victoriei no. 35 A, Arad, Romania, identified by unique tax registration code 2761040, which comprise the separate statement of financial position as at December 31, 2019, and the separate statement of comprehensive income, separate statement of changes in equity and separate statement of cash flows for the year then ended, including a summary of significant accounting policies and notes to the separate financial statements.
2. The separate financial statements as at December 31, 2019 are identified as follows:
  - Total Equity RON 2,748,203,454
  - Net profit for the financial year RON 159,494,532
3. In our opinion, the accompanying separate financial statements present fairly, in all material respects, the separate financial position of the SIF as at December 31, 2019, and its separate financial performance and its separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by European Union and applying Financial Supervisory Authority ("FSA") Norm no. 39/28 December 2015, regarding the approval of the accounting regulations in accordance with IFRS, applicable to the entities authorized, regulated and supervised by the FSA - Financial Investments and Instruments Sector (referred to herein as "FSA Norm no. 39/2015").

#### Basis for Opinion

4. We conducted our audit in accordance with International Standards on Auditing (ISAs), Regulation (EU) No. 537/2014 of the European Parliament and the Council (forth named "the Regulation") and Law 162/2017 regarding statutory audit of the annual separate financial statements ("the Law"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Separate Financial Statements section of our report. We are independent of the SIF in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), in accordance with ethical requirements relevant for the audit of the separate financial statements in Romania including the Regulation and the Law 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.

#### Emphasis of matter – Subsequent events

5. We draw attention to Note 30 paragraph a) in the separate financial statements describing management's evaluation of the potential impact of the effects of the COVID-19 coronavirus on the SIF. Our opinion is not modified in respect of this matter.

## Key Audit Matters

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

Key audit matter	How our audit addressed the matter
<p><b>Valuation of equity investments</b></p> <p>We refer to note 17 and note 18 to the separate financial statements, which presents the equity investments of SIF Banat-Crisana S.A. As at December 31, 2019, these financial assets valued at fair value represent 79% of the total assets of SIF Banat-Crisana S.A.</p> <p>Equity investments presented to Level 3 represent RON 666 million in the total assets of SIF Banat-Crisana S.A.</p> <p>The determination of fair value to Level 3 equity investments has been performed, based on the available information as of September 30, 2019, by independent evaluators appointed by SIF Banat-Crisana S.A and authorized in-house evaluators.</p> <p>For the period following the date of the valuation reports until December 31, 2019, the independent and the in-house evaluators performed an analysis, in order to identify significant changes in the fair values of equity investments as at December 31, 2019.</p> <p>This was a key area of focus in our audit due to the significance of the amounts involved, the complexity involved in valuing these investments, the significance of the judgments and estimates included in the valuation, as well as the reflection of the changes in fair value in the separate financial statements.</p>	<p>We have assessed the key controls over the valuation process of the SIF's equity investments. Our analysis of the design and implementation of the controls provided a basis for us to establish the planned nature, timing and extent of our detailed audit procedures.</p> <p>For the material listed equity investments, we have assessed the frequency of the trading in order to identify illiquid equity securities and we have assessed the accuracy of the closing share market price as of 31 December 2019 or from the last of trading available at the end of the reporting period.</p> <p>For a sample of unlisted Level 3 equity investments, we involved our own internal valuation specialists to critically assess the valuation methodology, significant assumptions and unobservable inputs used by the in-house and external evaluators. We also assessed the compliance of the valuation methods with the relevant valuation standards and accounting policies of SIF Banat-Crisana S.A.</p> <p>We have assessed the SIF Banat-Crisana S.A. in-house and external evaluators' analyses for the period following the date of the valuation reports (respectively, from September 30, 2019 until December 31, 2019), in order to identify significant events, which may have a significant impact on the fair value of equity investments as at December 31, 2019.</p> <p>We have assessed the accuracy of the changes in fair value that have been reflected in the separate financial statements as at December 31, 2019.</p> <p>We have considered whether the separate financial statements appropriately reflect all material disclosures in relation to equity investments according to the accounting policies of SIF Banat-Crisana S.A. and IFRS 13 requirements. In this regard, we assessed the presentation of the material information on fair value hierarchy policy and disclosures regarding significant unobservable and observable inputs against disclosures of IFRS 13 <i>Fair Value Measurement</i>.</p>

## Other Matters

7. The separate financial statements of SIF Banat-Crisana S.A. for the year end December 31, 2018 was audited by another auditor, which expressed an unmodified opinion on that separate financial statements on March 22, 2019.

## Other information – Administrators’ Report

8. The administrators are responsible for the preparation and presentation of the other information. The other information comprises the Administrators’ report, but does not include the separate financial statements and our auditor’s report thereon.

Our opinion on the separate financial statements does not cover the other information and, unless otherwise explicitly mentioned in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the separate financial statements for the year ended December, 31, 2019, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

With respect to the Administrators’ report, we read and report if this has been prepared, in all material respects, in accordance with the provisions of FSA Norm no. 39/2015 articles no. 8-13.

On the sole basis of the procedures performed within the audit of the separate financial statements, in our opinion:

- a) the information included in the Administrators’ report for the financial year for which the separate financial statements have been prepared are consistent, in all material respects, with these separate financial statements;
- b) the Administrators’ report has been prepared, in all material respects, in accordance with the provisions of FSA Norm no. 39/2015 articles no. 8-13.

Moreover, based on our knowledge and understanding concerning the SIF and its environment gained during the audit on the separate financial statements prepared as at December 31, 2019, we are required to report if we have identified a material misstatement of this Administrator’s report. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Separate Financial Statements

9. Management is responsible for the preparation and fair presentation of the separate financial statements in accordance with IFRS and applying FSA Norm no. 39/2015, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.
10. In preparing the separate financial statements, management is responsible for assessing the SIF’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 SIF or to cease operations, or has no realistic alternative but to do so.
11. Those charged with governance are responsible for overseeing the SIF’s financial reporting process.

## Auditor’s Responsibilities for the Audit of the Separate Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the separate 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 ISAs 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 separate financial statements.

13. As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the separate 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 SIF'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 SIF's 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 separate 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 SIF to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
14. 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.
15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate 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**

17. We have been appointed by the Ordinary General Assembly of Shareholders on June 20, 2019 to audit the separate financial statements of SIF Banat-Crisana S.A. for the financial year ended December 31, 2019. The uninterrupted total duration of our commitment is 1 year, covering the financial years ended December 31, 2019.

We confirm that:

- Our audit opinion is consistent with the additional report submitted to the Audit Committee of the SIF that we issued the same date we issued this report. Also, in conducting our audit, we have retained our independence from the audited entity.
- No non-audit services referred to in Article 5 (1) of EU Regulation no. 537/2014 were provided.

The engagement partner on the audit resulting in this independent auditor's report is Irina Dobre.

Irina Dobre, Audit Partner

*For signature, please refer to the original Romanian version.*

*Registered in the Electronic Public Register of Financial Auditors and Audit Firms under AF 3344*

On behalf of:

**DELOITTE AUDIT SRL**

*Registered in the Electronic Public Register of Financial Auditors and Audit Firms under FA 25*

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March 26, 2020