

***INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
SOCIETATEA DE INVESTIȚII FINANCIARE BANAT - CRIȘANA SA***

Report on the audit of the consolidated financial statements

Our qualified opinion

In our opinion, except for the effects of the matters described in the Basis for qualified opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of Societatea de Investiții Financiare Banat - Crișana SA (the “Company”) and its subsidiaries (“the Group”) as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (“IFRS-EU”) and in accordance with Financial Supervisory Authority (“FSA”) Norm 39/2015 for “approving accounting regulation in accordance with International Financial Reporting Standards, applicable for entities authorised, regulated and supervised by the Financial Supervisory Authority from the Capital Market Sector” with subsequent amendments (“Norm 39/2015”).

Our opinion is consistent with our additional report to the Audit Committee of the Company dated 22 March 2019.

What we have audited

The Group’s consolidated financial statements comprise:

- the consolidated statement of comprehensive income for the year ended 31 December 2018;
- the consolidated statement of financial position as at 31 December 2018;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies.

The consolidated financial statements as at 31 December 2018 are identified as follows:

- Total equity and reserves: RON 2,291,260,380;
- Net profit for the year: RON 84,761,668.

The Company's registered office is in Arad, Calea Victoriei 35 A, and the Company's unique fiscal registration code is RO 2761040.

Basis for qualified opinion

As of 31 December 2017, the Group did not consolidate two of its subsidiaries, namely Pont Agrinvest SRL and Pont Automall SRL. Management of the Group could not obtain financial statements of these subsidiaries prepared in accordance with IFRS-EU and Norm 39/2015 for 2017. The statutory financial statements of these companies for the year ended 31 December 2017 show combined negative equity of RON 30,017,834 and combined cumulated negative retained earnings amounting to RON 30,018,315. We could not evaluate the effect of this departure from the IFRS-EU and Norm 39/2015 for the year ended 31 December 2017. Our opinion for year ended 31 December 2017 has been modified accordingly. At 31 December 2018, the Group applied the IFRS 10 consolidation exception for investment entities and recorded the subsidiaries as financial assets at fair value through profit and loss. We could not evaluate the effect of the 2017 departure from IFRS-EU and Norm 39/2015 in the determination of the de-consolidation impact in the consolidated statement of comprehensive income for the year ended 31 December 2018.

We conducted our audit in accordance with International Standards on Auditing ("ISAs") Regulation EU 537/2014 of the European Parliament and the Council (the "Regulation") and Law 162/2017 - statutory audit of annual standalone and consolidated financial statements and changes to other legislation ("Law 162/2017"). Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section of our report.

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

Independence

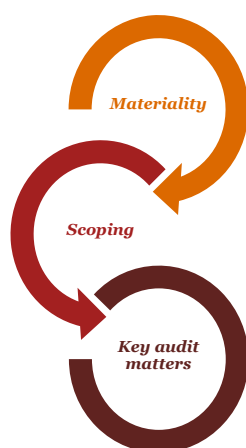
We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code") and the ethical requirements that are relevant to our audit of the consolidated financial statements in Romania, including the Regulation and Law 162/2017. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

To the best of our knowledge and belief, we declare that non-audit services that we have provided to the Group are in accordance with the applicable law and regulations in Romania and that we have not provided non-audit services that are prohibited under Article 5(1) of Regulation.

The fees for the non-audit services that we have provided to the Group, in the period from 1 January 2018 to 31 December 2018 are disclosed in note 9 to the consolidated financial statements.

Our audit approach

Overview



Overall materiality: RON 22.9 million, which represents 1% of total net assets.

We conducted audit work on the Company and its subsidiaries. One component was considered individually financially significant – Societatea de Investitii Financiare Banat - Crisana SA (parent entity). Two other investment services entities were included in the consolidation. The rest of the subsidiaries were de-consolidated starting 1 January 2018 (see Key audit matters for more details).

We have included as key audit matters:

- Valuation of financial assets; and
- The transition to the status of investment entity and applying the IFRS 10 - Consolidated Financial Statements - consolidation exception for investment entities.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where Management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error.

They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the consolidated financial statements as a whole.

Overall Group materiality	RON 22.9 million
How we determined it	1% of the net assets of the Group at 31 December 2018
Rationale for the materiality benchmark applied	We have applied net assets as the benchmark, being a common measure of the performance for investment funds. We chose 1%, which is within the range of acceptable quantitative materiality thresholds used for investment funds.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for qualified opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
<p>Valuation of financial assets</p> <p>We focused on this area because Management makes complex and subjective judgements over valuation models and related inputs.</p> <p>These assets and the returns they generate are significant in the context of both the Group's financial position and financial</p>	<p>We have analysed the Group's accounting policies in respect of valuation of financial assets, to determine if these accounting policies are in compliance with the requirement of IFRS-EU.</p> <p>Our procedures in relation to Management's valuation of financial instruments included:</p> <p>1) In respect of the portfolio of listed shares and corporate bonds, we verified that the price used by Management to value the financial assets is</p>

Key audit matters	How our audit addressed the key audit matter
<p>performance. Depending upon the nature of the financial assets, they are measured at fair value using market quotations where available or valuation models that make use of both market information and significant unobservable inputs. The major areas of judgements relate to unobservable inputs, such as:</p> <ul style="list-style-type: none"> – cash flows forecasts of unlisted companies; – discount rates and market rental rates and capitalisation rate for real estate companies. <p>When models are used to determine the fair value, Management uses internal and external qualified appraisers. Because, in some cases, only limited comparable transactions in the current market exist, it is often challenging to corroborate the appraisal values with market transactions and therefore an inherent risk in the appraised values remains.</p> <p>For more information on the valuation of financial assets refer to Note 2 “Basis of Preparation”, Note 4 d) “Significant Accounting Policies”, Note 6 “Critical Accounting Estimates and Judgements”, Note 16 “Financial assets at fair value through profit and loss” and Note 17 “Financial assets and fair value through other comprehensive income”.</p>	<p>appropriate by comparison to independent pricing sources.</p> <p>2) Where no active market exists and in the case of unlisted shares:</p> <ul style="list-style-type: none"> – evaluation of the objectivity, independence and expertise of the internal and external appraisers; – assessment of the valuation methodologies used and the consistency and reasonableness of the key assumptions based on our knowledge of the industry and specifics of the Company’s business; – involvement of our own auditor’s experts in valuation of financial instruments to assess the appropriateness of the key estimates used in the calculation of the fair value of a sample of the financial assets (amongst others, cash flow forecasts, discount rates, market rental rates for real estate companies); and – testing on a sample basis, the appropriateness of the inputs. The main inputs consist of cash flow forecasts and future growth rates for the unlisted companies, which we compared to the historical performance of the evaluated companies as well as to industry trends. <p>3) For investments in closed funds, the value of the investments in closed funds is communicated to the Group by the fund’s trustee at the end of financial year. The investments made by these funds were in highly liquid listed shares and bonds and we checked the valuations of these investments to latest market quotations as of 31 December 2018 and recalculated the net asset value of the closed funds.</p>

Key audit matters	How our audit addressed the key audit matter
<p><i>The transition to the status of investment entity and applying the IFRS 10 - Consolidated Financial Statements - consolidation exception for investment entities.</i></p> <p>We focused on this area because the Management makes complex and subjective judgements over the fulfilment of conditions for the transition to the status of investment entity as well as to the de-consolidation of subsidiaries.</p> <p>This transition to the status of an investment entity is significant, both in the context of the Group's financial position and financial performance. Due to the changeover, all subsidiaries (except those providing investment services) are de-consolidated and the difference between the fair value of the participation in subsidiaries and the carrying amount of the net assets de-consolidated at that time is recorded in the Group's income statement as a profit / loss from de-consolidation adjustment.</p> <p>The major areas of judgement refer to:</p> <ul style="list-style-type: none"> - how Management assess meeting the criteria for applying the IFRS 10 consolidation exception for investment entity; - the date of the application of the IFRS 10 consolidation exception; and - the subsidiaries which still need to be consolidated after application of the exception. 	<p>We have analysed the Group's accounting policies regarding the adoption of investment entity status in accordance with IFRS 10 to determine whether these accounting policies are in line with IFRS-EU requirements.</p> <p>Our procedures in respect of Management's assessment of whether the Group met the criteria for applying the IFRS 10 consolidation exception for investment entities and the transition included:</p> <ul style="list-style-type: none"> - assessing the criteria for applying the status of an investment entity by comparing the records made available to us by the Group's management with the relevant requirements listed in IFRS 10; - assessing the appropriateness of the timeliness of the application of the IFRS 10 consolidation exception; - assessing the appropriateness of continuing to consolidate those entities that are considered to provide services related to investment activities; - assessing the gain / loss recognized in the consolidated income statement for each subsidiary deconsolidated no longer accounted for applying equity method by: <ol style="list-style-type: none"> 1 comparing the fair values used by the Group's Management to determine the gain/ loss with the fair values of these investments presented in the Company's separate financial statements at 31 December 2017 2 testing the mathematical accuracy of the computation of the consolidated net asset for each subsidiary and associate with the net asset and minority interest included in the consolidated financial statements of the Group as at 31 December 2017.

Key audit matters	How our audit addressed the key audit matter
--------------------------	---

More information on the adoption of the IFRS 10 consolidation exception for investment entities and the subsequent de-consolidation of subsidiaries is presented in Note 2 "Basis of preparation", Note 3 "Basis of consolidation", Note 4 "Significant accounting policies", Note 6 "Critical accounting estimates and judgments".

How we tailored our group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting process and controls, and the industry in which the Group operates.

Societatea de Investiții Financiare Banat - Crișana SA is the parent company of a group of entities. The group audit focused on the significant component. The financially significant component required an audit of their complete sets of financial statements. The parent entity was considered the only individually financially significant component. This was primarily determined based on quantitative criteria, but also took into account our assessment of the risk profile of components (qualitative assessment), including the impact of the Group's transition to applying the IFRS 10 investment entity exception.

We performed risk assessment procedures at the level of each subsidiary to identify risk areas. We have also performed audit procedures over the significant balances of the other subsidiaries in scope.

The Group consolidation and the disclosures in the financial statements are audited by the Group's engagement team. By performing the above-mentioned component procedures combined with additional group procedures, we have obtained sufficient and appropriate audit evidence about the financial information of the Group as a whole to provide a basis for our opinion on the consolidated financial statements.

We made sure that the members of the audit team have the necessary knowledge and expertise to carry out the audit.

For the Company and its subsidiaries, we have designed and performed audit procedures, taking into account their contribution to the Group's position and financial performance.

Reporting on other information including the Administrators' Report

Management is responsible for the preparation of other information. The other information comprises the Administrators' Report, but does not include the consolidated financial statements and our auditor's report thereon. We obtained these other information prior to the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information, including the Administrator's Report.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above 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.

With respect to the Administrator's Report, we read it and we report whether this was prepared in all material aspects in accordance with the Norm 39/2015, articles 29-30.

Based exclusively on the work undertaken in the course of our audit of the consolidated financial statements, in our opinion:

- a. the information given in the Administrator's Report for the financial year for which the consolidated financial statements are prepared is consistent in all material aspects with the consolidated financial statements; and
- b. the Administrator's report has been prepared in all material aspects in accordance with Norm 39/2015, articles 29-30.

In addition, in light of the knowledge and understanding of the entity and its environment obtained in the course of the audit of the consolidated financial statements as at 31 December 2018, we are required to report if we have identified material misstatements in the Administrator's Report. As described in the Basis for qualified opinion section above, as of 31 December 2017, the Group did not consolidate two of its subsidiaries, namely Pont Agrinvest SRL and Pont Automall SRL. We could not evaluate the effect of the 2017 departure from IFRS-EU and Norm 39/2015 in the determination of the de-consolidation impact in the consolidated statement of comprehensive income for the year ended 31 December 2018. We have concluded that the other information is materially misstated for the same reason with respect to the amounts or other items mentioned in the Basis for qualified opinion section above.

Responsibilities of Management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS-EU and Norm 39/2015, and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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 cease operations, or has no realistic alternative but to do so.

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

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 Company'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 the 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 Company'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 consolidated 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated 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 or business activities within the Group to express an opinion on the consolidated 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 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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

Appointment

We were first appointed as auditors of the Group on 26 April 2016 for a period of three years, the last financial period to be audited being the financial year ending 31 December 2018.

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

**Refer to the original signed
Romanian version**

Monica Biota

Financial auditor registered in
the Electronic public register of financial auditors and audit firms under no. 1695

On behalf of

PricewaterhouseCoopers Audit SRL

Address: 301-311, Barbu Vacarescu Street, Bucharest, Romania

Audit firm registered in

the Electronic public register of financial auditors and audit firms under no. 6

Bucharest 22 March 2019