

## ***INDEPENDENT AUDITOR'S REPORT***

### **To the shareholders of Bursa de Valori București SA**

- 1 We have audited the accompanying consolidated financial statements of Bursa de Valori Bucuresti SA (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2014 and the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

### **Management's responsibility for the consolidated financial statements**

- 2 Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility**

- 3 Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair

presentation of the consolidated financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

### **Opinion**

- 6 In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2014, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

### **Emphasis of Matter**

- 7 We draw attention to Note 3 c) to the accompanying consolidated financial statements, which indicate that one of the Group's subsidiaries, Casa de Compensare Bucuresti SA, has incurred in its standalone financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union a net loss of lei 382 thousand for the financial year ended 31 December 2014 (2013: net loss of lei 778 thousand). As at 31 December 2014 Casa de Compensare Bucuresti S.A.'s accumulated deficit was lei 1,966 thousand (2013: accumulated deficit of 1,584 thousands). These conditions, together with the conditions presented in Note 26, indicate the existence of a material uncertainty which may raise significant doubt about the ability of Casa de Compensare Bucuresti SA to continue as a going concern. Our opinion is not qualified in this respect.

**Refer to the original  
signed Romanian version**

PricewaterhouseCoopers Audit SRL

Bucharest, 31 August 2015