

## INDEPENDENT AUDITOR'S REPORT

To the shareholders of **S.N.T.G.N. Transgaz S.A.**

### *Opinion*

1. We have audited the consolidated financial statements of S.N.T.G.N. Transgaz S.A. (the Company), with registered office in Medias, Piata Constantin I. Motas, no. 1, identified by the unique tax registration code RO13068733, which comprise the statement of financial position as at December 31, 2019, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, including a summary of significant accounting policies and notes to the consolidated financial statements.
2. The consolidated financial statements as at December 31, 2019 are identified as follows:
  - Net assets/Equity: Ron 3.775.276.001
  - Net profit for the financial year: Ron 341.394.281
3. In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019, and its financial performance and its cash flows for the year then ended in accordance with Ministry of Public Finance Order 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU ("Order 2844/2016").

### *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 ("the Law"). 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 are independent of the Company 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 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.

### *Key Audit Matters*

5. 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.

Key Audit Matter	How our audit addressed the key audit matter
<b>Application of IFRIC 12 "Service Concession Agreements"</b> IFRIC 12, although not an accounting standard, is an interpretation that implies a great deal of professional reasoning, especially in the Romanian legislative context.	Our specific procedures focused primarily on the analysis of the service concession agreement concluded in 2002, as well as the specific legislation supplementing the

Key Audit Matter	How our audit addressed the key audit matter
<p>According to IFRIC 12, Transgaz may receive an intangible asset, a financial asset, or a combination of the two, in exchange for construction work (upgrading / expansion) on the infrastructure (SNTG).</p> <p>The Service Concession Agreement (ACS) was concluded by Transgaz in 2002 for a period of 30 years and IFRIC 12 was applicable starting with 2010. Law 127/2014, which entered into force on 5 October 2014, states that in the event of termination of the concession contract for any reason, the investment made by Transgaz shall be transferred to the owner of SNTG or another operator in exchange for the payment of a compensation equal to the net regulated accounting value established according to the regulations imposed by ANRE.</p> <p>According to the latest methodologies for establishing the tariffs regulated by ANRE, approved by Order 41/2016, Transgaz obtains the right to adjust to the inflation the net regulated accounting value and, consequently, the assessment of the long-term receivable.</p> <p>Transgaz presents all the details related to the application of IFRIC 12 and the impact of ANRE Order no. 41/2019 in Note 3.5 “Intangible assets” and Note 12 „Accounts receivable”.</p>	<p>contractual provisions (especially Law 127/2014).</p> <p>The reasonableness of applying the bifurcated model in the context of first-time application of IFRS 15 and restatement of comparative information has been revised.</p> <p>The criteria for recognizing the financial asset as well as the method for assessing the long-term receivable as mentioned in Note 5.4 to the consolidated financial statements (the residual value, the discount rate used) were also reviewed.</p> <p>We’ve also examined how the information required by IFRIC 12 was disclosed in the financial statements.</p> <p>Consultations have taken place with the management of the Company and the Audit Committee.</p>
<p><b>Recoverability of the accounting value of return assets and tangible assets</b></p> <p>According to IFRS, tangible and intangible assets should be tested for impairment, when the facts and circumstances suggest that the carrying amount of such an asset could exceed its recoverable amount.</p> <p>Management needs to apply professional judgement and make significant estimates when analyzing the book value, to determine if there is an indication of any depreciation at the end of the year and make an estimation of such a depreciation.</p> <p>As described in Note 9 “Intangible assets”, at December 31, 2019 the value of the return assets recorded as intangible assets under IFRIC 12 was significant, Ron 1.665.272.363</p> <p>Since much of the value of these assets will be recovered through use during the duration of the concession agreement, which expires in 2032, the Company regularly performs a depreciation test.</p> <p>This depreciation is significant to our audit because the valuation process is complex, involves significant management professional judgment and is based on assumptions that are affected by applicable law.</p>	<p>Our audit activity included, among others, the following specific procedures:</p> <ul style="list-style-type: none"> <li>• Discussions with management members about the status of the largest investment projects;</li> <li>• Analysis of actual versus budget achievements for the last financial years ended, as well as the ability of Transgaz to finance the planned investments.</li> <li>• Evaluation of the key assumptions and methodologies applied by the Company, as well as the sensitivity of the result to their possible variations;</li> <li>• Verifying the adequacy of the information contained in the financial statements.</li> <li>• Non-SNTG assets have been tested separately, based on specific cash flows.</li> </ul>

Key Audit Matter	How our audit addressed the key audit matter
<p><b>Litigations</b></p> <p>The company is involved in various litigations, some of them with major potential impact in the context in which they will materialize, such as those outlined in Note 30 “Contingencies, Commitments and Operational Risks”. These issues are important in the context of our audit due to inherent uncertainties about their outcome, the complexity of the cases and the significant reasoning applied by management in estimating the outcome and the exposure. Depending on these estimates (especially the probability of realization), the Company may decide to record liabilities, provisions or contingent liabilities in the financial statements.</p> <p>Due to the importance and complexity of these disputes, their possible unfavorable results could have a major impact on the Company’s financial performance and balance sheet position.</p>	<p>Our audit activity included, among others, the following specific procedures:</p> <ul style="list-style-type: none"> <li>• Obtaining confirmations from external lawyers of the Company who provide assistance regarding these disputes.</li> <li>• Examine the minutes of the Board of Directors and participate in meetings with the management to discuss and understand the evolution and stage of the legal procedures initiated for each significant case.</li> <li>• We also evaluated the accounting policies and estimates of the management to ensure that they are correlated with the opinions of the internal and external lawyers, as well as the representations included in the financial statements regarding contingent liabilities, provisions and liabilities.</li> </ul>

**Other information - Administrator’s Report**

6. Management is responsible for preparation and presentation of the other information. The other information comprises the Administrator’ report, which includes the non-financial information declaration, but does not include the consolidated financial statements and our audit auditor.

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 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 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 and report if this has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU, article no. 20.

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

- a) the information included in the administrators’ report for the financial year for which the consolidated financial statements have been prepared are consistent, in all material respects, with these consolidated financial statements;
- b) the administrators’ report has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order no. 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU, article no. 20.

Moreover, based on our knowledge and understanding concerning the Company and its environment gained during the audit on the consolidated 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 Consolidated financial statements***

7. Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Order 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU 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 Company'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 Company or to cease operations, or has no realistic alternative but to do so.

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

### ***Auditor's Responsibilities for the Audit of the Consolidated financial statements***

8. 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, consolidatedly 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 skepticism throughout the audit. We also:

- a) 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.
- b) 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.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) 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 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.

- e) 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.

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**

9. We have been appointed by the General Assembly of Shareholders on December 03, 2018 to audit the consolidated financial statements of **S.N.T.G.N. Transgaz S.A.** for the financial years ended December 31, 2018 to December 31, 2022. The uninterrupted total duration of our commitment is 2 year, covering the financial years ended December 31, 2018 and December 31, 2019.

We confirm that:

- Our audit opinion is consistent with the additional report submitted to the Audit Committee of the Company that we issued the same date we issued and this report. Also, in conducting our audit, we have retained our independence from the audited entity.
- We have not provided for the Company the non-audit services referred to in Article 5 (1) of EU Regulation No.537 / 2014.

On behalf of:

#### **BDO Audit SRL**

Registered at Authority for Public Supervision of  
Statutory Audit Activity (ASPAAS) under no. 18

Dan Apostol, Engagement partner  
Registered at Authority for Public Supervision of  
Statutory Audit Activity (ASPAAS) under no. 1671

Bucharest, Romania  
April 30, 2020

**For stamp and signature please refer to the original Romanian version**