

## **INDEPENDENT AUDITOR'S REPORT**

To the Shareholders of Aquila Part Prod Com SA

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

#### **Opinion**

We have audited the separate financial statements of Aquila Part Prod Com SA (the Company) with official head office in Municipiul Ploiesti, Malu Rosu Street, Nr. 105 A, judet Prahova, identified by sole fiscal registration number 6484554, which comprise the statement of financial position as at December 31, 2023, and the statement of profit or loss and other comprehensive income, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of material accounting policies and other explanatory information.

In our opinion, the accompanying separate financial statements give a true and fair view of the financial position of the Company as at December 31, 2023, and of its financial performance and its cash flows for the year then ended in accordance with the Order of the Minister of Public Finance no. 2844/2016, approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent modifications and clarifications.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs), Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 ("Regulation (EU) No. 537/2014") and Law 162/2017 („Law 162/2017”). 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 Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) as issued by the International Ethics Standards Board for Accountants (IESBA Code) together with the ethical requirements that are relevant to the audit of the financial statements in Romania, including Regulation (EU) No. 537/2014 and Law 162/2017 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**

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 financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the “Auditor’s responsibilities for the audit of the separate financial statements” section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying separate financial statements.

Key audit matter	How our audit addressed the key audit matter
Recognition and valuation of discounts granted to customers and related accruals	
<p>As part of the normal course of business, the Company is trading through many channels, out of which the predominant one in terms of sales is Modern Trade - to key accounts. The contracts with key accounts provide for volume discounts to be granted monthly and annually based on sales volumes which have occurred in the reference period.</p> <p>Management’s assessment in terms of computation of accruals for discounts to be granted and accruals at each period end is a complex process. Such an assessment involves various assumptions and factors:</p> <ul style="list-style-type: none"> <li>- The contractual agreements in place having as inputs into the model the percentages agreed with the customers.</li> <li>- The sales volumes performed, actual and traceable figures, extracted from Axapta, the Company's ERP system.</li> </ul> <p>The discounts granted are of different types (on-invoice, off-invoice, annual, quarterly, monthly discounts and ad hoc promotions). Even if most of the discounts are calculated according to the same method described above, there are variables depending on the promotions that the suppliers make on the goods sold, seasonality, age of the goods, pre-agreed contractual conditions, etc.</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none"> <li>• We performed a detailed understanding of the Company’s internal process and related documentation flow including design of key controls associated with computation and recognition of discounts granted during the year and year end related accrual</li> <li>• We analyzed the contractual clauses for the agreements signed with the key accounts, on a sample basis, to understand the terms and conditions of offering the commercial discounts and the computation criteria</li> <li>• We performed a look back analysis and assessed the appropriateness of management estimation process for accruals of discounts to be provided to customers addressing the accuracy and completeness of the estimation process by performing a retrospective review of opening balance accruals (31 December 2022) and comparison with the actual discounts granted during 2023</li> <li>• For the discounts granted during the year, we sent confirmation letters for top customers and reconciled the discounts recorded during the year with the third party confirmations</li> <li>• We performed substantive analytical procedures and correlation analysis, for the on-invoice and off-invoice discounts at the client, per month and revenue stream level; we recomputed the year end accrued discounts based on volumes sold and contractual conditions and performed test of details for a sample of key items selected based on quantitative</li> </ul>

<p>Moreover, the method by which discounts are calculated assume a significant manual input into the computations. In light of the complexity of the computations used by the management in the determination of discounts to be granted and year end accruals balance for discounts and magnitude of the amounts this is considered a key audit matter.</p> <p>The Company's disclosures about discounts granted and accrued discounts are included in Note 2 (Basis of preparation), Note 6 (Material accounting policies), Note 4 (Use of judgements and estimates) and Note 16 (Trade receivables) to the separate financial statements.</p>	<p>and qualitative criteria covering almost 60% of the total year end accruals</p> <ul style="list-style-type: none"> <li>• We inspected the sales register subsequent to year end to identify the trade discounts invoices issued and inspected the relevant documentation to assess whether the discounts have been accounted in the appropriate financial period</li> <li>• We assessed the accounting treatment used by the Company in regard to the presentation of the year end discounts accruals and its compliance with IFRS 15 and IAS 32 requirements</li> <li>• We assessed the adequacy of the Company's disclosures in the separate financial statements</li> </ul>
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Key audit matter	How our audit addressed the key audit matter
Impairment on loans granted to related parties	
<p>As at 31 December 2023 the Company has significant loans of RON 20 million (amortized cost) granted to related parties as disclosed in Note 22 to the separate financial statements, which are considered purchased or originated credit-impairment financial assets ("POCI").</p> <p>The loans to related parties are classified as POCI financial assets, as a result the Company measures the loss allowance for loans receivables at an amount equal to lifetime ECL (expected credit loss). The expected credit losses on loans to related parties are determined based on the expected cash inflow to be obtained from each debtor until the end of loans period, based on the projected future cash flows of the debtors discounted at using the credit adjusted effective interest rate. The future cashflow projections have incorporated judgement and</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none"> <li>• The assessment of the Company's methodology regarding the identification of impairment and determination of expected credit losses, including evaluation of the accounting treatment used and classification of the loans as purchased or originated credit-impairment financial assets ("POCI") in the context of IFRS 9 requirements.</li> <li>• We have circularized and confirmed the transactions during the year and year-end loan balances with all related parties</li> <li>• We have analyzed all the contracts and repayment schedules for all related parties to which loans were granted, tested the repayments made during the year with supporting evidence and recomputed the nominal value of the outstanding balances as per contracts</li> <li>• We obtained for each company to which loans are granted the actual to budget analysis for the year 2023 and</li> </ul>

estimates considering historical performances of the related parties as well as expected reasonable future changes based on the information available as at the date of the preparation of these separate financial statements.

Management's assessment in terms of determination of the impairment adjustment is a complex process and involves significant judgement and use of estimates.

The Expected Credit Loss calculation indicated an additional cash shortfall discounted at the original credit adjusted effective interest rate of RON 14.9 million, adjustment which was recorded in 2023.

Due to the uncertainty of forecasting, complexity of estimations, the judgement involved into computation of the expected credit loss allowance, considerations on the accounting treatment of loans as "POCI" and the significance of the Company's loans balances as of 31 December 2023, this audit area is considered a key audit matter.

The Company's disclosures are included in Note 6 (Material accounting policies), Note 4 (Use of judgements and estimates) and Note 22 (Loans to related parties and long term receivables from related parties) to the separate financial statements.

evaluated the accuracy of the estimation process made by the management

- We inquired the management about the evolution of the business for all related parties to which loans are granted and traced the expectations to the actual figures recorded
- We obtained the forecasted information for next financial year as well as for the next periods until end of loans periods and compared the assumptions used by the management in the forecast with the historical financial performance and pattern for the revenues and expenses
- We have performed for all loans, a stress test considering more pessimistic assumptions in regards to forecasted quantities to be sold / sales prices, consideration of forward-looking information such as inflation rates, correlation between several assumptions used by management versus expenses historical trend included in the projected future cash flows for each of the company; we evaluated the management's sensitivity analysis over key assumptions in the future cash flow model in order to assess the potential impact of a range of possible changes
- We involved internal specialists to assist us in the analysis of the Credit Effective Adjusted interest rate computed at the inception at the POCI, which has been maintained over the POCI loan period
- We involved our internal specialists to assist us in the analysis of additional expected credit loss impairment recorded during the year 2023
- We assessed the adequacy of the Company's disclosures in the separate financial statements

## **Other information**

The other information comprises the Annual report (which includes the Consolidated and separate Administrators' Report) the Remuneration Report and the Sustainability report but does not include the separate financial statements and our auditors' report thereon. We obtained the Annual Report (which includes the Consolidated and separate Administrators' Report) and Remuneration Report prior to the date of our auditor's report, and we expect to obtain the Sustainability Report after the date of our auditor's report. Management is responsible for the other information.

Our audit opinion on the separate 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 separate financial statements, 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. If, based on the work we have performed on the other information obtained prior to the date of the auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the separate financial statements in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent modifications and clarifications, 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.

In preparing the separate 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 Separate Financial Statements

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 auditors' 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.

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 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 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 auditors' 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 auditors' 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 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.

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, actions taken to eliminate threats or safeguards applied.

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.

## **Report on Other Legal and Regulatory Requirements**

### **Reporting on Information Other than the Separate Financial Statements and Our Auditors' Report Thereon**

In addition to our reporting responsibilities according to ISAs described in section "Other information", with respect to the Consolidated and separate Administrators' Report (included in the annual report) and Remuneration Report, we have read these reports and report that:

- a) in the Consolidated and separate Administrators' Report we have not identified information which is not consistent, in all material respects, with the information presented in the accompanying separate financial statements as at December 31, 2023;
- b) the Consolidated and separate Administrators' Report identified above includes, in all material respects, the required information according to the provisions of the Ministry of Public Finance Order no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent modifications and clarifications, Annex 1 articles 15 - 19;
- c) based on our knowledge and understanding concerning the entity and its environment gained during our audit of the separate financial statements as at December 31, 2023, we have not identified information included in the Consolidated and separate Administrators' Report that contains a material misstatement of fact.
- d) the Remuneration Report identified above includes, in all material respects, the required information according to the provisions of article 107 (1) and (2) from Law 24/2017 on issuers of financial instruments and market operations.

### **Other requirements on content of auditor's report in compliance with Regulation (EU) No. 537/2014 of the European Parliament and of the Council**

#### **Appointment and Approval of Auditor**

We were appointed as auditors of the Company by the General Meeting Shareholders on July 28, 2022 to audit the separate financial statements for the financial year end December 31, 2023. Total uninterrupted engagement period, including previous renewals (extension of the period for which we were originally appointed) and reappointments for the statutory auditor, has lasted for 2 years, covering the financial period ended December 31, 2023.

### **Consistency with Additional Report to the Audit Committee**

Our audit opinion on the separate financial statements expressed herein is consistent with the additional report to the Audit Committee of the Company, which we issued on March 26, 2024.

### **Provision of Non-audit Services**

No prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council were provided by us to the Company and we remain independent from the Company in conducting the audit.

In addition to statutory audit services and services disclosed in the separate financial statements, no other services which were provided by us to the Company, and its controlled undertakings.

### **Report on the compliance of the electronic format of the separate financial statements, with the requirements of the ESEF Regulation**

We have performed a reasonable assurance engagement on the compliance of the separate financial statements presented in XHTML format of Aquila Part Prod Com SA (the Company) for the year ended 31 December 2023, with the requirements of the Commission Delegated Regulation (EU) 2019 /815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the "ESEF Regulation).

These procedures refer to testing the format and whether the electronic format of the separate financial statements (XHTML) corresponds to the audited separate financial statements and expressing an opinion on the compliance of the electronic format of the separate financial statements of the Company for the year ended 31 December 2023 with the requirements of the ESEF Regulation. In accordance with these requirements, the electronic format of the separate financial statements should be presented in XHTML format.

### **Responsibilities of the Management and Those Charged with Governance**

The Management of the Company is responsible for the compliance with the requirements of the ESEF Regulation in the preparation of the electronic format of the separate financial statements in XHTML format and for ensuring consistency between the electronic format of the separate financial statements (XHTML) and the audited separate financial statements. The responsibility of the Management also includes the design, implementation and maintenance of such internal control as determined is necessary to enable the preparation of the separate financial statements in ESEF format that are free from any material non-compliance with the ESEF Regulation.

Those charged with governance are responsible for overseeing the financial reporting process for the preparation of separate financial statements, including the application of the ESEF Regulation.

## Auditor's Responsibility

Our responsibility is to express an opinion providing reasonable assurance on the compliance of the electronic format of the separate financial statements with the requirements of the ESEF Regulation.

We have performed a reasonable assurance engagement in accordance with ISAE 3000 (revised) Assurance Engagements Other Than Audits or Reviews of Historical Financial Information (ISAE 3000 (revised)). This standard requires that we comply with ethical requirements, plan and perform our engagement to obtain reasonable assurance about whether the electronic format of the separate financial statements of the Company is prepared, in all material respects, in accordance ESEF regulation. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material non-compliance with the requirements of the ESEF Regulation, whether due to fraud or error.

Reasonable assurance is a high level of assurance, but it is not guaranteed that the assurance engagement conducted in accordance with ISAE 3000 (revised) will always detect material non-compliance with the requirements when it exists.

## Our Independence and Quality Management

We apply International Standard on Quality Management 1, Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, and accordingly, designs, implements and operates a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have maintained our independence and confirm that we have met the ethical and independence requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code).

## Summary of procedures performed

The objective of the procedures that we have planned and performed was to obtain reasonable assurance that the electronic format of separate the financial statements is prepared, in all material respects, in accordance with the requirements of ESEF Regulation. When conducting our assessment of the compliance with the requirements of the ESEF Regulation of the electronic reporting format (XHTML) of the separate financial statements of the Company, we have maintained professional skepticism and applied professional judgement. We have also:

- obtained an understanding of the internal control and the processes related to the application of the ESEF Regulation in respect of the financial statements of the Company, including the preparation of the separate financial statements of the Company in XHTML format
- tested the validity of the applied XHTML format
- checked whether the electronic format of the separate financial statements (XHTML) corresponds to the audited separate financial statements

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

**Opinion on the compliance of the electronic format of the separate financial statements with the requirements of the ESEF Regulation**

Based on the procedures performed, our opinion is that the electronic format of the separate financial statements is prepared, in all material respects, in accordance with the requirements of ESEF Regulation.

On behalf of,

**Ernst & Young Assurance Services SRL**  
15-17, Ion Mihalache Blvd., floor 21, Bucharest, Romania

Registered in the electronic Public Register under No. FA77

*Oana Buhaescu*

Name of the Auditor/ Partner: Oana Buhaescu  
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Bucharest, Romania  
29 March 2024