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Raportul auditorului independent

Catre Actionarul unic al BANCII DE INVESTITII SI DEZVOLTARE S.A.

Bucuresti, Sectorul 2, Soseaua Pipera, Nr. 43, Floreasca Park cladirea B, etaj 6
Cod unic de inregistrare: 49176892

Raport cu privire la auditul situatiilor financiare

Opinie

1. Am auditat situatiile financiare ale Bancii de Investitii si Dezvoltare S.A. ("Banca") care cuprind situatia pozitiei financiare la data de 31 decembrie 2024, situatiile contului de profit sau pierdere si a altor elemente ale rezultatului global, modificarilor capitalurilor proprii si fluxurilor de trezorerie pentru exercitiul financiar incheiat la aceasta data, si note, cuprinzand politicile contabile semnificative si alte note explicative.
2. Situatiile financiare la data de si pentru exercitiul financiar incheiat la 31 decembrie 2024 se identifica astfel:

• Activ net/Total capitaluri proprii:	3.038.480.428 lei
• Profitul net al exercitiului financiar:	139.158.681 lei
3. In opinia noastra, situatiile financiare anexate ofera o imagine fidela a pozitiei financiare a Bancii la data de 31 decembrie 2024 precum si a performantei sale financiare si a fluxurilor sale de trezorerie pentru exercitiul financiar incheiat la aceasta data, in conformitate cu Standardele Internationale de Raportare Financiara adoptate de Uniunea Europeana si cu Ordinul 27/2010 emis de Banca Nationala a Romaniei pentru aprobarea reglementarilor contabile conforme cu Standardele Internationale de Raportare Financiara adoptate de Uniunea Europeana, cu modificarile ulterioare ("Ordinul BNR nr. 27/2010").

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Baza opiniei

4. Am desfasurat auditul nostru in conformitate cu Standardele Internationale de Audit („ISA”), Regulamentul UE nr. 537/2014 al Parlamentului si al Consiliului European cu modificarile ulterioare („Regulamentul”) si Legea nr.162/2017 cu modificarile ulterioare („Legea”). Responsabilitatile noastre in baza acestor standarde si reglementari sunt descrise detaliat in sectiunea *Responsabilitatile auditorului intr-un audit al situatiilor financiare* din raportul nostru. Suntem independenti fata de Banca, conform *Codului Etic International pentru Profesioniștii Contabili (inclusiv Standardele Internationale privind Independenta) emis de Consiliul pentru Standarde Internationale de Etica pentru Contabili („codul IESBA”)* si conform cerintelor de etica profesionala relevante pentru auditul situatiilor financiare din Romania, inclusiv Regulamentul si Legea, si ne-am indeplinit celelalte responsabilitati de etica profesionala, conform acestor cerinte si conform codului IESBA. Credem ca probele de audit pe care le-am obtinut sunt suficiente si adecvate pentru a furniza baza opiniei noastre.

Aspecte cheie de audit

5. Aspectele cheie de audit sunt acele aspecte care, in baza rationamentului nostru profesional, au avut cea mai mare importanta in efectuarea auditului situatiilor financiare din perioada curenta. Aceste aspecte au fost abordate in contextul auditului situatiilor financiare in ansamblul lor si in formarea opiniei noastre asupra acestor situatii financiare si nu furnizam o opinie separata cu privire la aceste aspecte cheie de audit. Am determinat ca nu sunt aspecte cheie de audit de comunicat in raportul nostru de audit.

Alte aspecte – Cifre corespondente

6. Situatiile financiare ale Bancii aferente exercitiului financiar incheiat la 31 decembrie 2023 au fost auditate de catre un alt auditor care a exprimat o opinie nemodificata cu privire la acele situatii financiare la data de 30 aprilie 2024.

Alte informatii – Raportul Directoratului

7. Directoratul este responsabil pentru intocmirea si prezentarea altor informatii. Acele alte informatii cuprind Raportul Directoratului, dar nu cuprind situatiile financiare si raportul auditorului cu privire la acestea.

Opinia noastra cu privire la situatiile financiare nu acopera acele alte informatii si, cu exceptia cazului in care se mentioneaza explicit in raportul nostru, nu exprimam niciun fel de concluzie de asigurare cu privire la acestea.

In legatura cu auditul situatiilor financiare, responsabilitatea noastra este sa citim acele alte informatii si, in acest demers, sa apreciem daca acele alte informatii sunt semnificativ neconcordante cu situatiile financiare sau cu cunostintele pe care noi le-am obtinut in cursul auditului, sau daca ele par a fi denaturate semnificativ.

In ceea ce priveste Raportul Directoratului am citit si, in baza exclusiv a activitatilor care trebuie desfasurate in cursul auditului situatiilor financiare, dupa cum este cerut de Ordinul BNR nr. 27/2010 raportam ca, in opinia noastra:

- a) Informatiile prezentate in Raportul Directoratului pentru exercitiul financiar pentru care au fost intocmite situatiile financiare sunt in concordanta, sub toate aspectele semnificative, cu situatiile financiare;

- b) Raportul Directoratului a fost intocmit, sub toate aspectele semnificative, in conformitate cu Ordinul BNR nr. 27/2010, punctele 12, 13 si 17 din reglementarile contabile conforme cu Standardele Internationale de Raportare Financiara.

In plus, in baza cunostintelor si intelegerii noastre cu privire la Banca si la mediul acesteia, obtinute in cursul auditului, ni se cere sa raportam daca am identificat denaturari semnificative in Raportul Directoratului. Nu avem nimic de raportat cu privire la acest aspect.

Responsabilitatile conducerii si ale persoanelor responsabile cu guvernanta pentru situatiile financiare

8. Conducerea Bancii este responsabila pentru intocmirea situatiilor financiare care sa ofere o imagine fidela in conformitate cu Standardele Internationale de Raportare Financiara adoptate de Uniunea Europeana si cu Ordinul BNR nr. 27/2010 si pentru controlul intern pe care conducerea il considera necesar pentru a permite intocmirea de situatii financiare lipsite de denaturari semnificative, cauzate fie de fraudă, fie de eroare.
9. In intocmirea situatiilor financiare, conducerea este responsabila pentru evaluarea capacitatii Bancii de a-si continua activitatea, pentru prezentarea, daca este cazul, a aspectelor referitoare la continuitatea activitatii si pentru utilizarea contabilitatii pe baza continuitatii activitatii, cu exceptia cazului in care conducerea fie intentioneaza sa lichideze Banca sau sa opreasca operatiunile, fie nu are nicio alternativa realista in afara acestora.
10. Persoanele responsabile cu guvernanta sunt responsabile pentru supravegherea procesului de raportare financiara al Bancii.

Responsabilitatile auditorului intr-un audit al situatiilor financiare

11. Obiectivele noastre constau in obtinerea unei asigurari rezonabile privind masura in care situatiile financiare, in ansamblu, sunt lipsite de denaturari semnificative, cauzate fie de fraudă, fie de eroare si in emiterea unui raport al auditorului care include opinia noastra. Asigurarea rezonabila reprezinta un nivel ridicat de asigurare, dar nu este o garantie a faptului ca un audit desfasurat in conformitate cu ISA va detecta intotdeauna o denaturare semnificativa, daca aceasta exista. Denaturarile pot fi cauzate de fraudă sau de eroare si sunt considerate semnificative daca se poate preconiza, in mod rezonabil, ca acestea, individual sau cumulat, vor influenta deciziile economice ale utilizatorilor, luate in baza acestor situatii financiare.
12. Ca parte a unui audit efectuat in conformitate cu ISA, exercitam rationamentul profesional si ne mentinem scepticismul profesional pe parcursul auditului. De asemenea:
 - Identificam si evaluam riscurile de denaturare semnificativa a situatiilor financiare, cauzata fie de fraudă, fie de eroare, proiectam si executam proceduri de audit ca raspuns la respectivele riscuri si obtinem probe de audit suficiente si adecvate pentru a furniza baza opiniei noastre. Riscul de nedetectare a unei denaturari semnificative cauzate de fraudă este mai ridicat decat cel de nedetectare a unei denaturari semnificative cauzate de eroare, deoarece fraudă poate presupune complicitate, fals, omisiuni intentionate, declaratii false si eludarea controlului intern.
 - Obtinem o intelegere a controlului intern relevant pentru audit, in vederea proiectarii de proceduri de audit adecvate circumstantelor, dar fara a avea scopul de a exprima o opinie cu privire la eficacitatea controlului intern al Bancii.

- Evaluam gradul de adecvare al politicilor contabile utilizate si caracterul rezonabil al estimarilor contabile si al prezentarilor de informatii aferente realizate de catre conducere.
 - Concluzionam cu privire la gradul de adecvare a utilizarii de catre conducere a contabilitatii pe baza continuitatii activitatii si, pe baza probelor de audit obtinute, daca exista o incertitudine semnificativa cu privire la evenimente sau conditii care ar putea pune in mod semnificativ la indoiala capacitatea Bancii de a-si continua activitatea. In cazul in care concluzionam ca exista o incertitudine semnificativa, trebuie sa atragem atentia in raportul auditorului asupra prezentarilor de informatii aferente din situatiile financiare sau, in cazul in care aceste prezentari sunt neadecvate, sa ne modificam opinia. Concluziile noastre se bazeaza pe probele de audit obtinute pana la data raportului auditorului. Cu toate acestea, evenimente sau conditii viitoare pot determina Banca sa nu isi mai desfasoare activitatea in baza principiului continuitatii activitatii.
 - Evaluam in ansamblu prezentarea, structura si continutul situatiilor financiare, inclusiv prezentarile de informatii, si masura in care situatiile financiare reflecta tranzactiile si evenimentele care stau la baza acestora intr-o maniera care sa rezulte intr-o prezentare fidela.
13. Comunicam cu persoanele responsabile cu guvernanta, printre alte aspecte, cu privire la aria planificata si programarea in timp a auditului, precum si principalele constatari ale auditului, inclusiv orice deficiente semnificative ale controlului intern, pe care le identificam pe parcursul auditului.
14. De asemenea, furnizam persoanelor responsabile cu guvernanta o declaratie ca am respectat cerintele de etica profesionala relevante privind independenta si ca le-am comunicat toate relatiile si alte aspecte despre care s-ar putea presupune, in mod rezonabil, ca ne-ar putea afecta independenta si, acolo unde este cazul, masurile luate pentru a elimina amenintarile la adresa independentei sau masurile de protectie aplicate.
15. Dintre aspectele comunicate cu persoanele responsabile cu guvernanta, stabilim care sunt aspectele cele mai importante pentru auditul situatiilor financiare din perioada curenta si care reprezinta, prin urmare, aspecte cheie de audit. Descriem aceste aspecte in raportul auditorului, cu exceptia cazului in care legile sau reglementarile impiedica prezentarea publica a aspectului sau a cazului in care, in circumstante extrem de rare, consideram ca un aspect nu ar trebui comunicat in raportul nostru deoarece se preconizeaza in mod rezonabil ca beneficiile pentru interesul public sa fie depasite de consecintele negative ale acestei comunicari.

Raport cu privire la alte dispozitii legale si de reglementare – Entitati de interes public

16. Am fost numiti de Adunarea Generala a Actionarilor la data de 14 ianuarie 2025 sa auditam situatiile financiare ale Bancii de Investitii si Dezvoltare S.A. pentru exercitiul financiar incheiat la 31 decembrie 2024. Durata totala neintrerupta a angajamentului nostru este de un an, acoperind exercitiul financiar incheiat la 31 decembrie 2024.

17. Confirmam ca:

- Opinia noastra de audit este in concordanta cu raportul suplimentar prezentat Comitetului de Audit al Bancii, pe care l-am emis in data de 3 aprilie 2025. De asemenea, in desfasurarea auditului nostru, ne-am pastrat independenta fata de entitatea auditata.
- Nu am furnizat pentru Banca serviciile interzise care nu sunt de audit (SNA) mentionate la articolul 5 alin. (1) din Regulamentul UE nr. 537/2014.

Pentru si in numele KPMG Audit S.R.L.:



RUBELI IRINA

inregistrat in registrul public electronic
al auditorilor financiari si firmelor de
audit cu numarul AF4092

inregistrat in registrul public
electronic al auditorilor financiari si
firmelor de audit cu numarul FA9

Bucuresti, 8 aprilie 2025

Autoritatea pentru Supravegherea Publică a
Activității de Audit Statutar (ASPAAS)

Auditor financiar: **RUBELI IRINA**

Registrul Public Electronic: **AF4092**

Abtoritatea Pentru Supravegherea Publică a
Activității de Audit Statutar (ASPAAS)

Auditor financiar: **KPMG AUDIT S.R.L.**

Registrul Public Electronic: **FA9**



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Independent Auditors' Report

(free translation¹)

To the sole Shareholder of BANCA DE INVESTITII SI DEZVOLTARE S.A.

Bucharest, Sector 2, Pipera Road, No. 43, Floreasca Park Building B, 6th Floor
Unique Registration Code: 49176892

Report on the Audit of the Financial Statements

Opinion

1. We have audited the financial statements of BANCA DE INVESTITII SI DEZVOLTARE S.A. ("the Bank"), which comprise the statement of financial position as at 31 December 2024, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising material accounting policies and other explanatory information.
2. The financial statements as at and for the year ended 31 December 2024 are identified as follows:
 - Net assets/Total equity: Lei 3,038,480,428
 - Net profit for the year: Lei 139,158,681
3. In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Bank as at 31 December 2024, and of its financial performance and its cash flows for the year then ended in accordance with the International Financial Reporting Standards as adopted by the European Union and with the Order of the National Bank of Romania no. 27/2010 for approval of the accounting regulations in accordance with International Financial Reporting Standards and related amendments („NBR Order no. 27/2010”).

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 of the Council and related amendments ("the Regulation") and Law no. 162/2017 and related amendments ("the Law").

¹ TRANSLATOR'S EXPLANATORY NOTE: The above translation of the auditors' report is provided as a free translation from Romanian which is the official and binding version and refers to the Romanian version of the financial statements which was subject to our audit.

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Our responsibilities under those standards and regulations are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Bank in accordance with *International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code") together with the ethical requirements that are relevant to our 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 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. We have determined that there are no key audit matters to communicate in our audit report.

Other information – Directorate's Report

6. The Directorate is responsible for the preparation and presentation of other information. The other information comprises the Directorate's Report, but does not include the financial statements and our auditors' report thereon.

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

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

With respect to the Directorate's Report we read and, based solely on the work required to be undertaken in the course of the audit of the financial statements, we report, as required by International Financial Reporting Standards as adopted by the European Union and with NBR Order no. 27/2010, that, in our opinion:

- a) The information given in the Directorate's Report for the financial year for which the financial statements are prepared is consistent, in all material respects, with the financial statements;
- b) The Directorate's Report has been prepared, in all material respects, in accordance with NBR Order no. 27/2010, articles 12, 13 and 17 of the accounting regulations in accordance with International Financial Reporting Standards.

In addition, in light of the knowledge and understanding of the Bank and its environment obtained in the course of our audit we are required to report if we have identified material misstatements in the Directorate's Report. We have nothing to report in this regard.

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

7. Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the



European Union and with NBR Order no. 27/2010 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, management is responsible for assessing the Bank'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 Bank or to cease operations, or has no realistic alternative but to do so.
9. Those charged with governance are responsible for overseeing the Bank's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the 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 financial statements.
11. 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 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 Bank'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 Bank'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 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 Bank to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. 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.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and 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.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 - Public Interest Entities

15. We were appointed by the General Shareholders' Meeting on 14 January 2025 to audit the financial statements of BANCA DE INVESTITII SI DEZVOLTARE S.A. for the year ended 31 December 2024. Our total uninterrupted period of engagement is 1 year, covering the period ending on 31 December 2024.
16. We confirm that:
- our audit opinion is consistent with the additional report presented to the Audit Committee of the Bank, which we issued on 3 April 2025. We also remained independent of the audited entity in conducting the audit.
 - we have not provided to the Bank the prohibited non-audit services (NASs) referred to in Article 5(1) of EU Regulation (EU) No 537/2014.

For and on behalf of KPMG Audit S.R.L.:

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Romanian version

RUBELI IRINA

registered in the electronic public register
of financial auditors and audit firms under
no AF4092

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KPMG Audit SRL

registered in the electronic public
register of financial auditors and audit
firms under no FA9

Bucharest, 8 April 2025