

## **INDEPENDENT AUDITOR'S REPORT**

To the Shareholders of TURBOMECANICA S.A.

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

#### **Qualified opinion**

We have audited the financial statements of TURBOMECANICA S.A (the Company) with official head office in 244, Iuliu Maniu Boulevard, 6th District, Bucharest, Romania, identified by sole fiscal registration number 3156315, which comprise the statement of financial position as at December 31, 2022, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion, except for the effects on the comparative information included in the financial statements of the matter referred to in the Basis for qualified opinion paragraph, the accompanying financial statements give a true and fair view of the financial position of the Company as at December 31, 2022, 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 ("IFRS"), with all subsequent modifications and clarifications.

#### **Basis for qualified opinion**

##### **Limitation on the scope of the auditor's work- effect on comparative information**

As of 31 December 2020, the Company recorded contract assets of RON 31.7 million in relation with the production in progress at that date and revenues attributable to these contract assets in amount of RON 8.3 million. The Company recognized revenue from contracts with customers and respectively contract assets, only at the level of accumulated cost in work in progress at year end, without any margin. In 2021, based on further analysis of sales contracts, the Company determined that only a part of the production in progress at year-end is performed under contracts with clients that meet the IFRS 15 "Revenues from contracts with customers" criteria, and, thus, performed the appropriate split between work in progress and contract assets, respectively revenues from customers and change in inventories as at 31 December 2021. Contract assets have been recognized at cost plus margin, reflecting the progress toward complete satisfaction of the performance obligations assumed in line with IFRS 15 requirements, and work in progress at cost, in line with IAS 2.

Determining the corresponding impact for the financial year ended 31 December 2020 required a complex and comprehensive assessment, which the management was unable to provide. Since work in progress balance as of 31 December 2020 entered into determination of 2021 result, in absence of an assessment performed for prior period, it was not practicable for us to determine the part of the margin attributable to the contract assets as of 31 December 2020, recognized fully in 2021 results. In addition, it was not practicable for us to determine the corresponding effects on working capital changes presented in the statement of cash flows for 2021 should the contract assets and work in progress as at 31 December 2020 been presented and measured in accordance with requirements of IFRS 15 and IAS 2, as explained above. Our opinion on prior year financial statements was modified in regard to this matter.

Our opinion on the current year financial statements is also modified because of the effects of this matter the comparability of current year information and the corresponding figures for the year ended 31 December 2021.

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 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 qualified opinion.

### **Key audit matters**

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.

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

In addition to the matter described in the Basis for qualified opinion section, we have determined the matter described below to be the key audit matter to be communicated in our report.

We have fulfilled the responsibilities described in the “Auditor’s responsibilities for the audit of the 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 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 financial statements.

### **Revenue recognition from customer contracts**

Majority of the Company revenues are from repair services and manufacturing of turbines and mechanical assemblies for planes and helicopters. The Company has numerous projects contracted, with individual project revenue that varies from very small values up to RON 4 million for which performance obligation is recognized over the time and which can extend beyond the financial year. Also, because of the specific of its specialized work and concentration of revenues in relation with few clients, the company has in place long term collaboration protocols. The revenue is recognized according to the stage of completion of the respective projects, which is measured using the cost method. Where losses are expected this is recognized in the statement of comprehensive income. Determination of contracts that meet the IFRS 15 requirements, as well as estimation of cost to complete require significant judgements and estimations to be made. During prior year, the Company’s management performed a comprehensive analysis of its customers’ contracts to identify the contracts which meet the IFRS 15 criteria and the accounting treatment to reflect the standard requirements, and the conclusions from this exercise were applied consistently during 2022.

We considered the recognition of revenues a key audit matter, due to the high number of projects, resulting in a risk of projects revenues, net income and project related balance sheet caption being materially misstated, as well as, due to complexity of judgements required to be performed under IFRS 15.

The Company's accounting policies in respect of revenues, as well as significant judgments made are described in Note 3 "Main accounting policies" to the financial statement, sections "Revenue recognition" and "Critical accounting judgments, estimates and hypothesis".

### **How our audit addressed the key audit matter**

Our audit procedures included, but were not limited to the following procedures:

- Performed a detailed understanding of the revenue processes and related documentation flows, identifying the controls designed and implemented within the respective processes that we considered relevant and significant for our audit;
- Inspected a sample of sales contracts to evaluate the appropriate application of the Company's accounting policies on revenue recognition, as well as their, conformity with IFRS 15 requirements. Our procedures included analyzing the accounting treatment of projects in progress at year end, as well as their presentation in the financial statements;
- For a sample of customers, we confirmed the receivable balances at the year end and the realized transactions during the year, to evaluate the completeness and fairness of the transactions recorded;
- Performed tests of details by inspecting relevant supporting evidence on a sample basis for the revenues recorded during the year; we have also performed detailed testing for a selection of sales transactions recorded close to year end and after the end of the financial year, by checking the invoices, delivery notes and / or contracts, to confirm that the revenues were recognized in the correct accounting period;
- Assessed the management' estimates and judgements used in the revenue recognition, which include reconciling for a sample of projects the information with the supporting documents such as contracts price, project budget in regard to the estimated cost, made inquiries with the production director, evaluating the percentage of completion for the projects as well as corroboration of this information with the evidence available subsequent to the year-end;
- We also assessed the management's process of identifying the loss-making contracts by evaluating their cost to complete analysis of ongoing contracts;
- Analyzed the correlation between revenues, accounts receivable and cash transactions using data analytics procedures and performed test of cash collections by vouching with supporting bank statements for a sample of transactions.

We also evaluated the information included in the financial statements to determine their compliance with the disclosure requirements of OMF 2844/2016, with subsequent amendments and clarifications.

### **Other information**

The other information comprises the Annual Report, which includes the required aspects to be presented in the Administrators' Report according to the provisions of the Ministry of Public Finance Order no. 2844/2016 and Non-Financial Declaration, as well as Remuneration Report, but does not include the financial statements and our auditors' report thereon. Management is responsible for the other information.

Our audit opinion on the 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 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. Except for the effects of the matter described in Basis for qualified opinion paragraph on the comparative information, we have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 Financial Statements**

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.

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 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 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 financial statements, including the disclosures, and whether the 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 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 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 Annual Report (which includes the required aspects to be presented in the Administrators' Report according to the provisions of the Ministry of Public Finance Order no. 2844/2016) and Remuneration Report, we have read these reports and report that:

- a) in the Annual Report we have not identified information which is not consistent, in all material respects, with the information presented in the accompanying financial statements as at December 31, 2022;
- b) the Annual 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 financial statements as at December 31, 2022, except for the effects of the matter referred to in the Basis for qualified opinion paragraph on comparative information, we have not identified information included in the Annual 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 of Shareholders on 27 April 2021 to audit the financial statements for the financial years end December 31, 2021, 31 December 2022 and 31 December 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 two years, covering the financial periods ended December 31, 2021 and December 31, 2022.

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

Our audit opinion on the financial statements expressed herein is consistent with the additional report to the Audit Committee of the Company, which we issued on 23 March 2023.

### **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 disclosed in the annual report and in the financial statements, no other services which were provided by us to the Company.

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

We have performed a reasonable assurance engagement on the compliance of the financial statements presented in XHTML format of TURBOMECANICA S.A. (the "Company") for the year ended 31 December 2022, with the requirements of the Commission Delegated Regulation (EU) 2018 /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 financial statements (XHTML) corresponds to the audited financial statements and expressing an opinion on the compliance of the electronic format of the financial statements of the Company for the year ended 31 December 2022 with the requirements of the ESEF Regulation. In accordance with these requirements, the electronic format of the 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 financial statements in XHTML format and for ensuring consistency between the electronic format of the financial statements (XHTML) and the audited 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 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 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 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 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 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 financial statements of the Company, we have maintained professional skepticism and applied professional judgement. We have also:

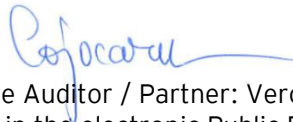
- obtained an understanding of the internal control and the processes related to the application of the ESEF Regulation in respect of the financial statements of the Company, including the preparation of the financial statements of the Company in XHTML format;
- tested the validity of the applied XHTML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

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

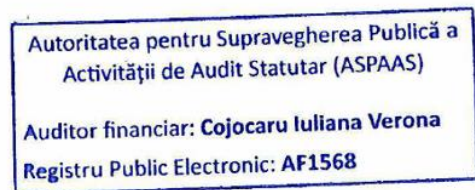
**Opinion on the compliance of the electronic format of the financial statements with the requirements of the ESEF Regulation**

Based on the procedures performed, our opinion is that the electronic format of the 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



Name of the Auditor / Partner: Verona Cojocaru  
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Bucharest, Romania  
27 March 2023