

## Independent Auditor's Report

to the Shareholders of Duna House Holding Nyrt.

### *Opinion*

We have audited the financial statements of Duna House Holding Nyrt. **(the „Company”) for the year 2017** which comprise the balance sheet as at December 31, 2017 - which shows an equal amount of total assets and total liabilities of HUF 4 501 340 thousands -, and the related statement of comprehensive income - which shows a net profit for the year of HUF 786 462 thousands -, statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Duna House Holding Nyrt. as at December 31, 2017 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union **(the „EU IFRS”), and the financial statements were prepared in all material respects in accordance with the provisions of the effective Hungarian Act C of 2000 on Accounting (hereinafter: "the Accounting Act") relevant to the entities preparing financial statements in accordance with EU IFRS.**

### *Basis for the opinion*

**We conducted our audit in accordance with Hungarian National Standards on Auditing (“HNSA”) and with applicable laws and regulations in Hungary. 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 applicable laws of Hungary, with the **Hungarian Chamber of Auditors’ Rules on ethics and professional conduct of auditors and on disciplinary process** and, for matters not regulated in the Rules, with the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board (IEASBA Code of Ethics) and we also comply with further ethical requirements set out in Rules and Standards.

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 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.

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*Key Audit Matter*

*How our audit addressed the Key Audit Matter*

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*Valuation of long-term investments*

Refer to Notes 2.3.1, 2.4 and 5. in the financial statements

The Company owns several subsidiaries and presents investments in a value of Thousand HUF 2,034,514 in the balance sheet under the category of Investments in subsidiaries.

As required by the applicable accounting standards, the management prepares regularly (at least annually) impairment tests to assess whether there is need for recording impairment on investments. The Company has valued its investments based on the future expected cash **flows and the shareholders' equity values** of the subsidiaries. No impairment was recorded in current year.

Our audit procedures regarding the valuation of long-term investments were as follows.

**We have checked current year's additions** to long-term investments by reconciling them to the relating supporting documents.

In course of our audit procedures relating to the valuation of investments we have assessed **the management's valuation and compared it** to the audited financial data of the subsidiaries.

We have evaluated the appropriateness of the cash flows of the subsidiaries estimated by the management, by critically challenging the reasonableness and validity of the calculation method and the assumptions therein.

We have checked the accuracy and relevance of input data used in the cash flow projections and checked the accuracy of the calculation by recalculating it.

We have evaluated the sensitivity of projections regarding the changes of assumptions applied in the model. We have compared the cash flows projected in prior year to current year against the realized performance.

We have checked the appropriate compliance with relevant financial reporting standards, accounting records and disclosures.

Based on our procedures we have not identified material misstatements.

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### *Other information: the business report*

The other information comprises the business report of the Company for the year 2017. Management is responsible for the preparation of the business report in accordance with the provisions of the Accounting Act and other relevant regulations. Our opinion on the financial statements expressed in **the “Opinion” section of our independent auditor’s report does not cover** the business report.

In connection with our audit of the financial statements, our responsibility is to read the business report and, in doing so, consider whether the business report is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If based on our work performed we conclude that the business report is materially misstated we are required to report this fact and the nature of the misstatement.

Furthermore, in accordance with the Accounting Act, our responsibilities regarding the business report also include reviewing the business report to assess whether the business report was prepared in accordance with the relevant provisions of the Accounting Act and other regulations, if any, including the assessment whether the business report complies with the requirements of Section 95/B. (2) e) and f) of the Accounting Act. Furthermore, in accordance with the Accounting Act we shall make a statement whether the information referred to in Section 95/B. (2) a)-d), g) and h) has been provided in the business report.

In our opinion, the business report of Duna House Holding Nyrt. for 2017 corresponds to the financial statements of Duna House Holding Nyrt. for 2017 and the relevant provisions of the Accounting Act in all material respects. The information referred to in Section 95/B. (2) a)-d), g) and h) of the Accounting Act has been provided. As there is no other regulation prescribing further requirements for the Company’s **business report, we do not express an opinion in this respect.**

We are not aware of any other material inconsistency or material misstatement in the business report therefore we have nothing to report in this respect.

### *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 International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of 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.

### ***The 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 auditor’s report** that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that

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an audit conducted in accordance with HNSAs 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 HNSAs, we exercise professional judgment and maintain professional scepticism 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 in the preparation of the financial statements 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 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.**
- 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 gives a true and fair view.
- 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 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**

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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*

In compliance with Article 10 (2) of Regulation (EU) No. 537/2014 of the European Parliament and the **Council, we provide the following information in our independent auditor's report, which is required in addition to the requirements of International Standards on Auditing:**

#### *Appointment of the Auditor and the Period of Engagement*

We were appointed as the auditors of the Duna House Holding Nyrt. by the General Meeting of Shareholders on 20 April 2017 and our uninterrupted engagement has lasted for 3 years.

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

We confirm that our audit opinion on the financial statements expressed herein is consistent with the additional report to the Audit Committee of the Duna House Holding Nyrt., which we issued on 22 March 2018 in accordance with Article 11 of Regulation (EU) No. 537/2014 of the European Parliament and the Council.

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

We declare that no prohibited non-audit services referred to in Article 5 (1) of Regulation (EU) No. 537/2014 of the European Parliament and the Council were provided by us to the Company. In addition, there are no other non-audit services which were provided by us to the Duna House Holding Nyrt. and its controlled undertakings and which have not been disclosed in the financial statements or in the business report.

**The engagement partners on the audit resulting in this independent auditor's report are the signatories of the report.**

Budapest, 22 March 2018

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Registration number: 002387

Ferenc Baumgartner  
Managing Director

**Péter Kékesi**  
Certified Auditor  
Chamber registration No.:  
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*This is the translation of the original Hungarian statutory report. In case of any discrepancies, the original Hungarian version prevails.*

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