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INDEPENDENT AUDITOR'S REPORT

To the shareholders of Monbat AD

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Qualified opinion

We have audited the accompanying consolidated financial statements of Monbat AD (the “Parent Company”) and its subsidiaries (together “the Group”), which comprise the consolidated statement of financial position as at December 31, 2018, and the consolidated income statement, consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the effect of the matter described in paragraph 1 and the possible effect of the matter described in paragraph 2 in Basis for Qualified Opinion section of our report, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as at December 31, 2018, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRS”), as adopted by the European Union (“EU”).

Basis for qualified opinion

- 1) As disclosed in note 3.25.1 to the accompanying consolidated financial statements, as of December 31, 2018 the Group has performed a review for impairment of receivables from Octagon International OOD (sole-owner of 100% of the share capital of Octa Light Bulgaria EAD) at the amount of BGN 23,196 thousand. The loss allowance for expected credit losses on these receivables in accordance with IFRS 9 “Financial Instruments” is based on the business plan for development, valuation prepared, on the basis of this plan, and the initiatives for sale of part of the share capital of Octa Light Bulgaria EAD, as the Group has not recognized impairment loss as a result of the performed impairment review. Accordingly, we did not obtain sufficient and appropriate evidence regarding the determination of the main assumptions regarding the business plan for development and the initiatives for sale of part of the share capital of Octa Light Bulgaria EAD due to significant uncertainty related to the expected proceeds in subsequent periods, actual results of Octa Light Bulgaria EAD for 2017 and 2018 and the uncertainty associated with securing new financing from potential investors and shareholders. Besides, main sources of income for Octagon International OOD depend on the activity results or realization of the initiatives for sale of part of the share capital of Octa Light Bulgaria EAD. In our opinion, there is a risk regarding the full recoverability of these receivables as at December 31, 2018. As a result and due to the circumstances above, we were unable to determine to what extent any impairment adjustments might have been found necessary on the receivables from Octagon International OOD as of January 1, 2018 upon transition to IFRS 9 and as at December 31, 2018, and the effect on the consolidated income statement for the years ended December 31, 2018 and December 31, 2017.

- 2) As disclosed in note 6 to the accompanying consolidated financial statements, as of December 31, 2018 the Group is planning an exit from the led lightning business and with this regard, it has classified the activity of Octa Light Bulgaria EAD as discontinued operation. As of December 31, 2018 property, plant and equipment and intangible assets, owned by the subsidiary Octa Light Bulgaria EAD, with carrying amount of BGN 8,611 thousand and BGN 2,773 thousand, respectively, as well as loans granted and receivables of the subsidiary with carrying amount BGN 2,432 thousand are presented as assets held for sale at carrying amount, because the management of the Group has assessed that the fair value of property, plant and equipment and intangible assets is higher or equal to their carrying amount and the loans granted and receivables are recoverable. We did not obtain sufficient and appropriate evidence related to the assessment of the management that the fair value of the above-stated assets is higher or equal to their carrying amount and the loans granted and receivables are recoverable. We were unable to satisfy ourselves, through other audit procedures, as to the fair value and the recoverability of the above-stated assets as of December 31, 2018. As a result, we were unable to determine whether any adjustments might have been found necessary on property, plant and equipment and intangible assets, and loans granted and receivables part of assets held for sale as of December 31, 2018, and the possible effect on the consolidated income statement for the years ended December 31, 2018 and December 31, 2017.

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements of the Independent Financial Audit Act (IFAA) that are relevant to our audit of the consolidated financial statements in Bulgaria, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the requirements of IFAA. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key audit matters

Except for the matter described in the Basis for Qualified Opinion section we have determined that there are no other key audit matters to be communicated in our report.

Information Other than the consolidated financial statements and Auditor's Report Thereon

The Board of Directors ("Management") is responsible for the other information. The other information comprises the annual report on activities, the corporate governance statement and the non-financial declaration, prepared by the management in accordance with Chapter Seven of the Accountancy Act, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon, unless it is not specifically stated in our auditor's report and to the extent it is specifically stated.

In connection with our audit of the consolidated financial statements, 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. 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.

Due to the significant improper accounting of receivables, as described in paragraph 1 in Basis for qualified opinion above, we concluded that the other information is materially misstated, due to the impact of the improper accounting of receivables on the financial ratios and other related disclosures, as reported in the other information.

As described in paragraph 2 in Basis for qualified opinion above, we were not able to receive sufficient and appropriate audit evidence related to the recoverability of receivables and the fair value of property, plant and equipment and intangible assets of the subsidiary. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

Responsibilities of Management and Those Charged with Governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS as adopted by the 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The Audit Committee ("Those charged with governance") is responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the consolidated financial statements

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, individually 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:

- 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.

- 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 Group'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 Group'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 Group to cease to continue as a going concern.
- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.
- We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Additional matters, required to be reported by the Accountancy Act and Public Offering of Securities Act

In addition to our reporting responsibilities according to ISAs described in section "Information Other than the consolidated financial statements and Auditor's Report Thereon", with respect to the annual report on activities, the corporate governance statement and the non-financial declaration, we have also performed the procedures, together with the required under ISA, in accordance with the "Guidelines regarding new extended reports and communication by the auditor" of the Professional Organization of Registered Auditors in Bulgaria - Institute of Certified Public Accountants (ICPA). These procedures include tests over the existence, form and content of the other information in order to assist us in forming an opinion as to whether

the other information includes the disclosures and reporting as required by Chapter Seven of the Accountancy Act and the Public Offering of Securities Act (art. 100m, para 10` of POSA in relation to art. 100m, para 4, p. 3 and 4 of POSA), applicable in Bulgaria.

Opinion under Article 37, paragraph 6 of the Accountancy Act

Based on the procedures performed, in our opinion:

- The information included in the annual report on the activities for the financial year for which the consolidated financial statements have been prepared, is consistent with the consolidated financial statements, on which we have issued qualified opinion in "Report on the audit of the consolidated financial statements" above.
- The annual report on the activities has been prepared in accordance with the requirements of Chapter Seven of the Accountancy Act and of Art. 100m, paragraph 7 of the Public Offering of Securities Act.
- The information required by Chapter Seven of the Accountancy Act and Art. 100m, para 8 of the Public Offering of Securities Act is presented in the corporate governance statement covering the financial year for which the consolidated financial statements have been prepared.
- The non-financial Declaration, covering the financial year for which the consolidated financial statements have been prepared, has been provided and prepared in accordance with the requirements of Chapter Seven of the Accountancy Act.

Opinion under Art. 100m, para 10 in relation to art. 100m, para 8, p. 3 and 4 of the Public Offering of Securities Act

Based on the procedures performed during our audit and as a result of the acquired knowledge and understanding of the Group and the environment in which it operates, acquired during our audit, in our opinion, the description of the main features of the Group's internal control and risk management systems in relation to the financial reporting process as part of the annual report on activities (as element of the content of the corporate governance statement) and the information under Article 10 , paragraph 1, letter "c", "d", "f", "h" and "i" of the Directive 2004/25/EC of the European Parliament and of the EU Council of April 21, 2004 related to takeover bids, included in the corporate governance statement do not contain cases of material misrepresentations.

Additional reporting in relation to the audit of the consolidated financial statements under Art 100m, para 4, p. 3 of the Public Offering of Securities Act

Reporting in relation to Art 100m, para 4, p. 3, l. "b" of the Public Offering of Securities Act

Information on related party transactions is disclosed in Note 35 to the accompanying consolidated financial statements. Based on the procedures performed on related party transactions in the context of our audit of the consolidated financial statements as a whole, nothing has come to our attention indicating that the related party transactions are not disclosed in the accompanying consolidated financial statements for the year ended December 31, 2018, in all material respects, in accordance with the requirements of IAS 24 Related Party Disclosures. We have considered the results of our audit procedures on related party transactions in forming our opinion on the consolidated financial statements as a whole and not for the purpose of providing a separate opinion on the related party transactions.

Reporting in relation to Art 100m, para 4, p. 3, l. "c" of the Public Offering of Securities Act

Our responsibilities for the audit of the consolidated financial statements described in section "Auditor's Responsibilities for the Audit of the consolidated financial statements" include evaluating whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation. Based on the procedures performed on the material transactions underlying the consolidated financial statements for the year ended December 31, 2018, nothing has come to our attention indicating any instances of material unfair presentation and disclosure under the applicable IFRS as adopted by the European Union, except for the matter described in Basis for qualified opinion section of our report. We have considered the results of our audit procedures on the material transactions underlying the consolidated financial statements in forming our opinion on the consolidated financial statements as a whole and not for the purpose of providing a separate opinion on these material transactions.

Reporting in accordance with Art. 10 of Regulation (EU) No 537/2014 in connection with the requirements of Art. 59 of the Independent Financial Audit Act

In accordance with the requirements of the Independent Financial Audit Act in connection with Art. 10 of Regulation (EU) No 537/2014, we hereby additionally report the information stated below.

- Deloitte Audit OOD was appointed as a statutory auditor of the consolidated financial statements of the Group for the year ended 31 December 2018 by the general meeting of shareholders held on June 25, 2018 for a period of one year.
- The audit of the consolidated financial statements of the Group for the year ended 31 December 2018 represents seventh total consecutive statutory audit engagement for that entity carried out by us.
- We hereby confirm that the audit opinion expressed by us is consistent with the additional report, provided to the Group's audit committee on April 30, 2019, in compliance with the requirements of Art. 60 of the Independent Financial Audit Act.
- No prohibited non-audit services referred to in Art. 64 of the Independent Financial Audit Act were provided.
- We hereby confirm that in conducting the audit we have remained independent of the Group.

Deloitte Audit

Deloitte Audit OOD

Sylvia Peneva

Sylvia Peneva
Statutory Manager
Registered Auditor



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April 30, 2019