

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BANCA  
COMERCIALA EXIMBANK - GRUPPO VENETO BANCA SA**

We have audited the accompanying balance sheet of Banca Comerciala Eximbank - Gruppo Veneto Banca SA ("the Bank") as of 31 December 2008 and the related statements of income, cash flows and changes in equity for the year then ended. These financial statements are the responsibility of the Bank's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with National Standards on Auditing of Republic of Moldova. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Bank as of 31 December 2008, the results of its operations, cash flows and changes in equity for the year then ended in accordance with National Accounting Standards of Republic of Moldova and regulations set by the National Bank of Moldova.

The accompanying financial statements are not intended to present the financial position, the results of its operations and the complete set of disclosure notes in accordance with generally accepted accounting principles and regulations of countries and jurisdictions others than those of Republic of Moldova. Therefore, the accompanying financial statements are not addressed to users

Identification Number (IDNO): 1003600008161

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that are not familiar with the accounting and legal regulations of the Republic of Moldova.

This report is made solely to the Bank's shareholders, as a body. Our audit work has been undertaken so that we might state to the Bank's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Bank and the Bank's shareholders as a body, for our audit work, for this report, or for the opinion we have formed.

Stefan Weiblen  
Partner  
ICS PricewaterhouseCoopers Audit SRL

Ludmila Costin  
Administrator

Stela Recean  
Authorised auditor

Chisinau, 13 March 2009

**BANCA COMERCIALA EXIMBANK – GRUPPO VENETO BANCA S.A.****BALANCE SHEET****AS AT 31 DECEMBER 2008****(All amounts in Moldovan Lei (MDL) unless otherwise stated)**

|   | Note | <u>31 December 2008</u>     | <u>31 December 2007</u>     |
|---|------|-----------------------------|-----------------------------|
| <b>Assets</b>                               |      |                             |                             |
| Cash in hand                                |      | 169,134,898                 | 133,064,427                 |
| Due from banks                              | 9    | 459,097,299                 | 111,145,910                 |
| Balances with the National Bank of Moldova  | 10   | 320,868,753                 | 193,900,315                 |
| Overnight placements                        | 11   | <u>179,000,000</u>          | <u>187,396,045</u>          |
|   |      | 1,128,100,950               | 625,506,697                 |
| <i>Investments</i>                          |      |                             |                             |
| Available for sale securities               | 13   | 384,340                     | 377,077                     |
| Investment securities                       | 12   | <u>206,970,060</u>          | <u>221,225,277</u>          |
| Total investments                           |      | 207,354,400                 | 221,602,354                 |
| Loans and financial lease receivables       | 14   | 2,229,910,478               | 1,763,152,123               |
| Fixed assets, net                           | 15   | 97,311,718                  | 74,126,299                  |
| Accrued interest receivable                 |      | 34,996,477                  | 23,493,914                  |
| Over property                               |      | 5,875,938                   | 100,000                     |
| Other assets                                | 16   | <u>13,750,894</u>           | <u>14,077,090</u>           |
|   |      | <u>151,935,027</u>          | <u>111,797,303</u>          |
| <b>Total assets</b>                         |      | <u><b>3,717,300,855</b></u> | <u><b>2,722,058,477</b></u> |
| <b>Liabilities and shareholders' equity</b> |      |                             |                             |
| <i>Non-interest bearing deposits</i>        |      |                             |                             |
| Due to banks                                |      | 482,156                     | 56,131                      |
| Deposits of individuals                     | 19   | 20,310,607                  | 12,030,470                  |
| Deposits of enterprises                     | 19   | <u>93,280,024</u>           | <u>96,908,906</u>           |
| Total, deposits non-interest bearing        |      | 114,072,787                 | 108,995,507                 |
| <i>Interest bearing deposits</i>            |      |                             |                             |
| Due to banks                                | 18   | 196,967,920                 | 140,842,180                 |
| Deposits of individuals                     | 19   | 859,971,952                 | 725,612,465                 |
| Deposits of enterprises                     | 19   | <u>471,266,976</u>          | <u>320,662,492</u>          |
| Total interest bearing deposits             |      | <u>1,528,206,848</u>        | <u>1,187,117,137</u>        |
| Total deposits                              |      | 1,642,279,635               | 1,296,112,644               |

The notes 1 to 34 form an integral part of these financial statements.

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**BANCA COMERCIALA EXIMBANK – GRUPPO VENETO BANCA S.A.****BALANCE SHEET (CONTINUED)****AS AT 31 DECEMBER 2008****(All amounts in Moldovan Lei (MDL) unless otherwise stated)**

|   | <b>Note</b> | <b><u>31 December 2008</u></b> | <b><u>31 December 2007</u></b> |
|---|-------------|--------------------------------|--------------------------------|
| Other borrowings                                  | 20          | 1,151,281,528                  | 620,493,747                    |
| Accrued interest payable                          |             | 27,144,626                     | 19,611,137                     |
| Other liabilities                                 | 21          | 25,157,045                     | 28,189,587                     |
| Subordinated debt                                 |             | -                              | -                              |
| Provision for losses on commitments               |             | <u>4,854,422</u>               | <u>5,510,552</u>               |
| <b>Total liabilities</b>                          |             | <b>2,850,717,256</b>           | <b>1,969,917,667</b>           |
| <b>Shareholders' equity</b>                       |             |                                |                                |
| Share capital                                     | 22          | 635,000,000                    | 635,000,000                    |
| Statutory reserve                                 |             | 5,772,470                      | 2,900,648                      |
| Revaluation reserve                               |             | 7,962,358                      | 6,862,470                      |
| Retained earnings                                 |             | <u>217,848,771</u>             | <u>107,377,692</u>             |
| Total shareholders' equity                        |             | <u>866,583,599</u>             | <u>752,140,810</u>             |
| <b>Total liabilities and shareholders' equity</b> |             | <b><u>3,717,300,855</u></b>    | <b><u>2,722,058,477</u></b>    |

These financial statements were approved to be published on 10 March 2009 and signed on behalf of the Executive Board by:

Marcel Chirca  
General Director

Tudorita Bicer  
Chief Accountant

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**BANCA COMERCIALA EXIMBANK – GRUPPO VENETO BANCA S.A.****INCOME STATEMENT****FOR THE YEAR ENDED 31 DECEMBER 2008****(All amounts in Moldovan Lei (MDL) unless otherwise stated)**

|  | Note | <u>2008</u>          | <u>2007</u>          |
|--|------|----------------------|----------------------|
| <b>Interest income</b>   |      |                      |                      |
| Interest income on placements with banks                               |      | 13,429,985           | 5,591,014            |
| Interest income on overnight placements                                |      | 2,390,903            | 3,758,881            |
| Interest income or dividends on available<br>for sale securities       |      | -                    | -                    |
| Interest income on dividends on held-<br>to-maturity securities        |      | 34,061,117           | 27,985,291           |
| Interest income and commission on loans                                |      | 354,373,862          | 191,307,498          |
| Other interest income  |      | -                    | -                    |
| Total interest income  |      | <u>404,255,867</u>   | <u>228,642,684</u>   |
| <b>Interest expenses</b>   |      |                      |                      |
| Interest expense on deposits from banks                                |      | (8,590,570)          | (1,244,080)          |
| Interest expense on deposits from individuals                          |      | (103,457,396)        | (66,229,876)         |
| Interest expense on deposits from enterprises                          |      | <u>(25,410,963)</u>  | <u>(14,893,925)</u>  |
| Total interest expense on deposits                                     |      | (137,458,929)        | (82,367,881)         |
| Interest expense on overnight borrowings                               |      | (41,439)             | (50,145)             |
| Interest expense on borrowings<br>from other creditors                 |      | <u>(36,518,581)</u>  | <u>(19,993,345)</u>  |
| Total interest expense on borrowings                                   |      | <u>(36,560,020)</u>  | <u>(20,043,490)</u>  |
| Total interest expense   |      | <u>(174,018,949)</u> | <u>(102,411,371)</u> |
| Net interest income  |      | 230,236,918          | 126,231,313          |
| Losses on interest bearing assets                                      | 27   | <u>(62,985,608)</u>  | <u>(32,982,076)</u>  |
| <b>Net interest income after losses on interest<br/>bearing assets</b> |      | 167,251,310          | 93,249,237           |

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**BANCA COMERCIALA EXIMBANK – GRUPPO VENETO BANCA S.A.****INCOME STATEMENT (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2008****(All amounts in Moldovan Lei (MDL) unless otherwise stated)**

|   | Note | <u>2008</u>          | <u>2007</u>          |
|---|------|----------------------|----------------------|
| <b>Non-interest income</b>                                |      |                      |                      |
| Income on available for sale securities                   |      | 56,080               | 35,002               |
| Income on held-to-maturity securities                     |      | -                    | -                    |
| Income on foreign currency exchange operations            |      | 43,917,578           | 35,407,100           |
| Net fee and commission income                             | 23   | 34,963,983           | 36,463,896           |
| Other non-interest income                                 | 24   | <u>15,103,757</u>    | <u>9,563,205</u>     |
| Total non-interest income                                 |      | 94,041,398           | 81,469,203           |
| <b>Non-interest expenses</b>                              |      |                      |                      |
| Wages and salaries  |      | (33,329,087)         | (20,345,696)         |
| Bonuses   |      | (5,952,230)          | (6,087,225)          |
| Social insurance, medical insurance<br>and other payments |      | (13,455,897)         | (10,710,779)         |
| Premises, depreciation and other related costs            | 25   | (34,050,522)         | (19,619,950)         |
| Taxes and fees  |      | (202,215)            | (481,064)            |
| Consultants and audit expenses                            |      | (1,307,349)          | (1,441,025)          |
| Other non-interest expenses                               | 26   | (60,432,260)         | (41,256,937)         |
| Provision on non-interest assets                          |      | (73,137)             | (56,137)             |
| Provision on commitments                                  |      | <u>341,580</u>       | <u>(5,503,176)</u>   |
| Total non-interest expenses                               |      | <u>(148,461,117)</u> | <u>(105,501,989)</u> |
| Net profit before income tax and<br>extraordinary items   |      | 112,831,591          | 69,216,451           |
| Income tax expense  | 28   | <u>510,829</u>       | <u>(11,780,005)</u>  |
| Net profit before extraordinary items                     |      | 113,342,420          | 57,436,446           |
| Extraordinary items net of income tax                     |      | <u>482</u>           | <u>-</u>             |
| <b>Net profit</b>   |      | <u>113,342,902</u>   | <u>57,436,446</u>    |

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Marcel Chirca  
General Director

Tudorita Bicer  
Chief Accountant

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**BANCA COMERCIALA EXIMBANK – GRUPPO VENETO BANCA S.A.****STATEMENT OF CASH FLOWS****FOR THE YEAR ENDED 31 DECEMBER 2008****(All amounts in Moldovan Lei (MDL) unless otherwise stated)**

|   | <u>2008</u>         | <u>2007</u>         |
|---|---------------------|---------------------|
| <b>Operating activities</b>                       |                     |                     |
| Interest and commissions receipts                 | 374,280,076         | 230,510,573         |
| Interest and commission payments                  | (134,492,799)       | (76,976,464)        |
| Recoveries on loans previously written off        | 8,766,964           | 145,630             |
| Other income received                             | 64,372,239          | 45,727,706          |
| Payments to employees                             | (52,737,214)        | (37,143,700)        |
| Payments to suppliers                             | <u>(73,204,381)</u> | <u>(48,752,292)</u> |
| Receipts before changes in assets and liabilities | 186,984,885         | 113,511,453         |
| <b>Increase in operating assets</b>               |                     |                     |
| (Increase)/decrease of due from banks             | (46,686,855)        | (27,628,270)        |
| Decrease of balances with NBM                     | (125,106,914)       | (148,588,295)       |
| Increase of loans and advances to customers       | (440,943,754)       | (779,915,361)       |
| Decrease of investments                           | (7,410)             | (321,000)           |
| (Increase)/decrease in other assets               | (8,362,574)         | (1,918,073)         |
| <b>Increase in operating liabilities</b>          |                     |                     |
| Increase in deposits from customers               | 289,615,226         | 313,968,424         |
| Increase in deposits and borrowings from banks    | 56,551,765          | 83,549,327          |
| Increase in other borrowings                      | (31,512,332)        | 21,066,240          |
| Increase/(decrease) in other liabilities          | <u>(684,232)</u>    | <u>1,116,776</u>    |
| Cash flows before income tax                      | (120,152,195)       | (425,158,779)       |
| Income taxes paid                                 | <u>(7,610,847)</u>  | <u>(6,692,752)</u>  |
| <b>Net cash flows from operating activities</b>   | (127,763,042)       | (431,851,531)       |
| <b>Investing activities</b>                       |                     |                     |
| Increase in loans and advances to customers       | (89,727,117)        | (100,171,732)       |
| Increase of investment securities                 | 14,255,012          | (158,234,531)       |
| Proceeds from sale of property and equipment      | -                   | -                   |
| Purchase of property and equipment                | (36,726,654)        | (24,874,156)        |
| Increase in intangible assets                     | -                   | -                   |
| Purchase of intangible fixed assets               | (433,878)           | (1,357,534)         |
| Interest received                                 | <u>57,030,357</u>   | <u>37,413,457</u>   |
| <b>Net cash flows from investing activities</b>   | (55,602,280)        | (247,224,496)       |

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**BANCA COMERCIALA EXIMBANK – GRUPPO VENETO BANCA S.A.****STATEMENT OF CASH FLOWS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2008****(All amounts in Moldovan Lei (MDL) unless otherwise stated)**

|   | <u>2008</u>         | <u>2007</u>         |
|---|---------------------|---------------------|
| <b>Financing activities</b>                                       |                     |                     |
| Issue of shares   | -                   | 250,000,000         |
| Repayments of long-term borrowings                                | 562,300,112         | 579,903,900         |
| Interest paid   | <u>(34,685,710)</u> | <u>(18,384,028)</u> |
| <b>Net cash flows from financing activities</b>                   | <u>527,614,402</u>  | <u>811,519,872</u>  |
| <b>Net cash flows before extraordinary items</b>                  | 344,249,080         | 132,444,845         |
| Increase (decrease) from extraordinary items                      | <u>482</u>          | <u>-</u>            |
| Net cash flows after extraordinary items                          | 344,249,562         | 132,444,845         |
| Effect of exchange rate fluctuations on cash and cash equivalents | (5,609,375)         | (716,019)           |
| Cash and cash equivalents at the beginning of the year            | <u>374,348,830</u>  | <u>242,620,004</u>  |
| <b>Cash and cash equivalents at the end of the year (Note 30)</b> | <u>712,989,017</u>  | <u>374,348,830</u>  |

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**BANCA COMERCIALA EXIMBANK – GRUPPO VENETO BANCA S.A.****STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 DECEMBER 2008****(All amounts in Moldovan Lei (MDL) unless otherwise stated)**

|  | <u>Share capital</u> | <u>Statutory reserves</u> | <u>Revaluation reserve</u> | <u>Retained earnings</u> | <u>Total</u>       |
|--|----------------------|---------------------------|----------------------------|--------------------------|--------------------|
| <b>Balance at 1 January 2007</b>                           | 385,000,000          | 2,067,524                 | 869,429                    | 50,774,370               | 438,711,323        |
| Issued in current year                                     | 250,000,000          | -                         | -                          | -                        | 250,000,000        |
| Allocation to general reserve                              | -                    | 833,124                   | -                          | (833,124)                | -                  |
| Reevaluation of property and equipment                     | -                    | -                         | 5,993,041                  | -                        | 5,993,041          |
| Profit for the year  | -                    | -                         | -                          | <u>57,436,446</u>        | <u>57,436,446</u>  |
| <b>Balance at 31 December 2007/<br/>and 1 January 2008</b> | 635,000,000          | 2,900,648                 | 6,862,470                  | 107,377,692              | 752,140,810        |
| Issued in current year                                     | -                    | -                         | -                          | -                        | -                  |
| Allocation to general reserve                              | -                    | 2,871,822                 | -                          | (2,871,822)              | -                  |
| Reevaluation of property and equipment                     | -                    | -                         | 1,099,888                  | -                        | 1,099,888          |
| Profit for the year  | -                    | -                         | -                          | <u>113,342,901</u>       | <u>113,342,901</u> |
| <b>Balance at 31 December 2008</b>                         | <u>635,000,000</u>   | <u>5,772,470</u>          | <u>7,962,358</u>           | <u>217,848,771</u>       | <u>866,583,599</u> |

According to local legislation and Bank's statute, 5% of the Bank's net profit has to be allocated to the statutory reserve, until this reserve represents 15% of the Bank's share capital. The statutory reserves cannot be distributed to the shareholders. As of 31 December 2008, the statutory capital was fulfilled in conformity with provisions of Bank's statute.

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