

Translation of the Independent Auditors' Report Issued in the Serbian language

INDEPENDENT AUDITORS' REPORT

To the Member and Management of the Finance Leasing Company NBG LIZING d.o.o., Beograd

We have audited the accompanying financial statements (pages 3 to 32) of the Finance Leasing Company NBG LIZING d.o.o., Beograd (the "Company"), which comprise the balance sheet as of December 31, 2013, and the related income statement, statement of changes in equity and statement of cash flows for the year then ended, a summary of significant accounting policies and other explanatory notes and the statistical annex.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the Law on Accounting of the Republic of Serbia, as well as 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and the Law on Audit of the Republic of Serbia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2013, and its financial performance and cash flows for the year then ended in accordance with the accounting regulations of the Republic of Serbia.

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**To the Member and Management of the Finance Leasing Company NBG LIZING d.o.o., Beograd
(Continued)**

Emphasis of Matter

We draw attention to the fact that, in accordance with the amendments to the tax regulations of the Republic of Serbia, the Company is for the first time obligated to submit the income tax return for the year 2013 and other supporting documents to the Tax Administration of the Republic of Serbia until June 30, 2014. These documents include the report/study on transfer prices, the preparation of which is underway. The Company's management does not anticipate that the interpretation of the documentation it is to submit on the part of tax authorities will be any different from that of the management.

Our opinion is not modified in respect of this matter.

Other Matter

The financial statements of the Company as of and for the year ended December 31, 2012 were audited by another auditor, whose report dated April 19, 2013 expressed an unqualified opinion thereon.

Belgrade, April 7, 2014

Gordana Radić Đorđević
Certified Auditor