

## **ANNUAL MANAGEMENT REPORT**

*Prepared according to Regulation no. 5/2018 of A.S.F. [Romanian Financial Supervisory Authority]*

for the Financial Year  
2019

**CARBOCHIM S.A.**  
**CLUJ-NAPOCA**

**Registered Office:**

**CLUJ-NAPOCA**

**Piata 1 Mai Nr.3**

**Phone no.:**

**00 40 264 437005**

**Fax:**

**00 40 264 437026**

**Tax Reference Number and VAT Code:**

**RO 201535**

**Trade Register Number: J12/123/1991**

**Subscribed and Paid-up Share Capital**

**RON 12,325,437.50**

**Email:**

[Sales@carbochim.ro](mailto:Sales@carbochim.ro)

**Website:**

[www.carbochim.ro](http://www.carbochim.ro)

**Report Date: March 20, 2020**

**Organized market on which the issued securities are traded:**

*Carbochim S.A. shares are traded on the 2nd category of Bucharest Stock Exchange, CBC symbol.*

**The main features of the securities issued by the Company:**

*On December 31, 2019, the situation was the following:*

- Number of shares: 4,930,175

- Face value: RON 2.5/share

- Share capital: RON 12,325,437.50

- Registered shares, issued in dematerialized form, registered in the independent register Depozitarul Central S.A., according to contract no. 42757 of September 16, 2008

## **1. Review of the Company's activity**

### **1.1. a) Description of the basic activity of the Company.**

*Carbochim SA operates as a joint stock company according to Law 31/1990 republished, as subsequently amended and supplemented, and its main activity is 'Production of abrasive products'. According to NACE classifications – NACE code 2391.*

### **b) Year of incorporation of the Company:**

*CARBOCHIM S.A. was set up as a joint-stock company in 1991, by transforming the former I.I.S. CARBOCHIM and has its registered office in ROMANIA, CLUJ-NAPOCA City, Piata 1 Mai nr. 3. The Company was founded initially in 1949, for the production of coal, and the activity scope had changed by subsequent investment, leading to the production and sale of abrasive products: vitrified bonded grinding wheels, bakelite bonded grinding wheels, elastic bonded grinding wheels, mineral bonded abrasives, abrasive cutting and deburring grinding wheels, abrasive paper, cloth paper combined, and volcano fiber. Moreover, the activity includes internal and external trade activities, services on maintenance and repair of machinery, space rental.*

### **c) Description of any significant merger or reorganization of the Company, its subsidiaries or controlled companies during the financial year.**

*Not applicable. During the Financial Year 2019 subject of the report, the Company did not achieve any significant merger or reorganization.*

### **d) Description of acquisitions and/or disposals of assets.**

#### **Acquisition of non-current assets: RON 407,114**

- Land - RON*
- Constructions (upgrades): - RON*
- Technological equipment: RON 365,912*
- Means of transport RON 34,457*
- Measurement equipment and devices RON 4,900*
- Devices, office supplies, equipment RON 822*
- Intangible assets RON 1,023*

**Write-offs of assets (inventory value) RON 14,594**

**Sales of assets (inventory value) RON 0**

**e) Description of the main results of the assessment of the Company's activity.**

During 2019, there was a decrease in the sales of abrasive products by approx. 2.3% compared to the previous year, amid the decrease in demand in the industrial sector. Moreover, in 2018, revenues from the revaluation of tangible assets and real estate investments amounting to RON 1,077,469 were recorded, which positively influenced the result of 2018, and such revenues were not recorded in 2019. This decrease in income correlated with the increase in employee benefits expenses by approx.4.61%, of depreciation expenses by approx. 17.96% and other operating expenses by approx.6.66% decreased the operational result of 2019 to RON 387,069 compared to RON 3,561,244 in 2018.

Other operating income as at December 31, 2019 recorded revenues of RON 232,986 representing dividends distributed in 2014, 2015, 2016 outstanding until December 20, 2019 and for which the right of the Shareholders to ask for their payment is barred by limitation. Without recording these revenues, the operating result would have been RON 154,083.

**1.2. Overall assessment elements:**

<b>INDICATOR</b>	<b>2019/RON</b>
<i>Net profit</i>	<b>68,588</b>
<i>Turnover</i>	<b>35,262,466</b>
<i>Intra-Community export or delivery</i>	<b>2,512,857</b>
<i>Operating income</i>	<b>35,080,679</b>
<i>Operating expenditure</i>	<b>34,693,610</b>
<i>% of the market held (in Romania)</i>	<b>15%</b>
<i>Liquidity (cash and cash equivalents as at December 31, 2019)</i>	<b>1,024,860</b>

**1.3. Assessment of the Company's technical level.**

**Description of the main products and/or services provided, stating:**

Carbochim SA produces a wide range of abrasive products, such as:

- bonded grinding wheels: ceramic, organic, mineral and elastic;
- cutting and deburring grinding wheels;
- abrasive on paper, canvas in the form of: endless strips, rolls, sheets, flat wheels, lamellar wheels and others.

Furthermore, the Company has various collaboration contracts with other manufacturers to complete the assortment range.

**a) The main outlets for each product or service and the distribution methods.**

*The main market for the sale of the products is the internal one and the distribution of the products is carried out both directly by the Company and through the authorized representatives or distributors.*

*On the external market, the sale is carried out directly by the Company, the most important intra-Community deliveries and exports are in Poland, Belgium, Hungary, Germany, England, Austria, The Netherlands, Switzerland and Canada.*

**b) The share of each category of products or services in the Company's revenues and total turnover for the last three years.**

PRODUCTS CARBOCHIM	2017		2018		2019	
	% revenue	% turnover	% revenue	% turnover	% revenue	% turnover
Grinding wheels	59.50	56.27	61.79	58.91	60.09	59.79
Coated abrasives	38.64	36.55	36.81	35.09	34.29	34.11

**c) The new products contemplated, for which a substantial volume of assets shall be affected in the next financial year, as well as the stage of development of these products.**

*Considering the strong competition on the retail market, the Company has turned to the development of abrasive products that are used in the industry: automotive, bearings, metallurgy and others. High tech abrasive products based on state-of-the-art abrasive materials have been assimilated to these industries.*

**1.4. Assessment of the technical-material supply activity (indigenous sources, import sources). Disclosure on the security of supply sources, raw material prices as well as the sizes of stocks of raw material and material.**

*The main utilities, electricity and gas are purchased in the internal market.*

*Some of the basic raw materials are purchased from imports on the European and Asian markets (Germany, Italy, Hungary, Austria, Poland, Slovenia, France, China, Korea). Generally, there are at least two suppliers for each raw material.*

*Raw material stocks are generally within normal limits, except for those supplied from the Asian market or those with a long manufacturing cycle, where a reserve stock is set up, in order to avoid stopping production due to long delivery times.*

## 1.5. Assessment of the sale activity.

### a) Description of the evolution of sales sequentially on the internal and/or external market and of medium and long-term sales prospects.

*Given the global crisis caused by the coronavirus pandemic, which is expected to send the European Union and the Euro Area into a recession, the full impact of this crisis being still impossible to predict and prevent in its entirety, the objectives set for 2020 are :*

- maintaining sales of finished products at the level of 2019;*
- maintaining sales on the external market at the level of 2019;*
- orienting towards the performance of its own distribution system through the efficient use of the resources of the territorial workstations –Ploiesti; Braila; Bucharest.*

*In 2019, the Company's activity was carried out in a difficult macroeconomic environment, which implied the permanent adjustment of short-term strategies to achieve the proposed objectives.*

### b) Description of the competitive situation in the Company's field of activity, of the market share of the Company's products or services and of the main competitors.

*Carbochim SA carries out its activity in a variable competitive environment in which changes occur regarding the 'price policy' component advocated by the competing companies. In this context, we assess that the situation at the level of 2020 will have the same competitive profile as previous years, and the changes that may occur will not constitute a threat to the marketing policy adopted.*

### c) Description of any significant dependence of the Company on a single client or group of clients whose loss would negatively impact the Company's revenues.

*Given the wide range of products of the Company, as well as its large customer base, there is no customer that could materially affect the Company's activity. There is a wide range of trading partners in the internal market that contribute to the sales achieved by the Company. However, none of them has the potential to have a considerable negative impact on the Company's results, the client/product portfolio is in stable state.*

## 1.6. Assessment of the human resources aspects of the Company.

### a) Disclosing the number and level of training of the Company's employees, and the degree of syndication of the workforce.

*The average number of employees in 2019 was 200 employees.*

*More than 46% of employees have been working in the Company for more than 2-3 decades, which provides the Company with extensive and sound experience in the production and marketing of abrasive products.*

*The level of education of employees is as follows: 30% higher education, 65% secondary education (high school, foreman school, vocational school, apprenticeship) and 5% general education.*

*As far as recruitment and selection of staff is concerned, the period is characterized by a limited offer of qualified personnel.*

*The degree of syndication of the workforce within the Company is 60%.*

**b) Description of the relationships between Management and employees as well as of any conflicting elements that characterize these relationships.**

*Relations between the Company's management and employees took place in 2019 on a professional basis and without any conflicts whatsoever. A Collective Bargaining is concluded at Company level which is renegotiated on an annual basis.*

**1.7. Assessment of the aspects related to the impact of the basic activity of the issuer on the environment.**

*The Company holds all the environmental permits and permits necessary for the activity carried out. There are no pending or threatened legal actions for violation of environmental protection legislation. The Company is certified according to ISO 9001:2015 and ISO 14001:2015, with an integrated quality-environment system.*

**1.8. Assessment of the research and development activity.**

*Research and development activities are geared towards:*

- design and approval of new products, especially those required in industry;*
- improvement and technological development imposed by the quality and technical requirements of the specific products;*
- technological optimization, taking into account the main objectives of the Company, namely cost reduction, increasing product quality and meeting customer requirements.*

**1.9. Assessment of the trade activity regarding risk management.**

*Like any player in a competitive market, the Company is always exposed to both changes in the prices of raw materials, gas and electricity, as well as to local or global developments in the prices of finished products, as well as to the evolutions of exchange rates.*

*In 2019, the Company's activity was exposed to the following types of risks:*

- **Currency risk.** The Company is exposed to currency risk through exposure to different currencies, namely USD and EUR. Currency risk is associated to assets and liabilities recognized, in particular payables towards external suppliers of raw material and material, as well as loans and leases.*

*In April 2018, the Company concluded a framework contract for derivative financial transactions for FORWARD foreign exchange operations to partially cover foreign exchange risk for USD, therefore the Company started to apply the hedge accounting.*

*The impact of this type of risk on the profit and loss account in 2019 was - RON 46,427.*

*The impact on the profit and loss account assuming a 10% increase in EURO applied at the Balance Sheet date, with all other variables remaining constant, would be - RON119,249 .*

*The depreciation trend of RON in relation to USD, which occurred during 2015, continued in 2016 and 2018, also influenced the profit and loss account of 2019, given that an important part of the raw materials are supplied from the Asian market. Furthermore, the trend of depreciation of RON in relation to EUR continued in 2019, a trend which seems to increase in 2020 and which has influenced the profit and loss account of 2019, considering that a significant part of the raw materials are supplied from the European*

Union, as well as the fact that the finance lease debts are calculated according to the EUR exchange rate and part of the financing was committed in EUR.

**-Interest rate risk.** The Company is exposed to interest rate risk through its long and short-term loans, most of which have variable rates, related to ROBOR index for loans in RON, EURIBOR for loans in EUR respectively. The Company has entered into interest-bearing loan agreements with Unicredit Bank, Banca Comerciala Romana and Raiffeisen Bank. At December 31, 2019, a possible increase in the interest rate of 1% would have an effect on the income statement of – RON 2,560.

**- Price risk,** which represents the risk that the value of a financial instrument will fluctuate as a result of the change in market prices. During 2019, there were increases in utility prices, which were due to the increase in electricity and gas prices on the Stock Exchange and a slight increase in prices of other raw materials and materials due mainly to variations in the EURO-RON/USD-RON exchange rate.

**- Credit risk** is mainly related to cash and cash equivalents and trade receivables. The Company has developed a number of policies the application of which ensures that the sales of products and services takes place to adequate customers. The carrying amount of receivables, net of provisions for doubtful debts, represents the maximum exposure to credit risk.

The credit risk of trade receivables that are neither provisioned nor outstanding, can be assessed through internal analysis since there is no information about external risk indicators for customers.

**- Liquidity risk,**

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities.

Forecasts of cash flows are prepared by the Company's Finance Department, which monitors forecasts of the Company's liquidity needs to ensure that there is sufficient cash to meet the operational requirements, while always maintaining a sufficient margin in undrawn committed lending facilities, so the Company does not violate the limits of loans or arrangements relating to loans for all credit facilities.

### **1.10. Prospective elements regarding the Company's activity.**

In 2020, the main factor of uncertainty that can affect very seriously the activity of the Company is the global crisis caused by the coronavirus pandemic which is expected to send the European Union and the Euro Area into a recession, the full impact of this crisis is still impossible to predict and prevent in its entirety.

In 2020, the liquidity of the Company could be affected by the increased payment terms of our customers, due to the lack of liquidity on the market, as well as the influence of the exchange rates between RON and RON-USD, as well as the increase in energy and gas prices if the current upward trend continues in the following year.

### 1.11. Corporate governance code statement.

*Carbochim SA has shares listed at Bucharest Stock Exchange. As a result, the Company applies all the legal provisions in force: Law 31/1990 updated, Order of the Ministry of Public Finance 2844/2016, as subsequently amended and supplemented, for the approval of the Accounting Regulations according to International Financial Reporting Standards, ASF Regulation no.5/2018 on reports, Law 297/2004 on the capital market, Bucharest Stock Exchange regulations and others. All these acts are public.*

*Until the date of this Report, the Company did not accede to the Corporate Governance Code issued by the Bucharest Stock Exchange in 2015. The Company has started the necessary steps to adhere to this Code. The Board of Directors shall analyze and decide on the conditions and influences in the Company's corporate governance strategy.*

*The status of compliance with the Bucharest Stock Exchange Corporate Governance Code was presented by the Company in the Current Report dated January 22, 2016, which can be found on the website [www.carbochim.ro](http://www.carbochim.ro) in the Despre noi/Actionari/An 2016/Diverse section.*

*The Company manages the accounting in accordance with the legislation in force and has its own embedded system.*

*The Financial Statements are prepared in accordance with the accounting policies legally adopted by the Company and the legislation in force, which are checked and approved by the Chief Financial Officer, the Chief Executive Officer and, where applicable, by the Board of Directors.*

*An internal control system is implemented within Carbochim SA, for the main activities, and work procedures are established.*

*The duties exercised by the internal control in the Company are, but are not limited to:*

- examining the legality, regularity and conformity of operations;*
- identifying errors, waste, faulty manages and, on these grounds, proposing measures and solutions to recover damages and sanctioning those responsible, as appropriate;*
- overseeing the functioning of systems for substantiating planning, programming, organizing, coordinating decision, monitoring and controlling the implementation of decisions;*
- assessing the efficiency and effectiveness with which the existing Management and execution systems at Company level use the financial, human and material resources to achieve the objectives and obtain the results established.*

*The structure and mode of operation of the executive, management and supervisory bodies is in accordance with the legislation in force and the Articles of Association of the Company. The General Meeting of Shareholders is the Management Body of the Company, which decides on its activity and establishes the economic and commercial policy. The General Meetings are ordinary and extraordinary, and the duties of each are established by the Articles of Incorporation. The Company is managed by a Board of Directors composed of 5 Directors, who may also have the capacity of shareholders, elected by the General Meeting of Shareholders for a term of 4 years, with the possibility to be re-elected for new terms of 4 years. At its first Meeting, the Board of Directors shall elect a chairman from among its members. The Chairman of the Board of Directors is the Chief Executive Officer under the mandate contract. The Executive Directors are appointed by the Chief Executive Officer and are under his/her subordination. The composition of the Company's Management and Management Bodies is presented in section 4 of this Report. An Audit Committee consisting of two members was established within the Board of Directors in 2017.*



*The internal audit activity is outsourced, a contract was concluded with a self-employed person with an audit qualification, according to the legal requirements.*

*The internal audit is directly subordinated to the Board of Directors of the Company.*

*The Company has concluded a contract with a licensed financial auditor, according to the legal requirements, which checks the Financial Statements according to the legal provisions in force.*

*The General Meeting of Shareholders has the duties provided for by Law 31/1990 with the related amendments and by the Articles of Incorporation of the Company in force on the date when the General Meeting is held*

*The manner in which the General Meeting of Shareholders is held and its key duties are in accordance with the legislation in force and the Articles of Association of the Company.*

*Shareholders' rights and the manner in which they may be exercised are provided for in the applicable law.*

## **2. Company's tangible assets.**

### **2.1. Disclosure of the location and characteristics of the main production capacities owned by the Company.**

*The production capacities owned by the Company are entirely located in Cluj-Napoca, P-ta 1 Mai, nr.3.*

*The two production capacities of Carbochim S.A. are:*

*Abrasive Wheels Department with a capacity of 3,000 t/year.*

*Bonded Abrasives Department with a capacity of 4,000 thousand sq m/year.*

### **2.2. Description and analysis of the wear and tear of the company's properties.**

*An average degree of wear can be estimated at approx. 39%, considering that there are assets from 1965-1970, but also assets from 2000-2019.*

*Importantly, most of the properties (constructions) are from 1973-1979 and they are in good condition. Furthermore, all machinery and installations are in good working condition and allow the production to be carried out at a higher quality level.*

### **2.3. Disclosure of potential ownership issues over the Company's tangible assets.**

*Not applicable.*

## **3. The securities market issued by the Company.**

### **3.1. Disclosure of the markets in Romania and in other countries where the securities issued by the Company are negotiated.**

*The Company is the issuer of registered shares traded on the 2nd category of Bucharest Stock Exchange, CBC symbol.*

### **3.2. Description of the Company's dividend policy. Disclosure of the dividends due/paid/accumulated in the last 3 years and, if applicable, the reasons for any reduction of dividends during the last 3 years.**

*In recent years, the policy of the Company has been to distribute dividends to Shareholders, to the extent that the results obtained have allowed this distribution.*

*The situation of dividends distributed and paid in the last 3 years is as follows:*

*- no dividends were distributed in 2017, but net dividends amounting to RON 182,664 were paid to Shareholders from the dividends distributed in previous years.*

*- in 2018, dividends amounting to RON 1,232,544 (gross dividend Ron 0.25/share) were distributed, of the net profit of 2017, and of the net profit remained undistributed since 2015 in accordance with the Decision of the Ordinary General Meeting of Shareholders no. 2/April 26, 2018.*

*During 2018, net dividends amounting to 936,573 were paid to Shareholders, net dividends in the amount of RON 158,602 were recorded at CEC BANK under a DIICOT [Directorate for Investigating Organized Crime and Terrorism] Ordinance, and the withheld dividend tax amounting to RON 61,935 was paid to the State budget.*

*- in 2019, dividends amounting to RON 1,479,053 (gross dividend RON 0.30/share) were distributed, of the net profit of 2018, in accordance with the Decision of the Ordinary General Meeting of Shareholders no. 1/April 24, 2019.*

*During 2019, net dividends amounting to 1,139,364 of net profit in 2018 were paid to Shareholders, net dividends in the amount of RON 190,322 were recorded at CEC BANK under a DIICOT Ordinance, the withheld dividend tax amounting to RON 53,721 was paid to the State budget, and dividends distributed in the previous years in the amount of RON 5,178 were paid.*

### **3.3. Description of any activities of the Company to purchase its own shares.**

*Not applicable. In 2019, the Company did not purchase its own shares.*

### **3.4. If the Company has subsidiaries, disclosure of the number and face value of the shares issued by the Parent Company owned by the subsidiaries.**

*Not applicable. The Company has no subsidiaries, but has three places of business, in Bucharest, Ploiesti and Braila.*

### **3.5. If the Company has issued bonds and/or other debt securities, disclosure of the Company's performance of its obligations to such securities.**

*Not applicable. The Company did not issue bonds or other debt securities.*

## **4. Company's management.**

### **4.1. Disclosure of the list of the Company's Directors and of the following information for each Director.**

*During 2019, the Company was managed by a Board of Directors*

consisting of 5 members, who were elected for a term of 4 years, for the period 2018-2022, in accordance with the Decision of the Ordinary General Meeting of Shareholders no. 1/February 26, 2018.

- a) CV (surname, first name, age, qualification, professional experience, position and seniority).
- b) Any agreement, covenant or family relationship between the relevant Director and another person due to which the relevant person was appointed Director;
- c) Director's participation in the Company's equity;
- d) List of persons affiliated to the Company.

**4.1.1. POPOVICIU VIOREL DORIN** Member of the Board of Directors and Chairman of the Board of Directors throughout January 1, 2019 - December 31, 2019. He is 66 years old and holds the position of engineer.

- a) All positions held within the Company are: Trainee Engineer, Engineer, Senior Engineer, General Manager, Manager, Chief Executive Officer, 40 years seniority.
- b) Not applicable.
- c) Held 452,670 shares as at December 31, 2019.
- d) They are presented in Note 22 to the Financial Statements and in the Appendix to this Report.

**4.1.2. POPA GHEORGHE TITUS DAN**, Member of the Board of Directors throughout January 1, 2019 - December 31, 2019. He is 65 years old and holds the position of engineer.

- a) Has not held or does not hold any other positions within the Company.
- b) Not applicable.
- c) Does not hold.
- d) They are presented in Note 22 to the Financial Statements and in the Appendix to this Report.

**4.1.3. CRISAN VIOREL VASILE**, Member of the Board of Directors throughout January 1, 2019 - December 31, 2019. He is 70 years old and holds the position of economist.

- a) Does not hold any other positions within the Company.
- b) Not applicable.
- c) Held 7,609 shares as at December 31, 2019.
- d) Not applicable.

**4.1.4. IONESCU MIRCEA-PIETRO**, Member of the Board of Directors throughout January 1, 2019 - December 31, 2019. He is 64 years old and holds the position of engineer.

- a) Has not held or does not hold any other positions within the Company.
- b) Not applicable.
- c) Does not hold.
- d) Not applicable.

**4.1.5. STOICESCU DANIEL SILVIU**, Director and Member of the Board of Directors throughout January 1, 2019 - December 31, 2019. He is 49 years old and holds the position of lawyer.

- a) Has not held or does not hold any other positions within the Company.
- b) Not applicable.
- c) Held 15 shares as at December 31, 2019.
- d) They are presented in Note 22 to the Financial Statements and in the Appendix to this Report.

#### **4.2. Disclosure of the list of members of the Company's Executive Management.**

##### **For each, the disclosure of the following information:**

*The Executive Management is provided by a Chief Executive Officer who exercises his/her duties under the mandate contract concluded with the Board of Directors and a team of 3 Executive Directors.*

- a) Term for which the person is part of the Executive Management;*
- b) Any agreement, covenant or family relationship between the relevant person and another person due to which the relevant person was appointed a member of the Executive Management;*
- c) the relevant person's participation in the Company's equity.*

##### **4.2.1. POPOVICIU VIOREL-DORIN, Chief Executive Officer.**

- a) Mandate contract for the period 2018-2022;*
- b) Not applicable.*
- c) Held 643,170 shares as at December 31, 2019.*

##### **4.2.2. BARABULA MIHAELA-MARIA, Chief Financial Officer;**

- a) Employee under employment contract for an indefinite period;*
- b) Not applicable.*
- c) Does not hold.*

##### **4.2.3. GIURGIU LIANA, Sales Director;**

- a) Employee under employment contract for an indefinite period;*
- b) Not applicable.*
- c) Does not hold.*

##### **4.2.4. CAREAN NASTASIA, Technical and Production Manager;**

- a) Employee under employment contract for an indefinite period;*
- b) Not applicable.*
- c) Does not hold.*

#### **4.3. For all persons listed in 4.1 and 4.2, disclosure of any disputes or administrative procedures in which they have been involved, in the last 5 years, regarding their activity within the issuer, as well as those concerning the relevant person's ability to perform their duties within the issuer.**

The members of the Board of Directors are part of file case 7513/2/2016, opened at Bucharest Court of Appeal, appealing the FSA decisions no.973-977/April 25, 2016, for sanctioning them with amounts ranging from RON 5,000 to RON 7,500.

Before the first court, members of the Board of Directors won the case and the fines were annulled.

FSA filed an appeal.

### **5. Financial and accounting statement.**

**Disclosure of the economic and financial statement, compared to the last 3 years, with reference to:**

**a) Balance Sheet items: assets representing at least 10% of total assets; cash and other cash equivalents; reinvested profits; total assets; total liabilities.**

*The overall asset statement is disclosed as follows:*

		2017	2018	2019
<i>Total assets</i>	<i>RON</i>	81,073,485	97,896,841	94,729,537
<i>Inventories</i>	<i>RON</i>	12,222,234	14,958,347	14,702,179
<i>Inventories</i>	<i>%</i>	15.07	15.28	15.52
<i>Trade receivables</i>	<i>RON</i>	8,205,506	7,645,281	7,035,076
<i>Trade receivables</i>	<i>%</i>	10.12	7.81	7.43
<i>Other assets</i>	<i>RON</i>	170,541	267,501	283,021
<i>Other assets</i>	<i>%</i>	0.21	0.27	0.30
<i>Current income tax recoverable</i>	<i>RON</i>	0	0	0
<i>Cash and cash equivalents</i>	<i>RON</i>	635,776	879,301	1,024,860
<i>Cash and cash equivalents</i>	<i>%</i>	0.78	0.90	1.08
<i>Investment properties</i>	<i>RON</i>	6,605,581	7,124,302	7,124,302
<i>Investment properties</i>	<i>%</i>	8.15	7.28	7.52
<i>Intangible assets</i>	<i>RON</i>	11,121	6,557	1,249
<i>Tangible assets</i>	<i>RON</i>	53,184,726	66,977,552	64,520,850
<i>Tangible assets</i>	<i>%</i>	65.60	68.42	68.11
<i>Investments in equity instruments</i>	<i>RON</i>	38,000	38,000	38,000

*The overall liability statement is disclosed as follows:*

		2017	2018	2019
<i>Total liabilities</i>	<i>RON</i>	81,073,485	97,896,841	94,729,537
<i>Share capital</i>	<i>RON</i>	12,325,438	12,325,438	12,325,438
<i>Adjustments of share capital</i>	<i>RON</i>	-	-	-
<i>Other components of equity</i>	<i>RON</i>	45,873,142	57,440,201	57,563,025
<i>Retained earnings</i>	<i>RON</i>	7,837,601	9,350,754	7,937,638
<i>Long-term loans</i>	<i>RON</i>	202,015	918,100	90,797
<i>Long-term provisions</i>	<i>RON</i>	196,045	247,526	264,526
<i>Deferred tax liability</i>	<i>RON</i>	4,801,484	7,033,841	6,797,489
<i>Current portion of long-term loans</i>	<i>RON</i>	3,346,581	6,872,164	6,343,372
<i>Trade payables and of other nature</i>	<i>RON</i>	6,440,457	3,680,346	3,415,012
<i>Current income tax</i>	<i>RON</i>	50,722	28,471	1,237

*For the financial year 2019, the Annual Separate Financial Statements were prepared according to the International Financial Reporting Standards adopted by the European Union, in accordance with the provisions of Order of the Ministry of Public Finance no. 2844 /2016*

approving the Accounting Regulations compliant with the International Financial Reporting Standards.

**b) Profit account, net sales, gross income, cost items and expenses with a share of at least 20% in net sales or gross income, risk provisions and for various expenses, referring to any sale or cessation of a segment of activity performed in the last year or to be performed in the following year; dividends declared and paid.**

### Evolution of the profit and loss account

		2017	2018	2019
<i>Overall revenue</i>	RON	32,974,296	39,352,872	35,080,684
<i>Total expenses</i>	RON	-31,788,141	-36,023,184	-34,990,992
<i>Gross profit</i>	RON	1,186,155	3,329,688	89,692
<i>Income taxes (current and deferred)</i>	RON	-207,185	-662,100	-21,104
<i>Net profit</i>	RON	978,970	2,667,588	68,588
Cost elements representing more than 20% of total revenues				
		2017	2018	2019
<i>- expenses on raw materials, merchandise and consumables</i>	%	34.18	33.70	30.59
<i>- employee benefit expenses</i>	%	41.67	38.99	45.75
<i>- depreciation and impairment expenses</i>	RON	-2,222,562	-2,193,325	-2,587,157
<i>- other operating expenditure</i>		-4,431,681	-4,993,169	-5,325,684
<i>- dividends distributed as at the end of the period</i>	RON	1,232,544	1,479,053	0*
<i>- dividends paid during the relevant year (including the related tax)</i>	RON	182,664	998,508	1,198,263

\* The Board of Directors proposal to distribute the net profit does not provide for the distribution of dividends from the net profit of 2019 in the Ordinary General Meeting of Shareholders of April 2020.

***In 2019, there was no sale or cessation of any segment of activity and we do not think that will be the case in 2020 either.***

**c) Cash flow: all changes occurred in the level of cash within the basic activity, investments and financial activity, the level of cash at the beginning and end of the period.**

	2017	2018	2019
<i>Net cash from operating activities</i>	1,916,025	1,419,753	2,886,965
<i>Net cash from investment activities</i>	-1,561,298	-4,237,610	-170,148
<i>Net cash from financing activities</i>	-295,115	3,061,382	-2,571,258
<i>Cash flows - total</i>	59,612	243,525	145,559
<i>Cash at the beginning of period</i>	576,164	635,776	879,301
<i>Cash at the end of period</i>	635,776	879,301	1,024,860

*In 2017, investment expenses totalled RON 3,827,903 and investments amounting to RON 597,695 were completed.*

*In 2018, investment expenses totalled RON 5,152,421 and investments amounting to RON 5,051,528 were completed.*

*In 2019, investment expenses totalled RON 501,973 and investments amounting to RON 407,114 were completed*

## **6. Signatures**

***Engineer Popoviciu Viorel-Dorin***  
*Chairman of the Board of Directors*

***Economist Barabula Mihaela-Maria***  
*Chief Financial Officer*

## Appendices.

*a) the Company's Articles of Association, if amended in the reported year.*

*Not applicable.*

*b) Material contracts concluded by the Company in the reported year.*

*Not applicable.*

*C) Documents of resignation/dismissal, if there were such situations among the members of the administration, the executive management, the independent financial auditor.*

*Not applicable.*

*d) List of the Company's subsidiaries and of the companies controlled by it.*

*Not applicable.*

*e) List of persons affiliated to the Company, with whom the Company carried out transactions in 2019:*

*- CARBOREF SRL                                      Cluj-Napoca*

*The value of transactions with the companies mentioned above is disclosed in the Notes to the Financial Statements of 2019.*



**CARBOCHIM S.A.**

**SEPARATE FINANCIAL STATEMENTS**

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**CARBOCHIM S.A.**

**SEPARATE FINANCIAL STATEMENTS  
DECEMBER 31, 2019**

**PREPARED IN ACCORDANCE WITH INTERNATIONAL  
FINANCIAL REPORTING STANDARDS  
ADOPTED BY THE EUROPEAN UNION**

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**CARBOCHIM S.A.****INCOME STATEMENT****(All amounts are expressed in RON unless otherwise stated)**

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	<b>Note</b>	<b>December 31, 2018</b>	<b>December 31, 2019</b>
Income	17	34,560,265	33,681,721
Other income	17	2,629,978	1,786,418
Changes in inventories of finished goods and production in progress		<u>2,162,625</u>	<u>(387,460)</u>
		<u>39,352,868</u>	<u>35,080,679</u>
Raw materials, goods and consumables used		(13,262,733)	(10,731,288)
Employees benefit expenses	18	(15,342,397)	(16,049,481)
Depreciation and impairment expenses		(2,193,325)	(2,587,157)
Other operating expenses	19	<u>(4,993,169)</u>	<u>(5,325,684)</u>
		<u>(35,791,624)</u>	<u>(34,693,610)</u>
Operating income		3,561,244	387,069
Financial income	20	4	5
Financing costs	20	<u>(231,560)</u>	<u>(297,382)</u>
Financial net result		<u>(231,556)</u>	<u>(297,377)</u>
Profit before tax		3,329,688	89,692
Income tax expense	21	(662,100)	(21,104)
Net profit for the year		<u>2,667,588</u>	<u>68,588</u>
Basic earnings and diluted earnings per share (RON per share)	23	<u>0.54</u>	<u>0.01</u>

**CARBOCHIM S.A.**

**STATEMENT OF COMPREHENSIVE INCOME**

**(All amounts are expressed in RON unless otherwise stated)**

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	<b><u>Note</u></b>	<b><u>December 31, 2018</u></b>	<b><u>December 31, 2019</u></b>
<b>Other comprehensive income</b>			
Profit for the year		2,667,588	68,588
<b>Other comprehensive income:</b>			
Gains / (losses) on revaluation of assets		13,597,867	-
Change of deferred tax recognized in the revaluation reserve		<u>(1,952,699)</u>	<u>120,173</u>
<b>Other comprehensive income for the year, excluding taxes</b>		<u>11,645,168</u>	<u>120,173</u>
<b>Total comprehensive income of the year</b>		<u>14,312,756</u>	<u>188,761</u>

**CARBOCHIM S.A.**

**STATEMENT OF FINANCIAL POSITION**

**(All amounts are expressed in RON unless otherwise stated)**

	<b>Note</b>	<b>December 31, 2018</b>	<b>December 31, 2019</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment property	8	7,124,302	7,124,302
Other intangible assets	7	6,557	1,249
Tangible assets	6	66,977,552	64,520,850
Investments in owners' equity		38,000	38,000
<b>Total non-current assets</b>		<u>74,146,411</u>	<u>71,684,401</u>
<b>Current assets</b>			
Inventories	10	14,958,347	14,702,179
Trade receivables	11	7,645,281	7,035,076
Other current assets	11	267,501	283,021
Current income tax to be recovered	11.21	0	0
Cash and cash equivalents	12	879,301	1,024,860
<b>Total current assets</b>		<u>23,750,430</u>	<u>23,045,136</u>
<b>TOTAL ASSETS</b>		<u>97,896,841</u>	<u>94,729,537</u>
<b>OWNERS' EQUITY AND LIABILITIES</b>			
<b>Owners' equity</b>			
Share capital	13	12,325,438	12,325,438
Adjustments in owners' equity	13	0	0
Other components of owners' equity		57,440,201	57,563,025
Retained earnings		9,350,754	7,937,638
<b>Total owners' equity</b>		<u>79,116,393</u>	<u>77,826,101</u>
<b>Long-term liabilities</b>			
Long-term loans	14	794,445	61,111
Finance lease debts	15	123,655	29,689
Long-term provisions	5	247,526	264,526
Deferred tax liability	21	7,033,841	6,797,489
<b>Total long-term liabilities</b>		<u>8,199,467</u>	<u>7,152,815</u>

**CARBOCHIM S.A.****STATEMENT OF FINANCIAL POSITION****(All amounts are expressed in RON unless otherwise stated)**

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	<u>Note</u>	<u>December 31, 2018</u>	<u>December 31, 2019</u>
<b>Current liabilities</b>			
Current share of long-term loans	14	6,674,119	6,235,396
Current share of finance lease liabilities	15	198,045	98,976
Trade payables and of other nature	16	3,680,346	3,415,012
Current income tax	16.21	<u>28,471</u>	<u>1,237</u>
<b>Total current liabilities</b>		<u>10,580,981</u>	<u>9,750,621</u>
<b>TOTAL LIABILITIES</b>		<u>18,780,448</u>	<u>16,903,436</u>
<b>TOTAL OWNERS' EQUITY AND LIABILITIES</b>		<u>97,896,841</u>	<u>94,729,537</u>

The financial statements were authorized for issue by the Board of Directors on March 20, 2020 and were signed on its behalf.

Popoviciu Viorel-Dorin

Barabula Mihaela-Maria

Director

Chief Financial Officer

**CARBOCHIM S.A.****STATEMENT OF CASH FLOWS****(All amounts are expressed in RON unless otherwise stated)**

	<b>Note</b>	<b>December 31, 2018</b>	<b>December 31, 2019</b>
<b>Cash flows from operating activities</b>			
Receipts from customers and other debtors		42,994,854	41,789,087
Payments to suppliers, employees and other creditors		(29,091,183)	(26,171,853)
Interest paid		(209,341)	(255,556)
Income taxes, social contributions, other levies and taxes paid		(12,274,577)	(12,474,713)
<b>Net cash from operating activities</b>		1,419,753	2,886,965
		-	-
<b>Cash flows from operating investing activity</b>			
Payments for acquisition of shares		-	-
Payments to acquire property plant and equipment		(4,291,096)	(170,257)
Proceeds from sale of property plant and equipment		53,482	104
Interest received		4	5
Dividends received		-	-
<b>Net cash from financing activities</b>		(4,237,610)	(170,148)
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		0	0
Proceeds from loans		55,984,304	65,596,356
Payment of debts related to financial lease		(429,861)	(254,693)
Dividends paid		(936,573)	(1,144,508)
Repayments of amounts borrowed		(51,556,488)	(66,768,413)
<b>Net cash from financing activities</b>		3,061,382	(2,571,258)
<b>Cash flows - total</b>		<u>243,525</u>	<u>145,559</u>
<b>Cash at the beginning of period</b>		635,776	879,301
<b>Cash at the end of period</b>	12	879,301	1,024,860

CARBOCHIM S.A.

STATEMENT OF CHANGES IN EQUITY

(All amounts are expressed in RON unless otherwise stated)

	<u>Notes</u>	Share capital	Adjustments in share <u>capital</u>	<u>Other reserves</u>	Retained earnings and <u>undistributed</u>	Total owner' <u>equity</u>
<b>Balance as at January 1, 2018</b>		<u>12,325,438</u>	-	<u>45,873,142</u>	<u>7,837,601</u>	<u>66,036,181</u>
Profit for 2018		-	-	-	2,667,588	2,667,588
<b><u>Other comprehensive income for the period</u></b>						
Distribution of profit or loss in legal reserve		-	-	166,484	(166,484)	-
Movements in revaluation reserve		-	-	13,597,867	-	13,597,867
Distribution of profit the previous year in other reserves		-	-	32,230	(32,230)	-
Achievements of revaluation reserve		-	-	(276,823)	276,823	-
Deferred income tax related to revaluation and legal reserve		-	-	(2,067,280)	-	(2,067,280)
Deferred income tax resulted from reevaluation carried forward		-	-	114,581	-	114,581
<b><u>Transactions with shareholders</u></b>						
Dividends paid to shareholders		-	-	-	(1,232,544)	(1,232,544)
Share capital increase		-	-	-	-	-
<b>Total comprehensive profit</b>		<u>12,325,438</u>	-	<u>57,440,201</u>	<u>9,350,754</u>	<u>79,116,393</u>
<b>Balance as at December 31, 2018</b>		<u>12,325,438</u>	-	<u>57,440,201</u>	<u>9,350,754</u>	<u>79,116,393</u>



CARBOCHIM S.A.

STATEMENT OF CHANGES IN EQUITY

(All amounts are expressed in RON unless otherwise stated)

	<u>Notes</u>	<u>Share capital</u>	<u>Adjustments in share capital</u>	<u>Other reserves</u>	<u>Retained earnings</u>	<u>Total owners' equity</u>
<b>Balance as at January 1, 2019</b>		<u>12,325,438</u>	-	<u>57,440,201</u>	<u>9,350,754</u>	<u>79,116,393</u>
Profit for 2019		-	-	-	68,588	68,588
<b><u>Other comprehensive income for the period</u></b>						
Distribution of profit or loss in legal reserve		-	-	4,484	(4,484)	-
Movements in revaluation reserve		-	-	-	-	-
Distribution of profit the previous year in other reserves		-	-	-	-	-
Achievements of revaluation reserve		-	-	(1,833)	1,833	-
Deferred income tax related to revaluation and legal reserve		-	-	(718)	-	(718)
Deferred income tax resulted from reevaluation carried forward		-	-	120,891	-	120,891
<b><u>Transactions with shareholders</u></b>						
Dividends paid to shareholders		-	-	-	(1,479,053)	(1,479,053)
Share capital increase		-	-	-	-	-
<b>Total comprehensive profit</b>		<u>12,325,438</u>	-	<u>57,563,025</u>	<u>7,937,638</u>	<u>77,826,101</u>
<b>Balance as at December 31, 2019</b>		<u>12,325,438</u>	-	<u>57,563,025</u>	<u>7,937,638</u>	<u>77,826,101</u>
<b>Balance as at December 31, 2019</b>		<u>12,325,438</u>	-	<u>57,563,025</u>	<u>7,937,638</u>	<u>77,826,101</u>

The Company complies with the national rules in force on the distribution of reserves to Shareholders.

## CARBOCHIM S.A.

### NOTES TO FINANCIAL STATEMENTS

**(All amounts are expressed in RON unless otherwise stated)**

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#### 1. GENERAL INFORMATION

CARBOCHIM S.A. was set up as a joint-stock company in 1991, by transforming the former I.I.S. CARBOCHIM and has its registered office in Romania, CLUJ-NAPOCA City, Piata 1 Mai nr. 3.

The Company was founded initially in 1949, for the production of coal, and the activity scope had changed by subsequent investment, leading to the production and sale of abrasive products: vitrified bonded grinding wheels, bakelite bonded grinding wheels, elastic bonded grinding wheels, mineral bonded abrasives, abrasive cutting and deburring grinding wheels, abrasive paper, cloth - paper combined, and volcano fiber. Moreover, the activity includes internal and external trade activities, services on maintenance and repair of machinery, as well as manufacturing and office space rental.

CARBOCHIM SA is an open Company, the Company's shares are listed on the Bucharest Stock Exchange in the 2nd category, **CBC** symbol.

As at December 31, 2019, the structure of financial instruments holders holding at least 10% of the share capital of Carbochim S.A. is as follows:

	<b>No. of Shares</b>	<b>Percentage of Ownership (%)</b>
SC CARBO EUROPE SRL	3,370,947	68.3738
Individuals	889,764	18.0473
Legal persons	669,464	13.5789
<b>TOTAL</b>	<b><u>4,930,175</u></b>	<b><u>100</u></b>

CARBOCHIM SA holds participating interest in CARBOREF SA from Cluj-Napoca, of 25% of the share capital, an investment of RON 37,500.

In 2005, CARBOCHIM SA participated as a founding member to the establishment of Equipment Manufacturers and Importers Association for Wood Industry in Romania (A.P.I.E.L. - Romania), its contribution to the initial assets of the association being of RON 500, which represents a share of 7.14 %.

CARBOCHIM SA has no subsidiaries or shareholdings in other companies than those mentioned above.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The main Accounting Policies applied in preparing of these Financial Statements are set out below. These Policies have been consistently applied to all Financial Years disclosed, unless otherwise stated.

### 2.1 Basis of preparation

The financial statements of Carbochim S.A. as at December 31, 2019 have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union.

The provisions of the Order of the Minister of Finance 2844/2016 approving the Accounting Regulations compliant with the International Financial Reporting Standards.

In this respect, the statement of financial position, a component of the Annual Financial Statements ended December 31, 2019, includes information corresponding to the end of the reporting year and the end of the Financial Year prior to the reporting year. Moreover, the statement of comprehensive income includes information corresponding to the current Financial Year and the Financial Year prior to the reporting year.

The preparation of Financial Statements IFRS-compliant requires the use of certain critical accounting estimates. It also requires the application of complex judgments by the Management in the process of applying the Company's Accounting Policies. The areas involving a higher degree of complexity and application of these reasons, or where assumptions and estimates have a significant impact on the Financial Statements, are presented in Note 4.

#### 2.1.1 Changes in Accounting Policies and in disclosure of information

(a) *New and amended standards adopted by the Company*

The Accounting Policies adopted are consistent with those used in the previous year.

The following standards, amendments to existing standards and interpretations issued by the International Accounting Standards Board (IASB) and adopted by the European Union are in force for the current period and have been adopted in the Separate Financial Statements. The impact of these new and revised standards was reflected in the financial statements and estimated as non-material, except for the disclosures made.

**-IFRS 16 Leases:** The Standard shall enter into force for annual periods beginning on or after January 1, 2019. The Standard establishes the principles for the recognition, measurement, disclosure and description / provision of information about the leases of the two parties to a contract, namely the client (lessee) and the supplier (lessor). The new Standard requires lessees to recognize the majority of leases in their Financial Statements. Lessees will have a single accounting model for all leases, with some exceptions. Lessor's accounting remains significantly unchanged.

**- IFRS 9: Prepayment Features with Negative Compensation (Amendment)**

Amendments shall enter into force for annual periods beginning on or after January 1, 2019. The amendment allows for financial assets with prepayment characteristics that allow or require a party to a contract to either pay or receive reasonable compensation for early termination of the contract (so that from the perspective of the asset holder it is possible to exist 'negative compensation') are measured at amortized cost or fair value through other comprehensive income.

**- IAS 28: Long-Term Interests in Associates and Joint Ventures (Amendments)**

Amendments shall enter into force for annual periods beginning on or after January 1, 2019. Amendments refer to whether the valuation, and in particular the short-term interest depreciation in associates and joint ventures that are, in substance, part of the net investment in that associate or joint venture, should be governed by IFRS 9, IAS 28 or a combination of these two standards. The amendments clarify that an entity applies IFRS 9 Financial Instruments before applying IAS 28 to those long-term interests to which the equity method does not apply. In applying IFRS 9, the entity does not take into account the adjustments in the carrying amount of long-term interests that are generated by the application of IAS 28.

**-INTERPRETATION OF IFRIC 23: Uncertainty about the treatment applied to corporate income tax**

The interpretation shall enter into force for annual periods beginning on or after January 1, 2019. The interpretation covers accountability of corporate income tax when tax treatments imply a degree of uncertainty that affects the application of IAS 12. The interpretation provides guidance on analyzing certain tax treatments at individual level or joint level, at tax audits, on the appropriate method that reflects the uncertainty and the accounting for changes in events and circumstances.

**- IAS 19: Modification, Reduction or Reversal of Employee Benefits Plan (Amendments)**

Amendments shall enter into force for annual periods beginning on or after January 1, 2019. Amendments require entities to use updated actuarial assumptions to determine the cost of current services and net interest for the remainder of the reporting period after changes, reductions or disbursements of the plan have occurred. Amendments also clarify how accounting for the change, reduction or settlement of a plan affects the application of the asset ceiling requirements.

**- IASB issued Annual Improvements to IFRS - The 2015-2017 Cycle,** which is a collection of amendments to IFRSs. The amendments shall enter into force for annual periods beginning on or after January 1, 2019 and early application is permitted. These annual improvements have not yet been adopted by the EU.

- **IFRS 3 Business Combinations and IFRS 11 Joint Arrangements:** Amendments to IFRS 3 clarify that when an entity acquires control over an entity that is a going concern, it re-measures the interests previously held in that enterprise. Amendments to IFRS 11 clarify that when an entity acquires joint control over an entity that is a going concern, it does not re-measure the interests previously held in that enterprise.
- **IAS 12 Income Taxes:** The amendments clarify that the effects on the income tax on financial instruments payments classified as owners' equity must be recognized in the manner in which transactions or past events that generated distributable profit were recognized.
- **IAS 23 Borrowing Costs:** The amendments clarify paragraph 14 of the Standard that when a qualifying asset is available for its intended use or sale and some of the specific borrowings of the qualifying asset remain outstanding at that time, that borrowing should be included in the funds the entity leverages, in general.

(b) *New standards, amendments and interpretations issued but not applicable for the financial year from 1 January 2019, therefore not adopted:*

**IFRS 17 Insurance Contracts:** The Standard is valid for annual periods beginning on or after January 1, 2021, with prior application permitted, if both IFRS 15 Revenue from Contracts with Customers and IFRS 9 Financial Instruments. IFRS 17 Insurance Contracts establishes the principles for the recognition, assessment, disclosure of insurance contracts issued. Furthermore, similar principles need to be applied to reinsurance contracts and investment contracts with discretionary participation characteristics issued. The objective is to ensure that the entities provide relevant information in a manner that accurately represents these contracts. This information provides users of the Financial

Statements with a basis for assessing the effect that contracts within the scope of IFRS 17 have on the financial statement, financial performance and cash flows of any entity. The Standard has not yet been approved by the EU.

**- Amendment to IFRS 10. Consolidated Financial Statements and IAS 28. Investments in associates and joint ventures: sale or contribution of assets between an investor and its associate or joint venture.** Changes refer to an inconsistency identified between the requirements of IFRS 10 and IAS 28, in relation to the sale and asset sharing between an investor and its associate or joint venture. The main consequence of the amendments is that a total gain or loss is recognized when the transaction involves an enterprise (whether or not it is a subsidiary). A partial gain or loss is recognized when a transaction involves assets that are not an enterprise, even if they are in the form of subsidiaries. In December 2015, IASB postponed indefinitely the date of entry into force of this amendment. Amendments have not yet been adopted by the EU.

**-The Conceptual Framework of the International Financial Reporting Standards**

The International Accounting Standards Board ('IASB') issued the revised Conceptual Framework for Financial Reporting on March 29, 2018. The Conceptual Framework sets out a comprehensive set of concepts on financial reporting, setting standards, guiding for those who prepare the financial reporting, developing accounting policies, and assisting others in their efforts to understand and construe Standards. The IASB also issued a document accompanying the Conceptual Framework, Amendments to the Conceptual Framework references in the IFRS, which sets out amendments to the amended Standards in order to update the references to the revised Conceptual Framework. Its objective is to support the transition to the revised Concept Framework for companies that develop accounting policies using the Conceptual Framework when no IFRS Standard applies for a particular transaction. For those who develop accounting policies using the Conceptual Framework, this is valid for annual periods beginning on or after January 2020.

**- IFRS 3 Business Combinations (Amendments)**

IASB issued changes to the definition of a business (Amendments to IFRS 3) aimed at resolving the difficulties that arise when an entity determines whether it has acquired a business or a group of assets. Amendments apply to business combinations for which the acquisition date is in the first annual reporting period beginning on or after January 2020 and to asset purchases occurring on or after

**(All amounts are expressed in RON unless otherwise stated)**

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that period, the early application being allowed. Amendments have not yet been adopted by the EU.

**-IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of what is considered material (Amendments)**

Amendments enter into force for annual periods beginning on or after January 2020 and early application is allowed. Amendments clarify the definition of what is material and how it should be applied. The new definition states that information is material if the omission, inaccurate statement, or concealment could influence the decisions taken by the primary users of the Financial Statements on the basis of these Financial Statements, which provide final disclosures about a reporting entity. In addition, the explanations accompanying the definition have been improved. Amendments also ensure that the material definition is consistent across all IFRS Standards. These amendments have not yet been adopted by the EU.

**- Interest Rate Benchmark Reform: IFRS 9, IAS 39 and IFRS 7 (Amendments)**

The amendments enter into force for annual periods beginning on or after January 2020 and must be applied retroactively. Early application is allowed. In September 2019, the IASB published amendments to IFRS 9, IAS 39 and IFRS 7, which conclude the first stage of its activity to respond to the effects of the reform of Interbank Offered Interest Rates (IBOR) on financial reporting. Stage two will focus on aspects that could affect financial reporting when an existing interest rate benchmark is replaced by a risk-free interest rate (RFR). Published amendments address issues affecting financial reporting in the period prior to replacing an existing interest rate reference value with an alternative interest rate and address the implications for specific hedge accounting requirements in IFRS 9 Financial Instruments and IAS 39 Financial Instruments: Recognition and Measurement, which require prospective analysis. The amendments provide for temporary exemptions applicable to all hedge relationships that are directly affected by the interest rate benchmark reform, which allow hedge accounting to continue in the uncertainty period before replacing an existing interest rate benchmark with an almost risk-free alternative interest rate. There are also amendments to IFRS 7 Financial Instruments: Disclosures on additional certainty information resulting from the interest rate benchmark reform.

**- IAS 1 Presentation of Financial Statements: Classification of liabilities as Current or Non-Current (Amendments)**

The amendments shall enter into force for annual periods beginning on or after January 1, 2019 and early application is permitted. The amendments aim at promoting consistency in the application of requirements, helping companies to determine whether, within the statement of financial position, liabilities and other debts with an uncertain settlement date should be classified as current or non-

**NOTES TO FINANCIAL STATEMENTS**

**(All amounts are expressed in RON unless otherwise stated)**

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current. Amendments affect the presentation of liabilities within the statement of financial position and do not modify the existing requirements regarding the evaluation or recognition of any asset, liability, income or expenses, nor the information that entities publish regarding these items. Moreover, the amendments clarify the classification requirements for liabilities that can be settled by the company issuing own equity instruments. These amendments have not yet been adopted by the EU.

**2.2 Segment reporting**

A business segment is a distinctive component of the Company:

a) business activities that may earn revenues or incur expenses,

b) the results of which from activities are examined periodically by the Company's chief operating decision maker in order to take decisions about resource allocation and assessment of segment performance, and

c) for which discrete financial information is available.

*IFRS 8. Operating segments* should apply to the Separate Financial Statements of the Company the owners' equity instruments which are traded in a public market (Bucharest Stock Exchange).

The disclosure of information on products and services and geographic areas in which the Company carries out its activity is mandatory, even for those entities that identify a single reportable business segment, considering the quantitative thresholds and aggregation criteria stipulated by the Standard.

Considering the quantitative thresholds and aggregation criteria set by the Standard in terms of business segments, the Company does not identify distinctive components in terms of the related risks and benefits.

Presentation of geographical areas in which the Company operates:

<b>Outlet market</b>	<b>Share (%) 2018</b>	<b>Amount of revenue December 31, 2018</b>	<b>Share (%) 2019</b>	<b>Amount of revenue December 31, 2019</b>
Externally (Poland, Hungary, Germany, Belgium, Ireland, England, Austria, Switzerland, The Netherlands, Egypt, Canada, Turkey)	5	2,072,826	7	2,512,857
Internally (Romania)	95	37,280,042	93	32,567,822
Total operating income	100	39,352,868	100	35,080,679



## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

Disclosure of information on the Company's products and services:

Product or service	Share (%) 2018	Amount of revenue December 31, 2018	Share (%) 2019	Amount of revenue December 31, 2019
Grinding wheels	54.00	21,252,683	60.10	21,083,087
Coated abrasives	32.17	12,660,061	34.29	12,027,982
Other products	0.18	70,990	0.26	92,441
Rental income	3.74	1,472,131	4.36	1,529,398
Revenue from sale of goods	1.00	391,615	1.08	377,128
Other income, including changes in stocks of finished goods and work in progress	8.91	3,505,388	-0.09	(29,357)
Total operating income	100.00	39,352,868	100.00	35,080,679

**2.3 Foreign currency translation***(a) Functional and disclosure currency*

Items included in the Financial Statements are measured in the currency of the primary economic environment in which the entity operates ('the functional currency'). The Financial Statements are presented in Romanian lei ('RON'), which is the functional and disclosure currency of the Company.

Exchange rates as at December 31, 2019 and December 31, 2018 are as follows:

	<b>2019</b>	<b>2018</b>
<b>EUR</b>	4.7793	4.6639
<b>USD</b>	4.2608	4.0736

*(b) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rate on the date of the transactions or valuation for items that are revalued. Gains and losses on exchange differences arising from these transactions and from the translation at the rate of year-end monetary assets and liabilities denominated in foreign currencies are recognized in the income statement, unless they are recorded in other items of the comprehensive income as financial instruments that are designated as hedging instruments for cash flow hedge, as

well as financial instruments that are designated as hedging instruments of net investment.

Gains and losses on exchange rate, which refer to loans and leases, are presented in the income statement under 'income or financial costs'.

All other gains and losses on exchange are presented in the income statement under 'other (losses) / gains – net'.

#### **2.4 Accounting of the hyperinflation effect**

Romanian economy has recorded high levels of inflation in the past and was considered to be hyperinflationary as defined in IAS 29 'Financial Reporting in Hyperinflationary Economies'.

IAS 29 requires that Financial Statements prepared in the currency of a hyperinflationary economy be stated in terms of purchasing power as at December 31, 2003. Therefore, the values reported in terms of purchasing power as at December 31, 2003 are treated as the basis for the accounting amounts of these Financial Statements.

The restatement was calculated at the first application of IFRS using the developments in the consumer price index ('CPI') published by the National Statistics Institute ('NIS').

#### **2.5 Property, Plant and Equipment**

Land and buildings include factories, offices and commercial spaces.

The remaining tangible assets are mainly technological equipment used in the production process.

Land and buildings are presented as at December 31, 2019 at fair value. For buildings and equipment, the revalued amount as at December 31, 2018 is used minus the losses of the impairment for 2019. The revalued amount as at December 31, 2015 is used for land.

Revaluations are performed with sufficient regularity to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Any accumulated amortization at the date of revaluation is restated on a pro rata basis with the change in the gross carrying amount of the asset, so that the carrying amount of the assets, subsequent to revaluation, equals its revalued amount.

Subsequent costs are included in the asset carrying amount only when it is probable that future economic benefits related to that item will belong to the Company, and its cost can be measured reliably. The carrying amount of the replaced item is derecognized. All other repairs and maintenance expenses are recorded in the income statement in the financial period in which they are incurred.

NOTES TO FINANCIAL STATEMENTS

**(All amounts are expressed in RON unless otherwise stated)**

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The impairment method used is the straight-line method.

Useful life of fixed assets is determined in accordance with the 'Catalogue on classification and useful life of fixed assets', approved by Government Decision 2139 / 30 November 2004 updated. Given that this catalogue provides a choice of the normal functioning from a range with a minimum and a maximum value, the technical committee reviewed the conditions and environment in which the fixed assets operate and decided to use a lifetime equal to the middle range.

Land is not depreciated. Depreciation of other assets is calculated using the straight-line method to allocate their cost or revalued amount to the residual value, over the estimated useful lives, as follows:

Building	25-40 years
Machinery	10-15 years
Vehicles	3-5 years
Furniture, facilities and equipment	3-8 years

Residual values and useful lives of assets are reviewed and adjusted if appropriate, at the end of each reporting period.

The carrying amount of the asset is reduced immediately to its recoverable amount if the asset carrying amount is higher than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing the proceeds from disposal with the carrying amount and are recognized in 'Other (losses) / gains – net' in the income statement.

On the sale of revalued assets, the amounts included in other reserves are transferred to retained earnings.

## 2.6 Intangible assets

### (a) Trademarks and Licenses

Trademarks and licenses acquired separately are recorded at historical cost. Trademarks and licenses have a limited useful life and are carried at cost minus the accumulated amortization.

The amortization is calculated using the straight-line method to allocate the cost of trademarks and licenses over their estimated useful life of 1-3 years.

## **2.7 Real estate investment**

Investment properties are real estate (land, buildings or parts of buildings) held by the Company in order to increase the value or rental or both, rather than to:

- be used in the production or supply of goods or services or for administrative purposes;
- and
- be sold in the ordinary course of business.

An investment property is measured initially at cost, including transaction costs. The cost of a purchased investment property consists of its purchase price plus any directly attributable expenditure (professional fees for legal services, the property transfer taxes and other transaction costs).

Company's accounting policy on further valuation of real estate investments is based on the fair value model. This policy is applied uniformly to all investment property held.

Measuring the fair value of investment properties is performed by evaluators members of the National Association of Assessors of Romania (ANEVAR).

Thus, the amortization charge is no longer recognized, and the investment property is subject to revaluation with sufficient regularity in recognizing at fair value. Gains or losses resulting from the change in fair value of investment property are recognized in profit or loss in the period in which they occur.

As at December 31, 2018, real estate revaluations were carried out by a licensed assessor.

## **28. Investments in equity elements**

Investments in equity elements include participating interests in CARBOREF SA from Cluj-Napoca in a proportion of 25% of the share capital and a contribution to the initial assets of the A.P.I.E.L. Romania association, which represents a share of 7.14%. The percentages held do not give us control or any significant influence on the Company's activity or association. Carboref SA is a Company listed on Bucharest Stock Exchange, so the investment is valued at cost. The Company did not recognize adjustments for their impairment.

## **2.9 Impairment of non-financial assets**

Assets that are subject to amortization are assessed for impairment whenever events or changes occur indicating that the carrying amount may not be recoverable. An impairment loss is recognized as the difference between the carrying amount and the recoverable amount of the asset. The recoverable amount is the higher of an asset's fair value minus the costs to sell and the value in use.

NOTES TO FINANCIAL STATEMENTS

**(All amounts are expressed in RON unless otherwise stated)**

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For the purpose of impairment testing, assets are grouped at the lowest levels for which there are identifiable independent cash flows (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

**2.10 Financial assets**

**2.10.1. Classification**

In accordance with IFRS 9, an entity should classify financial assets as subsequently measured either at amortized cost or fair value through other comprehensive income, or at fair value through profit or loss based on the two below:

- a) the entity's business model for the management of the financial assets, and
- b) the characteristics of the contractual cash flow of the financial asset.

Financial assets that meet both of the conditions listed below are subsequently measured at amortized cost:

- The financial asset is held within a business model the objective of which is to hold financial assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise to cash flows that represent only principal payments and interest on the principal remaining at specific dates.

Instruments that meet both of the following conditions are then measured at fair value through other comprehensive income (**FVOCI**):

- the financial assets are held within a business model the objective of which is achieved both by collecting the contractual cash flows and by selling the financial assets; and
- the contractual terms of the financial asset give rise to cash flows that represent only principal payments on the principal remaining at specific dates.

All other financial assets will be subsequently measured at fair value through profit or loss (**FVPL**)

*(a) Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities payable than twelve months after the end of the reporting period. They are classified as current assets.

*(b) Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in the first category presented. They are included in

current assets unless the investment matures or the management intends to dispose of within twelve months after the end of the reporting period.

(c) **Greenhouse gas emission certificates**

Starting January 1, 2013, the Company's plant is no longer subject to the greenhouse gas emission trading scheme under Directive 2009/29/EC so that it has not received EUAs since 2013.

In 2014, the Company alienated all of the 2,196 certificates in the account at the beginning of the year, otherwise risking to lose them.

**2.10.2. Recognition and measurement**

Regular purchases and sales of financial assets are recognized on the trade date - the date on which the Company commits to purchase or sell the asset.

Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets available for sale are subsequently carried at fair value. Loans and receivables are carried at amortized cost based on the effective interest method.

Investments in equity that do not have a quoted market price in an active market and whose fair value cannot be measured reliably must not be designated at fair value through profit or loss.

**2.11 Inventories**

Inventories are stated at the lower of cost and net realizable value. The cost of finished products is determined by the standard cost method.

The cost of production of finished goods and work in progress comprises the design costs, raw materials, direct productive labor force, other direct costs and appropriate indirect production costs (based on normal production capacity). Borrowing costs are not included.

Net realizable value represents the estimated selling price in the ordinary course of business, minus applicable variable selling expenses.

Where necessary, provisions for obsolete inventories and slow turning are recorded. Obsolete inventories identified individually are provisioned at integrated value or derecognised. For slow moving inventories, estimation of the age is performed by each major category, based on inventory turnover.

**2.12 Trade receivables**

Trade receivables are amounts due from customers for stocks sold or services provided in the normal course of business. If they are expected to be collected within one year or less than one year (or later in the normal course of business), they will be classified as current assets. Otherwise, they will be disclosed as non-current assets.

Trade receivables are recognized initially at fair value and subsequently for claims with a credit period of more than 6 months, the measurement is performed at amortized cost using the effective interest method less adjustments for impairment.

**2.13 Cash and cash equivalents**

Cash and cash equivalents include cash on hand, cash in current accounts with banks, other short-term investments with high liquidity and original maturity periods of up to three months and bank overdrafts.

**2.14 Share capital**

Ordinary shares are classified as owner's equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**2.15 Trade payables**

Trade payables are obligations to pay for goods or services that were acquired in the ordinary course of business from suppliers. Accounts suppliers are classified as current liabilities if payment is to be made within a year or less than one year (or later in the normal course of business). Otherwise, they will be disclosed as long-term liabilities. Trade payables are recognized initially at fair value and subsequently liabilities with a maturity of less than 6 months are measured at amortized cost based on the effective interest method.

**2.16 Loans**

Loans are recognized initially at fair value, net of transaction costs recorded. Subsequently, loans are stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value being recognized in the income statement over the period of loans, based on the effective interest method.

NOTES TO FINANCIAL STATEMENTS

**(All amounts are expressed in RON unless otherwise stated)**

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**2.17 Current and deferred income taxes**

Tax expense for the period includes current tax and deferred tax. Tax is recognized in the income statement unless it relates to the items recognized in other comprehensive income or directly in owner's equity. In this case, the corresponding tax is recognized in other comprehensive income or directly in owner's equity.

Current income tax expense is calculated based on tax regulations in force at the end of the reporting period. Management periodically evaluates positions in tax returns regarding situations in which applicable tax regulations are subject to interpretation. This establishes provisions, where applicable, based on estimated amounts due to tax authorities.

Deferred income tax is recognized, based on the balance sheet obligation method, on temporary differences occurring between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements.

However, the deferred tax arising from the initial recognition of an asset or liability in a transaction other than a business combination and at the time of transaction does not affect the accounting profit and the taxable profit is not recognized. Deferred income tax is determined using tax rates (and laws) in force until the end of the reporting period and to be applied in the period in which the deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized only to the extent in which it is probable to obtain in the future taxable profit from which temporary differences will be deducted.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax liabilities current tax liabilities and when the deferred tax assets and liabilities relate to the income taxes imposed by the same tax authority or the same taxable entity, or different taxable entities where there is an intention to offset balances on a net basis.

**2.18 Employee benefits**

In the normal course of business, the Company makes payments to the Romanian State on behalf of its employees for health, pension and unemployment funds. All employees of the Company are members of the Romanian State pension scheme, which is a fixed contribution plan. These costs are recognized in the income statement together with the salary expenses.

*(a) Obligations relating to pensions*

According to the Collective Bargaining, the Company must pay to the employees upon the retirement a compensatory amount equal to the gross salary. The Company recorded a provision for such payments (see Note 5).



NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

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(b) *Other benefits*

The Company incurs personnel costs related to the provisions of benefits such as healthcare services. These amounts primarily include implicit costs of annual medical checks.

(c) *Termination of employment benefits*

According to the Collective Bargaining, in the case of collective redundancies, the Company will provide compensation as follows, depending on the seniority of such employees:

- For a seniority up to 10 years, 3 basic salaries of the redundant;
- For a seniority between 10 years and 15 years, 5 basic salaries of the redundant;
- For a seniority between 15 and 20 years, 7 basic salaries of the redundant;
- For a seniority between 20 years and 25 years, 9 basic salaries of the redundant;
- For a working experience of 25 years, 12 basic salaries of the redundant;

(d) *Profit-sharing plans and bonuses*

The Company grants to employees, in addition to wages, additional bonuses resulted from the salary, bonuses of payroll, vouchers and holiday bonuses. Employees can benefit from employee participation in profits fund, up to 10% share of the net profit as decided by the General Meeting of Shareholders.

## 2.19 Provisions

Provisions for liabilities are recognized when the Company has a present, legal or constructive obligation, as a result of past events; it is probable that an outflow of resources will be required in settlement of the liability; the amount has been reliably estimated.

If there are several similar obligations, the likelihood that an outflow will be required to settle the obligation is determined taking into account the whole class of obligations. A provision is recognized even if the likelihood of an outflow for an individual element is reduced.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized in interest expense.

## 2.20 Revenue recognition

IFRS 15 has replaced previous IFRS requirements for income recognition and applies to all revenues from contracts with customers. In accordance with the new Standard, revenue is recognized to reflect the transfer of the goods and services to the customer, at the amount that reflects the price at which the Company expects to be entitled in exchange for these goods and services. Revenue is shown net of value added tax, returns, rebates and discounts and after eliminating sales within the Company.

The Company recognizes revenue when or as the customer acquires control over the goods or services. The Company bases its estimates on historical results, taking into account the type of customer, the type of transaction and the specifics of each commitment.

The Company adopted the new Standard starting January 1, 2018 using the modified retrospective method, with the cumulative adjustments in the original application recognized in the original balance of the retained earnings in the year of the initial application. Consequently, the Company did not apply the requirements of IFRS 15 for prior periods disclosed.

According to IFRS 15 Revenue from Contracts with Customers and IFRS 15. Revenue from Contracts with Customers (Clarifications), we did not identify transactions in which the Company acts as an agent. An agent recognizes revenue for its commission for the due fee in exchange for facilitating the transfer of goods or services.

Initial application of IFRS 15 has no impact on the retained earnings of the Company as at January 1, 2018.

The application of IFRS 15 had no impact on the income statement and the statement of comprehensive income for the year 2018, nor on the financial position and cash flows.

### (a) *Sale of finished products*

The Company produces the full range of grinding wheels products, except super grinding wheels.

The main outlet market is the internal one, only max. 7% of deliveries being made in the foreign market.

The Company sells finished products through distributors, direct sales to business customers and through retail through its store.

Sales of finished goods are recognized when the customer acquires control of the goods or services.

NOTES TO FINANCIAL STATEMENTS

**(All amounts are expressed in RON unless otherwise stated)**

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The Company manages a store for the sale of grinding wheel products. Sales of products is recognized when the Company sells a product to a customer. Retail sales are usually paid in cash or by bank card.

The finished products are often sold with volume discount. Sales are recorded based on the price specified in the sales and purchase agreement, net of estimated volume discounts and estimated returns at the time of sale. The experience gained is used for the estimation and provisioning for discount and returns. Volume discount is measured based on expected annual purchases. It is considered that there are no funding elements, as sales are made with a credit period of maximum 60-90 days in accordance with the normal market practice.

*(b) Income from royalties*

Income from royalties are recognized on an accrual basis, according to the relevant contractual provisions.

The Company has leased real estate investments in order to obtain income.

**2.21 Interest income**

Interest income is recognized using the effective interest method.

**2.22 Dividend income**

Dividend income is recognized when establishing the entitlement to receive those amounts.

**2.23 Leases**

Leases for tangible assets where the Company undertakes all the risks and benefits of ownership are classified as finance leases. Finance leases are capitalized at the inception of the lease at the lesser of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between liabilities and finance charges. Obligations related to rent, net of finance charges, are included in other long-term liabilities. The interest element of the financing cost is recorded in the income statement over the lease term, so as to produce a constant periodic rate of interest on the remaining balance of the obligation for each period. Property, plant and equipment acquired under finance leases are depreciated over the useful life of the asset.

IFRS 16 which entered into force on January 1, 2019 replaces the existing lease instructions, including *IAS 17 Leasing*, *IFRIC 4 Determining whether an Arrangement*

NOTES TO FINANCIAL STATEMENTS

**(All amounts are expressed in RON unless otherwise stated)**

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*contains a Lease, SIC 15 Operating Leases – Incentives and SIC 27 Evaluating the Substance of Transactions in the Legal Form of a Lease .*

The Standard removes the current dual accounting model for lessees and requires companies to include the majority of leases into the Balance Sheet in a single model, removing the distinction between operating and financial leases. In accordance with IFRS 16, a contract is or contains a lease if it confers the right to control the use of an asset identified for a period of time in return for compensation. For such contracts, the new model requires the lessee to recognize an asset related to the right of use and a liability related to the lease. The assets related to the right of use are amortized for the duration of the lease, and the debt generates interest. Interest expenses are recorded in the profit and loss account for the lease period, being calculated on the remaining balance of the lease liability for each period. For most leases, this will generate higher expenses at the beginning of the lease, even if the lessee pays constant rents. Lessor's accounting remains largely unaffected by the introduction of the new Standard, and the distinction between the operational and financial leases shall be maintained.

In addition, the Company considered the following aspects related to contracts that fall under IFRS 16:

- did not recognize any assets related to the right of use and no lease liabilities related to contracts that expire within 12 months or less from the date of application;
- did not recognize any assets related to the right of use and no lease liabilities related to low value contracts (below USD 5,000);

The initial application of IFRS 16 did not result in the recognition of assets related to the right of use, nor of lease liabilities as of January 1, 2019 nor December 31, 2019.

**2.24 Distribution of dividends**

The distribution of dividends to Shareholders is recognized as a liability in the Financial Statements in the period in which the dividends are approved by the Company Shareholders.

**(All amounts are expressed in RON unless otherwise stated)****3. FINANCIAL RISK MANAGEMENT****3.1 Financial risk factors**

By the nature of the activities performed, the Company is exposed to various risks including: market risk (including currency risk, interest rate risk on fair value, interest rate risk on cash flow and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Company. The Company does not use derivative financial instruments to hedge certain risk exposures.

(a) *Market risk*

(i) *Currency risk*

The Company is exposed to currency risk through exposure to different currencies, especially USD and EUR. Currency risk is associated to assets and liabilities recognized, in particular loans.

In April 2018, the Company concluded a framework contract for derivative financial transactions for FORWARD foreign exchange operations to partially cover foreign exchange risk for USD, therefore the Company started to apply the hedge accounting. As at December 31, 2019, the Company did not have any derivative financial transactions in progress.

The following table shows the Company's exposure to possible changes in exchange rates applied at the end of the reporting period:

	<b>As at December 31, 2018</b>			<b>As at December 31, 2019</b>		
	Monetary Financial <u>Assets</u>	Monetary Financial <u>liabilities</u>	Net amount on Statement of Financial <u>position</u>	Monetary Financial <u>Assets</u>	Monetary Financial <u>liabilities</u>	Net amount on Statement of Financial <u>position</u>
RON	8,419,644	9,847,277	(1,427,633)	8,038,620	8,346,058	(307,438)
EUR	372,143	1,651,804	(1,279,661)	302,869	1,495,363	(1,192,494)
USD	296	0	296	1,468	0	1,468
Total	<u>8,792,083</u>	<u>11,499,081</u>	<u>(2,706,998)</u>	<u>8,342,957</u>	<u>9,841,421</u>	<u>(1,498,464)</u>

The above analysis includes only monetary assets and liabilities items.

## NOTES TO FINANCIAL STATEMENTS

**(All amounts are expressed in RON unless otherwise stated)**

The following table shows the manner in which the items in the income and equity ranges based on 10% change in exchange rates applied by the National Bank of Romania at the Balance Sheet in relation to the functional currency of the Company, with all other variables constant, as follows:

	<u>2019</u>	<u>2018</u>
EUR	5.2572	5.1302
USD	4.6869	4.4809

*Impact on profit or loss account:*

	<u>2019</u>
EUR increasing by 10%	(119,249)
	<u>2018</u>
EUR increasing by 10%	(127,966)

(ii) Interest rate risk

The Company is exposed to interest rate risk through its long and short-term loans, most of which have variable rates, related to ROBOR index for RON loans, EURIBOR for loans in EUR respectively.

The Company has entered into interest-bearing loan agreements with Unicredit Bank, Banca Comerciala Romana and Raiffeisen Bank.

The status of committed appropriations was the following:

- As at December 31, 2018

<u>Financial institution</u>	<u>Currency</u>	<u>Interest rate</u>	<u>Threshold</u>	<u>Loan balance as at December 31, 2018 (RON)</u>
Unicredit Bank	RON	Negotiated	800,000	431,965
Banca Comerciala Romana	RON/ EUR	Negotiated	2,000,000	1,378,949
Raiffeisen Bank	RON/ EUR	Negotiated	4,350,000	3,164,154 965,718
Raiffeisen Bank - long term	RON	Negotiated	2,200,000	1,527,778
<b>Total</b>				<b>7,468,564</b>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

- As at December 31, 2019

<u>Financial institution</u>	<u>Currency</u>	<u>Interest rate</u>	<u>Threshold</u>	<u>Loan balance as at December 31, 2019 (RON)</u>
Unicredit Bank	RON	Negotiated	800,000	215,070
Banca Comerciala Romana	RON/ EUR	Negotiated	3,000,000	1,853,647
Raiffeisen Bank	RON/ EUR	Negotiated	4,350,000	2,428,488 1,004,858
Raiffeisen Bank - long term	RON	Negotiated	2,200,000	794,444
<b>Total</b>				<b>6,266,507</b>

As at December 31, 2019, a possible increase in the interest rate of 1% would have an effect on the income statement of RON 2,560.

*(b) Credit risk*

Credit risk is mainly related to cash and cash equivalents and trade receivables. The Company has developed a number of policies the application of which ensures that the sales of products and services takes place to adequate customers. The carrying amount of receivables, net of provisions for doubtful debts, represents the maximum exposure to credit risk.

The credit risk of trade receivables that are not impaired, but not outstanding, can be assessed through internal analysis since there is no information about external risk indicators for customers.

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Customers for which the recovery of receivables is under 30 days	2,933,049	2,201,241
Customers for which the recovery of receivables is between 30 and 90 days	2,961,212	2,580,975
Customers for which the recovery of receivables is between 90 and 180 days	94,256	639,548
<b>Total</b>	<u>5,988,517</u>	<u>5,421,764</u>

Although the collection of receivables could be influenced by economic factors, Management believes that there is not a significant risk of loss exceeding the provisions already established.

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

Cash is placed with financial institutions which, at the time of lodging the deposit, were considered to present a minimal risk of default.

<b>Bank's financial indicator</b>	<b>Bank</b>	<b><u>December 31, 2018</u></b>	<b><u>December 31, 2019</u></b>
Baa1	Raiffeisen Bank	1,940	2,334
Baa2	BRD	11,989	14,945
n/a	Treasury	7,785	5,182
Baa3	BCR	145,884	138,292
n/a	Unicredit Tiriac Bank	0	0
n/a	CEC Bank	575,060	765,382
<b>Total</b>		<b><u>742,658</u></b>	<b><u>926,135</u></b>

Where:

Financial institutions scored with indicator D show a modest financial power, with a possible need for external support, and the financial institutions scored with indicator E show a very modest financial strength with a high probability of external support needed periodically.

(c) *Liquidity risk*

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities.

Forecasts of cash flows are prepared by the Company's finance department, which monitors forecasts of the Company's liquidity needs to ensure that there is sufficient cash to meet the operational requirements, while always maintaining a sufficient margin in undrawn committed lending facilities, so the Company does not violate the limits of loans or arrangements relating to loans for all credit facilities.

The maturity of financial liabilities is reviewed in the table below:

	<b><u>Up to</u></b>	<b><u>Between</u></b>	<b><u>Between</u></b>	<b><u>Over</u></b>
	<b><u>1 year</u></b>	<b><u>1 and 2</u></b>	<b><u>2 and 5</u></b>	<b><u>5 years</u></b>
		<b><u>years</u></b>	<b><u>years</u></b>	
<b>As at December 31, 2018</b>				
Loans (Note 14)	6,674,119	733,334	61,111	-
Financial lease (Note 15)	198,045	94,683	28,972	-
Trade payables and of other nature (Note 16)	3,680,346	-	-	-
Current income tax	28,471			
<b>Total</b>	<b><u>10,580,981</u></b>	<b><u>828,017</u></b>	<b><u>90,083</u></b>	<b><u>-</u></b>



## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

**As at December 31, 2019**

Loans (Note 14)	6,235,396	61,111	-	-
Financial lease (Note 15)	98,976	29,689	-	-
Trade payables and of other nature (Note 16)	3,415,012	-	-	-
Current income tax	1,237			
<b>Total</b>	<b><u>9,750,621</u></b>	<b><u>90,800</u></b>	<b><u>-</u></b>	<b><u>-</u></b>

**3.2 Capital management**

Company's capital management objectives aim at protecting the ability of the Company to continue its work in the future, so as to bring profit to Shareholders and benefits to other stakeholders and maintain an optimal capital structure to reduce the cost of capital.

Like other companies operating in this sector, the Company monitors the capital on the basis of indebtedness indicator. This indicator is calculated by dividing the net debt to the total capital. Net debt is calculated by subtracting from the total loans (including 'current and long-term loans', as shown in the statement of financial position) cash and cash equivalents. Total capital is calculated by adding the net debt to the 'owners' equity' in the statement of financial position.

In 2019, the Company's strategy, as opposed to 2018, consisted in reducing the indebtedness ratio, mainly through repayments to credit lines, but also to the investment loan.

Indebtedness indicators as at December 31, 2019 and 2018 were as follows:

	<u>2018</u>	<u>2019</u>
Total loans	7,790,264	6,425,172
Minus: cash and cash equivalents	879,301	1,024,860
Net liability	6,910,963	5,400,312
Total owner's equity	79,116,393	77,826,101
<b>Total owners' equity and net liabilities</b>	<b><u>86,027,356</u></b>	<b><u>83,226,413</u></b>
<b>Indebtedness ratio</b>	<b>8%</b>	<b>6%</b>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

**3.3 Fair value measurement**

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. The fair value of financial instruments that are not traded in an active market is determined by using the measurement techniques.

It is considered that the carrying value minus the adjustment for impairment of trade receivables and payables approximates their fair values. The fair value of financial liabilities with a settlement period of more than 6 months is estimated by discounting the future contractual cash flows at the current interest rate on the market available to the Company for similar financial instruments. Fair value measurement is performed taking into account the following hierarchy:

- a) level 1 - prices listed in active markets for identical assets and liabilities
- b) level 2 - data other than listed prices that are observable for the asset or liability
- c) level 3 - data for assets and liabilities that are not based on observable market data

**Presentation at the fair value of financial assets and financial liabilities as at December 31, 2019:**

	Level 1	Level 2	Level 3
<b>Financial assets:</b>			
Cash and cash equivalents	1,024,860	-	-
Receivables and other receivables	-	7,318,097	-
<b>Financial liabilities:</b>			
Loans	-	6,425,172	-
Trade payables and of other nature	-	3,415,012	-
Current income tax	-	1,237	-

**Presentation at the fair value of financial assets and financial liabilities as at December 31, 2018:**

	Level 1	Level 2	Level 3
<b>Financial assets:</b>			
Cash and cash equivalents	879.301	-	-
Receivables and other receivables	-	7,912,782	-
<b>Financial liabilities:</b>			
Loans	-	7,790,264	-
Trade payables and of other nature	-	3,680,346	-
Current income tax	-	28,471	-

#### **4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES**

Estimates and judgments are measured on a continuous basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the given circumstances.

##### **4.1 Critical accounting estimates and assumptions**

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

###### *(a) Income tax*

The Company is subject to income tax in a single jurisdiction (Romania). There are many transactions and calculations for which the ultimate tax determination is uncertain. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the assets and liabilities of current and deferred income tax in the period in which this determination is performed.

###### *(b) Pension-related benefits*

The present value of pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations. The Company uses the National Bank of Romania benchmark interest rate as the discount rate for pension obligation at the end of each year.

#### **5. FIRST-TIME APPLICATION OF IFRS**

As at December 31, 2012 the Company prepared the first Financial Statements under IFRS. In preparing the statement of financial position according to IFRS as at January 1, 2011 and December 31, 2011, the Company adjusted amounts reported previously in financial statements prepared in accordance with the Order of the Minister of Public Finance 3055/2009. The main restatement adjustments under IFRS of Financial Statements in accordance with the Order of the Minister of Public Finance 3055 were as follows:

**NOTES TO FINANCIAL STATEMENTS**

**(All amounts are expressed in RON unless otherwise stated)**

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**a) Tangible assets**

The Company has not calculated depreciation expenses of tangible assets under conservation in previous periods. When adopting IFRS, tangible assets under conservation continue to be amortized for the duration they have not been used.

In order to present them at the fair value, the Company land have undergone revaluation. This revaluation was conducted at the end of 2010 and at the end of 2011 and 2012.

The remaining categories of tangible assets did not record significant fluctuations in fair value until the end of 2012, their results are properly reflected in the Financial Statements.

**b) Investment property**

On adoption of IFRS, the Company applies the fair value method of presentation of buildings listed in this category. The amortization charge is no longer recognized, and investment property is subject to a revaluation at the end of each Financial Year for the recognition at fair value.

Revaluation result is recognized in the income statement.

**c) Provision for leave days not taken**

The Company estimates for the days of leaves not taken related to the Financial Year ended, a provision for recording the salary expenditure in the corresponding period.

**d) Provision for pensions**

According to the Collective Bargaining, each employee receives compensation equal to a salary upon retirement. In recognition of this expenditure, the Company recorded a provision for the entire period in which the employee works for the Company. The value of this provision is up to date using the reference rate of interest according to the National Bank of Romania.

**e) Recognition of an asset or deferred tax liabilities (IAS 12)**

When adopting the IFRS, the Company calculates and records the deferred tax impact, determined based on temporary differences between accounting and tax basis of balance sheet items.

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

## 6. TANGIBLE ASSETS

Movements of tangible assets are as follows:

	<b>Land and building</b>	<b>Equipment and vehicles</b>	<b>Furniture, facilities and equipment</b>	<b>Fixed assets in progress</b>	<b>Total</b>
<b>As at January 1, 2018</b>					
Cost or valuation	55,374,280	30,740,301	254,886	4,180,389	90,549,856
Accumulated amortization	<u>(12,378,077)</u>	<u>(24,808,135)</u>	<u>(178,918)</u>	-	<u>(37,365,130)</u>
Net book value	<u>42,996,203</u>	<u>5,932,166</u>	<u>75,968</u>	<u>4,180,389</u>	<u>53,184,726</u>
<b>For the year ended December 31, 2018</b>					
	<b>Land and building</b>	<b>Equipment and vehicles</b>	<b>Furniture, facilities and equipment</b>	<b>Fixed assets in progress</b>	<b>Total</b>
Book value net initial	42,996,203	5,932,166	75,968	4,180,389	53,184,726
Inflow	-	290,798	3,724	2,430,305	2,724,827
Transfers	-	4,740,924	9,684	(4,750,608)	-
Gain on revaluation	14,156,616	-	-	-	14,156,616
Loss on revaluation	-	-	-	-	-
Outflow, net	(3)	(72,345)	(2,931)	(830,975)	(906,254)
Transfers to investment property	-	-	-	-	-
Expense on amortization	(718,503)	(1,374,183)	(12,520)	-	(2,105,206)
Amortization of fixed means under conservation	<u>(77,157)</u>	-	-	-	<u>(77,157)</u>
Book value net final	<u>56,357,156</u>	<u>9,517,360</u>	<u>73,925</u>	<u>1,029,111</u>	<u>66,977,552</u>

CARBOCHIM S.A.

NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

<b>As at December 31, 2018</b>	<b>Land and building</b>	<b>Equipment and vehicles</b>	<b>Furniture, facilities and equipment</b>	<b>Fixed assets in progress</b>	<b>Total</b>
Cost or valuation	70,579,812	34,945,912	227,838	1,029,111	106,782,673
Accumulated amortization	<u>(14,222,656)</u>	<u>(25,428,552)</u>	<u>(153,913)</u>	-	<u>(39,805,121)</u>
Net book value	<u>56,357,156</u>	<u>9,517,360</u>	<u>73,925</u>	<u>1,029,111</u>	<u>66,977,552</u>

**For the year ended December 31, 2019**

	<b>Land and building</b>	<b>Equipment and vehicles</b>	<b>Furniture, facilities and equipment</b>	<b>Fixed assets in progress a nd advances</b>	<b>Total</b>
Book value net initial	56,357,156	9,517,360	73,925	1,029,111	66,977,552
Inflow	-	25,293	822	106,445	132,560
Transfers	-	379,976	-	(379,976)	-
Gain on revaluation	-	-	-	-	-
Loss on revaluation	-	-	-	-	-
Outflow, net	-	(3)	(275)	(8,158)	(8,436)
Transfers to investment property	-	-	-	-	-
Expense on amortization	(832,037)	(1,661,113)	(10,590)	-	(2,503,740)
Amortization of fixed means under conservation	<u>(77,086)</u>	-	-	-	<u>(77,086)</u>
Book value net final	<u>55,448,033</u>	<u>8,261,513</u>	<u>63,882</u>	<u>747,422</u>	<u>64,520,850</u>

<b>As at December 31, 2019</b>	<b>Land and building</b>	<b>Equipment and vehicles</b>	<b>Furniture, facilities and equipment</b>	<b>Fixed assets in progress a nd advances</b>	<b>Total</b>
Cost or valuation	70,579,812	35,347,600	217,648	747,422	106,892,482
Accumulated amortization	<u>(15,131,779)</u>	<u>(27,086,087)</u>	<u>(153,766)</u>	-	<u>(42,371,632)</u>
Net book value	<u>55,448,033</u>	<u>8,261,513</u>	<u>63,882</u>	<u>747,422</u>	<u>64,520,850</u>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

**Fair value of tangible fixed assets**

An independent measurement of land, buildings and other categories of property and equipment was conducted by an independent auditor to determine the fair value of tangible fixed assets as at December 31, 2018. The net revaluation surplus was recorded in other comprehensive income and is presented in 'other reserves' in owners' equity.

**Presentation of the fair value of tangible fixed assets as at December 31, 2019:**

	Level 1	Level 2	Level 3
Land	-	43,602,422	-
Buildings and special constructions	-	11,845,611	-
<b>Total land and buildings</b>	-	<b>55,448,033</b>	-
<b>Equipment and vehicles</b>	-	<b>8,261,513</b>	-
<b>Furniture, equipment and supplies</b>	-	<b>63,882</b>	-

**Presentation of the fair value of tangible fixed assets as at December 31, 2018:**

	Level 1	Level 2	Level 3
Land	-	43,602,422	-
Buildings and special constructions	-	12,754,734	-
<b>Total land and buildings</b>	-	<b>56,357,156</b>	-
<b>Equipment and vehicles</b>	-	<b>9,517,360</b>	-
<b>Furniture, equipment and supplies</b>	-	<b>73,925</b>	-

Vehicles and equipment include the following amounts for which the Company is the lessee, within finance leases:

	<u>2018</u>	<u>2019</u>
Cost	1,067,733	642,571
Accumulated amortization	408,763	275,094
<b>Net book value</b>	<u>658,970</u>	<u>367,478</u>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

For committed appropriations, the Company recorded the following guarantees over the property, plant and equipment:

## Buildings

	<u>2018</u>	<u>2019</u>
Cost	11,838,113	11,838,113
Accumulated amortization	<u>4,133,631</u>	<u>4,476,581</u>
<b>Net book value</b>	<b><u>7,704,482</u></b>	<b><u>7,361,533</u></b>

## Related land:

	<u>2018</u>	<u>2019</u>
Cost	8,579,958	8,579,958

- As at December 31, 2019, the following tangible fixed assets (land and buildings), current assets and available bank accounts are mortgaged under the loan agreements the Company has concluded with the financial institutions Unicredit Bank Cluj, Banca Comerciala Romana Cluj and Raiffeisen Bank Cluj:

<u>No.</u>	<u>Subject matter of mortgage or pledge</u>	<u>Value of mortgage or pledge</u>	<u>Beneficiary of mortgage or pledge</u>	<u>Mortgage rank</u>
1.1	Land with building located in P-ta 1 Mai nr. 3 registered in Cluj-Napoca Land Registry 309072	RON 2,000,000 + related interest and fees	BANCA COMERCIALA ROMANA	I
1.2	Land with building located in P-ta 1 Mai nr. 33 included in Cluj-Napoca Land Registry 305138 and Land Registry 305138-C1-U1	RON 2,000,000 + related interest and fees	RAIFFEISEN BANK	I
2.1	Mortgage or pledge on the inventory of finished products	RON 800,000 + related interest and fees	UNICREDIT BANK	-
2.2	Mortgage or pledge on the inventory of raw materials	RON 3,000,000 + related interest and fees	BANCA COMERCIALA ROMANA	-



NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

2.3	Pledge or mortgage on current and future available funds / credit balances on present and future accounts and sub-accounts opened with the bank under the Agreement pledge, registered with the Electronic Archive of Pledges	RON 800,000 + related interest and fees	UNICREDIT BANK	-
2.4	Pledge or mortgage on current and future available funds / credit balances on present and future accounts and sub-accounts opened with the bank under the Agreement pledge, registered with the Electronic Archive of Pledges	RON 3,000,000 + related interest and fees	BANCA COMERCIALA ROMANA	-
2.5	Pledge or mortgage on current and future available funds / credit balances on present and future accounts and sub-accounts opened with the bank under the Agreement pledge, registered with the Electronic Archive of Pledges	RON 4,350,000 + related interest and fees	RAIFFEISEN BANK	-
2.5	Pledge or mortgage on current bank accounts, mortgage on the purchased equipment, financial collateral granted by the EIF in the amount of 60% of the value of the facility	RON 2,200,000 + related interest and fees	RAIFFEISEN BANK	-

The carrying amount that would have been recognized had the assets would have been recorded under the cost model is shown in the table below. This cost represents the cost at the date of transition to IFRSs.

<u>description</u>	<b>Fixed assets in</b>				<u>Total</u>
	<b>Land and buildings</b>	<b>Equipment and vehicles</b>	<b>Furniture, facilities and equipment</b>	<b>progress and advances</b>	
<b><u>Year ended as at December 31, 2018</u></b>					
Cost	50,368,714	26,706,605	227,838	1,029,111	78,332,268
Accumulated amortization	<u>12,457,072</u>	<u>18,592,672</u>	<u>153,913</u>	<u>0</u>	<u>31,203,657</u>
<b>Net book value</b>	<u>37,911,642</u>	<u>8,113,933</u>	<u>73,925</u>	<u>1,029,111</u>	<u>47,128,611</u>

**CARBOCHIM S.A.**

**NOTES TO FINANCIAL STATEMENTS**

**(All amounts are expressed in RON unless otherwise stated)**

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**Year ended as at**

**December 31, 2019**

Cost	50,368,714	27,108,366	217,647	747,422	78,442,149
Accumulated amortization	<u>13,025,499</u>	<u>19,947,627</u>	<u>153,766</u>	<u>0</u>	<u>33,126,892</u>
<b>Net book value</b>	<u><b>37,343,215</b></u>	<u><b>7,160,739</b></u>	<u><b>63,881</b></u>	<u><b>747,422</b></u>	<u><b>45,315,257</b></u>

**7. INTANGIBLE ASSETS**

**Trademarks and Licenses**

**As at January 1, 2018**

Cost or valuation	235,066
Accumulated amortization	<u>(223,945)</u>
Net book value	<u>11,121</u>

**For the year ended December 31, 2018**

Initial net book value	11,121
Inflow	6,399
Amortization charge	<u>(10,963)</u>
<b>Final net book value – intangible assets</b>	<u><b>6,557</b></u>

**As at December 31, 2018**

**As at January 1, 2019**

Cost or valuation	241,465
Accumulated amortization	<u>(234,908)</u>
Net book value	<u>6,557</u>

**For the year ended December 31, 2019**

Initial net book value	6,557
Inflow	1,023
Amortization charge	<u>(6,331)</u>
<b>Final net book value – intangible assets</b>	<u><b>1,249</b></u>

Intangible assets in progress - initial	<u>0</u>
Inflow	<u>0</u>
Outflow	<u>0</u>
<b>Accounting value – intangible assets in progress</b>	<u><u><b>0</b></u></u>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

**8. INVESTMENT PROPERTY**

<b>As at January 1 2018</b>	<b><u>Buildings</u></b>
Cost or measurement	6,605,581
Net book value	<u>6,605,581</u>
Inflow	-
Earnings / (loss) from measurement at fair value	518,721
Outflow	-
Net final book value	<u>7,124,302</u>
<b>As at December 31, 2018</b>	
Cost or measurement	7,124,302
Net book value	<u>7,124,302</u>
<b>Year ended December 31, 2019</b>	<b><u>Buildings + Land</u></b>
Inflow	-
Earnings / (loss) from measurement at fair value	-
Outflow	-
Net final book value	<u>7,124,302</u>
<b>As at December 31, 2019</b>	
Cost or measurement	7,124,302
Net book value	<u>7,124,302</u>

**9. FINANCIAL INSTRUMENTS**

	<b><u>December 31, 2018</u></b>	<b><u>December 31, 2019</u></b>
<b>Assets</b>		
Receivables and other receivables	7,912,782	7,318,097
Cash and cash equivalents	<u>879,301</u>	<u>1,024,860</u>
<b>Total Assets</b>	<u>8,792,083</u>	<u>8,342,957</u>
<b>Payables</b>		
Loans	6,872,164	6,343,372
Trade payables and of other nature	3,680,346	3,415,012
Current income tax	<u>28,471</u>	<u>1,237</u>
<b>Total Liabilities</b>	<u>10,580,981</u>	<u>9,750,621</u>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

## Accounting classifications and fair values:

December 31, 2019	Note	Amortized cost (IFRS 9)	Total carrying total	Fair value (IAS 39)
<b>Financial assets (RON)</b>				
Cash and cash equivalents	12	1,024,860	1,024,860	1,024,860
Receivables and other receivables	11	7,318,097	7,318,097	7,318,097
<b>Total Financial Assets</b>		<b>8,342,957</b>	<b>8,342,957</b>	<b>8,342,957</b>
<b>Financial liabilities (RON)</b>				
Loans	14	6,334,372	6,334,372	6,343,372
Trade payables and of other nature	16	3,415,012	3,415,012	3,415,012
Current income taxes		1,237	1,237	1,237
<b>Total Financial Liabilities</b>		<b>9,750,621</b>	<b>9,750,621</b>	<b>9,750,621</b>

## 10. INVENTORY

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Materials	4,632,053	4,761,759
Inventory items	108,364	91,693
Finished Products	10,042,555	9,646,842
Goods	361,147	358,881
Provisions on impairment of inventories	<u>(185,772)</u>	<u>(156,996)</u>
<b>Total inventories</b>	<u>14,958,347</u>	<u>14,702,179</u>
	<u>December 31, 2018</u>	<u>December 31, 2019</u>
As at January 1	<u>186,491</u>	<u>185,772</u>
Impairment adjustments during the year (Note 15)	28,810	0
Reversal	<u>(29,529)</u>	<u>(28,776)</u>
As at December 31	<u>185,772</u>	<u>156,996</u>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

## 11. TRADE RECEIVABLES AND OTHER RECEIVABLES

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Customer Receivables	7,860,618	7,408,640
Adjustments on impairment of receivables on customers	<u>(215,337)</u>	<u>(373,564)</u>
Trade receivables and other receivables	<u>7,645,281</u>	<u>7,035,076</u>
Prepayments	131,119	139,118
Other receivables	135,944	143,465
Other non-current receivables (over 3 months)	438	438
Provisions on impairment of other receivables	0	0
Current income tax to be recovered	<u>0</u>	<u>0</u>
Total	<u>267,501</u>	<u>283,021</u>
<b>Total Receivables after provisions set aside</b>	<u>7,912,782</u>	<u>7,318,097</u>

Trade receivables and other receivables are denominated in the following currencies:

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
RON	7,592,779	7,079,498
EUR	320,003	238,599
Other currencies (USD, GBP)	-	-
<b>Total Receivables</b>	<u>7,912,782</u>	<u>7,318,097</u>

The analysis of receivables by maturity is presented in the following table:

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
During the maturity period	5,988,517	5,421,764
Maturity period exceeded but without the risk of impairment	1,924,265	1,896,333
<b>Total</b>	<u>7,912,782</u>	<u>7,318,097</u>

**NOTES TO FINANCIAL STATEMENTS**

**(All amounts are expressed in RON unless otherwise stated)**

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The analysis on the seniority of outstanding receivables is as follows:

	<u><b>December 31, 2018</b></u>	<u><b>December 31, 2019</b></u>
Up to 3 months	1,699,255	1,621,170
Between 3 and 6 months	177,346	376,366
More than 6 months	<u>263,001</u>	<u>272,341</u>
Adjustments for impairment of receivables	(215,337)	(373,564)
<b>Total</b>	<u><u>1,924,265</u></u>	<u><u>1,896,333</u></u>

Within the outstanding receivables, an amount of RON 93,439 represents amounts paid to employees for sick leave and indemnities and which are recovered from the Budget of the Single National Health Insurance Fund according to Article 38 of GEO 158/2005 and which have not been transferred to us by December 31, 2019, and the reimbursement requests were submitted at least 30 days before the end of the Financial Year.

The breakdown by seniority ranges of these amounts is presented below:

- the amount of RON 34,993 with maturity exceeded up to 3 months, represents the amount corresponding to reimbursement applications submitted in September, October and November 2019 and not collected until December 31, 2019
- the amount of RON 58,446 with maturity exceeded between 3 and 6 months, represents the amount corresponding to the reimbursement applications submitted in May, June, July and August 2019 and not collected until December 31, 2019.

The Company recorded adjustments for impairment of receivables at the amount of expected credit losses, calculated based on the expected loss rates.

For the amounts to be collected from the Budget of the Single National Health Insurance Fund, we have not recorded adjustments for impairment of receivables, because although they are collected with an increasing delay, we consider it a certainty to collect these amounts until the end of 2020.

## NOTES TO FINANCIAL STATEMENTS

**(All amounts are expressed in RON unless otherwise stated)**

The analysis of adjustment movement for the impairment of receivables:

	<b><u>December 31, 2018</u></b>	<b><u>December 31, 2019</u></b>
As at January 1	192,052	215,337
Receivable impairment adjustment during the year	36,267	176,864
Reversed impairment adjustments	<u>(12,982)</u>	<u>(18,637)</u>
As at December 31	<u>215,337</u>	<u>373,564</u>

**12. CASH AND CASH EQUIVALENTS**

	<b><u>December 31, 2018</u></b>	<b><u>December 31, 2019</u></b>
Cash in hand and in bank	79,187	93,143
Performance bonds under 3 months	-	-
Collateral cash at the bank - letters of credit	-	-
Other cash equivalents	131,606	93,781
Short-term deposits	<u>668,508</u>	<u>837,936</u>
<b>Total</b>	<u><u>879,301</u></u>	<u><u>1,024,860</u></u>

	<b><u>December 31, 2018</u></b>	<b><u>December 31, 2019</u></b>
Cash in hand and in bank in RON	26,751	27,406
Cash in hand and in bank in USD	296	1,468
Cash in hand and in bank in EUR	52,140	64,269
Short-term deposits in RON	668,508	837,936
Short-term deposits in EUR	-	-
Funds to be collected RON	<u>131,606</u>	<u>93,781</u>
<b>Total</b>	<u><u>879,301</u></u>	<u><u>1,024,860</u></u>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

<u>Bank</u>	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Raiffeisen Bank	1,940	2,334
BRD	11,989	14,945
Treasury	7,785	5,182
BCR	52,436	65,738
Unicredit Ţiriac Bank	0	0
Cash in hand and other cash equivalents	136,644	98,725
Short-term deposits - BRD	0	0
Short-term deposits - BCR – manager securities	93,447	72,554
Short-term deposits – CEC BANK - dividends recorded	575,042	765,364
Short-term deposits – CEC BANK - securities	18	18
	<u>879,301</u>	<u>1,024,860</u>

In 2016, the amount of RON 416,440 representing dividends to the Shareholders: SCOP LINE SA (RON 213,645), BENJAMIN UNITED SRL (RON 342), ALFA LINE SA (RON 90,422) and MATTERA COM SA (RON 112,031) was recorded with CEC BANK SA.

In 2018, the amount of RON 158,602 representing dividends to the Shareholders: SCOP LINE SA (RON 81,367), BENJAMIN UNITED SRL (RON 214), ALFA LINE SA (RON 34,437) and MATTERA COM SA (RON 42,584) was recorded with CEC BANK SA.

In 2019, the amount of RON 190,322 representing dividends to the Shareholders: SCOP LINE SA (RON 97,641), BENJAMIN UNITED SRL (RON 256), ALFA LINE SA (RON 41,325) and MATTERA COM SA (RON 51,100) was recorded with CEC BANK SA.

The amounts were recorded on the basis of an Ordinance issued on September 25, 2015 by the Directorate for the Investigation of Organized Crime and Terrorism in File Case No.394/D/P/2007

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Cash and cash equivalent	879,301	1,024,860
Total current share of loans	<u>6,674,119</u>	<u>6,235,396</u>
	<u>7,553,420</u>	<u>7,260,256</u>



## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

## 13. OWNERS' EQUITY

	<u>December 31, 2018</u>		<u>December 31, 2019</u>	
Share capital		12,325,438		12,325,438
Adjustments in Share Capital		=====		=====
	<u>Value</u>	<u>No. of Shares</u>	<u>Value share (RON)</u>	<u>Percentage of Ownership (%)</u>
S.C. CARBO EUROPE S.R.L.	8,427,368	3,370,947	2.5	68.3738
Individuals	2,224,410	889,764	2.5	18.0473
Legal persons	<u>1,673,660</u>	<u>669,464</u>	2.5	<u>13.5789</u>
<b>Total</b>	<u>12,325,438</u>	<u>4,930,175</u>		<u>100</u>

At the time of transition to IFRS, the Company calculated and recognized the hyperinflationary economy effect by applying IAS 29.

The restatement was calculated using the evolution of the consumer price index ('CPI') published by the National Institute of Statistics ('NIS'). The indices used, determined on the corresponding prices for December 1990 (1990 = 100) for 13 years and conversion factors were the following:

<u>Month, Year</u>	<u>Movements in consumer price indices</u>	<u>Index</u>	<u>Conversion Factor</u>
February 1991	7.0%	123	1,363
March 1996	1.7%	8,291	20.19
February 2001	2.3%	101,419	1.65
August 2003	0.28%	157,446	1.06

## DIVIDENDS

During 2019, the Company distributed dividends to the owners on the basis of the Decision of the Ordinary General Meeting of the Shareholders no. 1 dated April 24, 2019, in the total amount of RON 1,479,052.50 (gross dividend RON 0.30/share), of the net profit of 2018.

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

<b>14. LOANS</b>	<b><u>December 31, 2018</u></b>	<b><u>December 31, 2019</u></b>
Loans from banks	7,468,564	6,266,507
Loans from Shareholders	-	-
 Total loans	 <u>7,468,564</u>	 <u>6,266,507</u>
Current share of loans	6,674,119	6,235,396
Long-term share – loans from banks	794,445	61,111
	<u>7,468,564</u>	<u>6,266,507</u>

In November 2017, the Company signed with RAIFFEISEN BANK S.A. a term 'SME Investment Initiative' loan agreement amounting to RON 2,500,000 for a period of 3 years, to finance 80% of the investment representing the acquisition of new equipment. Withdrawal from the loan, amounting to RON 2,200,000, took place in January 2018 in order to pay off the debt to the real estate provider, a debt that as at December 31 amounted to RON 2,534,877.

The collaterals for this facility are: the mortgage on current accounts opened at the bank, the mortgage on the equipment subject to the investment, and a 60% financial collateral granted by EIF.

The credit facility provided under this Contract is supported by the European Union support through the SME Initiative Program, funded by the European Union through the ERDF and Horizon 2020 and by the European Investment Fund and the European Investment Bank.

	<b><u>December 31, 2018</u></b>	<b><u>December 31, 2019</u></b>
RON	6,502,846	5,291,649
EUR	<u>965,718</u>	<u>1,004,858</u>
	<u>7,468,564</u>	<u>6,266,507</u>

The effective average annual interest rate on bank loans for the year 2019 was of 3.72% (for the year 2018 was 4.04%).

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

## 15. FINANCE LEASE

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Up to one year	198,045	98,976
Between 1 year and 5 years	<u>123,655</u>	<u>29,689</u>
Current value of finance lease	<u>321,700</u>	<u>128,665</u>

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Up to one year	200,669	99,156
Between 1 year and 5 years	123,837	29,689
Future financing costs	<u>(2,806)</u>	<u>(180)</u>
Current value of finance lease	<u>321,700</u>	<u>128,665</u>

The effective average annual interest rate of the finance lease for the year 2019 was of 0.71% (for the year 2018 was of 1.44%).

## 16. SUPPLIERS AND OTHER CREDITORS

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Suppliers	1,345,078	1,095,070
Payables regarding personnel	543,165	522,655
Interest payable	6,975	7,377
Dividends payable	890,255	938,059
VAT payable	311,793	247,499
Other payables to the State	466,741	486,339
Deferred income	0	0
Creditor customers and sundry creditors	84,101	93,111
Excess inventory such as non-current assets and investment grants	<u>32,238</u>	<u>24,902</u>
<b>Total</b>	<u>3,680,346</u>	<u>3,415,012</u>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
EUR	364,385	320,100
USD	-	-
RON	<u>3,315,961</u>	<u>3,094,912</u>
	<u>3,680,346</u>	<u>3,415,012</u>

**17. ANALYSIS OF REVENUE BY CATEGORY**

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Revenue from sale of finished goods	33,983,735	33,203,510
Revenue from sale of goods	391,615	377,129
Revenue from services rendered	<u>184,915</u>	<u>101,082</u>
<b>Total</b>	<u>34,560,265</u>	<u>33,681,721</u>

**Other operating income**

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Gain / (loss) from sale of fixed assets	(39,384)	(278)
Other income	119,762	<b>257,298</b>
Gain on revaluation of tangible assets	558,749	0
Gain on revaluation of property investment at fair value	518,720	0
Rental income	<u>1,472,131</u>	<u>1,529,398</u>
<b>Total</b>	<u>2,629,978</u>	<u>1,786,418</u>

Other operating income as at December 31, 2019 recorded revenues of RON 232,986 representing dividends distributed in 2014, 2015, 2016 outstanding until December 20, 2019 and for which the right of the Shareholders to ask for their payment is barred by limitation. Without recording these revenues, the operating result would have been RON 154,083.

**18. WAGES AND OTHER RELATED COSTS**

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Salary expenses	14,278,054	14,880,253
Salary contribution expenses	521,073	535,058
Meal vouchers expenses	<u>543,270</u>	<u>634,170</u>
<b>Total</b>	<u>15,342,397</u>	<u>16,049,481</u>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

	<b>December 31, 2018</b>	<b>December 31, 2019</b>
Average number of employees	219	200
Number of employees	222	201
Salary of administrative staff (managers, including related social contributions)	1,489,775	1,690,411
Board of Directors (including related social security contributions)	839,759	839,759

**19. OTHER OPERATING EXPENSES**

	<b><u>December 31, 2018</u></b>	<b><u>December 31, 2019</u></b>
Other third-party service expenses	748,121	687,479
Royalties and rental expenses	40,735	36,244
Utilities expenses	1,930,241	2,139,447
Maintenance and repair expenses	276,109	309,835
Insurance expenses	120,630	113,634
Damages and penalties expenses	807	121
Other provisions expense / (reversal)	51,481	17,000
Net provision for receivables expense / (reversal)	23,285	158,227
Postage and other fees	46,455	43,496
Expenses on commissions and fees	253,397	302,428
Entertainment, advertising and publicity expenses	180,566	113,909
Net (gain) / loss from exchange differences from operating activities	2,100	6,603
Net provision for slow moving inventories or impaired expense / (reversal)	(719)	(28,775)
Banking and related expenses	41,819	39,038
Travel expenses	132,835	171,158
Other operating expenses	891,827	918,573
Shipping costs	<u>253,480</u>	<u>297,267</u>
<b>Total</b>	<b><u>4,993,169</u></b>	<b><u>5,325,684</u></b>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

In 2019, an audit fee of EUR 8,000 was paid to the auditor for auditing the Financial Statements as at December 31, 2018

## 20. FINANCIAL RESULT

	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Interest expense		
- Loans	212,782	255,958
- Financial lease	5,998	1,600
Net result from exchange rate differences	<u>12,780</u>	<u>39,824</u>
<b>Financial costs</b>	<u>231,560</u>	<u>297,382</u>
Interest income	4	5
Other financial income	<u>0</u>	<u>0</u>
<b>Financial income</b>	<u>4</u>	<u>5</u>
<b>Net financial result</b>	<u>(231,556)</u>	<u>(297,377)</u>

## 21. INCOME TAXES

Description	<u>December 31, 2018</u>	<u>December 31, 2019</u>
Gross income	2,667,587	68,588
Tax rate according to national regulations	16%	16%
Items similar to income	976,555	1,461,487
Items similar to expenses	(26,860)	(26,056)
Deductions	(2,691,989)	(3,382,467)
Non-taxable income	(1,132,078)	(164,441)
Non-deductible expenses	3,194,611	3,115,416
Total	2,987,826	1,072,527
Tax expense	(478,052)	(171,604)
Sponsorship / patronage amounts	<u>95,610</u>	<u>34,321</u>
Total	<u>(382,442)</u>	<u>(137,283)</u>
(Expense) / revenue with deferred tax	(279,658)	116,179
(Expense) / revenue with income tax	(662,100)	(21,104)

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

## 21. INCOME TAXES (CONTINUED)

	<u>January 1, 2018</u>	<u>Movement in deferred tax</u>	<u>December 31, 2018</u>	<u>Movement in deferred tax</u>	<u>December 31, 2019</u>
Deferred tax assets	22,866	(146)	22,720	17,214	39,934
Deferred tax liabilities	<u>(4,824,350)</u>	<u>(2,232,210)</u>	<u>(7,056,560)</u>	<u>219,137</u>	<u>(6,837,423)</u>
Asset / (liability) from deferred tax - net	<u>(4,801,484)</u>	<u>(2,232,356)</u>	<u>(7,033,840)</u>	<u>236,351</u>	<u>6,797,489</u>

**Deferred tax liabilities**

	<u>Tangible assets</u>	<u>Provisions</u>	<u>Total</u>
As at January 1, 2018	(4,817,310)	(7,040)	(4,824,350)
Movement in deferred tax	<u>(2,238,330)</u>	<u>6,120</u>	<u>(2,232,210)</u>
As at December 31, 2018	<u>(7,055,640)</u>	<u>(920)</u>	<u>(7,056,560)</u>

**Deferred tax assets**

	<u>Tangible assets</u>	<u>Provisions</u>	<u>Total</u>
As at January 1, 2018	12,815	10,051	22,866
Movement in deferred tax	<u>(470)</u>	<u>324</u>	<u>(146)</u>
As at December 31, 2018	<u>12,345</u>	<u>10,375</u>	<u>22,720</u>
<u>Asset / (liability) from deferred tax - net</u>	<u>(7,043,295)</u>	<u>9,455</u>	<u>(7,033,840)</u>

**Deferred tax liabilities**

	<u>Tangible assets and legal reserve</u>	<u>Provisions</u>	<u>Total</u>
As at January 1, 2019	(7,055,640)	(920)	(7,056,560)
Movement in deferred tax	<u>228,954</u>	<u>(9,817)</u>	<u>219,137</u>
As at December 31, 2019	<u>(6,826,686)</u>	<u>(10,737)</u>	<u>(6,837,423)</u>

## NOTES TO FINANCIAL STATEMENTS

(All amounts are expressed in RON unless otherwise stated)

<u>Deferred tax assets</u>	<u>Tangible assets</u>	<u>Provisions</u>	<u>Total</u>
As at January 1, 2019	12,345	10,375	22,720
Movement in deferred tax	<u>(11)</u>	<u>17,225</u>	<u>17,214</u>
As at December 31, 2019	<u>12,334</u>	<u>27,600</u>	<u>39,934</u>
<u>Asset / (liability) from deferred tax - net</u>	<u>(6,814,352)</u>	<u>16,863</u>	<u>6,797,489</u>

**22. RELATED PARTIES**

The list of Company related parties is as follows:

<b>Related party</b>	<b>Explanations</b>
CARBOREF SRL Cluj-Napoca	CARBOCHIM SA holds 25% of the share capital of CARBOREF SRL. Mr Popoviciu Viorel was member of both the Board of Directors of CARBOCHIM SA (Board composed of 5 persons), and of CARBOREF SA (Board composed of 3 persons) until March 2015, when the company became CARBOREF SRL and a single director remained (Mr Ioan Mihut, who holds 70% of the social shares). Deliveries represent the equivalent rent and utilities under contract 2249 / December 13, 2012.
EURO CLUB SRL Timișoara	Mr Popa Dan – Director of CARBOCHIM SA holds 50% of EUROCLUB SRL and is the Director of EUROCLUB SRL together with another person. There were no transactions with this company in 2019.
AUTO EUROPA SRL Timișoara	Mr Popa Dan – Director of CARBOCHIM SA holds 50% of AUTOEUROPA SRL and is the Director of AUTOEUROPA SRL together with another person. There were no transactions with this company in 2019.



**CARBOCHIM S.A.**

**NOTES TO FINANCIAL STATEMENTS**

**(All amounts are expressed in RON unless otherwise stated)**

Analysis of balances and transactions with related parties (Amounts in RON and VAT included):

<b>Balances as at January 1, 2018</b>	<b><u>Receivables</u></b>	<b><u>Other receivables</u></b>	<b><u>Payables</u></b>
CARBOREF SA	-	-	-
EURO CLUB SRL	-	-	-
AUTOEUROPA SRL	-	-	-
<b>Total</b>	<b>=</b>	<b>=</b>	<b>=</b>
<b>Transactions carried out during 2018:</b>	<b>Sales</b>	<b>Expenses</b>	<b>Loans</b>
CARBOREF SA	10,275	-	-
EURO CLUB SRL	-	-	-
AUTOEUROPA SRL	720	409	-
<b>Total</b>	<b><u>10,995</u></b>	<b><u>409</u></b>	<b>=</b>
<b>Balances as at December 31, 2018</b>	<b>Receivables</b>	<b>Other receivables</b>	<b>Payables</b>
CARBOREF SA	852	-	-
EURO CLUB SRL	-	-	-
AUTOEUROPA SRL	-	-	-
<b>Total</b>	<b>=</b>	<b>=</b>	<b>=</b>
<b>Transactions carried out during 2019:</b>	<b>Sales</b>	<b>Expenses</b>	<b>Loans</b>
CARBOREF SA	10,588	-	-
EURO CLUB SRL	-	-	-
AUTOEUROPA SRL	-	-	-
<b>Total</b>	<b><u>10,588</u></b>	<b>=</b>	<b>=</b>
<b>Balances as at December 31, 2018</b>	<b>Receivables</b>	<b>Other receivables</b>	<b>Payables</b>
CARBOREF SA	1,036	-	-
EURO CLUB SRL	-	-	-
AUTOEUROPA SRL	-	-	-
<b>Total</b>	<b><u>=</u></b>	<b><u>=</u></b>	<b><u>=</u></b>

**NOTES TO FINANCIAL STATEMENTS**

**(All amounts are expressed in RON unless otherwise stated)**

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As at December 31, 2019, the Board of Directors of the Company has the following structure:

- Popoviciu Viorel Dorin, Member of the Board of Directors and Chairman of the Board. Holds 452,670 shares.
- Popa Gheorghe Titus Dan, Member of the Board of Directors. No longer holds shares.
- Ionescu Mircea Pietro, Member of the Board of Directors. No longer holds shares.
- Stoicescu Daniel-Silviu, Member of the Board of Directors. Holds 15 shares.
- Crisan Viorel Vasile, Member of the Board of Directors. Holds 7,609 shares.

The executive management of the Company is:

- Popoviciu Viorel Dorin, Chief Executive Officer
- Barabula Mihaela Maria, Chief Financial Officer
- Giurgiu Liana, Sales Director
- Carean Nastasia, Technical – Production Director

**23. EARNINGS PER SHARE**

Company shares are listed on the second category of the Bucharest Stock Exchange, CBC symbol.

Basic earnings per share is calculated by dividing the profit attributable to the Company's equity holders of the average number of ordinary shares existing during the year. The diluted earnings per share coincides with the basic earnings per share.

	<b><u>Year ended as at December 31, 2018</u></b>	<b><u>Year ended as at December 31, 2019</u></b>
Profit attributable to equity holders of the Company	2,667,588	68,588
Weighted average of number of shares	4,930,175	4,930,175
Basic earnings and diluted earnings per share (RON per share)	0.54	0.01

## 24. CONTINGENCIES

### Litigation

The Company is subject to a number of lawsuits, most of them representing insolvency proceedings of doubtful customers. The Company's Management believes that these actions will not have a material adverse effect on the economic performance and financial position of the Company.

### Taxation

The taxation system in Romania has undergone many changes in recent years and is under a phase of adaptation to the jurisprudence of the European Union. As a result, there are still different interpretations of tax law. In some cases, the tax authorities may have different approaches to certain issues, the calculation of additional taxes and interest and penalties for late payment (in 2019, the late payment fee is of 0.01% per day of delay, plus default interest at the rate of 0.02% per day of delay). In Romania, the tax year remains open for tax inspection for 5 years. The Company's Management believes that tax liabilities included in these Financial Statements are appropriate.

Tax legislation existing at the time of preparation of financial statements for companies reporting under the International Financial Standards is in an early stage of development. As a result, it is possible that the tax authorities have different interpretations from those included in these Financial Statements. Since the Company maintains the revaluation method for tangible assets, and also in order to reduce the tax related risk, the Company decided to keep the balance of the account 105 'Revaluation reserves' at the date of transition to IFRS, the existing amounts in this account as at December 31, 2010 in the Financial Statements prepared according to the Order of the Minister of Public Finance 3055/2009.

### Financial crisis

#### Recent volatility in international and Romanian financial markets:

The latest global liquidity crisis that began in mid-2007 resulted in, among other things, a low level of capital market funding, lower liquidity levels in the financial sector and, occasionally, higher interbank lending rates and volatility very high stock exchanges. Moreover, the RON exchange rate volatility and the main currencies used in international trade was very high.

Currently, the global crisis caused by the coronavirus pandemic is expected to send the European Union and the Euro Area into a recession, the full impact of this crisis is still impossible to predict and prevent in its entirety.

Management is unable to reliably estimate the effects on the financial position of the Company to a potential decrease in liquidity of financial markets, an increase in the volatility of the exchange rate

**NOTES TO FINANCIAL STATEMENTS**

**(All amounts are expressed in RON unless otherwise stated)**

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of the national currency and the continuation of the recession to come. The Management believes that it has taken all the necessary measures to ensure the continuity of the Company under current conditions.

**Revaluation of properties held at fair value**

The real estate market in Romania has been severely affected by the volatility in financial markets which resulted from restricting access to credit for companies and individuals during the financial crisis in 2007-2009. Therefore, the accounting value of tangible assets at fair value has been updated to reflect the market conditions at the Balance Sheet date. Due to the volatility of the real estate market in Romania, it is possible that the fair values of the Company's assets relating to property suffer changes in the future.

**25. SUBSEQUENT EVENTS**

In the Current Report issued on March 20, 2020 to publish the agenda of the Ordinary General Meeting of Shareholders of April 28, 2020, convened for approval of the Financial Situations of 2019, the following shall be submitted for approval:

- appropriation of the net profit of 2020 in the amount of RON 68,588.36 as follows: to the legal reserves the amount of RON 4,484.62 and retained earnings (profit not distributed) the difference of RON 64,103.74.



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## STATEMENT

We, the undersigned POPOVICIU VIOREL-DORIN acting in the capacity of Chief Executive Officer and BARABULA MIHAELA-MARIA acting in the capacity of Chief Financial Officer of CARBOCHIM S.A., hereby state:

- The separate financial statements on 31 December 2019 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union and with the Order of the Ministry of Public Finance 2844/2016 approving the Accounting Regulations in accordance with the International Financial Reporting Standards.
- The accounting policies used in the preparation of financial statements are in accordance with the accounting regulations applied;
- The separate financial statements prepared in accordance with the International Financial Reporting Standards (“IFRS”) present fairly the financial position, financial performance and other information related to the activity carried out;
- The Company operates in terms of continuity
- At the time of this statement, we have no knowledge about other information, events, circumstances that would significantly alter the above statements.

CHIEF EXECUTIVE OFFICER  
VIOREL POPOVICIU, Engineer

CHIEF FINANCIAL OFFICER  
MIHAELA BARABULA, Economist

## **Company 'INTEGRAL AUDIT' SRL**

**Cluj-Napoca, str. Cal. Dorobantilor nr. 14-16, ap. 33**

**Share capital: RON 200, Trade Register No. J12/741/March 25, 2011, Tax Reference Number 28244862**

**Phone 0725 068012, fax 0264 599589, email: neliagoia@yahoo.com**

### **INDEPENDENT AUDITOR'S REPORT**

**To CARBOCHIM SA Shareholders**

**Report on the audit of the Financial Statements**

#### **Opinion**

1. We have audited the enclosed Financial Statements of CARBOCHIM SA (the 'Company'), with registered office in Romania, CLUJ-NAPOCA, Piata 1 Mai nr.3, identified by Tax Reference Number and VAT Code RO 201535, comprising the Income Statement, Statement of Comprehensive Income, Statement of financial position, Statement of changes in equity, Cash Flow Statement, and the Notes to the Financial Statements (which include a summary of significant accounting policies and other Notes), drawn up for December 31, 2019. The Financial Statements referred to relate to:
  - Total assets RON 94,729,537
  - Owners' equity RON 77,826,101
  - Payables RON 16,903,436
  - Net profit for the year RON 68,588
2. In our opinion, the attached Financial Statements give a fair presentation, in all material respects, of the Company's financial position as at December 31, 2019, and its financial performance and cash flows for the year then ended, in accordance with International Financial Reporting Standards (IFRSs) adopted by the European Union.

#### **Basis for opinion**

3. We have carried out our audit in accordance with International Audit Standards (ISAs), EU Regulation No 537 of the European Parliament and of the Council (hereinafter the 'Regulation') and Law 162/2017 (the 'Law'). Our responsibilities under these Standards are described in detail in the Auditor's responsibilities section in an audit of the Financial Statements in our Report. We are independent of the Company, according to the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA Code), according to ethical requirements relevant for the audit of Financial Statements in Romania, including the Regulation and the Law, and have fulfilled our ethical responsibilities according to these requirements and according to the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Key audit issues**

4. Key audit aspects are those aspects which, based on our professional judgement, were of the utmost importance for the audit of the Financial Statements of the current period. These issues have been addressed in the context of auditing the Financial Statements as a whole and forming our opinion on them, and we do not give a separate opinion on these issues.

## **Assessment of inventories**

5. The information submitted by CARBOCHIM SA regarding inventories, including adjustments for impairment of inventories, is disclosed in the Financial Statements in Note 10.

On December 31, 2019, the Company held inventories amounting to RON 14,859,175 for which adjustments amounting to RON 156,996 were recorded, according to Note 10 of the Financial Statements.

Where necessary, adjustments for obsolete inventories and slow moving are recorded. Obsolete inventories identified individually are adjusted at full value or derecognised. For slow moving inventories, estimation of the age is performed by each major category, based on inventory turnover.

Identification and establishment of adjustments for inventory impairment requires the management to carry out analyses, reasoning and assumptions involving a high level of uncertainty.

Due to the significant value of the inventory balance, the age of stocks and the uncertainties in the assumptions used to determine the adjustments, this is considered a key audit issue.

Key audit issue approach:

We have carried out an additional inventory, on a sample basis, of inventories older than one year for which no impairment adjustments have been recorded by the Company, in order to ensure and take note of the physical condition of the inventories.

We have requested and obtained additional analysis on slow moving inventories carried out and undertaken by the Company's technical division.

We have performed additional calculations and comparative analyses on how the amount of slow moving inventories evolves over time.

We have found that inventories older than one year are consistent in terms of quality and are saleable in slow motion status and the raw materials are used in the manufacturing process with slower movement due to the change in the production structure.

## **Economic and social uncertainty**

6. Considering the social events subsequent to the Balance Sheet date, namely the restrictions imposed by the emergence of the new virus, at the date of issuing the audit opinion (March 20, 2020), it cannot be estimated what impact these events will have in the future on the economic activity of the audited Company, nor on the values disclosed in the Financial Statements prepared for December 31, 2019.

## **Other information**

7. Other information includes the Management Report but does not include the Financial Statements and the Auditor's Report thereon. Management is responsible for other information.
8. Our opinion on the Financial Statements does not cover that other information and we do not express any reassuring conclusion thereon.
9. In connection with the audit of the Financial Statements for the year ended December 31st, 2019, it is our responsibility to read that other information and, in doing so, to assess whether that other information is significantly inconsistent with the financial statements or knowledge that we acquired during the audit, or whether it appears to be significantly distorted. Where, on the basis of the work performed, we conclude that there is a significant distortion of this other information, we are required to report this fact. In this regard, we have nothing to report.

## **Responsibilities of Management and persons responsible for the governance for the Financial Statements**

10. The Management of the Company is responsible for the preparation and fair presentation of the Financial Statements IFRSs-compliant and for such internal control as the Management deems necessary to enable the preparation of Financial Statements free from material misstatement, caused either by fraud or error.
11. In preparing the Financial Statements, the Management is responsible for assessing the Company's ability to continue its business, disclosing, where appropriate, the going concern issues and using going concern accounting, unless the Management either intends to wind up the Company or stop operations, or has no realistic alternative other than to do so.
12. The persons responsible for the governance are responsible for overseeing the Company's financial reporting process.

## **Auditor's responsibilities in any audit of the Financial Statements**

13. Our objectives consist in obtaining reasonable assurance as to the extent to which the Financial Statements, as a whole, are free from material misstatement, caused either by fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit carried out in accordance with ISAs shall always detect significant distortion, if any. Distortion may be caused either by fraud, or error, and shall be considered material if they can reasonably be expected to influence, individually or cumulatively, the economic decisions of the users taken on the basis of these Financial Statements.
14. As part of any audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism during the audit. Likewise:
  - We identify and assess the risks of material misstatement of the Financial Statements, caused either by fraud or error, design and carry out audit procedures in response to such risks, and obtain sufficient and appropriate audit evidence to provide a basis for our opinion. The risk of not detecting material misstatement caused by fraud is higher than that of not detecting material misstatement caused by error, as fraud may involve secret covenants, forgery, intentional omissions, false statements and evading of internal control.
  - We understand the internal control relevant to the audit, in order to design audit procedures appropriate to the circumstances, but without the purpose of expressing an opinion on the effectiveness of the Company's internal control.
  - We assess the appropriateness of the Accounting Policies used and the reasonableness of the accounting estimates and related disclosures made by Management.
  - We draw a conclusion as to the suitability of the Management's use of the going concern accounting and determine, on the basis of the audit evidence obtained, whether there is significant uncertainty as to the events or conditions that could give rise to significant doubts as to the Company's ability to continue its business. Where we conclude that there is significant uncertainty, we must draw attention in the Auditor's Report to the related disclosures in the Financial Statements or, where these disclosures are inappropriate, change our opinion. Our conclusions are based on the audit evidence obtained up to the date of the Auditor's Report. However, future events or conditions may cause the Company to cease operating on a going concern basis.
  - We assess the presentation, structure and general content of the Financial Statements, including disclosures, and the extent to which the Financial Statements reflect the transactions and events underlying them in a manner that achieves fair disclosure.
15. We communicate to the persons responsible for the governance, among other aspects, the planned area and timing of the audit, as well as the main audit findings, including any significant deficiencies in the internal control, that we identify during the audit.
16. We also provide the persons responsible for governance with a statement that we have complied with the relevant ethical requirements on independence and that we have communicated to them all relationships and other matters that could reasonably be assumed to affect our independence and, where applicable, the related safeguards.



17. Among the aspects communicated with the persons responsible for governance, we determine which aspects are of the utmost importance for the audit of the Financial Statements of the current period and which are, therefore, key audit aspects. We describe these issues in the Auditor's Report unless laws or regulations prohibit the disclosure of the issue to the public or if, in extremely rare circumstances, we consider that an issue should not be communicated in our Report as the public interest benefits are reasonably expected to outweigh the negative consequences of this communication.

### Report on other legal and regulatory provisions

Reporting on information other than Financial Statements and our Audit Report thereon

18. In addition to our reporting responsibilities according to ISA standards and described in the 'Other information' section regarding the Management Report, we have read the Management Report attached to the Separate Financial Statements and presented on pages 1 to 16 and we report that:

a) we have not identified information in the Management Report that is inconsistent, in all material respects, with the information disclosed in the attached Separate Financial Statements;

b) the Management Report identified above includes, in all material respects, the information required by Order of the Minister of Public Finance no. 2844/2016, paragraphs 15-18 (International Financial Reporting Standards compliant accounting regulations)

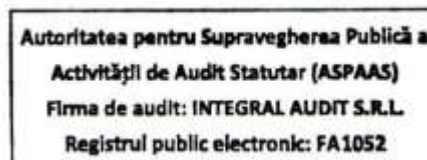
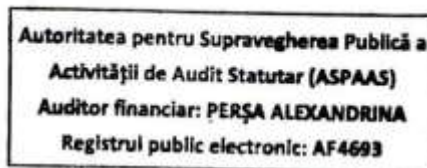
c) based on our knowledge and understanding acquired during the audit of the Separate Financial Statements for the Financial Year ended December 31, 2019 with respect to the Company and its environment, we have not identified information included in the Management Report that is materially misstated.

19. We were appointed by the General Meeting of Shareholders on April 26, 2017 to audit the Financial Statements of CARBOCHIM SA for the financial year ended December 31, 2019. The total uninterrupted duration of our engagement is 9 years, covering financial years ended December 31, 2011 until December 31, 2019.

We acknowledge that:

- Our audit opinion is consistent with the Additional Report submitted to the Company's Audit Committee, which we issued on the same date as this Report. Furthermore, in conducting our audit, we retained our independence against the audited entity.
- We have not provided to the Company the prohibited non-audit services referred to in Article 5 (1) of EU Regulation No 537/2014.

PERȘA ALEXANDRINA, Statutory Auditor  
Registered in the Electronic Public Register of  
Financial Auditors and  
Audit Companies with no. AF4693



On behalf of:  
INTEGRAL AUDIT SRL  
Registered in the Electronic Public Register of  
Financial Auditors and  
Audit Companies with no. FA1052

Cluj-Napoca, Calea Dorobanților nr. 14-16, ap.33

March 20, 2020