



SC “BERMAS” SA Suceava

Str. Humorului nr. 61 Șcheia
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REPORT **OF THE BOARD OF DIRECTORS** **on 31.12.2015**

Annual report according : to Law no. 297/2004 on the capital market and the CNVM Regulation no. 1/2006

Date of the report: 31.12.2015

Name of the trade company: “BERMAS” S.A. Suceava

Company headquarters: Șcheia, str. Humorului, nr.61, Suceava county

Phone / fax no: 0230/526543; 0230/526542

Tax Identification Number: RO 723636

Registration number with the Office of the Trade Register: J33/37/1991

Regulated market: Bucharest Stock Exchange

Share capital subscribed and paid up: 15.087.134 lei

Main characteristics of the securities issued: Shares issued in dematerialized form conferring equal rights to their holders.

1. ANALYSIS OF THE ACTIVITY OF THE TRADE COMPANY

1.1.a) Description of the basic activity of the trade company

b) S.C. “BERMAS” S.A. Suceava was established by virtue of the Government Decision no. 1353 / 27.12.1990 from the Beer and Malt Enterprise of Suceava, is registered with the Trade Register under no. J33/37/1991, Tax identification number RO 723636 and is based in Șcheia commune, str. Humorului nr. 61 Suceava, its main object of activity consists in the production and trading of beer, of malt and their by-products, activity that will be performed in the future too without significant changes.

c) During 2015 there was no merger or reorganization procedure of any kind.

d) At the same time there were no significant acquisitions of assets with significant impact on the financial statements.

The outputs of patrimony fixed assets were amounted to 79.677 lei fully depreciated and the inputs of fixed assets into patrimony were amounted to 375.792 lei.

e) Description of the main results following the evaluation of the activity

1.1.1 Elements of general evaluation of the company

From the activity performed during the year 2015, the company recorded total revenues amounted to 27.766.305 lei, 1,1% more than during the previous year, and the expenditure corresponding to the realised revenues are amounted to 25.941.491 lei, 1,6% less than the corresponding period of the previous year.

The gross profit obtained in 2015 is amounted to 1.824.814 lei, 64,6% more than over the previous year.

The net profit for the year 2015 is amounted to 1.555.663 lei, 66,8% more than over the previous year.

The net turnover for the year 2015 is amounted to 24.215.956 lei, 3,4% more than over the

previous year.

The volume of beer production and sales slightly decreased by 1% in 2015 compared to 2014.

The availabilities in accounts and other assets on December 31, 2015 are amounted to 8.789 lei compared to 19.873 lei over the previous year.

On the same date the company has short-term credits for the partial financing of the production activity amounted to 3.637.054 lei compared to 4.427.072 lei over the previous year, decreased by 18%.

Note: The short-term credits partially finance inventories of raw materials that are purchased from the current harvest of each year in order to ensure the beer production of the 4th quarter and the 1st, 2nd and 3rd quarters of the following year.

On December 31, 2015 the value of raw materials (barley, malt, hops) and of the beer production in the production flow is amounted to 7.471.301 lei compared to de 7.848.023 lei over the previous year.

To finance the investment objective "thermal power station" we have initially contracted in 2013 a medium-term credit amounted to 2.504.470 lei of which the amount of 1.289.331 lei was refunded in 2013 and in 2014 and the balance amounted to 1.215.139 lei was integrally refunded in 2015.

1.1.2. Evaluation of the technical level of the company

The main products manufactured by SC "BERMAS" S.A. Suceava are:

◆ **BEER** destined for the sale on the internal market. In terms of varieties of beer, the company bottles and sells 0,5 litre bottled beer and 50 litre KEG type stainless steel barrels for consumption on tap in the following structure:

- 10,2° Plato Beer "SUCEAVA CLASSIC", bottled in 0,5l "MOLD" and NRW customised bottle;
- 10,5 ° Plato Beer "CALIMANI PREMIUM", bottled in 0.5 litre NRW bottles and in KEG type stainless steel barrels;
- 11.5 ° Plato Beer "BERMAS" pilsener beer, bottled in 0,5l NRW bottles;

◆ **MALT** – made of barley for its own production of beer. There are no demands for selling it to other brewers.

a.) The main markets.

- For the MALT product, due to malt imports and also to the development of new potentials on the Romanian territory, there is no demand for sale and as a result the company has sized its production so as to cover the needs for internal consumption respectively for its own production of beer.

- For the BEER product, the main retail markets are the counties of Moldova, the company being a local brewer with regional sales.

According to the sales volume, the situation on counties is as follows: Suceava – 53%, Botoșani - 31%, Iași, and the difference of 7% o is represented by other counties: Vaslui, Bacău, Neamț, Bistrita Năsăud, Galați.

The company has annual beer sales agreements concluded with distribution companies in the above mentioned counties which in their turn distribute beer to both wholesale and retail traders.

At the same time the company makes direct distribution by means of its own vehicles in Suceava county.

b.) Over the last 3 years, the share of goods and services in the business income and in the total turnover is as follows: Beer - 99% and by-products of the technological flow - 1%..

c.) The company doesn't plan the development of new products in the next financial year for which to assign a significant amount of assets.

1.1.3 Evaluation of the technical-material supply activity

The supply of basic raw materials - barley, two-row barley and hops - is done from agricultural producers in the country in the third quarter of each year in order to provide the necessary material for the production of beer until the third quarter of the following year. From this point of view the supply is

cyclical and dependent on the harvest of each year.

The need for raw materials is about 3.800 tons of barley and 28 tons of hops.

The prices for raw materials depend on several factors: the harvest of that year, the internal and external economic circumstances, the demand on the internal and external markets, etc. and cannot be anticipated, these ones being determined each year on the market based on market demand and supply, the supply sources being selected according to the advantages in terms of quality / price ratio. In this context the company is freely operating on a competitive market.

Regarding the main materials required in the production of beer and bottling process (labels, bottles, crates, caps, kiselgur) they are purchased from suppliers in the country or abroad

In all cases the company operates on a free competitive market and there is no significant reliance on a specific supplier or group of suppliers whose loss would have a major impact on the provision of the necessary supplies for the production of beer.

1.1.4. Evaluation of the sales activity

a) The sales registered a slight decrease by 1.1% in the "average" category, trend also followed by the other producers in the "average" category.

The economic downturn of recent years has negatively affected the brewing industry. After a period of sustained growth, total volumes of beer sold recorded a decrease in 2009-2011. Year 2008 recorded a maximum consumption on the Romanian market of approximately 20.6 million Hl. In 2012, beer consumption was approximately 18 million Hl, one Romanian consumer drinking on average 78 liters / year compared to 90 liters / year in 2008.

In 2013 and 2014 consumption slightly decreased and 2015 was the year when consumption stabilized.

Demand is not expected to grow following the same rhythm of the previous years, the forecasts for the market growth being small of approximately 2-5% due to the stimulation through advertising and promotion campaigns.

Brewing industry presents the features of an oligopolistic industry with high barriers to entry the market and vertical differentiation, the general feature of the brewing sector being represented by excessive capacity which creates prerequisites for the pressure on price levels. On average, the degree of using the beer production capacity on the Romanian beer market is 70%.

SC "BERMAS" SA is the only factory in the brewing industry that has continued its activity based on the old technical and technological structure, succeeding, by the modernization of production workshops and by making more effective the activity carried out, to be present on the market and consolidating its market share.

Subsequently, in 2016, the beer consumption will experience a slightly upward trend, and we expect that the sales of beer of SC „BERMAS” SA to evolve in this trend with an increase by 5% considering:

- Our stable commercial relations with customers;
- The high quality types of beer at affordable prices sustainable on average term;
- An appropriate business strategy for the promotion of products and prudent in terms of budgets for this purpose aiming to achieve a reasonable profitability;
- A proper management able to manage resources in a corresponding manner;
- The higher level of technical equipment of technological processes that ensure undeniable quality of the types of beer and the food safety.

The company had entered into sales agreements in 2015 with 47 beer distributors and wholesalers.

For 2016 the company has contracted the entire quantity of beer for sale according to the production plan.

b) Currently on the Romanian market there are four major producers representing groups with international presence in the brewing sector and two domestic manufacturers that have developed large production capacities (ROMAQUA - 0-10% market share and EUROPEAN FOOD - 0-10% market share).

The presence of the four largest manufacturers respectively SAB MILLER (Ursus with 30-40% market share, Heineken (30-40% market share), MOLSAN COOR (BERGENBIER - 10 -20% market share) and URBB (0-10% market share) represents 85-90% of the Romanian beer market.

These four major manufacturers and the two domestic manufacturers who have developed large production capacities hold 95% of the market, the difference of 5% being held by SC ALBRAU PROD SA, SC MARTENS SA, SC BERMAS SA (up to approximately 4.5%) and small manufacturers who cumulate approximately 0,5%)

The massive production concentration of the beer industry sector in Romania has produced a major imbalance between the competitiveness of the two market segments.

To cope with competition, SC "BERMAS" SA as independent producer of beer with a capacity below average must permanently identify opportunities for business efficiency and profitability while maintaining and developing the market segment won.

c) The Company has no significant dependence to a customer or group of customers whose loss would have a major impact on its income.

1.1.5. Evaluation of the issues related on the company's employees

a) S.C. "BERMAS" S.A. Suceava had in 2015 an average number of 191 employees compared to 194 over the previous year mentioning that the number and structure of employees is correlated with the number of employees necessary for the volume production and ancillary activities: maintenance, repair, delivery and distribution, etc.

The level of education of the employees is as follows: 30 have higher education, 26 with secondary education, 118 with vocational training and qualification and 17 are unqualified workers.

The company's management is conducted by a Board of Directors consisting of three members who were appointed during the General Meeting of Shareholders on April 9, 2014.

The executive management was assigned to a number of four managers namely: the General Director, the Economic Manager, the Technical Manager and the Commercial Manager.

b) The relationship between MANAGEMENT and EMPLOYEES is based on honesty, loyalty, good faith, teamwork, taking decisions after consulting all decision-makers, based on the Collective Labour Agreement and the Rules of Procedure.

The company has a trade union affiliated to the Food Industry Federation.

The rate of union membership of workers is 95%.

The social climate is stable now which is supposed to be a good premise for the future too.

1.1.6. Evaluation of environmental impact issues

The company has obtained all authorizations and permits required by the law.

There is no major impact on the environment and no litigation related to the infringement of environmental protection legislation.

1.1.7. Evaluation of the research – development activity

The Company has not conducted nor has allocated budget for the research – development activity considering its object of activity.

1.1.8. Evaluation of the risk management activity

The company operates on a free competitive market, being exposed to normal risks from that point of view.

There is no major or significant exposure in terms of prices or liquidity.

1.1.9. Perspective elements of the company's activity

(a). The company's liquidity could be impaired over the year 2016 by a series of events or uncertainty factors such as:

- A favorable conjuncture of the market that would lead to the inability to face competition; there are vertical agreements and concerted practices on the beer market, most distribution agreements containing "vertical restraints" namely certain clauses restricting competition such as exclusive distribution, non-competition clause, exclusive purchasing, restrictions on the sale price;
- An unfavourable year from the agricultural point of view with poor harvests for basic raw materials used in brewing process that would lead to higher prices for barley and hops;
- The increase of fuel and energy prices with major impact on the production costs taking into

account the malting and brewing process based on conventional technology that involves (malt + beer) about 120 days;

- The entry into default of some customers - distributors of the company as a result of limiting their access to credits for the support of their commercial activity that would increase commercial risks to collect the price of products in insolvency - bankruptcy proceedings;
- The decline in the purchasing power of the population affected by unemployment.

(b). In 2015 capital expenditure was amounted to 375.792 lei with little impact on the company's liquidity.

In order to achieve the 2016 sales program we will make major purchases of refrigeration showcases, beer dispensers, couplings, reducing gears, brewery sets in order to equip the commercial and advertising logistics network: umbrellas, tents, banners, customised light boxes, mugs and other advertising materials that will be offered to customers in order to promote the sales of beer, including product promotions as such, occasional or regular. In addition we will purchase the necessary beer bottling and delivery packaging, the total value of which is estimated at approximately 500.000 lei.

Over the year 2016 we will allocate and make investments in fixed assets and modernization according to the program to be approved by the Extraordinary General Meeting of Shareholders without seriously affecting the company's liquidity.

In order to provide the resources needed to finance the production and investment activity the company will aim to fulfil the sales program and the proper use of by-products and other goods such as current assets accordingly.

(c). The income from the basic activity will not be significantly affected in 2016 than due to normal risks arising from the economic and taxation regime applicable to the company.

2. TANGIBLE ASSETS OF THE COMPANY

2.1. Location and description

S SC "BERMAS" S.A. Suceava owns 30.588 sqm of land.

The said surface is divided as follows:

- Built area – 14.687 sqm;
- Free area – 15.901 sqm.

The occupation rate of the land is 48%.

The buildings are classified into:

- Industrial plants exhibiting a variety from the point of view of constructive variant and the type of construction;
- Storage silos;
- Warehouses, metal barracks, outdoor platforms;
- Administrative buildings.

The production activity of the company is done with direct access to DN 17 and the Suceava West railway station is 1 km far from the factory.

The company comprises four production sectors, auxiliary sectors and functional offices.

The production sectors:

- **MALTING** - compact building formed by silos, the machine department, connecting body, soaking body and germination body in which the malting process is carried on. The sector is equipped with a Wanderhaufen-type barley - two-row barley supply, sorting, soaking and germination plant with stripping and drying equipment.

- **BOILING** - compact building in which is conducted the process of obtaining wort by brewing whose main operations are: grinding, moulding and saccharification, wort filtration, boiling of wort with hops, clearing and cooling of wort.

- **FERMENTATION** - compact building included in the boiling body. In this sector beer fermentation takes place in tanks and followed by finished beer filtration inside a Steincker filtration plant.

- **BEER BOTTLING IN BOTTLES AND KEGS** - compact building in which beer is bottled in 0.5l bottles on a KRONES bottling line (nominal capacity 25.000 bottles / hour) and in kegs by means of three fully automated bottling and pasteurizing modules purchased from Germany with a capacity of 180 KEGS / h.

- **AUXILIARY SECTORS:**

- Thermal plant;

- Mechanical workshop;
 - Electric workshop - AMC;
 - Cooling- air plant;
 - Maintenance (masonry - carpentry).
- FUNCTIONAL OFFICES - within the administrative building - separate building.

2.2. The wear of buildings is a normal one as a result of their operation, mentioning that there have been performed maintenance works, interior and exterior protection, increase of the thermal comfort and adaptation to the requirements of the production process, but they still need maintenance and repair works in the buildings where technological and auxiliary processes take place, respectively the restoration of roof isolations as a result of their exposure to weather over the year, modernisation and maintenance of the interior spaces.

2.3. There are no problems related to ownership of tangible assets of the company.

3. MARKET SECURITIES ISSUED BY THE COMPANY

3.1. The shares of SC "BERMAS" S.A. are registered, listed and traded on the Bucharest Stock Exchange, with the symbol BRM. The activity of keeping the register is performed by SC "DEPOZITARUL CENTRAL" SA Bucharest under the agreement signed in this respect.

The share capital subscribed and paid up is amounted to 15.087.134,30 lei, divided in 21.553.049 registered shares of 0.70 lei each.

One share held entitles the shareholder to one vote in the general meeting.

There are no set restrictions on the transfer of securities, such as limitations on holding securities or the need to obtain the approval of the entity or of other holders of securities of the company.

There are no shareholders with special control rights, all shares conferring the same rights to shareholders.

The shareholders' structure on 31.12.2015 according to the consolidated Register transmitted by SC "DEPOZITARUL CENTRAL " SA is as follows:

<i>Nr. crt.</i>	<i>Name</i>	<i>Number of shares</i>	<i>Percentage</i>
1.	„VICTORIA BERMAS” association	6.653.009	30,8681%
2.	„PAS BERMAS” association	4.483.269	20,8011%
3.	Other physical or legal entities	10.416.771	48,3308%
	TOTAL	21.553.049	100%

3.2. Over the last 3 years the dividends due to shareholders amounted to: 3.364.762 lei.

The dividends unclaimed by shareholders, accumulated over the last 3 years, were amounted to 314.556 lei, the payment level being of 91%.

With regard to the dividend policy, the company distributed from its net profit each year about 80 - 90% in dividends and the rest to other destinations according to the resolutions of the general meetings of shareholders.

Given the economic situation of the company and the potential liquidity necessary for repayment of credits, in 2016 the company may grant dividends to shareholders following the resolution of the general meeting of shareholders.

3.3. The company has not issued bonds or other receivables.

3.4. The company has no subsidiaries, operating its activity only at its headquarters, according to the Articles of Incorporation.

4. THE COMPANY'S MANAGEMENT

4.1.a) SC "BERMAS" S.A. Suceava is managed by a Board of Directors composed of three (3) members, as follows:

- ANISOI ELENA, a 34-year experience economist, acting as President of the Board of Directors - Executive Member;
- DRĂGAN SABIN-ADRIAN, a 34-year experience engineer - independent non-executive member;
- VESCAN MARIA-AURORA, a 15-year experience economist - independent non-executive member.

b) There has not been, nor is any agreement, arrangement or family connections between Directors and other persons involved in their appointment of directors.

c) Possessions of shares in their own name according to the Register of Shareholders are insignificant.

d) The Company has no affiliates.

4.2. a) The Board of Directors, according to the Articles of Incorporation, delegated the executive management of the company to a number of 4 managers, namely:

1. Anisoï Elena - General Manager;
2. Croitor Octavian - Technical Manager;
3. Țebrean Iridenta - Financial Manager;
4. Sângeap Cristina – Commercial Manager.

The duration of their mandate is until April 2017. There are no agreements, arrangements or family connections with others in the appointment of managers.

4.3. The members of the Board of Directors and the executive management have not been involved in any litigation or administrative procedures over the last 5 years.

Please note that during the last General meeting of shareholders in 2015, there were no cases of resignation / dismissal among the members of the board of directors and the company has no subsidiaries or affiliates.

5. THE FINANCIAL –ACCOUNTING STATEMENT

Analysis:

a) Balance sheet elements:

a.1. ASSET elements

<i>SPECIFICATION</i>	<i>YEAR 2013</i>	<i>YEAR 2014</i>	<i>YEAR 2015</i>
TOTAL ASSETS	32.644.165	30.705.695	29.082.890
of which assets repressing more than 10% of the total:			
• Tangible assets	17.028.794	15.549.662	15.549.662
• Inventories	12.991.789	12.304.475	12.731.547

a.2. LIABILITIES

<i>SPECIFICATION</i>	<i>YEAR 2013</i>	<i>YEAR 2014</i>	<i>YEAR 2015</i>
TOTAL LIABILITIES	32.644.165	30.705.695	29.080.890
of which liabilities representing more than 10 of the total:			
• equity	22.051.753	22.563.899	23.263.486
• liabilities	10.592.412	8.141.796	5.819.404

b) Profit and loss account:

<i>SPECIFICATION</i>	<i>YEAR 2013</i>	<i>YEAR 2014</i>	<i>YEAR 2015</i>
b.1. TOTAL REVENUES -- of which:	28.731.729	27.464.207	27.766.305
• Net turnover	23.653.855	23.413.208	24.215.956
b.2. TOTAL EXPENDITURE	27.241.715	26.355.503	25.941.491
of which cost elements and expenditure with a			

significant weight in net sales

• Raw materials and other materials	41%	38%	38%
• Energy and water	17%	14%	13%
• Employees	27%	28%	31%
b.3. <u>GROSS PROFIT</u>	1.490.014	1.108.704	1.824.814
b.4. <u>NET PROFIT</u>	1.277.371	932.523	1.555.663

c) Cash Flow – year 2015

Name of the element A	Financial year	
	Previous	Current
Treasury cash flows from operating activities		
Collections from customers	32.548.547	34.087.932
Payments for suppliers	(15.030.180)	(15.868.459)
Payments for employees	(3.582.008)	(4.001.576)
Payments for the local budget	(87.227)	(86.749)
Payments for the state budget	(7.383.723)	(7.226.470)
Paid excises	(3.292.028)	(3.207.088)
Paid tax on profit	(206.743)	(351.403)
Net treasury cash flow from operating activities	2.966.638	3.346.187
Treasury cash flows from investment activities		
Payments for the purchase of shares		
Payments for the purchase of assets	(108.940)	(453.920)
Collections from subsidies		
Collected interests		
Collected dividends		
Net treasury cash flows from the investment activities	(108.940)	(453.920)
Net treasury cash flow from financing activities		
Collections from long term loans		
Credit collections		
Paid interests and credit repayments	(994.719)	(936.180)
Payment of long term credit instalments	(838.818)	(1.215.139)
Paid dividends	(1.026.365)	(752.032)
Net treasury cash flow from financing activities	(2.859.902)	(2.903.351)
Net treasury cash flow increase and treasury equivalents	(2.204)	(11.084)
Treasury cash flow and treasury equivalents at the beginning of the financial year	22.077	19.873
Treasury cash flow and treasury equivalents at the end of the financial year	19.873	8.789

The financial statements of the company have been prepared in accordance with: the Accounting Law no. 82/1991 as republished, the Law no. 31/1990 on trade companies, as republished, as subsequently amended and supplemented, the Order of the Ministry of Public Finances 1286/2012, for the approval of the Accounting Regulations in accordance with International Financial Reporting Standards applicable to companies whose securities are admitted to be traded on a regulated market taking into account the provisions of Article 1 of the Order of the Minister of Public Finances no. 881/2012 on the application by the trade companies whose securities are admitted to be traded on a regulated market of the International financial reporting Standards adopted by the European Union, the general conceptual framework for the preparation and presentation of financial statements issued by the IASB, the International Accounting Standards (IAS) and the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and the Commission and also the Interpretation of the International Financial Reporting Interpretation Standards (IFRIC) and the Standing Interpretations Committee (SIC) adopted by the European Union.

6. Corporate governance

SC BERMAS SA is administered under a unitary system in accordance with the provisions of the Articles of Incorporation and of the Law No. 31/1990 as subsequently republished and amended.

The corporate governance structures of SC BERMAS SA are represented by the Board of Directors and the executive management.

SC BERMAS SA is administered by a Board of Directors consisting of 3 members, individuals elected by the Ordinary General Meeting of Shareholders. One of the directors must be independent and the majority of the directors are non-executive directors. The duration of their mandate is of four years.

The directors' obligations and responsibilities are governed by the contract of mandate in accordance with the Law 31/1990 as subsequently amended and supplemented, with the Law 297/2004 as subsequently amended and supplemented, the applicable regulations of A.S.F. and with the provisions of the Articles of Incorporation.

The Board of Directors of SC BERMAS SA meets at least once every three months. The Board of Directors approves the delegation of powers and / or the right of representation for other directors or employees of the company, setting their limitations too.

During the meetings of the Board of Directors the following are analysed basis on the submitted materials:

- In the production area: the achievement of the production program per quarters and per total year, the programs of maintenance and repair, the need for raw materials barley and hops for each year and the instructions for purchasing them, the consumption norms specific to the production of beer and malt, the manoeuvres and workloads for the basic and auxiliary activity

- In the commercial area: the achievement of the sales programs quarterly and preliminary, the situation of the uncollected invoices, the equipment of customers with packaging and logistics, contract terms and commercial and financial facilities, promotions

- In the economic and financial area: the achievement of indicators in the budgeted revenues and expenditure, quarterly reports, the semi-annual report, the annual report, the general inventory situation of the assets, etc.

The Board of Directors delegates the management of the company to a number of 3 executive managers, individuals, appointing the General Manager from among them. The General Manager is also the President of the Board of directors. Managers are responsible for taking all measures related to the management of the company, within the limits of the object of activity and complying with the exclusive powers reserved by law or by the Articles of Incorporation, the Board of Directors and the General Meeting of Shareholders.

The General Meeting of Shareholders of SC BERMAS SA meets at least once a year, during the 4 months after the end of the financial year and has the main tasks set by the Articles of incorporation. The General Meeting of Shareholders is convened by the Board of Directors whenever needed or at the request of shareholders representing 5% of the share capital. During 2015, the General Meeting of Shareholders was convened twice.

Following the launch in September 2015 of the new Code of Corporate Governance of the Bucharest Stock Exchange, SC BERMAS SA has analysed the company's compliance with the new Code and it is currently implementing certain provisions. The shareholders of the company have been informed by the current report dated January 21, 2016 related to the state of compliance with the new Code of Corporate Governance of the Bucharest Stock Exchange.

The necessary conditions for informing the shareholders on the financial results and on all relevant aspects of the business conducted were provided through the Company's website and Secretariat of the Board of Directors.

7. Information on the internal control

Within the company SC BERMAS SA, the internal control is focused on internal control and internal audit activities.

In the internal control activities we have followed:

- the compliance with the regulations specific to the company's activity
- the compliance with internal rules and the managers' decisions.

In terms of accounting rules, the company has elaborated:

- The manual of accounting policies

- The application procedures for this manual
- The appropriation of the evolution of accounting and fiscal regulations
- The adaptation of IT programs to the specific activity
- The compliance with the accounting rules
- The assurance of the accuracy and comprehensiveness of accounting records
- The compliance with the quality characteristics of the information included in the financial statements so that to satisfy the users' needs

Internal audit

Internal audit is performed based on a service contract by a company independent from the management of SC BERMAS SA, subordinated to the Board of Directors of SC BERMAS SA. The audit activity is carried out based on the audit program established in accordance with the objectives of the company. The audit program for 2015 was approved by the Board of Directors of SC BERMAS SA.

The internal auditor evaluates through a systematic and methodical approach the risk management processes, the control and governance process of the company and makes proposals for increasing their efficiency. The Internal Auditor informs the General Manager and the Directors about the significant issues found related to risk management, control and governance.

Financial audit

The financial statements of SC BERMAS SA are examined by the financial auditor appointed by the Ordinary General Meeting of Shareholders, under the law, the results of the annual report being presented for information to the Ordinary General Meeting of Shareholders. The financial auditor of SC BERMAS SA is the company CODEXPERT OFFICE SRL, based in Suceava, Strada Mihai Eminescu nr. 10 Tr. A, Sc. B, Ap. 9 Phone / Fax no.: 0230 531 949, 0744503537, registered with the Suceava Office of the Trade Register under no. J33 / 599/1999, tax identification number RO 12454426, a member of the Chamber of Financial Auditors of Romania according License no. 126/2001, represented by Codau STELIAN, active financial auditor, according to the Certificate no. 798/2001.

8. SIGNATURES

- *President of the Board of Directors and General Manager*
ec. Anisoai Elena
- *Economic Manager*
- *ec. Tebrean Iridenta*