



## SC “BERMAS” SA Suceava

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### **REPORT** **OF THE BOARD OF DIRECTORS** **on 31.12.2019**

Annual report according : to: Law no. 24/2017 regarding issuers of financial instruments and market operations and ASF Regulation no. 5/2018

Date of the report: 31.12.2019

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 Scheia 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 2019 there was no merger or reorganization procedure of any kind.

d) During the year 2019, fixed assets representing technological equipment and machinery were purchased for the modernization and technologization of the production units, of the boiling section and the Frig-Aer Plant, part of the investment program approved by the Extraordinary General Meeting of Shareholders on April 16, 2019. Thus the boiling and filtration facilities of the beer were purchased including the CIP system (automatic washing in the circuit) for the boiling section and 2 (two) evaporative capacitors for the Frig-Aer Plant. The total value of the contracts concluded with the suppliers for the mentioned equipment is 962,000 EURO, plus design, construction-assembly costs, etc. Investments are underway, with a term of commissioning in the third quarter of 2020. The financing is provided in a proportion of 45% of bank loans according to the Decision of the EGMS / 16.04.2019, the company contracting a medium-term loan (3 years) in amount of 2,500,000 lei, and the difference on own sources.

The outputs of patrimony fixed assets were amounted to 210.89 lei fully depreciated and the inputs of fixed assets into patrimony were amounted to 712.374 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 2019, the company recorded total revenues amounted to 38.774.126 lei, 10% more than during the previous year, and the expenditure corresponding

to the realised revenues are amounted to 36.481.793 lei, 9,44% more than the corresponding period of the previous year.

The gross profit obtained in 2019 is 2.292.33 lei, increasing by 19,55% compared to the previous year.

The net profit for the year 2019 is 1.958.209 lei, increasing by 19,44% compared to the previous year.

The net turnover registered in 2019 is 32.755.31 lei, up 8,37% as compared to the previous year.

The availabilities in accounts and other assets on December 31, 2019 are amounted to 29.359 lei compared to 11.859 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 3.325.566 lei compared to 1.687.049 lei over the previous year, increasing by 97,13%.

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 4<sup>th</sup> quarter and the 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> quarters of the following year.

On December 31, 2019 the value of raw materials (barley, malt, hops) and of the beer production in the production flow is amounted to 8.482.375 lei compared to de 7.751.048 lei over the previous year.

### ***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;
- 11° Plato Beer "SOLCA" 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.

The company has annual beer sale contracts with en-gross and en-detail 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%..

### ***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 annual raw material requirement is about 3,800 tons of barley and 28 tons of pellets of hops expressed in 5% alpha-alpha content.

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)** Compared to the previous year, sales decreased by 4% (in volumes), a trend that the beer market in general registered in 2019.

Regarding the evolution of the specific market, after a sustained growth period, the total volume of marketed beers registered a decline in 2009-2011. 2008 saw a peak in consumption on the Romanian market of around 20.6 million Hl. In 2012, beer consumption was of c.c.a. 18 million Hl.

Further, in the years 2013 and 2014, consumption decreased slightly, with consumption in 2015 stabilizing at a constant level in 2016, the increase was 2%, in 2017 by about 4% and in 2018 by 3%.

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.

SC "BERMAS" SA is the only local 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.

Further, in 2020 the Romanian beer market will be influenced by economic-fiscal factors, weather conditions e.t.c. and the beer sales of SC "BERMAS" SA are estimated at an increase of 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 2019 with 40 beer distributors and wholesalers.

For 2020 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 large producers representing groups with international presence in the beer sector and a number of two local producers who have developed large production capacities all of them owning about 93% of the Romanian beer market, the difference of 7% being owned by the small and medium producers of which BERMAS SA also belongs.

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 2019 an average number of 204 employees compared to 199 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: 32 have higher education, 33 with secondary education, 120 with vocational training and qualification and 19 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 March 22, 2018.

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.

The company implements a risk management system, process covering the identification, analysis, management and monitoring of the risk it is exposed to.

The price risk - there is a permanent monitoring of this risk taking into account the market the company operates on. In fact the company applies and will apply in the future sale pricing according to the price of raw material and of other cost elements which have a share of over 10% of the total production costs.

The credit risk - the company has in progress and will appeal to attracted resources to partially finance the inventories of raw materials and semi-products. The cost of resources is negotiated and generally sized in relation to the reference rates on the financial market so as to be sustainable based on the contract terms. Potential changes in interest rates are also taken into account.

The liquidity risk - there is a constant concern for maintaining the immediate liquidity at supra-unitary level.

The cash flow risk is daily monitored by weekly and monthly forecasts of receipts and payments. The Company applies trade credit policy in relation to traditional customers and correlates the collections with the maturity of payments (suppliers, budgets, salaries).

#### ***1.1.9. Perspective elements of the company's activity***

**(a).** The company's liquidity could be impaired over the year 2020 by a series of events or uncertainty factors such as:

- A unfavorable 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 possible further increase in fuel, energy and natural gas prices with major implications for production costs also taking into account the duration of the malt and beer production cycle based on classical technology which totally implies (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;

(b). In 2019, the capital expenditures amounted to 712,374 lei, plus an ongoing investment in progress of 3,834,387 lei, with a significant impact on the liquidity of the company.

In order to achieve the 2020 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 2.200.000 lei.

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 2020 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 31.12.2019 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%
	<b>TOTAL</b>	<b>21.553.049</b>	<b>100%</b>

Own shares held in the portfolio as of 31.12.2018 in number of 1,293,183 shares, representing 6% of the share capital that were redeemed until 31.12.2018 based on the EGMS Decision of April 27, 2017 for the purpose of free allocation to members The Board of Directors, the members of the Executive Management and the employees of the company in order to implement a staff loyalty program, were the object of this program. Thus, during the year 2019, a program of loyalty of the company staff was implemented during 5 years, the 1,293,183 shares being allocated free of charge to a number of 188 employees and members of the company management out of the total number of 201 employees.

**3.2.** Over the last 3 years the dividends due to shareholders amounted to: 4.329.971 lei.

The dividends unclaimed by shareholders, accumulated over the last 4 years, were amounted to 568.285 lei, the payment level being of 87%.

With regard to the dividend policy, the company distributed from its net profit each year about 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 2020 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 38-year experience economist, acting as President of the Board of Directors - Executive Member;
- DRĂGAN SABIN-ADRIAN, a 38-year experience engineer - independent non-executive member;
- VESCAN MARIA-AURORA, a 19-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. Aniso Elena - General Manager;
2. Croitor Octavian - Technical Manager;
3. Țebrea Iridenta - Financial Manager;
4. Sângeap Cristina – Commercial Manager.

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 2019, 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 2017</i>	<i>YEAR 2018</i>	<i>YEAR 2019</i>
<b>TOTAL ASSETS</b>	28.492.715	28.947.584	33.598.814
of which assets representing more than 10% of the total:			
• Tangible assets	12.885.559	12.070.930	15.039.150
• Inventories	13.935.753	15.136.531	17.031.981

**a.2.** LIABILITIES

<i>SPECIFICATION</i>	<i>YEAR 2017</i>	<i>YEAR 2018</i>	<i>YEAR 2019</i>
<b>TOTAL LIABILITIES</b>	28.492.715	28.947.584	33.598.814
of which liabilities representing more than 10 of the total:			
• equity	23.930.878	23.276.829	23.743.237
• liabilities	4.561.837	5.670.755	9.855.577

**b)** Profit and loss account:

<i>SPECIFICATION</i>	<i>YEAR 2017</i>	<i>YEAR 2018</i>	<i>YEAR 2019</i>
<b>b.1. TOTAL REVENUES</b> -- of which:	32.670.563	35.253.493	38.774.126
• Net turnover	27.964.960	30.225.768	32.755.319
<b>b.2. TOTAL EXPENDITURE</b>	30.478.318	33.335.949	36.481.793
of which cost elements and expenditure with a significant weight in net sales			
• Raw materials and other materials	32,8%	31,50%	31,79%

• Energy and water	10,67%	10,90%	11,17%
• Employees	33,62%	37,80%	38,61%
b.3. <u>GROSS PROFIT</u>	2.192.245	1.917.544	2.292.333
b.4. <u>NET PROFIT</u>	1.758.623	1.639.590	1.958.209

c) Cash Flow – year 2019

Name of the element A	Financial year	
	Previous	Current
<b>Treasury cash flows from operating activities</b>		
Collections from customers	39.221.245	42.512.648
Payments for suppliers	(18.153.157)	(19.496.110)
Payments for employees	(6.218.878)	(6.956.509)
Payments for the local budget	(82.619)	(78.424)
Payments for the state budget	(9.343.284)	(9.871.836)
Paid excises	(2.863.641)	(2.828.602)
Paid tax on profit	(280.737)	(332.005)
<b>Net treasury cash flow from operating activities</b>	<b>2.278.929</b>	<b>2.949.162</b>
<b>Treasury cash flows from investment activities</b>		
Payments for the purchase of shares	(1.436.726)	
Payments for the purchase of assets	(850.080)	(4.121.058)
Collections from subsidies	6.937	3.083
Collected interests	7	
Collected dividends		
<b>Net treasury cash flows from the investment activities</b>	<b>(2.279.862)</b>	<b>(4.117.975)</b>
<b>Net treasury cash flow from financing activities</b>		
Collections from long term loans		1.162.916
Credit collections	1.251.170	1.447.788
Paid interests and credit repayments	(40.826)	(92.042)
Payment of long term credit instalments	-	
Paid dividends	(1.256.804)	(1.332.349)
<b>Net treasury cash flow from financing activities</b>	<b>(46.460)</b>	<b>1.186.313</b>
<b>Net treasury cash flow increase and treasury equivalents</b>	<b>(47.393)</b>	<b>17.500</b>
<b>Treasury cash flow and treasury equivalents at the beginning of the financial year</b>	<b>59.252</b>	<b>11.859</b>
<b>Treasury cash flow and treasury equivalents at the end of the financial year</b>	<b>11.859</b>	<b>29.359</b>

The financial statements of the company have been prepared in accordance with: the Accounting Law no. 82/1991, as subsequently republished, the Order of the Minister of Public Finance no. 881/2012 on the application by companies whose securities are admitted to trading on a regulated market of International Financial Reporting Standards, International Financial Reporting Standards (IFRS), Financial Reporting Standards (IFRIC) and the Standing Interpretations Committee (SIC) adopted by the European Union and the Order no. 2844 / 12.12.2016 approving the Accounting Regulations compliant with International Financial Reporting Standards.

## **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 24/2017



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.

- In the field of investments: realization of the investment program established by the AGEA for the current year, insurance of sources of financing, negotiation of loan conditions with the financing banks, etc.

The Board of Directors delegates the management of the company to a number of 4 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 2019, the General Meeting of the Shareholders met only once.

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 were informed in the annex to the Report of the Board of Directors dated 31.12.2018 regarding the compliance status with the provisions of the new Corporate Governance Code of B.V.B

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 2019 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, registered with ASPAAS in the Electronic Public Register (RPE) with the number FA126, represented by ec. STELIAN CODE, active financial auditor, registered with ASPAAS in the Electronic Public Register (RPE) with the number AF798.

## **8. SIGNATURES**

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