



# REPORT OF THE BOARD OF ADMINISTRATORS

FOR THE FINANCIAL YEAR 2019

<b>Name of the issuing entity:</b>	<b>VRANCART S.A.</b>
<b>Registered office:</b>	<b>Adjud, 17 Ec. Teodoroiu Street, Vrancea</b>
<b>Telephone/fax no.:</b>	<b>0237-640.800/0237-641.720</b>
<b>Tax Identification Number:</b>	<b>1454846</b>
<b>Trade Registry registration no.:</b>	<b>J39/239/1991</b>
<b>Subscribed and paid-in share capital:</b>	<b>RON 103.168.355</b>
<b>The regulated market where the securities issued are traded:</b>	<b>The Bucharest Stock Exchange</b>

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## 1. ANALYSIS OF THE ACTIVITY OF „VRANCART” S.A.

### 1.1.1. General information

„VRANCART” was established under Law no. 15/1990 in 1991, as a joint-stock company with juridical personality.

#### *General presentation*

<b>Trade company name</b>	„VRANCART”
<b>Type of company</b>	Joint-stock trade company
<b>Address</b>	17 Ecaterina Teodoroiu Street, Adjud, Vrancea, county, 625100
<b>Telephone / Fax no.:</b>	0237.640.800 / 0237.641.720
<b>Registered with the Trade Registry under no.:</b>	J39/239/1991
<b>Tax code</b>	1454846
<b>Tax Identification Number</b>	RO1454846
<b>Share capital</b>	RON 103.168.355
<b>The nominal value of shares</b>	RON 0,10/share
<b>Number of shares</b>	1.031.683.547

The Company has its registered office in Adjud and also has working points opened in the following localities: Bucharest, Călimănești, Ungheni, Iași, Focșani, Ploiești, Botoșani, Sibiu, Constanța, Arad, Brașov, Pitești, Timișoara, Bacău, Cluj, Craiova, Baia Mare, Târgu Mureș and Brăila.

The main object of activity of „VRANCART” (NACE code 1721) is represented by the manufacturing and trading of the following products:

- single-faced corrugated cardboard, double-faced corrugated cardboard, double-double faced corrugated cardboard with B, C, B+C, E+C flutes, corrugated cardboard with micro-flutes;
- corrugated cardboard packaging (boxes) of various sizes, die-cut and printed;
- paperboards in various assortments;
- tissue papers in various assortments;
- paper strips for the manufacturing of paper core tubes;
- paper core tubes.

Besides the production activities resulting in the products mentioned above, VRANCART also performs activities to support its main activities (supporting activities): the production of utilities (industrial water, treated water for thermal boilers, process steam, waste water clarifying), mechanical maintenance, electric and automation activities, predictive maintenance of the technological machines, quality control, transports (to the Company’s working points and to customers) and others.

#### **General evaluation items:**

<b>a) gross book result</b>	<b>RON 24.217 thousand</b>
<b>b) turnover</b>	<b>RON 300.789 thousand</b>
<b>c) export</b>	<b>RON 40.755 thousand</b>
<b>d) operating costs</b>	<b>RON 287.712 thousand</b>
<b>e) % of the market held (internal estimates)</b>	

Year 2019	Tissue paper	- 11 %
	Paperboards	- 17 %
	Corrugated cardboard	- 17 %

**f) liquid funds at the year-end****RON 2.149 thousand****1.1.2. Evaluation of the Company's technical level**

The main production activities of „VRANCART” are organised by three different lines of business managed based on their own budgets, component parts of the general budget of the Company, that manufacture products for three different markets, namely:

- the paperboards market;
- the corrugated cardboard and corrugated cardboard packaging market;
- the tissue paper market.

The evolution of VRANCART's production on these markets in the past 3 years is presented in the table below:

<b>Profit centre</b>	<b>M.U.</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>
Paperboards mill	<b>to</b>	88.941	91.061	85.642
Corrugated cardboard and packaging mill	<b>to</b>	62.563	62.231	56.635
Tissue paper mill	<b>to</b>	18.131	16.709	19.145

The share of each category of products in the total turnover of the Company in the past 3 years is presented in the table below:

<b>Profit centre</b>	<b>M.U.</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>
Paperboards mill	<b>%</b>	11%	16%	21%
Corrugated cardboard and packaging mill	<b>%</b>	65%	63%	57%
Tissue paper mill	<b>%</b>	18%	16%	14%
Other activities	<b>%</b>	6%	5%	8%

The investments made in 2019, by groups of fixed assets were:

<b>Investments made</b>	<b>Value (RON)</b>
Buildings and building improvements	2.193.667
Technological equipment	37.042.936
Apparatus and working installations	250.891
Means of transport and other fixed assets	4.575.589
Intangible assets	887.416
<b>TOTAL</b>	<b>44.950.499</b>

**1.1.3. Evaluation of the technical and material supply activity**

The main raw material used by the production mills of “VRANCART” is waste paper. It is purchased by means of the company's own collection centers or directly from generators..

The evolution of waste paper collection during the past 3 years is presented below:

Waste paper purchase	UM	2019	2018	2017
Purchase through the collection centres	to	90.390	82.883	84.102
	% out of the total purchases	65%	62%	65%
Direct purchase (in Adjud)	to	48.353	50.986	44.436
	% out of the total purchases	35%	38%	35%
Total purchases	To	138.743	133.869	128.538
	%	100%	100%	100%

#### 1.1.4. Evaluation of the sales activity

The evolution of delivery of the products of „VRANCART” by each market segment in the past 3 years is presented in the table below:

Profit centre	M.U.	2019	2018	2017
Paperboards mill	to	19.137	26.206	30.839
Corrugated cardboard and packaging mill	to	62.759	61.882	56.354
Tissue paper mill	to	18.469	16.858	18.721

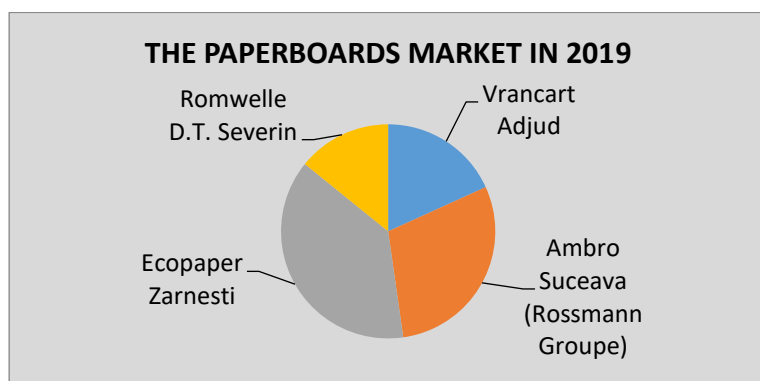
#### The state of competition

In each market segment, there are several manufacturers of products similar to those produced by „VRANCART”.

**A. On the paperboards market in Romania** there were four competitors in 2019. The production capacities of the paper production plants and the main characteristics defining them, by producers, are as follows:

Producer	Annual production capacities (to/year)
Ambro Suceava –Rossmann Group	150.000
DS Smith Zărnești	250.000
<b>Vrancart Adjud</b>	<b>100.000</b>
Romwelle	70.000
<b>Total</b>	<b>570.000</b>

All the mills use corrugated cardboard waste (waste paper) as raw material for the production of paper, except for Romwelle, that also uses cellulose as raw material, and the products obtained are relatively similar in terms of their characteristics and quality.



Most of the paper producers also hold corrugated cardboard and corrugated cardboard packaging mills, so that most of their own paper production is intended for their own consumption.

### Market share evolution for Paperboards

Producers	2019	2018	2017
Vrancart Adjud	17%	18%	24%
Other producers	83%	82%	76%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Source: VRANCART estimates

**B. On the corrugated cardboard and corrugated cardboard packaging market**, in 2019 there were 9 competitors, out of which 5 have two mills each (Vrancart, Dunapack, DS Smith, Rossmann and Rondocarton).

The corrugated cardboard market is a **regional market** due to the high shipping costs for long distances. It is a **highly competitive** market, and in Romania **the orientation of consumers is towards products with low prices and average quality**.

The estimated production capacity of the 15 corrugated cardboard mills amounts to over 750 thousand tons per year. The consumption in 2019 was of 390 thousand tons, that is 52% of the total production capacity. In 2019, corrugated cardboard packaging consumption recorded an increase of approx. 0,7%, in tons, respectively 1,5% in square metres from the previous year and there is still an increasing trend in this segment.

### Corrugated cardboard producers in 2019 in Romania (declared/estimated capacities)

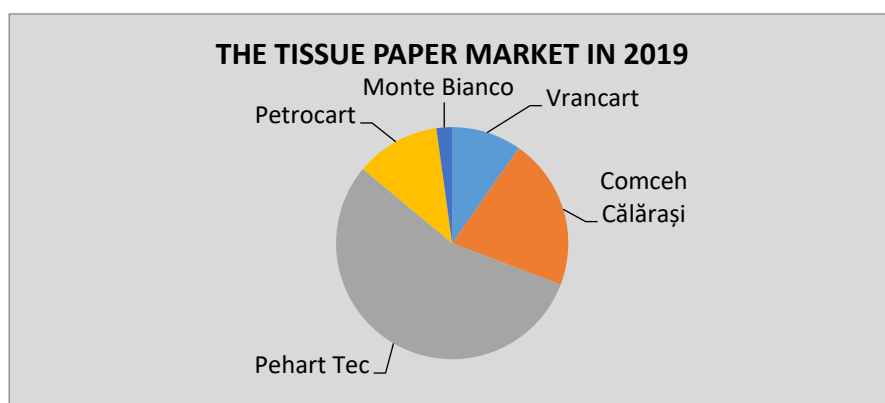
No.	Producer's name	Production capacity (to/year) VNC estimates
1	Rondocarton (2 Mills)	160,000
2	Rossmann (2 Mills)	120,000
3	Vrancart (2 Mills)	120,000
4	Dunapack (2 Mills)	120,000
5	DS Smith Group (2 Mills)	80,000
6	VPK Salonta	60,000
8	Thimm Sura Mica	60,000
9	Europa Expres Iași	30,000
<b>TOTAL</b>		<b>750.000</b>

## Market share evolution for Corrugated cardboard and corrugated cardboard packaging

Producers	2019	2018	2017
Vrancart Adjud	17%	16%	15%
Other producers	83%	84%	85%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Source: VRANCART estimates

*C. On the tissue paper market*, with a market share of 11% in 2019 (taking into account only the domestic production), „VRANCART” remains one of the major tissue paper manufacturers in Romania.



„VRANCART” recorded an increase of its market share in 2019 compared to 2018, while internal production remained relatively constant at approx. 170 thousand tons/year.

Unlike its competitors, Vrancart produces tissue paper only from waste paper, being the largest producer on the market and low amounts are also produced by Comceh Călărași.

In 2019, one of the major producers, Petrocart Piatra Neamț, went insolvent and shut down its tissue paper production.

Also, during the next period, new production capacities will appear. MG TEC Industry Dej will build with a state aid a new mill of large consumption tissue paper products, where it will invest over EUR 80 million, in two new production lines. The equipment will be put into operation in 2020 and 2022 (Source: <https://www.tissueworldmagazine.com>).

## Market share evolution for Tissue paper

Producers	2019	2018	2017
Vrancart Adjud	11%	10%	11%
Other producers	89%	90%	89%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>



### 1.1.5. Evaluation of the aspects related to the Company's employees/personnel

a) Specification of the number and level of training of the trade company's employees, as well as of the degree of unionization of the labour force;

The average number of employees in 2019 was 1180 employees, out of which:

- 157 higher education graduates
- 481 high school graduates
- 344 vocational schools graduates
- 198 middle school graduates

Out of the total number of employees, 274 are trade union members (there is only one trade union within the Company).

The labour force fluctuation index in 2019 was 19% (the number of employees that left the Company/ average number of personnel x 100).

b) Description of the relationships between the managers and the employees, as well as of any conflicting elements characterizing these relationships.

There were no conflicting relationships between the Company's management and the employees.

### 1.1.6. Evaluation of the aspects related to the issuer's main activity onto the environment

Summarized description of the impact of the issuer's main activities onto the environment as well as of any existing or foreseen litigations in relation to the violation of the environmental protection laws.

**VRANCART S.A.** has implemented an integrated quality-environment-health management and labour security system which was re-certified in September 2018 according to ISO 9001/2015; ISO 14001/2015 and OHSAS 18001/2007, by Lloyd's Register England, Bucharest Agency.

The impact of the Company's activity onto the environment is constantly monitored through the implementation of the Environmental Management System and implicitly through the compliance with the laws in force and the **INTEGRATED ENVIRONMENT AUTHORISATION no. 1/18.03.2015**. The activity of Vrancart S.A. was re-authorized in terms of environmental protection on March 18<sup>th</sup>, 2015 and the authorisation is valid until March 18<sup>th</sup>, 2025.

In the event of any changes in the operating conditions (e.g. production capacity increases, investments for the modernisation of the technological flows), in accordance with the legislation in force, the integrated environmental authorisation must be reviewed.

Due to the increase of the capacities installed in Adjud (the capacity of the paperboards production machine was increased to 100.000 tons/year, the capacity of the corrugated cardboard machine was increased to 85.000 tons/year), as well as due to other investments meant to support the capacity increases, an application for the authorisation review was submitted to the Vrancea Environmental Protection Agency in July 2018. We are currently undergoing the last stage of reviewing of the authorisation. The Vrancea Environmental Protection Agency sent its final decision on the issuance of the Environmental Integrated Authorisation and the authorisation will be issued until March 18<sup>th</sup>, 2020.

#### **ENVIRONMENTAL FACTOR: AIR**

The following emissions result from the activity of VRANCART S.A.:

- hot air emissions (after the moist air from drying paper goes through absorption hoods) that are evacuated through exhaust chimneys at high altitude.

- emissions from the combustion gases from the process steam generating boiler, from 3 process steam generators and a plant for the co-incineration of production wastes, that are evacuated through chimneys at high altitude.
- emissions resulting from the manufacturing processes – spread dust emissions due to the handling of auxiliary solid materials and the processing of tissue paper.
- noise resulting from the operation of the burning and production plants.

The greenhouse gas emissions authorisation no. 126/05.03.2013, revised on November 2<sup>nd</sup>, 2018, was also revised on February 18<sup>th</sup>, 2019 due to the replacement of a 24kW centralised heating plant by a 35 kW centralised heating plant.

According to the requirements of the Integrated Environmental Authorisation, we carried out the following:

- determinations for the ambient environment were carried out by the Vrancea Directorate of Public Health
- determinations of the noise level at the limit of the location were carried out by ICEMENERG Bucharest (a laboratory accredited according to ISO 17025).

The results proved that the values measured are below the maximum values allowed, as established by the applicable legislation in the field.

Measurements of the pollutants generated by the fixed sources were performed in 2018, according to the Integrated Environmental Authorisation, with ICEMENERG Bucharest (a laboratory accredited according to ISO 17025); the results were below the maximum limits allowed, imposed by the abovementioned authorisation.

We believe that VRANCART's activity has an **insignificant impact onto the air environmental factor**, and the level of emissions into the air comply with the provisions of:

- the Government Decision no. 1218/2006 as supplemented by the Government Decision no. 1/2012 and the Government Decision no. 355/2007 for the establishing of the minimum labour health and security requirements for the provision of the workers' protection against the risks related to the presence of chemical substances;
- the Government Decision no. 493/2006 on the minimum labour health and security requirements related to the workers' exposure to the risks generated by noise;
- the Government Decision no. 1091/2006 on minimum labour health and security requirements at the work place;
- the Government Decision no. 1048/2006 on minimum security and health requirements at the workplace;
- Order no. 462/1993 of the Ministry of Waters, Forests and Environmental protection for the approval of the technical conditions related to environmental protection and the Methodological norms on the determination of the emissions of air pollutants produced by stationary sources;
- Law no. 104/2011 on air quality, as amended as supplemented by the Government Decision no. 336/2015 and the Government Decision no. 806/2016;
- Law no. 278/2013 on industrial emissions, as amended as supplemented by the Government Emergency Ordinance no. 101/2017.

#### **ENVIRONMENTAL FACTOR: WATER**

VRANCART S.A. holds the “**Water Management Permit no. 1/04.02.2008**”, revised on **November 4<sup>th</sup>, 2013, valid until February 4<sup>th</sup>, 2017**. In June 2017, the Water Management Permit was renewed under no. 160/17.07.2017, valid until July 17<sup>th</sup>, 2022.

In 2018, the waste water evacuated from the wastewater treatment plant of VRANCART into the Siret river complied with the limits imposed by the Water Management Permit, as revised,

according to the current monitoring and the determinations carried out by ALS GLOBAL Ltd, Ploiesti (a laboratory accredited according to ISO 17025).

The “Plan for the Prevention and Control of Accidental Pollution” is revised on a yearly basis according to Order no. 278/1997 of the Minister of Water, Forests and Environmental Protection - the framework methodology for the preparation of the plans for the prevention and control of accidental pollution is revised on an annual basis; this plan is submitted to the Vrancea Water Management System and to the Bacau Water Basin Administration.

#### **ENVIRONMENTAL FACTOR: SOIL**

Since one of the sources of soil pollution is represented by the faulty management of waste, within the environmental management system, clear rules were established to provide the compliance with the legal provisions on waste.

VRANCART S.A. ceased storing manufacturing wastes in its own warehouses on December 31<sup>st</sup>, 2006, according to the Government Decision no. 349/2005. The post-closure monitoring is being performed according to the legislation in force. The manufacturing wastes and the sludge from the wastewater treatment plant are stored in the temporary waste storage facility and are co-incinerated in our own plant, and the resulting process steam is used for dewatering sludge in the dryer, with the purpose to optimise the burning.

The ash resulting from the co-incineration of our own technological wastes is a non-hazardous waste. From the start-up of the waste co-incineration boiler in 2008, the resulting ash was deposited in 2 concrete pools.

The obligation related to the adequate arrangement and the final closing is in accordance with the provisions of Order no. 757/2004.

According to the requirements on the protection of soil from the “Integrated Environmental Permit”, in September 2019, ALS GLOBAL Ltd Ploiesti (a laboratory accredited according to ISO 17025) made determinations of the concentrations of pollutants. The results showed that the measured values are below the maximum limits allowed.

The Vrancea Environmental Guard, the Vrancea Environmental Protection Agency, the Siret Bacău Water Basin Administration and the Vrancea Water Management System performed controls. The findings were recorded in the control reports – the quality indicators of wastewater did not exceed the limits imposed through the regulatory deeds, according to the information presented in the **Water environmental factor**, without any violations of the legislation in force.

#### **1.1.7. Evaluation of the research and development activity**

The company is involved as a partner in various research and development projects. Thus, in 2019, “Gheorghe Asachi” Technical University in Iasi submitted a project for financing with the programme: PN-III-CERC-CO-PED-2016 with the name „Novel materials with optical properties for anti-counterfeiting paper" (OptiPaper).

The project objective is to manufacture paper for money production, so as not to allow its counterfeiting. The project will be carried out over a 2 years period.

#### **1.1.8. Evaluation of the Company’s activity on risk management**

The Company’s risk management policies are defined so as to provide the identification and analysis of the risks that the Company is facing, to establish the appropriate limits and controls, as well as to monitor the risks and to meet the limits established. The risk management policies and systems are regularly revised to reflect the changes occurred in the market conditions and in the Company’s activities. Through

its management and training standards and procedures, the Company aims to develop an orderly and constructive control environment, where all the employees understand their roles and obligations.

The Company is exposed to the following risks from using financial instruments:

- credit risk;
- liquidity risk;
- market risk.

**Credit risk** is the risk that the Company incurs a financial loss following its partners' failure to meet their contractual obligations. The maximum exposure to credit risk was:

<b>Book value</b>	<b>December 31<sup>st</sup>, 2019</b>	<b>December 31<sup>st</sup>, 2018</b>
Trade receivables and other receivables	65.609.350	59.977.969
Cash and cash equivalents	2.149.202	2.064.372
<b>Total</b>	<b>67.758.552</b>	<b>62.042.341</b>

The Company covers the credit risk through the preparation and implementation of relevant credit policies (e.g. each new customer is analysed on an individual basis in terms of its trustworthiness before being given the standard payment and delivery conditions of the Company; sales limits are established for each separate customer), the customers failing to meet the conditions established by the Company may make transactions with it only after making an advance payment.

**Liquidity risk** – The Company makes sure that it has sufficient cash to cover the operating expenses. The following table shows the residual contractual maturities of the financial liabilities as at the end of the reporting period, including the estimated payments of interest:

<b>December 31<sup>st</sup>, 2019</b>	<b>Book value</b>	<b>Contractual cash flows</b>	<b>Less than 1 year</b>	<b>1 - 5 years</b>	<b>Over 5 years</b>
Bank loans*	105.301.500	113.611.202	63.437.846	49.839.982	333.375
Debts under leasing contracts	12.473.866	12.719.608	4.138.113	8.581.495	-
Trade liabilities and other liabilities	36.242.497	36.242.497	35.934.597	307.900	-
<b>Total</b>	<b>154.017.863</b>	<b>162.573.308</b>	<b>103.510.556</b>	<b>58.729.377</b>	<b>333.375</b>

<b>December 31<sup>st</sup>, 2018</b>	<b>Book value</b>	<b>Contractual cash flows</b>	<b>Less than 1 year</b>	<b>1 - 5 years</b>	<b>Over 5 years</b>
Bank loans*	91.335.797	99.930.990	43.410.926	58.888.865	631.199
Trade liabilities and other liabilities	38.306.245	38.306.245	37.943.645	362.600	-
<b>Total</b>	<b>129.642.042</b>	<b>138.237.235</b>	<b>81.354.571</b>	<b>56.251.465</b>	<b>631.199</b>

\*Out of the total bank loans of RON 106 million as at December 31<sup>st</sup>, 2019 (respectively RON 91 million as at December 31<sup>st</sup>, 2018), a percentage of 37% in 2019 (24% in 2018) is represented by credit lines which are renewed on an annual basis. The company believes that it will be able to renew these facilities over the next period as well.

VRANCART's management considers that it is taking all the measures necessary to support the sustainability and development of the Company's business, under the current conditions, through:

- the constant monitoring of liquidity;
- the performance of short-term forecasts on net liquidity;

- the monitoring of the cash inflows and outflows (on a daily basis), the evaluation of the effects onto the debtors, of the limited access to financing and of the economic environment in Romania and in the European area.

**Market risk.** The objective of managing this risk is to maintain the exposures related to the exchange rate, the interest rate and the price of equity instruments within acceptable limits and at the same time to optimize the return on investment.

### **1.1.9. Prospects for the Company's business**

In 2020, the Company will continue its development process through the implementation of large investments that will lead to the optimization and increase of the production capacity, as well as to the diversification of the product portfolio. Although their implementation will require great investment efforts and discontinuations of the production flow (for the replacement/upgrade of equipments), the Company expects its results will be at the same level as in the previous year.

### **1.1.10. Operating permits and certifications**

During the previous years, VRANCART implemented an integrated Quality – Environment – Labour Health and Security system, certified by Lloyd's Register England, Bucharest Branch. The ISO certification takes into account several aspects of the Company's business, from environmental protection to personnel protection and security, to the technical availability of the machines and plants involved in the production processes and proves the management's interest for the constant improvement of the Company's environmental situation, health and security.

The certificates are valid for three years, with half-yearly supervision audits, in order to check the compliance with the requirements of the ISO standards.

The ISO management systems were re-certified in 2018, according to the variants of standards in force.

The certificates for the ISO management systems are valid as follows:

- The Quality Management System in accordance with **ISO 9001/2015: 13.09.2021;**
- The Environmental Management System in accordance with **ISO 14001/2015: 13.09.2021;**
- The Labour Health and Security Management System in accordance with **OHSAS 18001/2007: 12.03.2021.**

In 2019, supervision audits were carried out in October with the purpose of checking the implementation and maintenance of each individual system and the re-certification audit was carried out in September. The results proved that the management systems operate in accordance with the requirements of the standards chosen as reference models.

VRANCART S.A. also holds since 2014 a FSC certification for the Chain of Custody Management System for the recovery, processing and delivery of products obtained from recycled materials, mixed and pure according to the FSC-STD-40-004/ FSC-STD-40-007 standards. The certificate was issued by TUV SUD, valid until October 14<sup>th</sup>, 2019 and it was revised on October 15<sup>th</sup>, 2019 and it is valid until October 14<sup>th</sup>, 2024 with annual supervision.

The re-certification was carried out in 2019, due to the expiry of the validity term.

„VRANCART” operates in accordance with the provisions of:

- **THE INTEGRATED ENVIRONMENTAL AUTHORISATION no. 1/March 18<sup>th</sup>, 2015.** The activity of Vrancart S.A. was reauthorized on March 18<sup>th</sup>, 2015, valid until March 18<sup>th</sup>, 2025 and it is currently undergoing the reviewing procedure.

- **THE WATER MANAGEMENT AUTHORISATION no. 1/February 4<sup>th</sup>, 2008**, revised on November 4<sup>th</sup>, 2013, valid until November 4<sup>th</sup>, 2017. In 2015, it was revised under no. 190/July 28<sup>th</sup>, 2015. In June 2017, the Water Management Authorisation was renewed under no. 160/July 17<sup>th</sup>, 2017, valid until July 17<sup>th</sup>, 2022 and the indicators' value remained in accordance with NTPA 001/2005.

The general **objectives** of the ISO and FSC management systems were included in the policies on quality, environment, labour health and security. Specific project objectives were established in order to reach the general objectives.

The ISO, FSC certificates and the related policies are available on the website [www.vrancart.ro](http://www.vrancart.ro).

## **2. THE COMPANY'S TANGIBLE ASSETS**

### **2.1. Specification of the emplacement and of the characteristics of the main production capacities owned by the Company**

"Vrancart" S.A. Adjud is located in Adjud municipality, Vrancea county. The following production capacities operate within the Company:

- a) *The corrugated cardboard machine*, with the existing production capacity of 80.000 tons/year;
- b) *The paperboards machine*, with a production capacity of 100.000 tons/year, considering that the machine operates with raw materials consisting of 100% waste paper;
- c) *The tissue paper machine*, with a production capacity of 25.500 tons/year;

The land, the constructions and the equipment are highlighted at re-evaluated value and this represents the fair value as at the revaluation date less any amortisation accumulated subsequently and any accumulated impairment losses. The fair value is based on market price quotations, adjusted, if applicable, so as to reflect the differences related to the nature, location or the conditions of that asset, except for the equipment for which the fair value was determined based on the replacement cost.

The re-evaluations are made by specialised assessors, members of ANEVAR (the National Association of Authorised Assessors in Romania). The last re-evaluation of the Company's patrimony was made as at December 31<sup>st</sup>, 2019.

The re-evaluations of tangible assets are made with sufficient regularity, so that the book value does not differ to a significant extent from the value that would be determined using the fair value as at the balance sheet date.

The company has production facilities in Jiblea locality, Valcea county, where a machine for corrugated cardboard production and corrugated cardboard boxes converting (production) operates, as well as in Ungheni, Mures county, where the company holds a mill for corrugated cardboard converting (production of boxes).

### **2.2. Description and analysis of the degree of wear of the Company's properties**

Tangible assets items are amortised from the date when they are available for use or are in operating condition and for the assets built by the Company, from the date when the asset is finalised and ready for use.

Amortisation is calculated using the linear method during the estimated useful lifetime of the assets, as follows:

- |                      |             |
|----------------------|-------------|
| – Buildings          | 30-60 years |
| – Equipment          | 2-16 years  |
| – Means of transport | 4-8 years   |

- Furniture and other tangible assets 4-10 years

The technical condition of the production installations is maintained through the performance of predictive and current maintenance works.

The degree of wear in the records as at December 31<sup>st</sup>, 2019 is as follows:

*(all the values are expressed in RON thousand)*

<b>Degree of wear</b>	<b>Re-evaluated cost or value</b>	<b>Amortisation and depreciation</b>	<b>Wear</b>
Buildings and special constructions	79.602	21.001	26%
Equipment and other fixed assets	348.977	165.170	47%

### **2.3. Specification of the potential problems related to the right of ownership onto the Company's tangible assets**

A part of the Company's tangible assets are mortgaged or pledged to guarantee the loans granted by banks. The net book value of these pledged or mortgaged assets was RON 125.030 thousand as at December 31<sup>st</sup>, 2019 (December 31<sup>st</sup>, 2018: RON 111.417 thousand). The net book value of the assets purchased through financial leasing was RON 1.399 thousand as at December 31<sup>st</sup>, 2019 (December 31<sup>st</sup>, 2018: RON 1.219 thousand).

## **3. THE MARKET OF THE SECURITIES ISSUED BY THE COMPANY**

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

The shares of "VRANCART" SA are listed at the Bucharest Stock Exchange, 2<sup>nd</sup> category, with the indicative VNC, starting from July 15<sup>th</sup>, 2005.

The shareholding structure as at December 31<sup>st</sup>, 2019 is as follows:

- SIF Banat-Crişana	- 75,06 %
- Natural persons	- 20,03 %
- Legal entities	- 4,91 %

### **3.2. Description of the Company's policy on dividends**

The Company's policy on dividends is established by the Ordinary General Meeting of the Shareholders.

Through the Decision no. 4 dated April 24<sup>th</sup>, 2019, the Ordinary General Meeting of the Shareholders decided to distribute dividends from the net profit of the financial year ended on December 31<sup>st</sup>, 2019 in the amount of RON 9.800.994, respectively a gross amount of a dividend of RON 0,0095/share.

Year	Net profit	Legal reserve	Dividends	Development fund*	Loss coverage	Other purposes
2017	22.328.453	1.277.195	11.348.519	9.333.273	-	369.466
2018	17.772.017	951.043	9.800.994	7.662.059	-	**
2019	22.892.856	1.224.900	**	11.678.280	-	**

\* These amounts represent tax facilities that the Company benefited of from the exemption of the tax related to reinvested profit (art. 22 of the applicable Tax Code).

\*\*The distribution of the Company's profit falls under the competence of the Ordinary General Meeting of the Shareholders and will be established during the meeting to be held in April 2020.

### **3.3. Description of any activities of the trade company to redeem its own shares**

From its establishing, „VRANCART” S.A. Adjud has not purchased or held at any time its own shares.

### **3.4. If the trade company has any branches, specification of the number and nominal value of the shares issued by the parent-company held by the branches**

On July 17<sup>th</sup>, 2015, the Company completed the process related to the purchase of the shares of Giant Prodimpex Târgu Mureş, approved through the Decision no. 7 of April 30<sup>th</sup>, 2015 of the Ordinary General Meeting of the Shareholders. Following the purchase, Vrancart holds 100% of the shares of Giant Prodimpex S.R.L.

On November 23<sup>rd</sup>, 2018, Giant Prodimpex SRL was deregistered following the approval of the merger through absorption between Vrancart SA – the parent-company – as absorbing company and the branch Giant, as absorbed company. The merger date was considered September 1<sup>st</sup>, 2018, namely the first day of the month following the month when the General Meeting of the Shareholders approved the merger, according to the Merger prospectus.

On January 19<sup>th</sup>, 2017, the process related to the acquisition of the shares in ROM PAPER SRL was completed, as approved by the Ordinary General Meeting of the Shareholders. The acquisition agreement provides the purchase in three annual instalments of 70% (completed), 15% (completed) and 15% (completed in 2018). Following the acquisition, Vrancart holds 100% of the shares as at December 31<sup>st</sup>, 2018.

### **3.5. If the Company issued any bonds and/or other debt securities, presentation of the modality in which it fulfils its obligations towards the holders of such securities**

During the period between January 1<sup>st</sup> – December 2017, the Company „VRANCART” S.A. Adjud issued bonds convertible into shares. Through the Decision no. 156/February 1<sup>st</sup>, 2017, the Financial Supervisory Authority approved the bond issuance prospectus in the amount of RON 38.250.000, with the interest Robor 3m + 2%, with the maturity term in 7 years. On March 13<sup>th</sup>, 2017, the Company completed the issuance process through the subscription in a proportion of 100% of the issued bonds. The bonds are listed at the Bucharest Stock Exchange.



## **4. THE COMPANY'S MANAGEMENT**

### **4.1. The Company's administrators**

a) Presentation of the list of administrators of the trade company and of the following information for each administrator (surname, name, age, qualification, professional experience, position and the accumulated service):

1. Ciucioi Ionel-Marian, aged 42, economist, Chairman of the Board of Administrators and General Manager for 6 years
2. Bîlteanu Dragoş George – aged 42, economist, member of the Board of Administrators of „Vrancart” for 7 years
3. Drăgoi Bogdan Alexandru – aged 40, economist, member of the Board of Administrators of „Vrancart” for 4 years
4. Mihailov Sergiu, aged 40, economist, member of the Board of Administrators of „Vrancart” for 2 years

On April 3<sup>rd</sup>, 2019, Mr. Lakis El Najib waived his mandate as a member of the Board of Administrators.

b) any agreement, understanding or family relationship between the administrator in question and another person due to which that person was appointed as administrator.

Not applicable.

c) the administrator's participation in the trade company's capital:

The administrators' participation in the Company's capital as at la 31.12.2019:

1. Ciucioi Ionel-Marian – 0 shares
2. Bîlteanu Dragoş George - 0 shares
3. Drăgoi Bogdan Alexandru – 0 shares
4. Mihailov Sergiu – 0 shares

d) the list of persons affiliated to the Company

The parties are considered affiliated if one of the parties has the possibility to control either directly or indirectly or to influence to a significant extent the other party through ownership or based on some contractual rights, family relationships or relationships of any other kind, as defined by IAS 24 “Submission of information on affiliated parties”.

The persons that are part of the Board of Administrators and the Board of Directors, as well as SIF Banat-Crişana, which is the main shareholder, together with the other companies controlled by it, are considered affiliated parties.

### **4.2. The Company's executive management**

a) The executive management of "Vrancart" S.A. Adjud as at December 31<sup>st</sup>, 2019 was provided by Ec. Ciucioi Ionel-Marian, as General Manager and Chairman of the Board of Administrators.

b) any agreement, understanding or family relationship between the person in question and another person due to which that person was appointed as a member of the executive management;  
- Not applicable.

c) The participation of the Company's managing members in the share capital  
- None of the managing members of VRANCART hold any shares.

### **4.3. Potential disputes or administrative procedures**

For all the persons presented under items 4.1. and 4.2., specification of the potential disputes or administrative procedures they were involved in, in the past 5 years, related to their activity within the issuing company, as well as those related to the capacity of that person to fulfil its tasks within the issuing company.

- Not applicable.

## **5. CORPORATE GOVERNANCE**

### **5.1. The compliance with the Code of Corporate Governance (CGC) of the Bucharest Stock Exchange**

The Board of Administrators decided on the voluntary conformation with the Code of Corporate Governance (CGC) of the Bucharest Stock Exchange, a decision that was ratified by the General Meeting of the Shareholders of August 10<sup>th</sup>, 2011 and on this occasion the Corporate Governance Regulation of „VRANCART” S.A. Adjud was approved.

„VRANCART” S.A. Adjud, as an issuer listed in the standard category of the Bucharest Stock Exchange, considers the compliance with the corporate governance principles of the Corporate Governance Code of the Bucharest Stock Exchange. The shares of “VRANCART” S.A. are listed and traded starting from July 15<sup>th</sup>, 2005, at the Bucharest Stock Exchange rate, standard category, having the symbol VNC.

The activity related to keeping the shareholders’ registry was and is being performed by S.C. „Depozitarul Central” S.A. in accordance with the agreement no. 7270/March 7<sup>th</sup>, 2017.

Still, at the Company level there are documents and rules specific to corporate governance that are available in the Company’s “Articles of incorporation”, the Organisation and Operation Regulation, internal regulations and decisions where the functions, competences and responsibilities of the Board of Administrators and of the executive management are described.

Information on the corporate governance policy of „VRANCART” is disseminated on the Company’s website, respectively [www.vrancart.ro](http://www.vrancart.ro):

- The list of members of the Board of Administrators and of the members of the executive management;
- The updated articles of incorporation.

The new Code of Corporate Governance of the Bucharest Stock Exchange was adopted in September 2015; it replaces the old code and it comprises a set of principles and recommendations for the companies admitted to trading, for the purpose of creating an internationally attractive capital market, and our company acceded to this code.

Although the new code does not expressly provide any more the existence of the “Apply or Explain” statement, this mechanism is still maintained, as it is an element that strengthens the shareholders’ and stakeholders’ trust in the issuers, and clear, accurate and current information on the compliance with the rules of corporate governance of the listed companies is transmitted in the capital market through this mechanism.

The new Code of Corporate Governance of the Bucharest Stock Exchange includes 34 recommendations that must be met, structured by 4 sections, out of which, on the date of its implementation, our company complies with 24 provisions.

In reference to the provisions that our company does not comply with, entirely and partially, the Company's management took the necessary steps in order to comply with all the recommendations, and the subsequent progresses that our company records in terms of the compliance with the Code of Corporate Governance will be reported to the capital market.

## **5.2. The Company's management**

### **The Board of Administrators**

„VRANCART” is managed by a Board of Administrators formed of 5 members, elected by the General Meeting of the Shareholders for a period of 4 years, with the possibility of being re-elected. The Board of Administrators has decision-making competences on the Company's management during the period between the general meetings, except for the decisions that the law or the Company's articles of incorporation provide exclusively for the General Meeting of the Shareholders.

The Board of Administrators elects a chairman from among its members. The chairman also holds the position of General Manager and provides the actual management of the Company.

In the current mandate of the Board of Administrators, elected by the General Meeting of the Shareholders of April 27<sup>th</sup>, 2018, the structure of the Board of Administrators provides a balance between the executive and non-executive members, with a ratio of 1/5.

The election of the members of the Board of Administrators through the shareholders' vote in the General Meeting of the Shareholders of April 27<sup>th</sup>, 2018 was based on a transparent procedure, by making public the contents of the candidacy file and the criteria to meet in order to hold the position of manager in a trade company. The mandate of the members of the Board of Administrators is of 4 years, according to the statutory provisions.

According to the provisions of Law no. 31/1990, the General Meeting of the Shareholders approves the policy for the remuneration of the administrators and of the executive management members on an annual basis.

According to the statutory provisions, the Board of Administrators meets at least every three months in order to monitor the performance of the Company's activity.

„VRANCART” complies with the rules regarding the behaviour and the obligations to report on the transactions with the shares issued by the Company, made on their own behalf by the administrators and other natural persons involved and these rules are complied with by the persons in question, in accordance with the regulations of the Financial Supervisory Authority and the specific rules are available in the Regulation of Corporate Governance of “VRANCART” that became effective in 2011.

The list of persons that have access to privileged information is constantly updated, and this situation is sent to the Financial Supervisory Authority. The obligation to give notification on the transactions made by the initiated persons is both personal and of the intermediaries and the information is disseminated through the website of the Bucharest Stock Exchange.

### **The activity of the Board of Administrators in 2019**

In 2019, the Board of Administrators of “VRANCART” S.A. Adjud gathered 10 times in accordance with the statutory provisions and the administrators' attendance in the meetings was in accordance with the legal provisions.

The chairman of the Board of Administrators chaired all the meetings held in 2019.

As a result of the meetings, 23 management decisions on the Company's current activity were adopted.

### **5.3. Respecting the shareholders' rights**

„VRANCART” S.A. respects the shareholders' rights, providing their equal treatment. For the General Meeting of the Shareholders held in 2019, namely on April 24<sup>th</sup>, 2019, in a dedicated section of the Company's website [www.vrancart.ro](http://www.vrancart.ro) – “For Shareholders”, the details on the conduct of the meeting were published: the notice to attend the General Meeting of the Shareholders, the materials related to the agenda, as well as any other information on the topics on the agenda; the forms for exercising the vote by special proxy and the form for vote by correspondence; the procedures for attendance and vote providing the orderly and effective performance of the works of the General Meeting of the Shareholders and granting the right to every shareholder to express freely its opinion on the issues under debate; on the decisions made within the General Meeting of the Shareholders and on the result of the vote.

For the financial year 2019, the information on the financial schedule, current reports, quarterly and half-yearly reports were posted on the website by the deadline.

Within „VRANCART” there are two people specialised in the field of relationships with investors and for the time being this activity does not require the existence of a specialised compartment within the Company.

### **5.4. Communication transparency**

„VRANCART” S.A. gives particular importance to communication transparency, taking into consideration the provision of a continuous and regular reporting, that includes all the important aspects of the Company's business, the performances recorded, etc.

Also, through the Company's website, the Company is presented both in terms of the activities carried out and in what concerns its relationship with the shareholders and investors. Information of interest for the shareholders and investors and also the current and regular reports on the Company's business is disseminated in the “For shareholders” section in Romanian and English.

### **5.5. Financial reporting**

The financial statements for 2019 were drawn up in accordance with the Order of the Minister of Finances no. 2844 from 2016, for the approval of the Accounting regulations compliant with the International Financial Reporting Standards (OMFP 2844/2016) and provide a fair view, compliant with the accuracy of the statement of assets, liabilities, financial position and of the profit and loss account of „VRANCART”.

According to the legal provisions, the financial and accounting statements were audited by BDO Audit S.R.L. – an independent financial auditing company, appointed by the General Meeting of the Shareholders dated April 24<sup>th</sup>, 2019 for a period of two years.

## **5.6. Internal control and risk management**

Internal control monitors and checks regularly the application of the new legal provisions incidental to the Company's business, verifies the compliance with the Company's internal regulations that were established through internal decisions and regulations, the completion of the existing regulations or the inclusion of new regulations specific to the Company's business, the establishing or improvement of the Company's internal procedures.

An Internal Audit Compartment operates within „VRANCART” and it audits on a regular basis the Company's activities in order to provide relevant information on the performance of these activities, makes recommendations for the improvement of the activities, of the procedures and of the controls performed. The internal audit activity is carried out on the basis of the Company's yearly audit plan that is approved by the Audit Committee established in accordance with the provisions of principle 13 of the Code of Corporate Governance.

Within the Board of Administrators of “VRANCART” there is an Audit Committee that examines regularly the efficiency of the financial reporting, of internal control, of the internal audit and of the risk management system adopted by the Company. The Audit Committee is formed exclusively of non-executive managers.

## **5.7. Conflict of interests and transactions with stakeholders**

For the proper identification and resolution of the conflict of interests situations, providing that all the investments and sales of securities are made only for the shareholders' interests and not for any other reasons, the Board of Administrators adopted within its Corporate Governance Regulation a standard procedure for the resolution of such potential circumstances. In case of a conflict of interests between the Company's interest and the personal interest of a decision maker (member of the Board of Administrators) or decision-making employee (member of the executive management), the solution is the withdrawal of the person in question from that decision-making process.

The internal regulations impose the prohibition for the employees to engage in affiliated transactions that are in breach of the Financial Supervisory Authority regulations.

When a conflict of interests occurs among the administrators, they inform the Board of Administrators of this issue and refrain from the debates and the vote on those issues, in accordance with the relevant legal provisions; these situations are recorded in the minutes of the meeting of the Board of Administrators.

## **5.8. The corporate information regime**

The standard procedure on the internal circuit and the disclosure to third parties of the documents and information on the issuer, that might influence the evolution of the market price of the securities issued by it, was regulated through the Corporate Governance Regulation.

The persons assigned with attributions in this field draw up on a regular basis notices on the implications of the normative provisions on the management of privileged information (as defined in art. 114 of Law no. 24/2017) in “VRANCART” as well as in what concerns the obligations of the initiated persons. The notice is subject to the analysis and approval by the Board of Administrators.

## 5.9. Social responsibility

„VRANCART” S.A. constantly carries out activities related to the Company’s social responsibility and each year it supports either directly or through foundations/ specialised associations the unprivileged categories of people from the local community where it carries out its activity.

Also, the issuer is directly involved in supporting the young talents in sports, arts and music and sponsors some activities. It also sponsors other social activities within the local community that it belongs to.

## 5.10. Non-financial statement

“VRANCART” S.A. will draft a separate report on information related to the non-financial statement and the aspects related to diversity, in accordance with the provisions of chapter 7 of Order no. 2844/2016. The separate report concluded for 2019 will be made available to the public on the Company’s website [www.vrancart.ro](http://www.vrancart.ro), until June 30<sup>th</sup>, 2020.

## 6. THE FINANCIAL AND ACCOUNTING STATEMENTS

The individual financial statements are drawn up by the Company in accordance with the requirements of the Order of the Ministry of Finances no. 2844 of 2016, for the approval of the accounting regulations compliant with the International Financial Reporting Standards (OMFP 2844/2016). The International Financial Reporting Standards (IFRS) are the standards adopted according to the procedure provided by the (EC) Regulation no. 1.606/2012 of the European Parliament and of the Council dated July 19<sup>th</sup>, 2002 on the application of the International Accounting Standards.

The individual financial statements are presented in accordance with the requirements of IAS 1 “Submission of the financial statements”. The Company adopted a presentation based on liquidity within the statement of financial position and a presentation of the revenues and expenditures according to their nature within the statement of comprehensive income, considering that these presentation methods provide information that is credible and more relevant than the information that would have been submitted based on other methods allowed by IAS 1.

### Summarised presentation of the financial performance indicators in the past 3 years

Indicator’s name	M.U.	December 31 <sup>st</sup> , 2019	December 31 <sup>st</sup> , 2018	December 31 <sup>st</sup> , 2017
General liquidity	Ratio	1.19	1.28	1.25
Immediate liquidity	Ratio	0.67	0.78	0.75
Stock turnover	Rot/year	6	7	7
Debt recovery	Days	78	73	70
Reimbursement of trade liabilities	Days	31	34	34
Operating profitability	%	10%	8%	10%
Gross profit ratio	%	8%	6%	10%

## 6.1. Statement of financial position in the past 3 years

(RON)	December 31 <sup>st</sup> , 2019	December 31 <sup>st</sup> , 2018	December 31 <sup>st</sup> , 2017
<b>ASSETS</b>			
Tangible assets	282.772.387	253.882.844	234.894.331
Intangible assets	1.404.918	742.663	184.069
Goodwill	3.380.811	3.380.811	-
Financial assets	28.866.728	28.866.728	35.209.097
<b>Total non-current assets</b>	<b>316.424.844</b>	<b>286.873.046</b>	<b>270.287.497</b>
Inventories	52.797.252	40.212.707	36.348.609
Trade receivables	65.265.430	59.884.485	50.541.065
Prepaid expenses	802.431	836.013	664.619
Cash and cash equivalents	2.149.202	2.064.372	1.901.568
Receivables related to current profit tax	6.070	-	1.002.646
Other receivables	343.920	93.484	140.508
<b>Total current assets</b>	<b>121.364.305</b>	<b>103.091.061</b>	<b>90.599.015</b>
<b>TOTAL ASSETS</b>	<b>437.789.149</b>	<b>389.964.107</b>	<b>360.886.512</b>
<b>EQUITY</b>			
Share capital	103.168.355	103.168.355	103.168.355
Reserves	108.655.307	84.767.377	74.618.850
Retained earnings	12.876.888	12.664.226	14.787.355
<b>Total equity</b>	<b>224.700.550</b>	<b>200.599.958</b>	<b>192.574.560</b>
<b>LIABILITIES</b>			
Long-term loans from bond issues	37.942.100	37.887.400	37.232.800
Long-term bank loans	46.168.826	50.965.421	35.019.906
Long-term liabilities under leasing contracts	8.438.653	530.236	1.138.161
Deferred income	13.141.728	15.672.765	17.878.001
Long-term provisions	372.440	372.440	376.015
Debts related to deferred profit tax	5.083.427	3.253.586	3.397.797
Other long-term liabilities	307.900	362.600	1.017.200
<b>Total long-term liabilities</b>	<b>111.455.074</b>	<b>109.044.448</b>	<b>96.059.880</b>
Short-term trade liabilities	26.176.054	27.737.837	24.564.192
Short-term loans	59.132.674	39.231.962	30.722.292
Short-term liabilities under leasing contracts	4.035.213	608.178	763.590
Deferred income	2.531.041	2.535.916	3.026.330
Debts related to current profit tax	-	7.928	-
Other liabilities	9.758.543	10.197.880	13.175.668
<b>Total current liabilities</b>	<b>101.633.525</b>	<b>80.319.701</b>	<b>72.252.072</b>
<b>TOTAL LIABILITIES</b>	<b>213.088.599</b>	<b>189.364.149</b>	<b>168.311.952</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>437.789.149</b>	<b>389.964.107</b>	<b>360.886.512</b>

## 6.2. Statement of comprehensive income for the past 3 years

<i>(RON)</i>	<b>2019</b>	<b>2018</b>	<b>2017</b>
Income from turnover	300.788.776	295.295.394	260.003.622
Other income	3.469.300	3.473.520	3.249.175
Variation of finished products inventories and production in progress	14.059.496	3.826.288	300.749
Expenses related to raw materials and consumables	(160.518.413)	(156.745.033)	(137.251.472)
Expenses related to commodities	(6.745.963)	(4.459.109)	(3.172.455)
Third party expenses	(21.861.116)	(19.453.202)	(19.124.258)
Personnel-related expenses	(63.398.441)	(58.389.483)	(51.463.150)
Expenses related to amortisation and impairment of tangible assets	(26.784.329)	(22.714.532)	(19.882.617)
Other expenses	(8.403.992)	(17.835.715)	(5.966.824)
<b>Operating result</b>	<b>30.605.318</b>	<b>22.998.128</b>	<b>26.692.770</b>
Financial income	1.661	1.984.932	1.202.113
Financial expenses	(6.390.366)	(5.907.566)	(2.956.489)
<b>Profit (loss) before taxation</b>	<b>24.216.613</b>	<b>19.075.494</b>	<b>24.938.394</b>
Profit tax expense	(1.323.757)	(1.303.477)	(2.609.941)
<b>Profit (loss) for the year</b>	<b>22.892.856</b>	<b>17.772.017</b>	<b>22.328.453</b>
<b>Other comprehensive income items</b>			
Increases in the reserve from the revaluation of tangible assets, net of deferred tax	11.008.730	872.522	18.136.748
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>33.901.586</b>	<b>18.644.539</b>	<b>40.465.201</b>



### 6.3. Statement of cash flows in the past 3 years

<i>(RON)</i>	<b>2019</b>	<b>2018</b>	<b>2017</b>
<b>Cash flows from operating activities:</b>			
Amounts collected from customers	345.047.452	331.147.639	291.364.214
Payments to suppliers	(220.294.555)	(206.492.576)	(189.194.533)
Payments to employees	(40.570.656)	(37.577.657)	(39.840.847)
Payments to the state budget	(51.716.432)	(46.290.986)	(30.865.839)
Profit tax paid	(1.590.547)	(1.616.233)	(3.236.156)
<b>Net cash flows from operating activities</b>	<b>30.875.262</b>	<b>39.170.188</b>	<b>28.226.839</b>
<b>Cash flows from investment activities:</b>			
Payments for the purchase of tangible and intangible assets	(28.732.757)	(43.202.899)	(49.553.398)
Letters of credit for the purchase of tangible assets	-	(530.871)	-
Escrow account for the purchase of financial assets	-	-	8.899.753
Payments for the purchase of financial assets	-	(5.074.273)	(23.790.688)
Collections from the sale of tangible assets	186.315	712.768	84.962
Interests collected	220	32.393	1.193
Takeover of merger fund	-	1.503.847	-
<b>Net cash flows from investment activities</b>	<b>(28.546.222)</b>	<b>(47.497.468)</b>	<b>(64.358.177)</b>
<b>Net cash flows from financing activities</b>			
Collections from loans	30.491.156	43.118.451	21.664.726
Collections from bonds	-	-	38.250.000
Payments for leasing	(3.437.669)	(938.433)	(1.107.978)
Interests paid and loans reimbursed	(19.693.835)	(23.469.287)	(31.275.435)
Dividends paid	(9.603.862)	(11.159.080)	(13.786.199)
<b>Net cash flows from financing activities</b>	<b>(2.244.210)</b>	<b>7.551.651</b>	<b>13.745.114</b>
	<b>84.830</b>	<b>162.804</b>	<b>(22.386.225)</b>
<b>Net increase/ (Reduction) of cash and cash equivalents</b>			
<b>Cash and cash equivalents at the financial year beginning</b>	<b>2.064.372</b>	<b>1.901.568</b>	<b>24.287.793</b>
<b>Cash and cash equivalents at the financial year end</b>	<b>2.149.202</b>	<b>2.064.372</b>	<b>1.901.568</b>

## **7. MAJOR EVENTS TO REPORT AFTER THE FINANCIAL YEAR END**

### **7.1. Subsequent Events**

The Ordinary General Meeting of the Shareholders took place on January 8<sup>th</sup>, 2020, during which it was decided that Mr. Bîlteanu Dragoş George will be revoked from his position as director due to incompatibility reasons.

During the meeting of the Board of Directors held on January 27<sup>th</sup>, 2020, Mr. Minea Alexandru-Lucian and Mr. El Lakis Rachid were appointed as provisional members of the Board of Directors, until the date of the Ordinary General Meeting of the Shareholders of Vrancart.

### **7.2. Impact assessment “COVID-19”**

In the context of the situation generated by the COVID-19 virus, the Company has carried out its own assessment regarding the effects that it can have on the activity performed, analyzing the uncertainties and risks to which the Company is exposed in the next period. The major areas that were analyzed and which measures were taken to reduce the impact on the Company's activity were: employees, analysis of the demand for products and services, honor contracts, supply, financial commitments, the effect of the announced or planned fiscal measures and assessing future earnings.

Although the economic effects generated by the COVID-19 pandemic cannot be fully estimated, the Company considers that the very good financial situation, the access to financing and the markets it activates, are solid bases for ensuring the continuity of activity and for limiting the negative effects generated by the COVID-19 crisis.

The administrators' report was approved by the Board of Administrators of Vrancart SA.

## **SIGNATURES**

The report will be signed by the authorised representative of the Board of Administrators, by the manager/ the executive manager and by the financial manager of the Company.

**Ciucioi Ionel-Marian**  
Chairman of the Board of Administrators

**Arsene Vasilica-Monica**  
Financial Manager