

**s.c. U.C.M. Resita s.a.**  
(Company in insolvency, en procedure collective)

**Separate Financial Statements**  
prepared in accordance with the  
Order of the Minister of Finance no. 2844/2016  
on  
**DECEMBER 31, 2019**

**Separate Financial Statements on December 31, 2019**  
*[All amounts are given in lei (RON) unless otherwise stated]*

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## **YEARLY REPORT**

### **of Special Trustees for the accounting year 2019**

## **I. Non-financial declaration**

### **1. Presentation of SC UCM Resita SA**

UCM Resita SA, a company located in the southwestern part of Romania, was founded on 3 July 1771 by the first kilns and forges, which is the oldest industrial unit in Romania and one of the oldest in Europe. It is worth mentioning that, at the time of their inauguration (July 3, 1771), the factories in Reșița overtook the founding of famous factories such as Krupp Germany (1811), Vitkovice (1829), Donavitz (1836), MAN (1834), Sulzer ) Burmeister Wain (1843), Skoda (1851). If the beginning was devoted to the metallurgical sector, the machine building sector gradually developed, reaching to be preponderant in the last quarter of the nineteenth century. The two sectors coexisted for a long time completing each other within the same fully integrated unit.

SC UCM Resita SA, the continuation of the activity of the machine building sector in the Reșița industrial complex, as it is known today, is the result of many years of experience in the construction of machinery, transport, energy, metallurgical and chemical industry.

Since 1960, it has designed and built over 90% of the national hydropower equipment, putting in operation more than 6,325 MW installed power, representing 326 hydro-aggregates. The plant has accumulated over time, a distinct culture and has reached, both in the country and abroad, a special reputation based on tradition, competence and quality.

In 1991, according to Government Decision no. 1296/1990, UCM Resita becomes a public limited company and it is listed on the Bucharest Stock Exchange since 1997.

UCM Resita SA was privatized in 2003, through the conclusion of the share sale-purchase contract no. 57 / 23.12.2003, between the Authority for Privatization and Shareholding Administration (APAPS), as the seller, and the consortium consisting of the Swiss company INET AG and the Association of Employees UCM Resita SA as buyers. The value of the transaction was 13.1 million euros, for the stock of shares accounting for 60.67% of the company's share capital. At present INET AG owns 96.7889% of the share capital of UCM Resita.

At the end of 2019, the company had approximately 10,324 shareholders, natural and legal people. The amount of the share capital is 10,993,390.40 lei, representing 109,933,904 shares. All shares are common and give the same voting right, with a nominal value of 0.1 lei / share.

The shares of the Company are quoted on the Bucharest Stock Exchange. The listing of the company's shares on BSE began on 25.07.1998, until then the company's shares were traded on the RASDAQ market.

Once the company entered into insolvency, the Company's shares were suspended from trading.

The company has a total area of 53.83 hectares and is located on three industrial platforms (ABC, Călnicel and Mociur) located in three different areas of Resita.

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The shares of the Company are nominative, being issued in dematerialized form and administered by CENTRAL DEPOSITOR Bucharest.

Actions are equal in value and give equal rights to holders.

Each share entitles the holder to the right to dividends, the right to vote and to be elected in the organs of the Company, the right to vote in the General Assembly of the Shareholders, the preference right to subscribe to nominative shares issued for the increase of the share capital, the right to information, participates in the division of the net asset in case of liquidation of the company, as well as other rights, according to the provisions of the Constitutive Act and the legislation in force.

The Society also has numerous assets outside the current production area, both in Resita (Cultural House, Semenici Kindergarten, formerly Kindergarten with Prolonged Program No.7, housing blocks - former homes of unfamiliar, land etc.) and in Anina (Screw Factory) and a land in Ramnicu Valcea.

The production activity of the Company can be structured on the following sectors of production:

- Turbine Division and Spare Parts (former Naval Section)
- The heavy mechanics section
- Electric Machinery Section I
- Electrical Machines Section II
- Sculpture section (preserved)
- Welded Assemblies Section and Mechanical Processing
- Heat Treatments Section
- Diesel locomotive section (preserved).

According to the closing session of 06.12.2011, file 75017/3/2011 the Bucharest Court ordered the opening of the insolvency proceedings against UCM Resita, leaving the company the right to manage the activity, to manage the assets, the rights maintained under the supervision of the appointed administrator of syndic judge - consortium consisting of insolvency practitioners EURO INSOL SPRL and VF INSOLVENTA SPRL.

According to art. 18 of Law 85/2006, on insolvency proceedings, after the opening of the procedure, the General Meeting of Shareholders held on 12.11.2012 appointed a Consortium of Special Administrators representing both the interests of the company and the shareholders and to participate in the procedure.

#### **General Meeting of Shareholders**

The General Meeting is the governing body of *the Company* which has full discretion to order or ratify acts relating to *the Company* and to make decisions about its commercial, financial and legal activity.

The General Meetings of Shareholders may be ordinary and extraordinary.

#### **Management of *the Company***

In compliance with the Decision of Bucharest Court of Law dated 06.12.2011, following the application regarding the opening of insolvency proceedings, *the Company* has retained the right to manage the assets under the supervision of the Official Receiver appointed by the syndic judge.

According to Article 18 of Law 85/2006 on insolvency proceedings, after opening of proceedings, the General Meeting of Shareholders shall appoint a special trustee to represent the interests of the company and shareholders and to attend the proceedings.

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At the Extraordinary General Meeting of Shareholders dated 12.11.2012 was approved the new structure for special management of *the Company* consisting of two representatives that jointly act, represent and engage *the Company*, having the right of joint signature.

Thereby, Mr. Cosmin URSONIU and Mrs. Nicoleta Liliana IONETE have been designated as Special Trustees of *the Company*.

**Executive management of UCM Resita S.A.**

The executive management of the Company during 2017 had the following structure:

- Mr. Cosmin URSONIU – General Director
- Mrs. Liliana Nicoleta IONETE - Human Resources and Economic Director
- Mr. Ștefan VERDET - Director of Production

The executive management of *the Company* was assigned on indefinitely period of time.

From the executives, Mr. Ștefan VERDET participates in the registered capital of the company with a number of 40 shares.

In the last five years, no member of the administrative or executive management of *the Company* was involved in litigation or administrative procedures.

**Internal Audit**

The internal audit objectives are:

- Objective insurance and counseling of the company's systems and activities in order to make them more efficient
- Supporting the achievement of the company's objectives through a systematic and methodical approach that evaluates and improves the effectiveness of the management system, based on risk management, control and management processes.

Internal audit activity is exercised over all activities within the Company in accordance with the approved Annual Internal Audit Plan or Audit Missions set up by the Special Administrator outside the plan.

Internal auditing ensures greater efficiency through a more appropriate use of human and material resources, as well as better coordination between the various departments of the Company.

**2. Business model description**

The main activity domain according to the National Economy Classification (NACE) is "the manufacture of equipment for the production and use of mechanical power (except for engines for aircraft, motor vehicles and motorcycles) - Code 281."

The main activity of the Company is "manufacture of engines and turbines (except for aircraft, motor vehicles and motorcycles) - 2811 CAEN Code".

The company also provides technical assistance services for the rehabilitation and improvement of existing engineering solutions, specializing in the fields related to its core business.

The main categories of products and services the Company carries out are:

- Hydroelectric units equipped with turbines of the type: Kaplan (up to 180 MW), Francis (up to 170 MW), Bulb (up to 28 MW), Pelton (up to 20 MW) and related installations (valves, regulators and groups pressure oil) and hydrogenerators with auxiliary installations;

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- Constructive design, technological design, assembly, service for manufactured products / equipment;
- Asynchronous electric motors with power ranging from 500 to 10,000 KW; synchronous motors and synchronous generators with power ranging from 500 to 12,500 KW; motors and DC generators with power ranging from 500 to 6000 KW;
- Welded assemblies (metal welding constructions / confections), for various purposes;
- Spare parts and repairs / modernization / rehabilitation for all hydro and non-hydro equipment;
- Hydromechanical equipment - repairs;
- Machining of forged parts,
- Destructive tests within the lab for destructive testing;
- Calibration / verification and repair of measuring instruments within the metrology laboratory
- Thermal, thermochemical and galvanic treatments

Currently, the solution to pollution, global warming and ultimately to energy independence is green energy. Compared to the electricity produced in classical power plants, the energy produced in hydropower plants is clean, non-polluting.

Starting from these premises, all efforts are subordinated to the Company's mission, to be on the Romanian market the main supplier of equipment for investment projects, re-technology and repairs of the hydro-energetic facilities in the country.

### **3. Main suppliers**

Depending on the ability to provide safe products / services, recommended for the manufacture of items of high importance, UCM Resita's suppliers are highlighted in three categories:

- Class A of those who meet between 10 and 15 points for the criteria imposed by society;
- Class B, which consists of those who meet between 5 and 10 points for the criteria imposed by the society;
- Class C among those who meet less than 5 points for the criteria imposed by society.

The company has 179 established suppliers, out of which 150 are suppliers in the country, 21 are suppliers of imported products and 8 are suppliers for external collaborations.

Of the domestic suppliers, 120 are in Class A capability and the rest of 30 in Class B. All external suppliers are in Class A, and collaborative suppliers are 7 in Class A, and 1 supplier in Class B.

The main suppliers of UCM Resita SA are:

- ITALINOX ROMANIA- tins, pips, balk, stainless steel fittings
- Daw Benta Romania - putty, lacquers, primers, paints
- Hidarom Sibiu - measuring and control devices, hydraulic equipment, assembly devices
- Ductil Buzău - electrodes, welding equipment
- Romsenzor Bucharest - measuring and control devices, low voltage devices
- Thermodynamic Arad - faucets
- Miras International - metallurgical products, debited metal structures
- PH Pneumoservice – hydraulic equipment
- Unionocel Czechia - table



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- Isovolta AG Austria - electrically insulating
- FORJA ROTEC - forged products

#### **4. Major Customers**

The final beneficiary of hydroelectric equipments made by UCM Resita SA is SPEEH HIDROELECTRICA SA, whether the Company has contracts concluded directly with this company, whether it is a subcontractor of SSH HIDROSERV SA, or Romelectro SA.

SPEEH HIDROELECTRICA SA, a leader in power generation and the main provider of technological services required in the National Energy System, is a vital company for a strategic sector with implications for national security.

The company was founded in 1990 under the name of RENEL, successor to the Communist Electricity Ministry. In 1998, following the process of reorganizing the energy sector, a holding company, CONEL, with four subsidiaries: Termoelectrica, Electrica, Hidroelectrica and Nuclearelectrica, was created. Hidroelectrica has undergone, over time, a long and complex process of restructuring and reorganization.

Currently it operates through the 7 branches: SH Bistrita, SH Cluj, SH Curtea de Arges, SH Hațeg, SH Poștile de Fier, SH Râmnicu Vâlcea and SH Sebeș.

SSH HIDROSERV SA, Hidroserv S.A., Hydroelectric Services Company, is a subsidiary of the Hidroelectrica S.A. Hydroelectric Power Generation Company, having the legal form of a joint stock company. Company S.S.H. HIDROSERV S.A. has as main object of activity "Electricity production", the eight branches of the company (Bistrita, Cluj, Curtea de Argeș, Hațeg, Iron Gates, Râmnicu Vâlcea, Sebeș, Slatina) being certified to provide services consisting of:

- Installation and maintenance of energy aggregates;
- Design of electrical, automation and mechanical installations;
- Installation and maintenance of high and low voltage electrical installations;
- Installation, maintenance and modernization of equipment and secondary circuits PRAM, AMC;
- Civil, industrial and hydro-technical constructions;
- Performance and specialty tests;
- Technical support and design works in the energy field;
- Topo-geodetic and topobatiometric measurements;
- Road transport.

By the closing of the hearing held on 10.10.2016 by the Bucharest Tribunal in file 36365/3/2016, the opening of the general insolvency procedure against SSH HIDROSERV SA was ordered.

SC ROMELECTRO S.A. is one of the most important EPC Contractors in Romania, covering its entire energy chain through its projects: energy production, transportation, distribution and supply. Founded in 1971, Romelectro becomes the foreign trade organization of the Energy Ministry at that time, and since 1994 it has become a 100% privately owned company.

In its over 45 years of existence, Romelectro has carried out large-scale contracts both on the domestic and international markets.

#### **5. Main Competitors**

On both the Romanian and the international market, UCM Resita has to cope with fierce competition represented by branded companies in the field of hydropower equipment.

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VOITH HYDRO GmbH & Co. KG KG sets standards in the energy, oil and gas markets, paper, raw materials, transport and automotive. Founded in 1867, Voith has more than 20,000 people, operates in more than 60 countries around the world, and is currently one of Europe's largest family companies.

ANDRITZ HYDRO GmbH, headquartered in Vienna, Austria and over 175 years of experience, has more than 50 locations in over 25 countries worldwide and is organized in five major divisions: Large Hydro; Service & Rehab; Compact Hydro; Turbo Generators; Pumps. It is a global supplier of electromechanical systems and services ("water-to-wire") for hydropower plants and one of the world's leading manufacturers of hydraulic power.

ALSTOM POWER HYDRO, headquartered in Levallois - Perret, France, and manufacturing and manufacturing subsidiaries in France, India, Canada and Switzerland and only manufacturing in China, Spain and Brazil, Alstom can deliver hydroelectric solutions and services in a timely manner and effective throughout the world. It has more than 100 years of experience in engineering, procurement and construction (EPC) of new power plants and operates in more than 70 countries around the world. He also has experts in the refurbishment, modernization and service of existing plants.

## **6. Technical Equipment**

UCM Resita has great opportunities for:

- machining on large, medium and small lathes, on milling machines, planning machines, grinding machines, adjusting machines, CNC machines.
- machining on top lathes of parts up to Ø 3,650 x 16,460 mm and weight up to 80 tons;
- Machining of carousel lathes with diameters up to Ø 16.000 mm and weight up to 125 tons;
- Drilling up to Ø 160 mm with hole widening up to Ø 630 mm maximum at a depth of maximum 11,000 mm; work piece weight up to 20 tons and honing possibilities;
- milling of parts with length / width / height up to a maximum of 24000/5500/4500 mm on milling machines;
- milling and boring on milling and boring machines with large dimensions;
- clamping for parts with width / maximum height: 2000/2000 mm;
- grinding on internal surfaces at minimum / maximum Ø 20/350 mm diameters, external surface grinding to diameters up to Ø 400 mm and lengths of 20.000 mm.
- nondestructive tests in the non-destructive testing laboratory;
- destructive tests within the destructive testing laboratory;
- calibration / verification and repair of measuring instruments within the metrology laboratory;
- thermal, thermochemical and galvanic coatings
- welding equipment: for cutting tins and shaping;
- blasting equipment
- painting equipment

## **7. Company development policies and their outcome**

UCM Resita SA has implemented and operates an Integrated Quality Management System - Environment-Health and Occupational Safety, in accordance with the SR EN ISO 9001: 2015, SR

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EN ISO 14001: 2015 and SR OHSAS 18001: 2008 referencing requirements, with the certification body Lloyd's Register Quality Assurance, as follows:

- Quality management system according to the SR EN ISO 9001: 2015 standard
- Environmental management system according to the SR EN ISO 14001: 2015 standard
- Occupational health and safety management system according to the SR OHSAS 18001: 2008 standard.

It also holds the following certifications / attestations / authorizations / licenses:

- Certification of the Metrology Laboratory no TM-12-01-20 for the competence to perform calibration of measuring instruments in accordance with the requirements of SR EN ISO / CEI 17025: 2005, issued by the Romanian Legal Metrology Bureau, Timisoara;
- Certificate no. 010/3/2017, rev. 0, capability certificate according to EN ISO 3834-2 for welding (welding, gluing and cutting), hydropower equipment and naval and rail diesel engines and welding processes: manual welding with coated electrode (111, MMA); arc welding in active gas / inert gas with fused electrode (135/131, MAG / MIG); arc welding in active gas with tubular wire (136 MAG); welding under flux layer with electrode wire (121, UP); TIG welding (141, WIG), issued by ISIM Cert Timisoara;
- Certificate of Conformity of factory production control 2028-CRP-359 for structural use according to EN 1090-1 + A1: 2011 issued by RINA SIMTEX;
- Qualification of the Quality Management System in accordance with the CNCAN Quality Management Norms NMC 07, quality class 4, by ELCOMEX IEA Cernavodă;
- Qualification of the Quality Management System in accordance with the CNCAN Quality Management Norms NMC 07, quality class 4, by CNE Cernavodă
- Authorization of Railway Supplier for manufacturing: spare parts for traction diesel engines - AF series, Nr. 7354 / 03.08.2017, issued by AFER (Romanian Railway Authority);
- Approval certificate for the production of spare parts for Diesel engines Sulzer 12 LDS 28 B, 6 LDA 28 B and 6 LDSR 28 B, OT series, no.25 / 2014, issued by AFER (Romanian Railway Authority);
- Authorization of the Non-destructive Control Laboratory for carrying out the testing and verification categories specific to the railway products - AL Series Nr. 406/2011-R 3 issued by AFER;
- Authorization of the Physical-Chemical Laboratory to perform the testing and checking categories specific to the railway products - AL series. 409/2011-R 3, issued by AFER;
- Nondestructive Non-destructive Laboratory Examination for Non-Destructive Examinations in UT, Ultrasonic Examinations Specialty (s, t, l, f, tv) for pressurized products and lifting equipment according to DISPR / CR6 / TIPF / 0044/0 / 05.10.2011 , issued by ISCIR (State Inspection for Boiler Control, Pressure Receptacles and Lifting Installations);
- Non-Destructive Laboratory Authorization for: Non-Destructive Examinations in U.T. U.T. specialty (g) - Ultrasonic thickness measurements for pressure products and lifting equipment according to DISPR / CR6 / TIPE / 0044/0 / 05.10.2011 issued by ISCIR;



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- Nondestructive Laboratory Authorization for: Non-Destructive Examinations in the field of T.P. - Penetrant Fluid Tests for Pressure Products and Lifting Installations according to DISPR / CR6 / TIPA / 0044/0 / 05.10.2011, issued by ISCIR;
- Non-Destructive Laboratory Authorization for: Non-Destructive Examinations in the Field of M.T- Magnetic Powder Exam for Pressure Products and Lifting Equipment according to DISPR / CR6 / TIPB / 0035/0 / 05.10.2011, issued by ISCIR;
- Agreement for carrying out the destructive testing activity DISPR / CR6 / J, K, L / 0041/0 / 21.07.2016, in accordance with the ISCIR CR 6-2013 Technical Prescriptions and Minutes no. 65C-049, issued by ISCIR;
- License for electricity distribution no.1019 / 30.06.2011, issued by ANRE;
- Certificate No.DISPR / J / 8881 / 05.06.2013 for technical personnel, Technical officer for non-destructive examinations, issued by ISCIR
- Certificate No. DISPR / K / 8872 / 05.06.2013 for technical personnel, Technical Assistant for destructive examinations issued by ISCIR
- Certificate No. DISPR / I / 6831 / 23.11.2012 for technical personnel, Technical Assistant with welding for pressure installations and RTS lifting equipment, issued by ISCIR;
- Authorization No. OR / CR4 / C, O / 24,25,26 / 1192/1 / 05.08.2013 for repair, maintenance and overhaul of cranes (displaceable on tracks without running track with  $S_o = 50t$  / running with  $S_o = 200 t$ ; with arm and / or rotating platform working at fixed point or moving on horsepower with  $S_o = 20 t$ ), issued by ISCIR;
- Authorization No.DISPR / CR4 / E / 24, 25/3716/2 / 21.10.2015 for technical checks in use for technical investigations / examinations on cranes (displaceable on runways without  $S_n = 20t$  / horses with running track with  $S_n = 200 t$ ), issued by ISCIR;
- Authorization no. OR / CR4 / P / 1482 / 12.09.2016 for the repair, maintenance and technical review of the electric and hydraulic lifts for people, people and goods or of goods with internal control with  $S_{max} = 5000 kg$ , issued by ISCIR.
- Authorization No: OR / CR4 / K, L / 14/1094/1 / 17.01.2013. Authorization Update No. OR / CR4 / K, L / 1094/2 / 11.10.2018 - Verification (on opening-closing), repair and adjustment of the safety devices apvad  $P_{max} = 25 bar$ ,  $D_{nmax} = 80 mm$ , issued by ISCIR;
- Authorization No: OR / CR 4 / D / 1,2,3 / 1188/0 / 04.07.2013. Authorization Update No. OR / CR4 / D / 1,2,3 / 1188/1 / 10.01.2019 –Technical verification in use at: Fuel consuming machines with  $P \leq 400KW$ ; Hot water boilers with  $P \leq 400KW$ ; Low pressure steam boilers with  $Q \leq 0.6 t / h$ , issued by ISCIR;
- CERTIFICATE OF ENERGY MANAGER no. 1049 / 26.09.2019 with ANRE (National Energy Regulatory Authority), issued by ANRE;
- Certificate of conformity no. GALEX.SP.2015.009.1574X for  $\rightarrow$  paint - drying booth from DP0600, contract no.7663 / 2014 - 2015, issued by INSEMEX PETROSANI;
- License No.0178805 / 2016 for the international road transport of goods paid on behalf of a tert and 5 Compliant copies for 5 vehicles (issued annually), issued by ARR (Romanian Road Authority);
- Certificate of Technical Inspection Stelaj for gas transport no. 72931 (ADR), issued by IPROCHIM SA Bucharest;



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- Authorization of non-destructive examination (visually) according to the technical prescription ISCIR, CR 6-2010-2 people, issued by ISCIR;
- Certificate of visual examination, level 2 (VT), according to EN ISO 9712: 2013- 4 people, issued by ISIM CERT END;
- Authorization of non-destructive examination (visually) according to the technical prescription ISCIR, CR 6-2010-3 people, issued by ISCIR;
- Ultrasound examination certification-UT 2, 6 people.; with penetrating liquids-PT 2, 6 people; with magnetic particles - MT 2, 6 people, issued by ISIM CERT END;
- Certificate (RADTP IR) no. DISPR / D / 11279 / 01.04.2015, issued by ISCIR;
- Certificate (RSL IR) no. DISPR / H / 8435 / 31.03.2015, issued by ISCIR;
- Authorization (RSVTI) no. OR-596 / 11.03.2015, issued by ISCIR;
- Certificate (RADTE IR) No.DISPR / F / 11464 / 10.06.2015, issued by ISCIR;
- Certificate no. DISPR / B / 11752 / 21.10.2015 (RVTA, issued by ISCIR;
- ISCIR authorizations for slide bridge cranes, issued by ISCIR;
- Welders' Authorizations, issued by ISCIR / ISIM / RINA SIMTEX;
- Certified No. DISPR / G / 12536 / 15.11.2016 Specialized technical personnel, responsible for the supervision of the constructions at installations under pressure (RSL-IP), issued by ISCIR;
- Certificate No. DISPR / A / 13988 / 11.09.2018 Specialized technical personnel, responsible for the technical verification in use of the heating appliances supplied with solid, liquid or gas fuel, of the hot water boilers  $P \leq 400 \text{KW}$ , of the low pressure steam boilers with the flow rate  $Q \leq 0.6 \text{ T / H}$  and the burners with gaseous and liquid fuels (RVT), issued by ISCIR;

To Implement the Development Strategy Top Managing:

- Issued Quality Policy, Environmental Policy, Occupational Health and Safety Policy, which represent the general principles on which UCM Resita's work is based on quality, environment, occupational health and safety;
- established objectives in the field of quality / environment / occupational health and safety;
- determined the external and internal aspects relevant to its strategic direction and direction, the context in which the company operates;
- determined the relevant internal and external stakeholders and their requirements;
- determined the organizational and operational risks and opportunities.

In order to achieve the proposed goal the top management of our company is committed to:

- allocating the necessary resources for the implementation and improvement of the quality management system processes;
- promotion of process-based approach and risk-based thinking;
- ensuring the organizational framework for establishing and analyzing the quality objectives, correlated with identified risks and opportunities;
- raise the level of training and awareness of the personnel regarding the quality of the activities carried out;
- continuously improving the quality of products and services provided, as well as increasing customer satisfaction;
- know and comply with legal requirements and applicable regulations
- meeting the requirements and expectations of stakeholders;
- maintaining and improving an effective quality management system;

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- protecting the environment including accidental pollution prevention
- employee awareness of the environmental aspects generated by the activity carried out
- compliance with legal requirements and fulfillment of compliance obligations
- continuous improvement of the environmental management system in order to increase the company's environmental performance
- provide the best conditions for the process, in order to protect the life, body integrity and health of the personnel.

During the Analysis session conducted by management at the highest level, the following debates were discussed:

- the state of execution of the judgments ordered at the previous meeting;
- relevant changes in the Company's external and internal context
- Stage of achieving the objectives in the field of quality;
- product conformity;
- costs of internal non-quality;
- costs of external non-quality;
- the costs of total non-quality;
- the situation of internal / external audits;
- situation of the implementation of corrective actions ordered;
- the stage of the training and the effectiveness of the training;
- measuring customer satisfaction and feedback from relevant stakeholders;
- risk and opportunity management;
- performance of external suppliers;
- proposals for improvement;
- environmental report;
- the occupational health and safety report.

The results of the Management's Analysis are materialized by decisions in the Managing Analysis Session Synthesis, for which the responsible persons and the deadlines for the implementation are established.

The Quality Bulletin is compiled monthly and includes: Product compliance, Internal non-quality costs, External non-quality costs, Total non-quality costs, Quality objectives, Risk and opportunity management, General conclusions.

## **8. The main risks associated with the operations of the company**

In the field of quality there were identified, evaluated, analyzed 51 risks (48 operational and 3 organizational) and 3 opportunities for which there were established and implemented actions for treatment of risks and opportunities.

Within the Company it has been appointed by the Internal Decision the Committee for Risk and Opportunities Management and a Risk and Opportunity Officer.

For the environmental management system, there were identified, evaluated, analyzed 9 risks and 6 opportunities for which risks and opportunities actions were established and implemented.

Within the Company it has been appointed by the Internal Decision the Committee for Risk and Opportunities Management and a Risk and Opportunity Officer/environment.

Evidence of risks and opportunities identified, assessed, analyzed and treated is done by completing and up-to-date updating of a Risk Register and an Opportunities Record.

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**9. Key non-financial performance indicators**

**THE SWOT ANALYSIS**

| <b>BEST POINTS</b>  | <b>WEAK POINTS</b>  |
|---|---|
| <ul style="list-style-type: none"> <li>* designed and built over 90% of the Romanian hydropower system;</li> <li>* has the know-how necessary for commissioning new hydropower equipment for the repair and / or refurbishment of existing ones;</li> </ul> | <ul style="list-style-type: none"> <li>* high average age among specialists;</li> <li>* Lack of qualified labor market personnel</li> </ul> |
| <b>OPORTUNITIES</b>   | <b>THREATS</b>  |
| <ul style="list-style-type: none"> <li>* investment program of the main client Hidroelectrica SA</li> <li>* maintenance program of the main client Hidroelectrica SA</li> </ul>   | <ul style="list-style-type: none"> <li>* technological progress</li> <li>* lack of financial resources</li> <li>* legislation</li> </ul>    |

**10. Aspects regarding impact over environment**

Aware of the nature and magnitude of the impact of its activities, products and services on the environment, the understanding of the expectations of internal / external stakeholders regarding environmental protection, S.C. U.C.M. Reșița S.A. has proposed the continuous growth of its environmental performance as one of the important factors for sustainable development.

The objectives pursued for this purpose are as follows:

- Protecting the environment, including the prevention of accidental pollution;
- Compliance with legal requirements and fulfillment of compliance obligations;
- Employee awareness of the environmental aspects generated by the work done;
- Collaborate with customers and suppliers to ensure compliance with Environmental Policy;
- Continuous improvement of the Environmental Management System in order to increase the Company's environmental performance.

The environmental management system of S.C. UCM Resita is certified in accordance with SR EN ISO 14001: 2015, the company holding the certificate no. 10043899 / 19.12.2017 (validity: 22.01.2021), issued by the Lloyd's Register (Romania) LLC certification body.

The way in which compliance with legal requirements in environmental and water management permits is regulated, is monitored at the level of each activity compartment.

Explaining the effects that the incorrect application or the ignorance of the legal provisions may have, is carried out by the personnel of the Environmental Protection service during the internal environmental audits, as well as the environmental protection officers of the Company, at the

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monthly training sessions organized with the personnel from the departments in which they operate.

UCM Resita SA holds the following environmental authorizations issued by the Caraş - Severin Environmental Protection Agency:

- The environmental authorization no. 166 / 12.10.2011, revised on 15.07.2013, revised on 21.10.2019, for the ABC industrial platform - valid until 12.10.2021;

- The environmental authorization no. 96 / 25.11.2019, for the industrial platform Călnicel - valid for the entire period in which the annual visa is obtained, requested from the issuer. The authorizations for water management owned by the Company are issued by A.N. "Romanian waters" Banat Timișoara Water Administration and are the following:

- The Water Management Authorization no. 49 / 31.01.2018, regarding the ABC industrial platform - valid until 31.01.2021;

- The Water Management Authorization no. 430 / 31.10.2019, regarding the ABC industrial platform - valid until 31.10.2022.

The periodic assessment of compliance with legal requirements and other applicable requirements is made in relation to:

- environmental policy and objectives and planning the achievement of the company's environmental objectives;
- compliance obligations (legal requirements and other requirements to which the Company subscribes);
- the environmental aspects identified for each activity of the Company.

Keeping ongoing processes and associated environmental impacts under control is done by Environmental Protection Service staff, supported by the activity coordinators and environmental managers appointed at each compartment / department / service.

Environmental aspects of the activities, products, and services provided by the Company which, from a life-cycle perspective, it can control and / or influence upon, taking into account new, planned or new developments, activities, products or services, or modified to identify and evaluate those that have or may have a significant impact on the environment have been identified since 2008. They have been established for permanent activities carried out by their own staff, resulting in permanent environmental issues, as well as temporary activities carried out by its own personnel or by suppliers on behalf of the Company resulting in temporary environmental aspects. A particular emphasis is placed on keeping the significant environmental aspects under control.

In recent years, the total number of significant environmental issues has decreased in proportion to the restriction of activity, but also in direct connection with the awareness of the personnel regarding the protection of the environment. The control of significant environmental aspects arising from the main and auxiliary activities carried out in the compartments is controlled by maintaining the existing operational control.

The company benefits from the following installations / equipment for the protection of the environmental factors:

- 6 separators of petroleum products / sludge decanters with coalescent filters, one separator with dock and one with float, mounted on the industrial / pluvial wastewater discharges from the ABC platform, in the Bârzava river,

- a wastewater neutralization station with chromium and zinc content with which the Heat Treatments section of the ABC platform is equipped;



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- emission retention facilities resulting from blasting and dyeing production processes, which equip the section Welded Assemblies and Mechanical Processing on the Călnicel platform.

Waste management resulting from the production processes is carried out selectively, the personnel being trained for this purpose. UCM Resita has an adequate infrastructure for temporary collection and disposal of dangerous and non-dangerous waste until it is handed over to authorized collectors for recovery or disposal, in compliance with the specific legislation.

Dangerous chemicals used in production processes are safely stored in compliant warehouses and handled in accordance with the Safety Data Sheets accompanying each of these products. The chemical / chemical storage facilities have concrete floors, have natural or forced ventilation and are equipped with means of intervention in case of accidental pollution.

Prevention and intervention in the event of an emergency situation is carried out by the personnel of the Company's Private Service for Emergency Situations as well as the staff of the intervention teams within the departments / services, appointed by internal decisions, in order to prevent accidental pollution.

The consumption of utilities needed to carry out the activity is monitored monthly. By the measures established by the top management, reductions in the consumption of the following energy fluids were made:

- Reduction of natural gas consumption was obtained starting with 2013, due to losses on old networks provided by thermal plants on the ABC and Călnicel platforms was achieved by replacing the centralized heating system with local heating using ceramic gas radiators that are installed on the walls of the halls production; in addition, there are made regularly interventions by ensuring the sealing of the pipes in order to eliminate gas leaks;
- Reduction of drinking water consumption was achieved through interventions on water networks, where they required replacement of broken / damaged sections.

The environmental risks as well as the environmental opportunities corresponding to the activities of the Company's compartments have been identified and evaluated, the established measures and the preventive actions carried out have led to the prevention of pollution of environmental factors. Verification of compliance with the monitoring requirements of the environmental factors (emissions, immissions), waste water, drilling / underground water, equivalent noise level shall be made periodically based on the results of the test reports issued by the Company's laboratory and by the authorized and accredited RENAR external laboratory contracted for this activity.

Environmental monitoring requirements are included in the two environmental and water management permits that the Company owns for the work points in which they operate are the following:

- monthly monitoring of the quality of the industrial and pluvial wastewater discharged into natural emissaries through existing exhaust manifolds on ABC industrial platform and semiannual for evacuation from Călnicel platform;
- the air quality (immissions) on the ABC and Călnicel industrial platform is monitored annually;
- the groundwater quality of the ABC platform is monitored annually;
- the equivalent noise level on the ABC and Călnicel industrial platform is monitored annually.

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As a result of the activities carried out in recent years by a staff well trained and aware that it has to protect the environment, after monitoring / measurement of the quality of the environmental factors it was concluded that there is no exceedances of the admissible limits, according to the legislation in force. The conclusion resulted from the self-monitoring (by the Internal Physical-Chemical Laboratory), the monitoring provided by the contracted authorized company (SC Givaroli Impex SRL Bucharest), or following the monitoring performed by the representatives of the authority in the field of water management, (The Management System of the Resita, Caraş - Severin Waters

Greenhouse Gas Emission Authorization requirements 2013-2020, no. 3 / 26.11.2012 - ABC Platform and No. 4 / 26.11.2012 - Călnicel Platform Working Point, revised on 03.11.2017, issuer the National Environmental Protection Agency, are respected, Environmental Protection Service personnel following all the legislative steps according to the EU Regulation no. 601/2012, respectively GD 780 of 2006, updated, regarding the establishment of trading scheme of the greenhouse gas emission certificates.

For the fourth period of free allocation of greenhouse gas emission certificates, 2021-2025, in accordance with art. 4 of the EU Delegated Regulation 2019/331 of December 2018, UCM Resita has prepared and ensured the verification / validation of the following documents necessary for this process: The report with reference data, prepared according to (EU) Regulation 2019/331 and the Methodological monitoring plan, drawn up according to (EU) Regulation (EU) 2019/33.

Regular reports are sent to Caraş-Severin Environmental Protection Agency on: dangerous chemicals management - monthly; management of purchased and consumed oils, as well as used oil - monthly; dangerous waste management - monthly; transport of hazardous waste - quarterly; quantities of industrial emissions - annually; statistical situation on waste management, GD PRODES form - yearly; inventory of volatile organic compounds (VOC) - annually; reporting of classified chemicals in accordance with Regulation 1272/2008) - annually; Updating the PCB Oil Disposal Plan - annually, centralized situation of self-monitoring on environmental factors: air, water, groundwater, noise - monthly and annually, according to the requirements of environmental authorizations, or at the request of the competent local or national environmental authorities (APM CS or ANPM).

The compliance of the Company with the requirements or expectations of the environmental / water management authorities is substantiated by the conclusions of the external audits of the environmental authorities / GA and the internal audits carried out by environmental protection staff in all compartments of activity. Following the inspections carried out by the representatives of the National Environmental Guard, the Caraş - Severin County Commissariat and those carried out by the representatives of the Banat Water Basin Administration Timişoara / Resita Water Management System, no sanctions were applied during 2019. SC UCM Resita S.A. has not been involved in litigation concerning the quality of the environment and no court decisions have been issued on the quality of the environment.

## **11. Social and staff aspects**

On December 31, 2019, UCM Resita SA had a staff of 797 employees assigned to the following structure:

- 572 workers, representing 71.77% of the staff
- 20 foremen, accounting for 2.51% of staff
- 205 TESA, representing 25.72% of staff.

The unionization degree of the workforce in December 2019 was of 54%.

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The employer acknowledges the "Union Resita 1771" as representative union, in accordance with the Law 62/2011 (The Law of Social Dialogue) that has 336 members and is part of Frăția CNSRL but also the "Independent Free Union", as legally constituted union with 96 members.

The rights and obligations of employees are established by the Individual Labor Agreement concluded between the representatives of the employer and the representatives of the employees on 27.06.2018, but also by the Internal Regulation as annex and part of the applicable Collective Labor Agreement.

The signatory parties to this agreement undertake to cooperate in its implementation, based on the principle of good faith, in strict compliance with the law and informing each other and promptly on emerging issues.

During 2019 there were no labor disputes, the unions even taking an active role in supporting the interests of *the Company*, under the harsh conditions of the insolvency period.

For health and safety at work, UCM Resita provides medical services through the Labor Medicine Cabinet - Doctor Viorel Tătaru, according to the Service Contract.

The employees are consulted by the medical staff of the medical cabinet, according to HG 355/2007.

Chapters IV and V of the Collective Bargaining Agreement provide for health and safety measures at work and social protection, agreed with the representative union.

## **12. Data protection aspects**

As a consequence of the application of Regulation (EU) 679 of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46 / EC (Data Protection Regulation), SC UCM Reșița S.A as data operator took the following measures:

- appointed a Personal Data Protection Officer through an Internal Decision and notified the National Supervisory Authority for Personal Data Processing
- trained the Data Protection Officer and the personnel who process personal data within the Company
- elaborated and submitted Information Note on the processing of personal data to potential employees, employees, current / potential clients / suppliers / potential partners of the Company, including the rights of the data subject in relation to the processing of personal data
- updated the Internal Regulation
- has implemented adequate technical and organizational measures to ensure personal data security, protection against unauthorized destruction, modification, disclosure or unauthorized access.
- updated internal procedures and Job Descriptions
- has drawn up Additional Documents to the contracts concluded between the operator and the persons empowered, regarding the processing of personal data,
- has drawn up the Record of the processing of personal data within the Company
- set up IT security Policies and IT security procedures.

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## **II. Financial Statement**

The Annual Financial Statements on 31 December 2019 are prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016.

The company carries out mainly activities in the hydro-energetic field, both on the domestic and the external market.

### **The main markets for each product or service marketed in 2019:**

| No. | Group of products                                   | Markets                  |
|-----|---|--------------------------|
| 1.  | Hydro Power Units (new products and rehabilitation) | Romania, Austria, France |
| 2.  | Electric motors + repairs                           | Romania                  |
| 4.  | Miscellaneous                                       | Romania, France          |
| 5.  | Services  | Romania                  |
| 6.  | Other revenues                                      | Romania                  |

**The weight of each sort of products or services reflected in the total sales of UCMR for the year 2019 is as follows:**

| No. | Group of products                                   | Weight in total sales |
|-----|---|-----------------------|
| 1.  | Hydro Power Units (new products and rehabilitation) | 55.40%                |
| 2.  | Electric motors + repairs                           | 6.33%                 |
| 3.  | Others  | 0.90%                 |
| 4.  | Services  | 9.22%                 |
| 5.  | Other revenues                                      | 28.15%                |

The main objective of UCMR for the year 2019 is strengthening of its position in the domestic market and finding of new markets. In order to strengthen the relationship with traditional clients, the Company is seeking to increase the volume of contracts/orders in the field of hydro - hydro power units (repairs, modernization, rehabilitation and new equipment).

In order to achieve this goal, UCMR is conducting a number of internal market contracts mainly with Hidroelectrica and SSH Hidroserv branches: CHE Porțile de Fier I, CHE Dăești, but also with other companies such as Romelectro Bucharest: CHE Stejaru, CHE Slatina. All products and works related to these contracts have the final beneficiary Hidroelectrica.

For the year 2020 on the domestic market, the Company also proposed, besides the contracted projects, the participation in the execution of the capital repair and modernization works for Hidroelectrica projects, such as: CHE Vaduri, CHE Remeți, CHE Răcăciuni.

As the Company has technological capabilities and know - how, it is intended to carry out different types of works and products different from those in the hydro - energetic field, such as water pumps, irrigation pumps and electric motors, to penetrate new markets.

### **Significant reliance on a single customer or to a group of customers, whose loss would have a negative impact on the Company's revenues**

The main customers of the Company, as a result of the turnover value achieved in 2019, are listed below:



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| No. | Customer                  | Weight in total sales |
|-----|---------------------------|-----------------------|
| 1.  | ROMELECTRO S.A.           | 46.99 %               |
| 2.  | S.S.H.HIDROSERV S.A.      | 14.67 %               |
| 3.  | UTILNAVOREP S.A.          | 8.84%                 |
| 4.  | SPEEH HIDROELECTRICA S.A. | 4.53 %                |

It should be underlined that UCM Resita SA is captive on the domestic market, depending on 66.19% of a single customer, as in case of the contracts performed by Romelectro S.A. and Hidroserv, the final beneficiary is the same, namely Hidroelectrica SA.

**Trends, elements or factors of uncertainty affecting the Company's liquidity, compared to the same period of the last year**

According to the Profit and Loss Account, in 2019 the operating revenues increased by approximately 20.22 % over the previous year, the weight of operating revenues in total revenues being of 98.70%, compared to 91.24% in 2018, respectively 97.86% in 2017.

| Revenues              | Lei               |                   |                   |
|-----------------------|-------------------|-------------------|-------------------|
|                       | 2017              | 2018              | 2019              |
| Operating revenues    | 37,026,178        | 54,032,148        | 64,956,124        |
| Financial revenues    | 810,830           | 5,189,196         | 852,704           |
| <b>Total revenues</b> | <b>37,837,008</b> | <b>59,221,344</b> | <b>65,808,828</b> |

| Revenues           | Weight in percentage (%) |                |                |
|--------------------|--------------------------|----------------|----------------|
|                    | 2017                     | 2018           | 2019           |
| Operating revenues | 97.86%                   | 91.24%         | 98.70%         |
| Financial revenues | 2.14%                    | 8.76%          | 1.30%          |
| <b>Total</b>       | <b>100.00%</b>           | <b>100.00%</b> | <b>100.00%</b> |

In 2019, the weight of operating costs in total expenses is of 99,35%, compared to 98,81% in 2018.

| Expenses              | Lei               |                   |                   |
|-----------------------|-------------------|-------------------|-------------------|
|                       | 2017              | 2018              | 2019              |
| Operating expenses    | 56,557,171        | 72,466,632        | 80,010,182        |
| Financial expenses    | 1,182,895         | 874,729           | 527,319           |
| <b>Total expenses</b> | <b>57,740,066</b> | <b>73,341,361</b> | <b>80,537,501</b> |

| Expenses           | Weight in percentage (%) |                |                |
|--------------------|--------------------------|----------------|----------------|
|                    | 2017                     | 2018           | 2019           |
| Operating expenses | 97.95%                   | 98.81%         | 99.35%         |
| Financial expenses | 2.05%                    | 1.19%          | 0.65%          |
| <b>Total</b>       | <b>100.00%</b>           | <b>100.00%</b> | <b>100.00%</b> |

The main economical-financial indicators are shown in the table below, with the note that it was filled with "N/A" at those indicators of the accounting years 2018 and 2019 which include in calculation the negative amounts (values), respectively the losses for the current accounting year and/or previous one.

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| Indicators   | 2018 | 2019 |
|--|------|------|
| <b>1 Liquidity indicators</b>  |      |      |
| <i>Indicator for current liquidity - in number of times</i>  | 0.10 | 0.07 |
| <i>Indicator for immediate liquidity (acid test) - in number of times</i>                                | 0.05 | 0.04 |
| <b>2 Risk indicators</b>   |      |      |
| <i>Indicator for indebtedness rate</i>   | N/A  | N/A  |
| <i>Indicator for interest coverage - in number of times<br/>(if negative, it will not be calculated)</i> | N/A  | N/A  |
| <b>3 Activity indicators</b>   |      |      |
| <i>Turnover ratio of debts - customers - in number of days</i>   | 215  | 257  |
| <i>Turnover ratio of credits - suppliers - in number of days</i>   | 154  | 223  |
| <i>Turnover ratio of fixed assets - number of times</i>  | 0.36 | 0.25 |
| <i>Turnover ratio of total assets - in number of times</i>   | 0.25 | 0.18 |
| <i>Turnover ratio of stocks - in number of times</i>   | 2.58 | 2.49 |
| <b>4 Profitability indicators</b>  |      |      |
| <i>Gross margin on sales (%)</i>   | N/A  | 2%   |

The indicator for *current liquidity* with reference to the operating capital, respectively the indicator for *immediate liquidity* (acid test), represents the ratio between current liabilities (on short term) and current assets, and respectively the ratio between these liabilities and the current assets less the stocks.

The indicator for *current liquidity* with reference to the operating capital, respectively the indicator for *immediate liquidity* (acid test), represents the ratio between current liabilities (on short term) and current assets, and respectively the ratio between these liabilities and the current assets less the stocks.

The values of these indicators are below the levels recommended for a situation of financial stability, reflecting a reduced capacity to cover the current liabilities from the current assets, and respectively from receivables and liquidity.

*The indebtedness rate* shows how many times the loan capital (credits for a period exceeding one year) is included in equity, reflecting the situation for long-term financing of *the Company* at the end of the accounting year. This indicator is not calculated, since *the Company* has no credits for a period exceeding one year, respectively the equity has negative value.

*The rate of interest coverage* shows how many times the expenses can be covered by the interest from profit before interest and tax. The smaller are the values of these indicators, the greater is considered the risk for the *Company's* position. In 2019 *the Company* ended the accounting year with losses and this indicator is not calculated.

*The turnover ratio of debts-customers* shows the number of days within which the debtors (customers) pay their debts to *the Company* and thus expresses its effectiveness on the recovery of receivables.

*The turnover ratio of credits-suppliers* shows the number of credit days that *the Company* obtains from its suppliers. *The Company* has credibility in terms of its ability to pay the suppliers.

*The turnover ratio of fixed assets* shows the management efficiency in the use of fixed assets, expressing the value of the turnover generated by their exploitation. An increasing value shows that there is a better efficiency in the use of the fixed assets.

*The turnover ratio of the total assets* shows the management efficiency in the use of all the available assets, expressing the value of the turnover generated by them. In the accounting year ended, there is noticed an increase in the efficiency to use *the Company's* assets.

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*The turnover ratio of stocks indicates the management efficiency in the use of current stocks, expressing the number of their revolution in relation with the total costs of the turnover.*

*The gross margin from sales reflects the Company's efficiency expressed by the weight of profit in total revenues, respectively its advantageousness (profitability). A low value of this percentage may reflect the fact that the Company is unable to control its production costs or to achieve the optimum sale price.*

**Situation of lands and issues related to the ownership on the Company's tangible assets**

The situation of lands owned by the Company at 31.12.2019 is as follows:

| No | Location                                  | Certificate of ownership No. | Remaining area recorded in CF | Non-tabulated lands owned by UCMR with certificate of ownership | Legal status (CP/CF) Remarks                            |
|----|---|------------------------------|-------------------------------|---|---|
| 1  | ABC Industrial Platform                   | MO3 no. 4424                 | 306,300                       |   | Tabulated   |
| 2  | Drinking water tank Mociur                | MO3 no. 5336                 | 1,415                         |   | Tabulated   |
| 3  | Warehouse for models Dealu Mare           | MO3 no. 4726                 | 11,545                        |   | Tabulated   |
| 4  | Land for industrial water pool Dealu Mare | MO3 no. 4727                 | 180                           |   | Tabulated   |
| 5  | Reduction Gear Box Renk Factory           | MO3 no. 4431                 | 22,907                        |   | Tabulated   |
| 6  | Industrial bays Cilnicel                  | MO3 no. 5507                 | 86,010.44                     | 158   | Tabulated<br>86,010 sq.m.<br>158 sq.m.<br>Non-tabulated |
| 7  | Warehouses, storage rooms Cilnicel        | MO3 no. 5506                 | 50,672.68                     |   | Tabulated   |
| 8  | Deep connection station Cilnicel          | MO3 no. 5493                 | 2,860                         |   | Tabulated   |
| 9  | Compressor station Cilnicel               | MO3 no. 7639                 | 0                             | 4,680   | Non-tabulated   |
| 10 | House of Culture                          | CF no. 32854                 | 9,360                         |   | Tabulated   |
| 11 | Nursery                                   | MO3 no. 3907                 | 2,860                         |   | Tabulated   |
| 12 | Hostel no. 1                              | MO3 no. 3301                 | 623                           |   | Tabulated   |
| 13 | Hostel no. 3                              | MO3 no. 3302                 | 625                           |   | Tabulated   |
| 14 | Hostel no. 5                              | MO3 no. 3298                 | 608                           |   | Tabulated   |

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|    |                           |                               |                   |              |           |
|----|---------------------------|-------------------------------|-------------------|--------------|-----------|
| 15 | Hostel no. 2              | MO3 no. 3300                  | 621               |              | Tabulated |
| 16 | Block of bachelor's rooms | MO3 no. 3297                  | 441               |              | Tabulated |
| 17 | Screw Factory Anina       | MO3 no. 4429                  | 10,781            |              | Tabulated |
| 18 | Moniom                    | MO3 no. 4430                  | 24,676            |              | Tabulated |
| 19 | Land in Vilcea            | Bill of sale and CF No. 15682 | 1,000             |              | Tabulated |
|    | <b>Total</b>              |                               | <b>748,762.39</b> | <b>4.838</b> |           |

Note: in the *Company's* bookkeeping is also recorded a land with right of administration of 3,849 square meters (inventory no. 40105).

**Claims:**

| No. | File No.<br>In Court | Applicant  | Court of<br>jurisdiction | Hearings                                     | Remarks  |
|-----|----------------------|--|--------------------------|--|--|
| 1.  | 3436/290/2<br>010    | Mihăilescu<br>Gheorghe<br>Mihăilescu<br>Carmen   | Courthouse of<br>Resita  | -  | By Termination on 09.04.2012 was suspended the trial under Art. 36 of Law no. 85/2006  |
| 2   | 4488/290/2<br>017    | Iosif<br>Leontina  | Judecătoria<br>Reșița    | 28.04.2020                                   | Finds that on the land registered in CF no. 33699 Resita top R214 / 7/2/8 is built the house with no. 17 and annexes and finds the building right - property right over the house and annexes and right of use on the land nearby the dwelling house |
| 3.  | 567/290/20<br>18     | Ciortan Ioan<br>și Ciortan<br>Nadia Maria<br><br>Ciuraru<br>Ovidiu<br>Marius și<br>Ciuraru<br>Violeta<br>Florica | Judecătoria<br>Reșița    | Suspended<br>based on<br>Decreet<br>195/2020 | Judicial division and the output share of possession the building - land and construction CF 35006 Reșița, cadastral no. C1, top no. 285 / b / 2 / a / 2 / b   |

**Marketable securities issued by the Company**

The shares of the *Company* are listed on the Bucharest Stock Exchange. Once the insolvency was declared, the *Company's* shares were suspended from trading.

At the end of 2019 the *Company* had a total of approximately 10,324 shareholders, natural and legal persons.

The nominal value is of 0.1 lei/share.

The synthetic, consolidated structure of shareholders owing financial instruments representing at least 10% of the registered capital of the *Company* at the end of 2019 is as follows:

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| No. | Name of shareholder   | Number of shares   | Percentage in the share capital % |
|-----|---|--------------------|-----------------------------------|
| 1.  | INET AG   | 106,403,900        | 96.7890                           |
| 2.  | ASSOCIATION OF EMPLOYEES FROM RESITA MACHINE BUILDING COMPANY | 662,638            | 0.6028                            |
| 3.  | List of shareholders – legal persons                          | 1,970,829          | 1.7927                            |
| 4.  | List of shareholders – natural persons                        | 896,537            | 0.8155                            |
|     | <b>TOTAL</b>  | <b>109,933,904</b> | <b>100.0000</b>                   |

**Financial – accounting status for the years 2017, 2018 and 2019**

In the balance sheets for the accounting years 2017, 2018 and 2019 the significant balance sheet items are as follows:

Lei

| No. | Balance items                      | 2017        | 2018        | 2019        |
|-----|------------------------------------|-------------|-------------|-------------|
| 1   | Lands and buildings                | 159,164,923 | 129,899,176 | 124,965,485 |
| 2   | Technical facilities and machinery | 2,363,034   | 2,146,395   | 2,034,930   |
| 3   | Stocks                             | 19,497,880  | 20,453,537  | 21,981,115  |
| 4   | Fixed assets held for sale         | -           | 11,875,402  | -           |
| 5   | Claims                             | 33,907,195  | 30,148,858  | 20,197,782  |
| 6   | Cash and bank accounts             | 654,581     | 5,963,721   | 2,588,441   |
| 7   | Current assets                     | 54,107,893  | 68,486,274  | 51,910,230  |
| 8   | Current liabilities                | 696,892,825 | 706,881,763 | 699,288,622 |

The total value of investments made in 2019 by the Company was of 125,190 lei, having the following structure:

Lei

| Category   | Value of investments in 2019 |
|--|------------------------------|
| Technical installations, means of transportation, animals and plantations                                    | 125,190                      |
| Furniture, office equipment, equipment for protection of material and human values and other tangible assets | -                            |
| <b>TOTAL</b>   | <b>125,190</b>               |

The current assets existent in the patrimony have evolved from year to year, according to the data in the table below:

| No. | Designation of indicator       | 2017              | 2018              | 2019              |
|-----|--------------------------------|-------------------|-------------------|-------------------|
| 1   | <b>Stocks, of which:</b>       | <b>19,497,880</b> | <b>32,328,939</b> | <b>21,981,115</b> |
| 1.a | - raw material and consumables | 5,767,563         | 7,125,422         | 5,410,756         |
| 1.b | - fixed assets held for sale   | -                 | 11,875,402        | -                 |
| 1.c | -production in progress        | 11,101,872        | 10,661,679        | 14,585,733        |
| 1.d | - finished products and goods  | 1,807,549         | 1,802,040         | 1,945,290         |
| 1.e | - down payments                | 820,896           | 864,396           | 39,336            |



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|     |                                       |                   |                   |                   |
|-----|---------------------------------------|-------------------|-------------------|-------------------|
| 2   | <b>Other current assets of which:</b> | <b>34,562,939</b> | <b>36,113,768</b> | <b>29,880,805</b> |
| 2.a | - receivables                         | 33,907,195        | 30,148,858        | 20,197,782        |
| 2.b | - short-term financial investment     | 1,163             | 1,189             | 7,094,582         |
| 2.c | - cash availability                   | 654,581           | 5,963,721         | 2,588,441         |

*The Company* is working to reduce and eliminate, where possible, the stocks of raw materials, materials, unfinished production and finished products with slow motion.

It also will be continued the work to recover old receivables and to collect current receivables from customers.

Within the liabilities of *the Company*, the changes in assets registered from one year to another are:

| No. | Designation of indicator               | 2017          | 2018          | 2019          |
|-----|--|---------------|---------------|---------------|
| 1   | Owner's equity                         | (707,158,369) | (721,609,830) | (737,053,138) |
| 2   | Debts                                  | 696,892,825   | 706,881,763   | 699,288,622   |
| 3   | Income in advance                      | 11,971        | 11,660        | 11,425        |
| 4   | Provisions for liabilities and charges | 241,989,298   | 233,607,009   | 233,771,668   |

#### Analysis of operating results

The revenues include both income from the main activity and gains from any other sources.

The revenues from sale of goods are recognized in the profit and loss account at the date on which the risks and benefits related to the ownership on goods are transferred to the buyer, which, in most cases, coincides with the date of billing (delivery) thereof.

The revenues from goods sold (delivered) and services rendered are recognized based on the accrual principle, respectively at the date of their delivery/service rendering (transfer of ownership) to the customer.

The revenues from interest are recognized in installments (proportionally) as they are billed, in accordance with the contracts/agreements under which the loans were granted based on the accrual principle.

The revenues are recognized when there is no significant uncertainty regarding recovery of the services due and associated costs, or on possible returns of goods.

The value of products sold and services rendered by *the Company* has evolved as follows:

| No. | Explanations                      | 2018              | 2019              |
|-----|-----------------------------------|-------------------|-------------------|
| 1   | Revenues from production sold     | 54,579,973        | 35,816,331        |
| 2   | Revenues from sale of goods       | 2,425             | 2,473             |
| 3   | Discounts granted                 | 176,417           | -                 |
| 4   | <b>TOTAL TURNOVER ( 4=1+2-3 )</b> | <b>54,405,981</b> | <b>35,818,804</b> |

The turnover in 2019 is of 35,818,804 lei, cu 34.16 % bigger than the turnover in 2018, of which 7.82% on the market in the European Union and 92.18% on domestic market.

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| No. | Explanations         | 2018              | 2019              |
|-----|----------------------|-------------------|-------------------|
| 1   | Romania              | 52,291,250        | 33,019,041        |
| 2   | European Union       | 2,114,731         | 2,799,763         |
| 7   | <b>TOTAL (3=1+2)</b> | <b>54,405,981</b> | <b>35,818,804</b> |

From the profit and loss account for the years 2017, 2018 and 2019 the weight of the main indicators related to revenues in total revenues is shown in the table below:

| No. | Revenues                 | Weight in percentage (%) |                |                |
|-----|--------------------------|--------------------------|----------------|----------------|
|     |                          | 2017                     | 2018           | 2019           |
| 1   | Turnover                 | 100.10%                  | 100.69%        | 55.14%         |
| 2   | Changes in stocks        | -0.50%                   | -0.82%         | 6.22%          |
| 3   | Capitalized production   | 0.00%                    | 0.00%          | 0.00%          |
| 4   | Other operating revenues | 0.40%                    | 0.13%          | 38.64%         |
|     | <b>Total</b>             | <b>100.00%</b>           | <b>100.00%</b> | <b>100.00%</b> |

Depending on their nature, the revenues are as follows:

| No. | Revenues              | Lei               |                   |                   |
|-----|-----------------------|-------------------|-------------------|-------------------|
|     |                       | 2017              | 2018              | 2019              |
| 1   | Operating revenues    | 37,026,178        | 54,032,148        | 64,956,124        |
| 2   | Financial revenues    | 810,830           | 5,189,196         | 852,704           |
|     | <b>Total revenues</b> | <b>37,837,008</b> | <b>59,221,344</b> | <b>65,808,828</b> |

The expenses include those expenses that arise in the course of the ordinary activities of the company, also the losses (such as those resulting from disasters). *The Company* applies the principle of separation of accounting years for the recognition of revenues and expenses, which are classified and recognized on three categories (operational, financial and exceptional).

The expenses are classified and recognized based on the principle of their connection to revenues, respectively their allocation to products or services in which such revenues are realized.

The production cost of stocks is tracked on projects and, therein on each individual product, including direct costs related to production (direct materials, direct labor, and other direct costs attributable to products, including design costs) also the share of indirect costs for production, allocated rationally as related to their manufacture.

The general expenses for administration and sale, also the share of fixed overhead unallocated to products (indirect costs for production that are relatively constant, regardless of the volume of production) are not included in the cost of stocks, but are recognized as expenses made in the period in which they occurred. Depending on their nature, the expenses are as follows:

| No. | Expenses              | Lei               |                   |                   |
|-----|-----------------------|-------------------|-------------------|-------------------|
|     |                       | 2017              | 2018              | 2019              |
| 1.  | Operating expenses    | 56,557,171        | 72,466,632        | 80,010,182        |
| 2.  | Financial expenses    | 1,182,895         | 874,729           | 527,319           |
|     | <b>Total expenses</b> | <b>57,740,066</b> | <b>73,341,361</b> | <b>80,537,501</b> |

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The operating expenses have the following structure:

| No. | Expenses                                   | Lei               |                   |                   |
|-----|--|-------------------|-------------------|-------------------|
|     |  | 2017              | 2018              | 2019              |
| 1   | Physical expenses                          | 11,298,637        | 18,398,468        | 15,236,675        |
| 2   | Other external expenses (energy and water) | 4,200,993         | 4,870,793         | 5,866,184         |
| 3   | Expenses on goods                          | 296,242           | -                 | -                 |
| 4   | Trade discounts received                   | 25,775            | 23,072            | 94                |
| 5   | Expenses with the personnel                | 27,984,199        | 32,108,201        | 33,357,409        |
| 6   | Adjustments                                | 6,614,494         | (1,918,231)       | 5,374,104         |
| 7   | Other operating expenses                   | 6,188,381         | 19,030,473        | 20,175,904        |
|     | <b>Total operating expenses</b>            | <b>56,557,171</b> | <b>72,466,632</b> | <b>80,010,182</b> |

The weight of the main categories of expenses in the total expenses is shown in the following table:

| No. | Expenses                                   | Weight in percentage (%) |                |                |
|-----|--|--------------------------|----------------|----------------|
|     |  | 2017                     | 2018           | 2019           |
| 1   | Physical expenses                          | 19.98%                   | 25.39%         | 19.04%         |
| 2   | Other external expenses (energy and water) | 7.43%                    | 6.72%          | 7.33%          |
| 3   | Expenses on goods                          | 0.52%                    | 0.00%          | 0.00%          |
| 4   | Trade discounts received                   | 0.05%                    | 0.03%          | 0.00%          |
| 5   | Expenses with the personnel                | 49.48%                   | 44.31%         | 41.69%         |
| 6   | Adjustments                                | 11.70%                   | -2.65%         | 6.72%          |
| 7   | Other operating expenses                   | 10.94%                   | 26.26%         | 25.22%         |
|     | <b>Total</b>                               | <b>100.00%</b>           | <b>100.00%</b> | <b>100.00%</b> |

**Factors of financial risk**

Below is a summary of the nature of the activities and policies used for the management of risks.

**(i) Foreign exchange risk**

The exchange rate LEU/EUR was of 4.7793 on 31.12 2019, compared to 4.6639 on 31.12 2018.

*The Company* operates in Romania, in an economic environment with strong fluctuations of the national currency against other currencies; therefore, there is a risk of depreciation of the value of net liquid assets expressed in domestic currency.

Therefore, there is a moderate risk of depreciation of the value of net liquid assets expressed in domestic currency, the foreign exchange market in Romania regarding conversion of domestic currency in other currencies being organized by the rules and common practices strengthened in the last years and the role of BNR in this respect is very important.

Currently, there is no market outside Romania to perform conversion of the domestic currency into other currencies.

In this respect, in order to repay the credits opened in foreign currency, in response to currency risk, *the Company's* management is concerned to maintain and, if possible, to increase the weight of products / services rendered to external customers.



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**(ii) Credit risk (rates, interests)**

The management of *the Company* is concerned in monitoring the risks regarding management of bank credits and assessment of risks associated with them.

Along the development of its activity, *the Company* is exposed to credit risk from trade receivables.

*The Company's* management permanently monitors the degree of exposure to such risks, in order to keep it to a level as low as possible.

**(iii) Economic environment and market risk**

The Romanian economy is still in transition, the recession and global crisis affecting her significantly, even if there is some safety about the future development of policy and economic development through accession of Romania to the European Union.

The management of *the Company* cannot foresee the changes that will take place in Romania and their effects on the financial position, results of the activity or the cash flows of *the Company* for the following accounting year, only within the limits of available information.

Eventual changes that could affect the internal conditions of Romania and the effect they could have on the activities of the customers of the company and hence, on the financial position, results and cash flows of the company could not be taken into account in preparing *the financial statements* only within the possible limits of predictability.

The economic recession and the crisis of the financial markets, beginning with 2007, has negatively affected the global economy and performance, including the financial markets, banking centers and consumer markets (industrial) in Romania, leading to an increased uncertainty about future economic development.

The current crisis of liquidity and crediting that began in mid-2008 led, among other things, to low and difficult access to capital market funding, lower liquidity levels in the Romanian banking sector, high interest rates on bank loans, including to an increase in inflation and adjustment of product prices.

The significant losses and disorders suffered by the international financial markets could affect *the Company's* ability to obtain new loans and refinancing under conditions similar to those applicable to previous periods and transactions.

Identification and evaluation of business opportunities, including the development (capital investment), influenced by the current state of economic recession (crisis), analysis of compliance with the crediting contracts and other contractual obligation, evaluation of significant uncertainties, including those related to the ability of *the Company* to continue to operate for a reasonable period of time, due to falling demand, all these are permanent tasks in attention of *Company's* management (Official Receivers, Special Trustees, Directors) for the purposes of identification, access and use of financial resources, respectively substantiation of possible future financial flows in order to support the principle of continuity.

The customers of *the Company* can also be affected by the crisis situations, the lack of liquidity which could affect their capacity to pay the current debts.

Impairment to customers' business and operating conditions may also affect grounding of cash flow provisions, respectively the analysis of *Company's* financial assets depreciation (debts).

*The Company's* management cannot predict all events that could affect the industrial sector in Romania, respectively their impact on *the financial statements*, including in terms of compliance with the principle of continuity.

However, even under the above mentioned conditions, in conjunction with the insolvency status of *the Company*, the management believes that this risk (market, economic environment) is not so high as to disable all other prerequisites and conditions considered when it was concluded that

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preparation of these *financial statements* was performed by observing the principle of continuity, as defined by the applicable law.

### III STATEMENT OF CORPORATE GOVERNANCE 2019

| Stipulations of the Code  | Comply with | Do not comply or partially comply | The reason for non-compliance / Other explanatory notes  |
|---|-------------|-----------------------------------|--|
| <b>A.1.</b> All companies should have an Internal Regulation of the Board of Directors which includes the terms of reference / responsibilities of the Board and the key management functions of the company, that applies, inter alia, the general principles of Section A.  |             | x                                 | By the Court Decision delivered on 06.12.2011 by Bucharest Court of Law, Section VII, to the File no. 75017/3/2011 was decided to open the general insolvency proceedings against UCM Resita and, as a result, the company operates under the procedures regulated by Law no. 85/2006 on insolvency proceedings.   |
| <b>A.2.</b> The provisions for managing the conflicts of interest should be included in the Regulation of the Board. However, the members of the Board must notify the Board with respect to any conflicts of interest that have arisen or may arise and to abstain from participating in discussions (including by default, unless where by default would prevent organization of the quorum) and from voting on a decision on the matter which gives rise to the said conflict of interest.   |             | x                                 | The management of the company is ensured by the Consortium of Official Receivers consisting of EURO INSOL SPRL and VF INSOLVENCY SPRL Bucharest, confirmed by the Creditors Meeting on 11.11.2013.<br><br>The mandate of the Board of Directors of the company has ceased at the appointment of the Special Trustee.<br>Currently, the company is managed by two Special Trustees appointed by the General Meeting of Shareholders on 11.12.2012, which was empowered them to perform measures of U.C.M. Resita S.A. management under the supervision of the Consortium of Official Receivers. |
| <b>A.3.</b> The Board of Directors or the Supervisory Board must consist of at least five members.  |             | x                                 | One of the Special Trustees has also the position of CEO of the company.   |
| <b>A.4.</b> Most of Board members must not have executive position. At least one member of the Board of Directors or of the Supervisory Board must be independent in case of companies in Standard Category. For companies in the Premium Category, at least two non-executive members of the Board of Directors or of the Supervisory Board must be independent. Each independent member of the Board of Directors or of the Supervisory Board, as appropriate, shall submit a statement at the time of his nomination for election or re-election, and when there is any change of his status |             | x                                 | The company is in the stage of observation, under the supervision of the Official Receiver.<br><br>Most of the relevant aspects of corporate governance stipulated by the Code of Corporate Governance at Sections A, B  |

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| indicating elements based on which it is considered that he is independent in terms of his character and judgment, as well as the criteria laid down in the Code at A.4.1 - A.4.9.  |  |   | and C are not applicable to a company in insolvency proceedings. |
| <b>A.5.</b> Other commitments and professional obligations, relatively permanent, of a member of the Board, including executive and non-executive positions on the Board of some companies and non-profit institutions, should be disclosed to shareholders and possible investors before his nomination and during his mandate.  |  | x |  |
| <b>A.6.</b> Any member of the Board of Directors must provide information on any relationship with a shareholder who directly or indirectly holds shares representing more than 5% of all voting rights. This liability also applies to any relationship that may affect the position of the member on matters decided by the Board.  |  | x |  |
| <b>A.7.</b> The company must appoint a Secretary of the Board responsible for supporting the work of the Board.   |  | x |  |
| <b>A.8.</b> The statement of Corporate Governance will inform if it has carried out an assessment of the Board lead by the President or the Nomination Committee and, if so, will summarize the key measures and changes resulting from it. The company must have a policy / book of reference on the assessment of the Committee comprising the purpose, criteria and frequency of the assessment process. |  | x |  |
| <b>A.9.</b> The statement of Corporate Governance should include information on the number of meetings of the Board and Committees during the last year, participation of administrators (in person and in their absence) and a report of the Board and Committees on their activities.   |  | x |  |
| <b>A.10.</b> The statement of Corporate Governance should include information on the exact number of independent members of the Board of  |  | x |  |

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| Directors or of the Supervisory Board.   |  |   |  |
| <b>A.11.</b> The Board of companies in the Premium Category should establish a Nomination Committee consisting of people without executive position who will lead the procedures for the nomination of new members of the Board and will make recommendations to the Board. Most of the members of the Nomination Committee should be independent.   |  | x |  |
| <b>B.1.</b> The Board should establish an Audit Committee in which at least one member must be an independent non-executive director. Most of the members, including the President, must be proven to have suitable qualifications relevant to the positions and responsibilities of the Committee. At least one member of the Audit Committee should have proven and appropriate accounting or auditing experience. For companies in the Premium Category, the Audit Committee must be composed of at least three members, and most members of the Audit Committee must be independent. |  | x |  |
| <b>B.2.</b> The President of the Audit Committee should be an independent non-executive member.  |  | x |  |
| <b>B.3.</b> As part of its responsibilities, the Audit Committee should conduct an annual assessment of the internal control system.   |  | x |  |
| <b>B.4.</b> The assessment should consider the effectiveness and comprehension of the internal audit functions, the adequacy of the reports on risk management and internal control submitted by the Audit Committee of the Board, readiness and effectiveness wherewith the executive management settles the deficiencies or weaknesses identified during the internal control and submission of relevant reports to the Board.   |  | x |  |
| <b>B.5.</b> The Audit Committee must assess the conflicts of interest in connection with transactions of the company and   |  | x |  |

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| its subsidiaries with related parties.  |   |   |   |
| <b>B.6.</b> The Audit Committee must assess the effectiveness of the internal control and risk management systems.  |   | x |   |
| <b>B.7.</b> The Audit Committee must monitor the implementation of legal standards and internal audit standards generally accepted. The Audit Committee should receive and assess the internal audit reports of the team.   |   | x |   |
| <b>B.8.</b> Whenever the Code indicates reports and analyzes initiated by the Audit Committee, they must be followed by periodic reports (at least annually) or ad hoc, which must be submitted subsequently to the Board.  |   | x |   |
| <b>B.9.</b> None of the shareholders can have preferential treatment over the other shareholders in connection with the transactions and agreements concluded by the company with shareholders and their affiliates.  | x |   |   |
| <b>B.10.</b> The Board should adopt a policy to ensure that any transaction of the company with any of the companies with which it has close relationships whose value is equal to or greater than 5% of the net assets of the company (according to the latest financial report) is approved by the Board following a mandatory review of the Audit Committee of the Board, and disclosed correctly to shareholders and possible investors, to the extent that such transactions fall within the category of events subject to reporting requirements. |   | x |   |
| <b>B.11.</b> The internal audits should be conducted by a separate structural division (the department of internal auditing) of the company or by hiring an independent third party entity.   | x |   |   |
| <b>B.12.</b> In order to ensure fulfillment of the main functions of the internal audit department, this one must report to the Board via the Audit Committee. For administrative purposes and as part of the management obligations to monitor and reduce risks, it must report directly to the CEO.   | x |   | According to the organizational structure, the internal audit office is working under the CEO, who is also the Special Trustee. |
| <b>C.1.</b> The company must publish on its   |   | x | Because it is in insolvency proceedings,  |



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| website the remuneration policy and to include in the annual report a statement on the implementation of the remuneration policy during the annual period under consideration.   |   |         | the company has not implemented a remuneration policy. The remuneration of special trustees was established by the General Meeting of Shareholders and the remuneration of the official receiver was established by the Meeting of Creditors.  |
| <b>D.1.</b> The company should organize an Investor Relationship Department - widely publicized by the person/persons responsible or as organizational unit. In addition to the information required by the law, the company must include on its website a section dedicated to relationship with the investors, in Romanian and English, with all relevant information of interest to investors, including: |   | Partial | According to the organizational structure of the company, the persons who have responsibilities in terms of the relationship with the shareholders are integrated within the Controlling Department and the General Secretariat.<br>In terms of the relationship with the investors, this will be provided, when it is appropriate, by the Consortium of Special Trustees and the Official Receiver. |
| <b>D.1.1.</b> Main corporate regulations: memorandum of association, procedures for the general meetings of shareholders;  | x |         |  |
| <b>D.1.2.</b> Professional CVs of the members of management bodies of the company, other professional commitments of Board members, including executive and non-executive positions on the boards of companies or non-profit institutions;   | x |         |  |
| <b>D.1.3.</b> Current reports and periodic reports (quarterly, half-yearly and yearly) - at least those specified in paragraph D.8 - including current reports with detailed information on non-compliance with this Code;   | x |         |  |
| <b>D.1.4.</b> Information about the general meetings of shareholders: agenda and informative literature; procedure for the selection of Board members; arguments supporting proposals for the candidates selected for the Board, together with their professional CVs; questions of the shareholders regarding items on the agenda and responses from the company, including decisions adopted;              | x |         |  |
| <b>D.1.5.</b> Information on corporate issues such as payment of dividends and other distributions to shareholders, or other issues that lead to acquisition or limitation of the rights of a shareholder, including the deadlines   |   | x       | There were no corporate events.  |

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| and principles applied to these operations. This information will be published in sufficient time to allow investors to take investment decisions;  |   |   |  |
| <b>D.1.6.</b> Name and contact details of the person who can provide, upon request, relevant information;   | x |   |  |
| <b>D.1.7.</b> The statements of the company (e.g. for the investors, the quarterly results, etc.), financial statements (quarterly, half-yearly, yearly), audit reports and yearly reports.   | x |   | They are available on the company website.   |
| <b>D.2.</b> The company will have a policy related to yearly distribution of dividends or other benefits to shareholders, as proposed by the CEO or the Executive Board and adopted by the Board, as a set of guidelines that the company intends to follow in connection with the distribution of net profits.<br>The principles of yearly policy in connection with distribution to shareholders will be published on the website of the company.   |   | X | Not applicable in view of the legal provisions of the Ordinance no. 64/2001 on profit sharing as intended, respectively to cover losses from previous periods.                     |
| <b>D.3.</b> The company will adopt a policy regarding forecasts, whether they are made public or not.<br>The forecasts refer to the quantified conclusions of the studies aimed to establish the overall impact of a number of factors relating to a future period (the so-called hypotheses): by its nature, this project has a high level of uncertainty; the actual results may differ significantly from the forecasts presented initially. The forecasting policy will establish the frequency, the period under consideration and the content of forecasts. If published, the forecasts can be included only in the yearly, half-yearly or quarterly reports. The forecasting policy will be published on the website of the company. |   | X | The company is in the period of observation and the forecasting policy will be subject to the reorganization plan which, if validated, will be available on the Company's website. |
| <b>D.4.</b> The rules of the general meetings of shareholders should not restrict participation of shareholders in general meetings and the use of their rights. Changes to the rules will enter into force, at the earliest, from the next meeting of shareholders.  | x |   |  |

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| <b>D.5.</b> The external auditors will be present at the general meeting of shareholders when their reports are discussed.   | x |         |  |
| <b>D.6.</b> The Board will present to the yearly general meeting of shareholders a brief assessment of the internal control system and management of significant risks and opinions on issues subject to the decision of the general meeting.  |   | X       | Not applicable in insolvency proceedings   |
| <b>D.7.</b> Any specialist, consultant, expert or financial analyst may attend the meeting of shareholders, based on a prior invitation from the Board. Accredited journalists may also participate in the general meeting of shareholders, unless the President of the Board decides to the contrary.   |   | X       | The Company will comply with, if the agenda of the meeting includes matters of public interest that will be submitted for approval.  |
| <b>D.8.</b> The quarterly and half-yearly financial reports will include information, both in Romanian and in English, on the key factors that influence changes in the level of sales, operating profit, net profit and other relevant financial indicators, both from one quarter to another and from year to year.                          | x |         |  |
| <b>D.9.</b> A company will hold every year at least two meetings/teleconferences with analysts and investors. The information presented on these occasions will be published in the section Relationship with the Investors of the company's website at the date of meetings / teleconferences.  |   | Partial | It has been deemed that the information submitted and all current and periodic reports published on the website allow the shareholders and investors to make grounded choices. |
| <b>D.10.</b> If a company supports various forms of artistic and cultural events, sports, educational or scientific activities and considers that their impact on the innovative nature and competitiveness of the company is part of its mission and development strategy, the company will publish the policy on its activity in this field. |   | x       | During the insolvency period, the company is considering mainly measures for financial balancing and cost decrease.  |

### Conclusions

In 2019 SC UCM Resita SA continued its activity according to the status of company in insolvency proceedings with the intention of reorganization but retained the right to manage, through the Special Trustees, under the supervision of the Official Receiver.



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The management of *the Company* was and is concerned about the ongoing monitoring of the expenditure, having in view to ensure economic-financial balance, to keep its business partners and to attract new partners in order to increase the revenue, so that SC UCM Resita SA to overcome this difficult phase.

UCM Resita ended on profit each year of insolvency:

- 2012 - 3,000,779 lei net profit;
- 2013 - 2,091,558 lei net profit;
- 2014 - 609,032 lei net profit;
- 2015 - 481,489 lei net profit;
- 2016 - 24,870,550. lei net loss
- 2017 - 23,154,777 lei net loss
- 2018 – 14,451,460 lei net loss
- 2019 - 15,433,582 lei net loss

The main cause of the loss of 15,433,582 lei recorded in the financial year 2019 is failure to realize the turnover forecast as a result of postponing some contracts:

- CHE Stejaru - 22 mil lei , butterfly and spherical valves for HG1 and HG2
- CHE Pașcani - 18 mil lei
- CHE Dăești - 14 mil lei

For the year 2020, the Company has prepared the Revenue and Expense Budget, which proposes continuity in carrying out activity specific to their field and to obtain economic and financial results that will re-launch the Society.

Even in the current economic situation, SC UCM Resita SA has a strategic position, a tradition and a particular technical potential that can be considered as basic premises in carrying out the production activities and services in future periods, because UCM Resita:

- Was created to support, almost entirely, the development of the hydropower system in Romania, being able to manufacture both new equipment, complex ones, and to repair and refurbish equipment already in use;
- Has designed and built, up to now, over 90% of the national hydropower system, putting into operation more than 6,325 MW installed capacity, representing 326 hydropower groups;
- Has the required specialists and organizational system to achieve commissioning and/or to provide specialized service for the power equipment in operation;
- Has the know-how and capability for upgrading the equipment installed in the power plants in Romania, of which more than 80% have exceeded their lifetime and would require rehabilitation works;
- Has the know-how to manufacture spare parts that ensure proper operation of the equipment, also the design and production capability for continuous upgrading of the solutions offered;
- Has the required organizational system and the specialized staff needed for optimal operation of control systems, but also for prompt intervention and putting into operation of the equipment in the event of unforeseen failure, at the request of Hidroelectrica and Hidroserv;

**Yearly Report of the Special Trustees  
for the Accounting Year ended on December 31, 2019**  
*[All amounts are given in lei (RON) unless otherwise stated]*

- By its unique nature (strategic for Romanian economy), its own high-tech know-how, the markets to which they address and the price level charged, it's able to keep and develop the customer portfolio;
- Has sufficient production capacity and personnel specialized on activities in other areas of the industry:
  - Agriculture: pumps and electric motors for irrigation;
  - Transportation: railway and road bridges in welded structure;
  - Defense: manufacture of parts;
  - Resuming the production and repair of Diesel engines.
- Has implemented and operates an Integrated Management System for Quality, Environment, Health and Labor Safety, in accordance with the requirements of references EN ISO 9001:2015, SR EN ISO 14001:2005 and SR OHSAS 18001:2008.

Given the strategic importance that UCM Resita has in the Romanian hydropower system, an importance recognized and permanently assumed at the level of governmental strategies, SPEEH Hidroelectrica SA has expressed its intention to take over some assets from the Company's patrimony.

In this respect, on 16.12.2019, in the Electronic System of Public Procurement (SEAP / SICAP) an auction was held in order to be awarded by Hidroelectrica SA the contract having as object " due diligence consulting services and evaluation of the assets of UCM Resita SA that will be taken over and used in the maintenance and modernization activities of SPEEH Hidroelectrica SA, the presentation of the optimum solution for carrying out the transaction, the transfer and integrity of the assets in Hidroelectrica, as well as assistance throughout the transaction. "

According to the SEAP / SICAP platform mentions, the selection of winners took place on 03.03.2020.

Under the exceptional circumstances created by the spread of COVID 19 virus, taking into consideration the recommendations and measures taken by the authorities in order to prevent / limit its spread, the management of the Company ordered the reduction of the activity for the period 25.03.2020- 30.04.2020, in compliance with the provisions of art. 13 of Decree 195/2020: "measures will be taken to ensure continuity in supply, respectively extraction, production, processing, transport, distribution, supply, maintenance, support and repairs of resources and raw materials and / or semi processed materials necessary for the proper functioning of the national energy system, as well as ensuring the continuity of its functioning and of all the services of public utility. "

**Special Trustees:**

Cosmin URSONIU

Nicoleta Liliana IONETE



**Separate Financial Statements on December 31, 2019**

[All amounts are given in lei (RON) unless otherwise stated]

**STATEMENT OF SPECIAL TRUSTEES OF  
UCM RESITA SA COMPANY**

The Special Trustees of *the Company* hereby declare that they assume their responsibility for the Yearly Financial Statements on December 31, 2019.

The Special Trustees of *the Company* confirm, regarding the Yearly Financial Statements on December 31, 2019, the followings:

- a) The Yearly Financial Statements are prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union;
- b) The accounting policies used in preparing the Yearly Financial Statements are in accordance with the applicable accounting regulations;
- c) The Yearly Financial Statements present a fair image on the financial position, financial performance and other information related to the activity carried out;
- d) *The Company* carries out its activity under the condition of continuity.

This statement is in accordance with Art. 30 of the Accounting Law No. 82/1991, republished.

**Special Trustees:**

Cosmin URSONIU

Nicoleta Liliana IONETE





**Separate Financial Statements on December 31, 2019**  
[All amounts are given in lei (RON) unless otherwise stated]

**Statement of financial position on 31.12.2019**

| Lei  |      |  |                       |                       |
|--|------|--|-----------------------|-----------------------|
| Reference Statement of financial position IAS 1.10(a), 113 | Note | Balance sheet items  | Balance on 01.01.2019 | Balance on 31.12.2019 |
|  |      |  |                       |                       |
| IAS 1.54(a)  | 3    | Tangible fixed assets                                      | 132,651,667           | 127,573,176           |
| IAS 1.54(c)  | 3    | Intangible fixed assets                                    | 13,348                | 8,456                 |
|  | 3    | Financial assets   | 17,727,815            | 16,526,714            |
|  |      | <b>Total of fixed asse</b>                                 | <b>150,392,830</b>    | <b>144,108,346</b>    |
|  |      |  |                       |                       |
| IAS 1.54(h)  | 4    | Trade receivables and receivables from affiliated entities | 12,460,956            | 4,209,620             |
| IAS 1.54(g)  | 5    | Stocks Deferred tax assets                                 | 19,589,141            | 21,941,779            |
| IFRS 5.38  |      | Fixed assets held for sale                                 | 11,875,402            | -                     |
| IAS 1.54(o), 56  | 12   | Deferred tax assets  | 14,639,182            | 14,673,797            |
| IAS 1.54(h)  | 4    | Other receivables  | 3,924,614             | 1,353,702             |
| IAS 1.54(i)  | 6    | Cash and cash equivalents                                  | 5,964,910             | 9,683,023             |
|  |      | Prepayments  | 43,567                | 48,310                |
|  |      | <b>Total of current assets</b>                             | <b>68,497,772</b>     | <b>51,910,231</b>     |
|  |      |  |                       |                       |
|  |      | <b>TOTAL ASSETS</b>  | <b>218,890,602</b>    | <b>196,018,577</b>    |
|  |      |  |                       |                       |
| IAS 1.54(m)  | 7    | Loans bearing interest                                     | -                     | -                     |
| IAS 1.54(k)  | 7    | Supplies and other trade payables                          | 43,406,708            | 37,254,641            |
| IAS 1.54(k)  | 7    | Taxes and other debts                                      | 639,738,101           | 637,557,503           |
| IAS 1.54(o), 56  | 12   | Deferred tax debts   | 23,736,954            | 24,476,478            |
| IAS 1.54(l)  | 8    | Provisions   | 233,607,009           | 233,771,668           |
| IAS 1.55, 20.24  |      | Revenues in advance  | 11,660                | 11,425                |
|  |      | <b>Total debts</b>   | <b>940,500,432</b>    | <b>933,071,715</b>    |
|  |      | <b>Total assets minus Total debts</b>                      | <b>(721,609,830)</b>  | <b>(737,053,138)</b>  |
|  |      |  |                       |                       |
|  | 9    | Registered capital   | 601,685,084           | 601,685,084           |
|  | 3    | Revaluation reserves                                       | 135,089,259           | 130,468,666           |
|  | 9    | Legal reserves   | 1,972,406             | 1,972,406             |
|  |      | Other reserves   | 16,088,620            | 16,088,620            |
|  | 9    | Carried over result  | (1,461,993,739)       | (1,471,834,332)       |
|  | 9    | Current result   | (14,451,460)          | (15,433,582)          |
|  | 9    | Profit sharing, establishing of legal reserves             | -                     | -                     |
|  |      | <b>Total equity</b>  | <b>(721,609,830)</b>  | <b>(737,053,138)</b>  |
|  |      |  |                       |                       |
|  |      | <b>TOTAL LIABILITIES</b>                                   | <b>218,890,602</b>    | <b>196,018,577</b>    |

**Special Trustees:**

Cosmin URSONIU

Nicoleta Liliana IONETE



**Separate Financial Statements on December 31, 2019**  
[All amounts are given in lei (RON) unless otherwise stated]

**Statement of comprehensive income on 31.12.2019**

Lei

| Reference<br>Statement of<br>overall result IAS<br>1.10(b), 81(a) | Explanations                                       | 31.12.2018          | 31.12.2019          |
|---|--|---------------------|---------------------|
| IAS 1. 82(a) IAS<br>1.99,103                                      | Operating revenues                                 | 54,477,289          | 60,918,894          |
| IAS 1.99, 103   | Cost of sales                                      | 57,917,295          | 60,235,097          |
|   | <b>Gross operating profit (loss)</b>               | <b>(3,440,006)</b>  | <b>683,797</b>      |
| IAS 1.99, 103   | Distribution costs                                 | 6,273               | 81,997              |
|   | Administrative expenses                            | 14,988,205          | 15,655,858          |
| IAS 1. 82(a) IAS<br>1.99,103                                      | Financial revenues                                 | 5,189,196           | 852,704             |
| IAS 1.82(b)   | Financial expenses                                 | 874,729             | 527,319             |
| IAS 1.85  | <b>Result before tax</b>                           | <b>(14,120,017)</b> | <b>(14,728,673)</b> |
| IAS 1.82(d), IAS<br>12.77   | Income tax expenses                                | (331,443)           | (704,909)           |
|   | <b>Net Profit (loss)</b>                           | <b>(14,451,460)</b> | <b>(15,433,582)</b> |
|   | Establishing of legal reserves under<br>Law31/1990 | -                   | -                   |
| IFRS 5.33(a),<br>1.82(e)  | <b>Profit attributable to:</b>                     | -                   | -                   |
| IAS 1.83(b)(ii)   | Owners of the Company                              | -                   | -                   |
| IAS 1.83(b)(i)  | Non-controlling interests                          | -                   | -                   |

**Special Trustees:**

Cosmin URSONIU

Nicoleta Liliana IONETE





**S.C. U.C.M. Resita S.A.**  
(Company in insolvency, en procedure collective)

**Separate Financial Statements on December 31, 2019**  
*[All amounts are given in lei (RON) unless otherwise stated]*

**Statement of changes in equity for the year ended on December 31, 2019**

- lei-

| 1  | 2                  | 3                    | 4              | 5  | 6              | 7                   | 8                                     | 9             |
|--|--------------------|----------------------|----------------|--|----------------|---------------------|---------------------------------------|---------------|
| Explanation/Description  | Registered capital | Revaluation reserves | Legal reserves | Carried over result representing surplus from revaluation reserves | Other reserves | Carried over result | Current result of the accounting year | Total         |
| Balance on 01.01.2019  | 601,685,084        | 135,089,259          | 1,972,406      | 255,183,376  | 16,088,620     | (1,717,177,114)     | (14,451,460)                          | (721,609,830) |
| Changes in equity- December 31 2019  |                    |                      |                |  |                |                     |                                       |               |
| Transfer of surplus from revaluation reserves                                    |                    | (4,620,592)          |                | 4,620,592  |                |                     |                                       |               |
| Transfer of the result of the accounting year 2018 to the carried over result    |                    |                      |                |  |                | (14,451,460)        | 14,451,460                            |               |
| Account closing -profit share  |                    |                      |                |  |                |                     |                                       |               |
| Registration of accounting errors from previous years to the carried over result |                    |                      |                |  |                |                     |                                       |               |
| Net result of the current accounting year  |                    |                      |                |  |                | (9,726)             |                                       | (9,726)       |
|  |                    |                      |                |  |                |                     | (15,433,582)                          | (15,433,582)  |
| Balance on December 31 2019 IFRS   | 601,685,084        | 130,468,666          | 1,972,406      | 259,803,968  | 16,088,620     | (1,731,638,300)     | (15,433,582)                          | (737,053,138) |

The legal reserves of the Company, constituted in accordance with the provisions of the Commercial Companies Act, as at 31 December 2019 amount to 1,972,406 lei.

The Company's legal reserve is partially constituted in accordance with the Companies Act, according to which 5% of the annual accounting profit is transferred within the legal reserves until their balance reaches 20% of the Company's share capital. If this reserve is used wholly or partly to cover losses or to distribute in any form (such as the issuance of new shares under the Companies Act), it becomes taxable in the calculation of corporation tax.

We mention that on December 31, 2019, the Company has not yet reached the maximum level of legal litigation.

**Special Trustees:**

Cosmin URSONIU

Nicoleta Liliana IONETE



**Separate Financial Statements on December 31, 2019**  
[All amounts are given in lei (RON) unless otherwise stated]

**Statement of cash flows on 31.12.2019**

-Lei-

| Name of the element   | No.<br>line | Financial exercise ended on: |                    |
|---|-------------|------------------------------|--------------------|
|   |             | 31 decembre 2018             | 31 decembre 2019   |
| <b>OPERATING ACTIVITIES</b>   |             |                              |                    |
| Net profit+Result carried over from correction of accounting errors         | 1           | (14,120,017)                 | (14,738,398)       |
| <b>Adjustments for:</b>   |             |                              |                    |
| Adjusting the value of tangible and intangible assets                       | 2           | 10,573,901                   | 5,209,178          |
| Adjusting the value of financial assets                                     | 3           | 433,301                      | 169,416            |
| Expenses (revenues) with adjustments for depreciation of current assets     | 4           | (312,255)                    | (117,733)          |
| Adjustments to the provisions for risks and expenses                        | 5           | (670,395)                    | 164,659            |
| Net loss / (Net profit) from reclassification of fixed assets held for sale | 6           | 11,439,716                   | -                  |
| Expenses with the donating granted  | 7           | 3,400                        | -                  |
| Revenues from interests and other financial income                          | 8           | -                            | (42,760)           |
| Expenses with interests and other financial income                          | 9           | (1,757)                      | -                  |
| <b>Cash flow before changes in working capital (row. 1 to 8)</b>            | <b>10</b>   | <b>7,345,894</b>             | <b>(9,355,638)</b> |
| Decrease /(Increase) – customers and other assimilated accounts             | 11          | (240,688)                    | 11,654,632         |
| Decrease /(Increase) in stocks  | 12          | (12,583,340)                 | 9,839,797          |
| Decrease /(Increase)- supplies and other assimilated accounts               | 13          | 51,108,509                   | (8,347,136)        |
| <b>Cash flow from operating activities (row. 9 to 12)</b>                   | <b>14</b>   | <b>45,630,375</b>            | <b>3,791,655</b>   |
| Revenue from interests  | 15          | 252                          | 41,333             |
| (Net increase) / Net decrease in restraint                                  | 16          | (94,861)                     | (75,903)           |
| <b>Cash flow from operating activities (row.13 to 15)</b>                   | <b>17</b>   | <b>45,535,766</b>            | <b>3,757,085</b>   |
| <b>Investing activities</b>   |             |                              |                    |
| Cash payment for long-term purchasing of land and other assets              | 18          | (193,546)                    | (116,068)          |
| Revenues from dividends   | 19          | 1,193                        | 1,193              |
| <b>Net cash used in investing activities (row. 17 la 18)</b>                | <b>20</b>   | <b>(192,353)</b>             | <b>(114,875)</b>   |
| <b>Financing activities</b>   |             |                              |                    |
| Subsidies granted   | 21          | (3,400)                      | -                  |
| Discounts of borrowed amounts   | 22          | (40,125,708)                 | -                  |
| <b>Net cash used in financing activities (row. 20)</b>                      | <b>23</b>   | <b>(40,129,108)</b>          | <b>-</b>           |
| Net increase/(Decrease) in cash and cash equivalents (row. 17+20+23)        | 24          | 5,214,305                    | 3,642,210          |
| Cash and cash equivalents at the beginning of the year                      | 25          | 300,998                      | 5,515,303          |
| <b>Cash and cash equivalents at the end of the period (row. 24+25)</b>      | <b>26</b>   | <b>5,515,303</b>             | <b>9,157,513</b>   |

**Special Trustees:**

Cosmin URSONIU

Nicoleta Liliana IONETE





**Separate Financial Statements on December 31, 2019**  
*[All amounts are given in lei (RON) unless otherwise stated]*

**Economic - Financial Indicators on 31.12.2019**

| Indicator  | Calculation method      | Value         |
|--|-------------------------|---------------|
| <b>1. current liquidity</b>                        | $1=2/3$                 | 0.07          |
| 2. Current assets (lei)                            | 2                       | 51,861,921    |
| 3. Current liabilities (lei)                       | 3                       | 699,288,622   |
| <b>4. Level of indebtedness</b>                    | $4=5/6$                 | #N/A          |
| 5. Borrowed capital (lei)                          | 5                       | 0             |
| 6. Capital employed (lei)                          | 6                       | (737,053,138) |
| <b>7. Turnover ratio of customer debits (days)</b> | $7=8/9 \times (365)$    | 76            |
| 8. Average balance of trade receivables (lei)      | 8                       | 7,433,702     |
| 9. Turnover (lei)                                  | 9                       | 35,818,804    |
| <b>10. Turnover ratio of fixed assets (days)</b>   | $10=11/12 \times (365)$ | 1,468         |
| 11. Fixed assets (lei)                             | 11                      | 144,108,346   |
| 12. Turnover (lei)                                 | 12                      | 35,818,804    |

**Special Trustees:**

Cosmin URSONIU

Nicoleta Liliana IONETE



**Separate Financial Statements on December 31, 2019**

*[All amounts are given in lei (RON) unless otherwise stated]*

**1. Reporting entity**

**General information**

*IAS 1.138 (a), (b)*, **UCM REȘIȚA S.A.** - (company in insolvency, en procedure collective) is a joint stock company with the headquarters in Romania.

*IAS 1.51(a)-(c)* The separate financial statements, in accordance with IFRS, has been prepared for the accounting year ended on December 31, 2019.

The main activity of *the Company* is the manufacture of engines and turbines (except aircrafts, vehicles and motorcycles) – CAEN Code: 2811.

*The Company* was incorporated and registered at *ONRC* based on the Government Decision (GD) no. 1296/1990 completed and modified by GD no. 334/1991, operating under the laws of Romania.

On 31.12.2018, the registered office of *UCMR* was in Bucharest, Montreal Square 10, World Trade Center Building, Entrance F, 1st Floor, Office no. 1.50, Sector 1, as mentioned in Endorsement no. 26024/ 21.01.2013, registered at *ONRC* at no. **J40/13628/2011**, Fiscal Code RO 1056654, and the administrative headquarters in Resita, Golului Street No. 1.

The main activity of *the Company* consists in manufacturing and marketing of hydro power units (hydraulic turbines, valves, governors and hydro generators), hydro mechanical equipment, large hydraulic servomotors, bearings and half-bearing shells, spare parts for Diesel engines and the like.

*The Company* provides also services for the design of new constructive solutions or for the rehabilitation and enhancement of the existing ones, as well as specialized engineering services for technical assistance in areas related to its main field of activity.

The Company's products and services are delivered / delivered both on the domestic market and on the foreign market.

In the domestic market, the main customers are in the hydro power field: S.P.E.E.H. HIDROELECTRICA SA, S.S.H HIDROSERV S.A and ROMELECTRO SA, plus UTILNAVOREP SA and ALMET INTERNATIONAL LTD SRL. External clients are active both in the hydropower field and in other areas, and are from Austria, France.

The individual financial statements have been prepared starting from the assumption that *the Company* will continue its business without significant changes in the foreseeable future.

**2. Basis for preparation of separate financial statements**

*IAS 1.112(a)*

**2.1 Declaration of conformity**

*IAS 1.16* The Separate Financial Statements have been prepared in accordance with the provisions of the Order no. 2844/2016 of the Minister of Public Finance, with respect to the approval of Accounting Regulations in compliance with the International Financial Reporting.

Standards (IFRS) applicable to companies whose marketable securities are admitted to trading on a regulated market (*OMPF 2844/2016*)

The undersigned, Cosmin URSONIU and Liliana Nicoleta IONETE, in position of Special Trustees of *the Company*, undertake the liability for drawing up the Yearly Separate Financial Statements on 31.12.2019 and confirm that they are in compliance with the applicable Accounting Regulations and *the Company* shall conduct its work under the condition of continuity.

**Separate Financial Statements on December 31, 2019**  
*[All amounts are given in lei (RON) unless otherwise stated]*

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**2.2 Basis of evaluation**

*The Company* drawn up the Yearly Separate Financial Statements for the year ended on December 31, 2019 in accordance with *OMPF 2844/2016*, as amended and supplemented.

These provisions meet the requirements of International Financial Reporting Standards (IFRS) adopted by the European Union (EU), except for IAS 21 - The Effects of change in foreign exchange rates on functional currency.

In order to prepare these Separate Financial Statements in accordance with legislative requirements in Romania, the functional currency of *the Company* is considered to be RON ("Romanian LEU").

The Separate Financial Statements presented have been prepared on a historical cost basis.

For all periods up to and including the year ended on December 31, 2011, *the Company* has prepared the Separate Financial Statements in accordance with the accounting principles generally accepted in Romania (*OMPF 3055/2009*, as amended).

The Separate Financial Statements for the year ended on December 31, 2012 were the first of this kind that *the Company* has prepared in accordance with IFRS, year when it was applied also IFRS 1 - "First-time Adoption of IFRS".

These Separate Financial Statements have been audited.

*The Company* does not apply IFRS issued and not adopted on 31.12.2019, and cannot estimate the impact of non-application of these provisions on the separate financial statements, and intends to apply these provisions only at their entry into force.

**Consolidated Financial Statements**

In accordance with IAS 27 "Consolidated and Separate Financial Statements", *the Company* should present consolidated financial statements that strengthen the investments in subsidiaries. In preparing the consolidated financial statements should be combined the financial statements of the parent company and those of its subsidiaries, item by item, by adding together all similar items of assets, liabilities, equity, revenues and expenses.

At December 31, 2019, the Company also holds 1 subsidiary, s.c. MULTI-FARM s.r.l. that has as its object the sale of medicines and pharmaceuticals. The Company has decided not to present consolidated financial statements, considering that the consolidated financial information, which should be presented in the statement of financial position and overall result as on 31.12.2019, would not significantly differ from the Company's individual financial statements on 31.12.2019.

**2.3 Functional currency used for presentation**

The items included in the separate financial statements of *the Company* are measured using the currency of the economic environment in which the entity operates ("the functional currency"), that means Romanian leu.

According to IAS 1.51 (d), (e), these separate financial statements are presented in Lei, and all financial information is in Lei, rounded to 0 decimal, unless otherwise stated.



**Separate Financial Statements on December 31, 2019**

*[All amounts are given in lei (RON) unless otherwise stated]*

**2.4 The use of estimates and professional judgments**

Preparation of separate financial statements in conformity with IFRS requires management's use of professional judgments, estimates and assumptions that affect application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. The actual results may differ from these estimates.

The estimates and assumptions are reviewed regularly. These revisions of the accounting estimates are recognized in the period in which the estimate was reviewed and in future affected periods.

**2.5 New International Standards that are not applied by the Company**

The Company does not apply certain IFRSs/ IASs or new provisions / modifications / additions / interpretations of them issued by the IASB (International Accounting Standards Board) and not adopted at the date of drawing up the financial statements, namely:

- **Amendments to IAS 1 "Presentation of financial statements" and IAS 8 "Accounting policies, changes in accounting estimates and errors"** - Definition of materiality
  - Clarifies the definition of materiality and how it should be applied by inclusion in the definitions guide
  - Adopted by the EU on November 29, 2019
  - Effective for annual periods beginning on or after 1 January 2020.
- **Amendments to IFRS 9 "Financial Instruments", IAS 39 "Financial Instruments: Recognition and Measurement" and IFRS 7 "Financial Instruments: Disclosure Information"** - Reform of the interest rate benchmark –

Amendments to the interest rate benchmark reform.

- Change certain hedge accounting requirements in the sense that entities will apply the respective hedge accounting requirements assuming that the interest rate benchmark on which the covered cash flows and cash flows from the hedging instrument are based will not change after the reform of the interest rate benchmark.
- They are obligatory for all the reports that involve coverage against the risks directly affected by the reform of the interest rate benchmark.
- They are not intended to provide remedies for any other consequences arising from the reform of the interest rate benchmark (if a hedge ratio does not meet the hedge accounting requirements for reasons other than those mentioned in the amendments, it is necessary to discontinue the application hedge accounting and involves certain disclosures regarding the extent to which hedge ratios between entities are affected by amendments.
- Adopted by the EU on January 15, 2020.
- It is applicable for annual periods beginning on or after 1 January 2020.

**Separate Financial Statements on December 31, 2019**  
*[All amounts are given in lei (RON) unless otherwise stated]*

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- **Amendments to the References to the IFRS Standards Framework** - the document contains amendments to IFRS 2, IFRS 3, IFRS 6, IFRS 14, IAS 1, IAS 8, IAS 34, IAS 37, IAS 38, IFRIC 12, IFRIC 19, IFRIC 20, IFRIC 22 and SIC 32.
  - Adopted by the EU on November 29, 2019
  - Effective for annual periods beginning on or after 1 January 2020.
- **IFRS 17 "Insurance contracts"** - IASB published a new standard on May 18, 2017
  - Insurance obligations must be evaluated at a present value of achievement and offer a more uniform approach to evaluation and presentation for all insurance contracts.
  - These requirements have the role of obtaining an accounting of insurance contracts, based on principles.
  - IFRS 17 prevails over IFRS 4 "Insurance contracts" and to the related interpretations when applied.
  - Effective for annual periods beginning on or after 1 January 2021.
- **Amendments to IFRS 3 "Business combinations"** - Definition of an enterprise issued by the IASB in October 2018
  - Amendments were introduced to improve the definition of an enterprise.
  - The modified definition emphasizes that the product of an enterprise consists of providing goods and services to customers, while the previous definition focused on results in the form of dividends, lower costs or other economic benefits for investors and others.
  - In addition to changing to the text of the definition, the Council offered additional guidance.
  - Applies to business combinations which acquisition date is starting with or after the first annual reporting period starting on or after January 1, 2020 and to asset purchases that take place starting with or after that period.
- **IFRS 14 "Deferred accounts related to regulated activities"** - issued by the IASB on January 30, 2014
  - Allows to the entities that first adopt IFRS and currently recognize deferral accounts related to regulated activities in accordance with previously accepted general accounting policies, to continue to do so when switching to IFRS
  - Applicable with annual periods beginning on or after 1 January 2016.
  - The European Commission has decided not to issue the approval process for this interim standard and to wait for the final standard.
- **Amendments to IFRS 10 "Consolidated Financial Statements" and IAS 28 "Investments in associates and joint ventures"** - Sale of assets or contribution of assets between an investor and its associates or joint ventures - issued by the IASB on September 11, 2014.

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- The amendments resolve the contradiction between the requirements of IAS 28 and IFRS10 and clarify that in a transaction involving an associate or joint venture, the gains or losses are recognized when the assets sold or contributed are an enterprise.
- On December 17, 2015 the IASB postponed the date of entry into force indefinitely.

• **Amendments to IAS 1 "Presentation of financial statements"** - Classification of debts into short-term debts and long-term debts.

- The amendments provide a more general approach to the classification of the debts provided for in IAS 1 starting from the existing contractual agreements at the reporting date
- Effective for annual periods beginning on or after 1 January 2020.

*The Company* cannot estimate the impact of non-application of these provisions on the financial statements and intends to apply these provisions with the date of their entry into force.

***Presentation of separate financial statements***

*The Company* applies IAS 1 - "Presentation of Financial Statements" (2007) revised, which entered into force on January 1, 2009.

As a result, in the "Statement of Changes in Shareholders' Equity" *the Company* presents to shareholders all amendments thereto.

The comparative information has been reconciled so that they conform to the revised standard. As the impact of change in accounting policy is reflected only on presentation aspects, there is no impact on earnings per share.

IAS 1 "Presentation of Financial Statements" is governing the basis for presentation of financial statements for general purpose, in order to ensure comparability both with financial statements of the entity for previous periods and with the financial statements of other entities.

***a) Basis of accounting and reporting in hyperinflationary economies***

The currency used by *the Company* for evaluation and reporting is the "Romanian Leu" ("RON").

IAS 29 - "Financial Reporting in Hyperinflationary Economies", requires that the statements of companies that are reporting in the currency of a hyperinflationary economy should be made in terms of the current monetary unit at the date of the balance sheet and all amounts must be restated in the same conditions. IAS 29 states that reporting of operating results and financial position in local currency without restatement related to inflation is useless, since the money lose their purchasing power so quickly that a comparison between the value of transactions or of other events that occur at different moments, even within the same reporting period, is wrong. IAS 29 suggests that an economy should be considered hyperinflationary if certain conditions are met; one of them being that the cumulative rate of inflation over a period of three years exceeds 100%.

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By December 31, 2003 adjustments were made to reflect the application of IAS 29 "Financial reporting in hyperinflationary economies".

Implementation of IAS 29 to specific categories of transactions and balances in the financial statements is presented below:

**Monetary assets and liabilities**

Monetary assets and liabilities have not been reassessed for the implementation IAS 29 since they are already expressed in terms of the current monetary unit at the date of the balance sheet.

**Non-monetary assets and liabilities and equity**

Equity components have been restated by applying the inflation index for the month in which the assets, liabilities and equity components were initially recorded in the financial statements (the date of purchase or contribution) until December 31, 2003. The remaining non-monetary assets and liabilities are not restated using the inflation index, considering that their value is updated as a result of the application of alternative accounting treatments of evaluation during the previous periods.

***b) Estimates and assumptions***

Preparation of individual financial statements in conformity with IFRS requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, of contingent assets and liabilities at the date of the financial statements and of the reported amounts of revenues and expenses registered during the reporting period. The actual results may be different from these estimates. The estimates are periodically reviewed and, if adjustments are required these are reported in the profit and loss account for the period in which they become known.

The uncertainties related to these estimates and assumptions may cause, in the future, significant adjustments of the values presented in the financial statements, as a result of insolvency proceedings which *the Company* is involved.

These adjustments are likely to significantly affect *the Company's* assets that can no longer be achieved under normal operating conditions, in this case being required a massive depreciation in value (possibly more than 50%) due to the very probable recovery by enforcement and / or by the procedure of insolvency, a situation that causes a corresponding damage to the profit and loss account.

In the process of applying *the Company's* accounting policies, the management has made estimates for provisions, impairment of receivables and stocks, which have significant effect on the values stated in the individual financial statements.

***c) Registered capital***

The shares held by the Company are classified (shown) at nominal values and, in accordance with the Law of Trading Companies (*L 31/1990*) and the articles of incorporation their total value is to be found in the registered capital.

The dividends on holdings of shares (capital), established under Decision of AGA, are recognized as a liability in the period in which their distribution is approved.

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**d) Equity papers in affiliated entities**

The investments held in affiliated entities are presented in the separate financial statements of *the Company* at cost less any impairment.

The dividends receivable from affiliated entities are recognized when *the Company* established the right to receive payment.

**e) Tangible fixed assets**

*Recognition and measurement of fixed assets*

The fixed assets, except lands and buildings, are recognized according to the requirements of OMFP 2844/2016 and are shown in the accounts at cost, less the accumulated depreciation and the impairment losses.

The buildings are stated at fair value based on periodic assessments, carried out by independent external evaluators. Any accumulated depreciation at the date of revaluation is eliminated from the gross carrying amount of the asset and the net amount is recorded as revalued amount of the asset. The buildings are stated at revalued amounts on 31.12.2014 and the lands at revalued amount on 31.12.2011.

If a fixed asset includes significant components that have different useful lives, they are accounted (depreciated) individually.

*Subsequent expenses on maintenance and repairs*

The expenses with repairs or maintenance of fixed assets are made to restore or maintain the value of these assets and are recognized in the comprehensive income on the date they are made, while the expenses made in order to improve the technical performance are capitalized and depreciated over the remaining period of depreciation for that fixed asset.

*Depreciation*

The fixed assets are depreciated from the month following the date of purchase or the date of commissioning, as appropriate, using their lifetime periods.

Depreciation is calculated using the straight-line method over the lifetime of the fixed assets and/or their components, which is accounted separately.

The terms of depreciation used are as follows:

- Constructions 6 – 50 years
- Equipment and machinery 2 – 28 years
- Other installations, tools and furniture 2 – 15 years

The land and fixed assets in progress are not depreciated and the ongoing investments are depreciated from the date of commissioning.

The estimated useful lives and the depreciation method are reviewed periodically to ensure they are consistent with the projected evolution of economic benefits generated by the tangible assets.



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Tangible assets are derecognized from the balance sheet when the asset exits the equity or when no benefits are expected from the use of the asset. Losses or gains on disposal/sale of fixed assets are recognized in the statement of the comprehensive income.

***f) Intangible assets***

*Recognition and Measurement of intangible assets*

The intangible assets acquired by *the Company* are recognized and presented at cost, less accumulated depreciation and impairment losses.

*Depreciation*

Depreciation is recognized in the comprehensive income, on a straight line basis, over the estimated lifetime (service life) of the intangible asset.

Most of the intangible assets recorded by *the Company* are represented by the software programs, which are depreciated linearly over a period of 3 years.

***g) Depreciation of the value for non-financial assets***

According to IAS 36 Depreciation of Assets, the value of tangible and intangible assets is reviewed annually to identify circumstances that indicate their depreciation.

Whenever the net value of the asset exceeds its recoverable amount, depreciation of its value is recognized in the statement of the comprehensive income for tangible and intangible assets.

The recoverable amount represents the highest value between the net selling price of an asset and its value in use. The net selling price represents the amount obtainable from the sale of the asset in a normal transaction, and the value in use represents the present value of future cash flows estimated if continuing to use the asset and from its sale at the end of its service lifetime. The recoverable amounts are estimated for individual assets or, if this is not possible, for the cash-generating units. Reversal of impairment losses recognized in previous years may occur when there is an indication that the impairment losses recognized for that asset no longer exist or has decreased; the cancellation shall be recorded as revenue.

***h) Financial assets***

In accordance with IAS 39 "Financial Instruments: Acknowledgment and assessment", *the Company's* financial assets are classified into the following categories: held-to-maturity and loans and receivables originated by *the Company*.

The investments with fixed or determinable payments and fixed maturity, other than loans and receivables originated by *the Company*, are classified as held-to-maturity.

These financial assets are recognized in the historical cost or at the value determined by their acquisition contract, the cost of acquisition including also the transaction costs, the gains and losses being recognized in the statement of the comprehensive income when the financial assets are derecognized or impaired, as well as through the depreciation process.

Derecognizing of financial assets occurs when the rights to receive cash flows from the asset have expired, or *the Company* has transferred its rights to receive cash flows from the asset (directly or through a "pass-through" commitment). All normal purchases and sales of financial

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assets are recognized at the transaction date, i.e. the date when *the Company* commits to purchase an asset.

Regular purchases and sales are those that require delivery of assets within the period generally accepted by the regulations or conventions valid on that market.

*The Company* has no financial assets at fair value registered in the profit and loss account or financial assets available for sale.

**i) Financial debts**

In accordance with IAS 39 "Financial Instruments: Recognition and Measurement", *the Company's* financial debts are classified into the following categories: loans, trade debts and other debts.

The trade debts are stated at nominal amounts payable for goods or services received. Short and long term loans are initially recognized at the nominal value, representing the amount received under this head, not including the specific costs (fees, interest).

The gains and losses are recognized in the statement of the comprehensive income on derecognizing of debts, as well as through the depreciation process. Derecognizing of financial debts occurs if an obligation is fulfilled, canceled or expires. The financial assets and debts are compensated only if *the Company* has a legally enforceable right to make compensations and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

**j) Debts related to leasing contracts**

*Financial leasing contracts*

The leasing contracts in which *the Company* takes substantially the risks and benefits of ownership are classified as financial leasing. The amounts due are included in the short or long term debts, the elements of interest and other costs of financing being recorded in the profit and loss account during the contract period. Assets held under the financial leasing contracts are reflected in the accounting system using the accounts of tangible and intangible assets and are depreciated over their useful lifetime.

The rates paid to the lessor plus the interest is highlighted as a debt in the account 406 "Debts from operations of financial leasing".

*Operating leasing contracts*

The leasing contracts in which a significant portion of the risks and benefits of ownership are assumed by the lessor are classified as operating leasing contracts, the payments (expenses) made under such contracts being recognized in the comprehensive income on a straight-line basis during the contract period, the leased assets are recorded in the accounting system of the lessee, in the off-balance sheet accounts.

**k) Transactions in foreign currency**

*Functional currency and presentation currency:* the financial statements of *the Company* are prepared using the currency of the economic environment in which operates.

The functional currency and the currency used for presentation of financial statements is the Romanian leu ("RON").

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Transactions in foreign currency are translated into RON applying the exchange rate at the transaction date. The monetary assets and liabilities denominated in foreign currencies are revalued in RON at the exchange rate at the balance sheet date.

The gains and losses resulting from differences in foreign exchange rate, realized or unrealized, are recorded in the statement of the comprehensive income.

The exchange rates on December 31, 2018 and 2019 are as follows:

| Currency | <u>December 31, 2018</u> | <u>December 31, 2019</u> |
|----------|--------------------------|--------------------------|
| RON/EUR  | 4.6639                   | 4.7793                   |
| RON/USD  | 4.0736                   | 4.2608                   |
| RON/GBP  | 5.1931                   | 5.6088                   |
| RON/CHF  | 4.1404                   | 4.4033                   |

***l) Stocks***

The stocks are recorded in the accounting system at the minimum value between the cost and the net realizable value.

The net realizable value represents the estimated selling price to be received under ordinary course of activity, less the costs related to sell.

The value of stocks is based on the weighted average cost, including expenses incurred in acquiring them and bringing to the current location, and in the case of stocks produced by *the Company* (semi-finished and finished goods, work in progress); the cost includes an appropriate percentage from the indirect costs, depending on the organization of production and the current activity. The inventory method used is that of "perpetual inventory".

At the annual inventory of stocks, the Company identifies the stocks that are not intended for sale contracts in progress or have not been identified as useful in current manufacturing costs or future projects.

*The Company's* management analyzes and proposes/decides the adjustments (depreciation) of stocks according to the accounting policy approved in this respect and the results of the inventory.

The inventory of stocks shall be made according to the internal procedure and the inventory manual, related both to the needs of *the Company* and the law in force.

***m) Receivables***

Trade receivables are stated at their nominal value less the adjustments for their depreciation, the adjustments that are carried out where there is objective data and information about the fact that *the Company* will not be able to collect all amounts in due time.

*The Company* records depreciations of 100% for trade receivables older than 360 days and for those in dispute.

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***n) Cash and cash equivalents***

The cash includes the cash in hand and in bank accounts. Cash equivalents are short-term investments, highly liquid, which can be quickly converted into a sum of money, with the original maturity of maximum three months and have an insignificant risk of change in value.

Records of them are kept on banks, currencies, respectively on pay desks and cash advances holders being evaluated, in case of foreign currency by using their exchange rate (reference rate) with the national currency (RON) released by the National Bank of Romania (BNR).

***o) Debts***

The debts are initially recognized at the fair value of the consideration to be paid and include the payable amounts, invoiced or not, for goods, works and services.

***q) Loans***

The costs related to loans are recorded as an expense in the period in which they occur, except the case when the loans are for the construction of assets that are qualified for capitalization. *The Company* classifies its loans on short-term and long-term, depending on the maturity specified in the credit agreement.

The loans are initially recognized at the net value of withdrawals. They are subsequently carried at the depreciated cost, using the method of effective interest rate, the difference between the value of withdrawals and the redemption value being recognized in the net profit of the period, during the entire loan period.

***p) Government grants***

Government grants are recognized when there is reasonable assurance that the grant will be received and all conditions attached will be satisfied. When the grant relates to an expense item, it is recognized as income over the period necessary to correlate, on a systematic basis, the grant with the costs to be offset. When the grant relates to an asset, it is recognized as deferred income and taken to income in equal amounts over the expected life of the related asset.

When *the Company* receives non-monetary grants, the asset and the grant are recorded at gross and nominal values and they are reflected in the overall result over the expected life and the consumption rate of the benefit afferent to the support asset, in equal annual installments. When loans or similar forms of assistance are provided by the government or similar institutions at an interest rate below the rate applicable on the market, the effect of this favorable interest is regarded as additional government grant.

***r) Benefits of employees***

***Short-term benefits:***

*The Company* contributes for its employees by paying contributions to Social Security (retirement, health) giving them some benefits upon retirement, according to the period of work in the company (a reward up to 4 gross salaries per company for a seniority over 25 years in UCM Resita, respectively up to 2 average gross salaries per company for a seniority between 10-25 years in UCM Resita, respectively 1 average gross salaries per company for a seniority between 5-10 years in UCM Resita). These contributions are recognized as an expense when the services are rendered.

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In addition to the grants and allowances provided expressly by law, *the Company* grants to its employees the following benefits:

- Granting of bereavement benefits representing four average gross wages per company upon the death of an employee of *the Company* and one average gross salary per company in case of death of the husband (wife) or of a first degree relative (parents, children);
- Granting of two average gross wages per company for the birth of each child;
- Granting of one average gross salary per company to the dismissal of an employee for whom it was issued a decision by the relevant medical expertise finding physical and/or mental inability thereof, which does not allow him to fulfill his duties appropriate to the position held.

***Post employment benefits –plan for retired pay:***

*The Company* does not contribute to any other plan for retired pay or retirement benefits and has no other future obligations such as those mentioned, for its employees.

***s) Profit tax***

The tax on profit or losses of the year comprises current tax and deferred tax. The assets and liabilities for current profit tax, for current and prior periods, are recognized at the value expected to be reimbursed by or paid to the taxation authorities.

The current profit tax is calculated in accordance with tax legislation in force in Romania and is based on the results reported in the statement of the comprehensive income of *the Company*, prepared in accordance with local accounting standards, after adjustments performed for tax purposes. The current profit tax is applied to the accounting profit, as adjusted in accordance with tax legislation at a rate of 16%.

The tax losses may be carried forward for a period of seven years.

The deferred profit tax reflects the tax effect of temporary differences between the carrying amount of assets and liabilities used for financial reporting purposes and the tax values used in order to calculate current profit tax. The deferred profit tax, recoverable or payable, is determined using tax rates that are expected to be applicable in the year in which the temporary differences will be recovered or settled. Assessment of the deferred profit tax, payable or recoverable, reflects the tax consequences that would follow from the manner in which *the Company* expects to realize or settle the carrying amount of its assets and liabilities at the date of the balance sheet.

The assets and liabilities from the deferred tax are recognized regardless of when the temporary differences are likely to be realized.

The assets and liabilities from the deferred tax are not updated. The assets from the deferred tax are recognized when it is probable that there will be sufficient future taxable profits against which the deferred tax can be used. The liabilities from the deferred tax are recognized for all taxable temporary differences.



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***§) Recognition of revenues and expenses***

The revenues from sale of goods are recognized in the comprehensive income at the date when the risks and benefits of ownership on the goods are transferred to the buyer which, in most cases, coincides with the date of invoice (delivery) thereof.

The revenues from the goods sold (delivered) and services rendered are recognized on an accrual basis, respectively at the date of delivery / provision (transfer of ownership) to the customer.

The revenues from interest are recognized in installments (proportionally) as they are invoiced / are generated according to contracts/agreements under which the loans were granted on an accrual basis.

The revenues are recognized when there is no significant uncertainty regarding recovery of the counter benefits due and associated costs or possible returns on the assets.

The expenses are classified and recognized based on the principle of their connection to revenues, respectively their allocation on products, services which make these revenues.

The production cost of stocks is followed on projects and, within these projects, on each individual product and includes direct costs related to production (direct materials, direct labor, and other direct costs attributable to products, including design costs) and the share of indirect costs of production allocated rationally as related to their manufacture.

The general administrative expenses, selling expenses and unallocated share of fixed overhead products (indirect production costs that are relatively constant, regardless of the volume of production) are not included in the cost of stocks but are recognized as expenses in the period in which they occurred.

*The Company* applies the principle of separation of accounting years for the recognition of revenues and expenses that are classified in three categories (operational, financial and exceptional).

***t) Fair value of financial instruments***

The management believes that the fair values of *the Company's* financial instruments are not significantly different from their carrying values, due to the short terms of settlement, reduced transaction costs and/or the variable interest rate that reflects current market conditions.

***t) Provisions***

A provision is recognized when, and only when *the Company* has a current obligation (legal or constructive) as a result of a past event and if it is probable (more likely to succeed than not be realized) as an output of resources embodying economic benefits, will be required to settle the obligation, and it can make a reasonable estimate of the amount of the obligation.

The provisions are reviewed at the end of each accounting year and are adjusted to reflect the current best estimate.

When the effect of money value in time value is significant, the value of the provision is the present value of the expenses required to settle the obligation.

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***u) Contingent debts or assets***

The contingent debts are not recognized in the financial statements. They are disclosed in notes, unless the case when the possibility of an outflow of resources embodying economic benefits is very small.

A contingent asset is not recognized in the financial statements but is disclosed in notes when an inflow of economic benefits is probable.

***v) Subsequent events***

The events subsequent to the date of the balance sheet are those events, favorable and unfavorable, that occur between the date of the balance sheet and the date when the financial statements are authorized for issue.

The events subsequent to the date of the balance sheet that provide additional information about *the Company's* position at the date of the balance sheet are subsequent events that led to adjustment of the financial statements.

The events subsequent to the date of the balance sheet that provide information about the conditions that arose after the balance sheet date don't require adjustment of the financial statements and are disclosed in the notes, if they are significant.

***w) Affiliated parties***

A party is considered to be affiliated if by ownership, contractual rights, and family relationship, or otherwise, has the power to control directly or indirectly or to influence significantly the other party.

Affiliated parties include also individuals such as main owners, management and members of the Board of Directors and their families.

According to the International Financial Reporting Standards, **an entity is affiliated to a reporting entity if it meets any of the following conditions:**

- The entity and the reporting entity are members of the same group;
- An entity is an associate or joint venture of the other entity;
- Both entities are joint ventures of the same third party;
- An entity is a joint venture of a third entity and the other is an associate of the third entity;
- The entity is a post-employment benefit plan for the benefit of the reporting entity's employees or an entity affiliated to the reporting unit. If the reporting entity itself represents such a plan, the sponsoring employers are also affiliated with the reporting entity;
- A person who has control or joint control over the reporting entity, has significant influence over the entity or is a member of the key personnel of the entity's management;
- The entity is controlled or jointly controlled by a person or an affiliate member of its family, if that person:
  - Has control or joint control over the reporting unit;

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- Has significant influence over the reporting entity, or
- Is a member of the key management personnel of the reporting unit or of a parent company of the reporting entity

**x) Correction of accounting errors**

Accounting errors found in the financial statements at the date of their drawing up may refer either to the current accounting year or in previous accounting years, correction will be performed at the date when becoming aware of them.

When recording the operations required to correct the accounting errors, are applied the provisions of IAS 8 – “Accounting Policies, Changes in Accounting Estimates and Errors”, stating that the entity must correct retrospectively significant errors of the period in the first set of financial statements which publication was approved after their discovery, by means of: restating the comparative amounts for the prior period presented in which the error occurred or if the error occurred before the first prior period.

According to OMFP 2844/2016, correction of errors related to previous accounting years does not require publication of the revised yearly financial statements for that accounting year, and their correction is performed based on the retained earnings account, without affecting the result of the current accounting year.

The correction of the errors related to the current financial year, is carried out, before the approval of the annual financial statements, by reversing (the registration in red / with the minus sign or by the method of the reverse registration) of the incorrectly recorded operation and, at the same time, the corresponding recording of the operation in question.

**y) Reserves**

The Company creates legal reserves according to Art. 183 of Law 31/1990.

Given the provisions of OMFP 2844/2016, the Company creates legal reserves from the profit of the entity, within the quotas and limits set by the law, but also from other sources provided by the law.

The Company considered necessary a change in the accounting policy for recognizing the surplus from revaluation of tangible fixed assets in order to incorporate it into a separate reserve account, as the assets are used by the Company (in proportion as they are depreciated), respectively when the assets are out of the accounting records.

Thus, starting with 2010, it was decided to recognize as realized the differences from revaluation of fixed assets in proportion as they are depreciated.

**3. Fixed assets**

The amounts (gross, net), depreciation, composition and other relevant issues relating to the movement of fixed assets during the financial year ended 31.12.2019 are presented below.

**3.1 Intangible fixed assets**

The statements of movement and depreciation of intangible fixed assets in the accounting year 2019 are presented in Tables 1, 2 and 3 below.

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**Table No. 1 – Inputs and outputs of intangible fixed assets (gross values)**

- lei -

| Explanations                  | 31.12.2018 | Inputs | Transfers | Outputs | 31.12.2019  |
|-------------------------------|------------|--------|-----------|---------|-------------|
| 0                             | 1          | 2      | 3         | 4       | 5=1+2-3-4   |
| Other intangible fixed assets | 10,662,730 | 605    | -         | -       | 10, 663,335 |

**Table No. 2 – Cumulative depreciation of intangible assets**

- lei -

| Explanations                  | 31.12.2018    | Costs with depreciation | Cumulative depreciation of outputs | 31.12.2019    |
|-------------------------------|---------------|-------------------------|------------------------------------|---------------|
| 0                             | 1             | 2                       | 3                                  | 4=1+2-3       |
| Other intangible fixed assets | (10, 649,382) | (5,497)                 | -                                  | (10, 654,879) |

**Table No. 3 – Net accounting values of intangible assets**

- lei -

| Explanations                  | 31.12.2018 | 31.12.2019 |
|-------------------------------|------------|------------|
| 0                             | 1          | 2          |
| Other intangible fixed assets | 13,348     | 8,456      |

The lifetimes used to calculate depreciation of intangible assets are of 3 years.  
The depreciation method used is the linear one.

The composition of intangible assets balance consists mainly of software programs, licenses for production design, contributed in kind to the registered capital in 2005, and by capitalization of several services for Oracle implementation.

### **3.2 Tangible fixed assets**

The statements of movement and depreciation of tangible fixed assets in the accounting year 2019 are presented in Tables 4, 5 and 6 below.

**Table No. 4 – Inputs and outputs of tangible fixed assets (gross values)**

- lei -

| No. | Explanations                    | 31.12.2018         | Inputs         | Outputs       | Revaluation on 31.12.2019 | 31.12.2019         |
|-----|---------------------------------|--------------------|----------------|---------------|---------------------------|--------------------|
| 0   | 1                               | 2                  | 3              | 4             | 5                         | 6=2+3-4+5          |
| 1.  | Lands and land improvements     | 45,388,900         | -              | -             | -                         | 45,388,900         |
| 2.  | Buildings                       | 109,168,589        | -              | -             | -                         | 109,168,589        |
| 3.  | Equipment                       | 62,577,276         | 125,190        | 81,630        | -                         | 62,620,836         |
| 4.  | Furniture and others            | 1,336,347          | -              | 10,502        | -                         | 1,325,845          |
| 5.  | Fixed assets under construction | 914,941            | -              | -             | -                         | 914,941            |
|     | <b>TOTAL (1+2+3+4+5)</b>        | <b>219,386,053</b> | <b>125,190</b> | <b>92,132</b> | <b>-</b>                  | <b>219,419,111</b> |



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**Table No. 5 – Cumulative depreciation of tangible fixed assets**

- lei -

| No. | Explanations           | 31.12.2018        | Costs with depreciation | Cumulative depreciation of outputs | Revaluation on 31.12.2019 | 31.12.2019        |
|-----|------------------------|-------------------|-------------------------|------------------------------------|---------------------------|-------------------|
| 0.  | 1                      | 2                 | 3                       | 4                                  | 5                         | 6=2+3-4-5         |
| 1.  | Land improvement       | -                 | -                       | -                                  | -                         | -                 |
| 2.  | Buildings              | 24,658,313        | 4,933,691               | -                                  | -                         | 29,592,004        |
| 3.  | Equipment              | 60,430,881        | 236,656                 | 81,630                             | -                         | 60,585,906        |
| 4.  | Furniture and others   | 1,273,716         | 32,237                  | 9,404                              | -                         | 1,296,549         |
|     | <b>TOTAL (1+2+3+4)</b> | <b>86,362,910</b> | <b>5,202,584</b>        | <b>91,034</b>                      | <b>-</b>                  | <b>91,474,460</b> |

**Table No. 6 – Net accounting values of tangible fixed assets**

- lei -

| No. | Explanations  | 01.01.2018         | 31.12.2019         |
|-----|---|--------------------|--------------------|
| 0.  | 1   | 2                  | 3                  |
| 1.  | Land and land improvement                                       | 45,388,900         | 45,388,900         |
| 2.  | Buildings   | 84,510,277         | 79,576,586         |
| 3.  | Equipment   | 2,146,395          | 2,034,930          |
| 4.  | Furniture and others  | 62,631             | 29,296             |
| 5.  | Fixed assets under construction                                 | 914,941            | 914,941            |
| 6.  | Adjustments for depreciation of fixed assets under construction | (371,476)          | (371,476)          |
|     | <b>TOTAL (1+2+3+4+5+6)</b>                                      | <b>132,651,668</b> | <b>127,573,177</b> |

At 31.12.2019 the Company owns, mainly:

- Land, total area of 538.323 square meters;
- Buildings, with a developed area of 226.532 square meters, and built from the ground surface of 144.099 square meters;
- Technological equipment specific for machine building industry, numbering over 1.400 pieces.

**Revaluation of fixed assets**

The tangible fixed assets, such as buildings and special constructions, were reassessed on 31.12.2014 by S.C. DARIAN DRS S.A., an ANEVAR member company.

The Company chose as method to reflect the results of revaluation in the accounting system, canceling of cumulative depreciation up to the date of revaluation and presentation of tangible fixed assets, such as buildings and special constructions, at fair values.

The tangible fixed assets, such as lands, were revalued on 31.12.2011 by S.C. FD Capital Management, a company member of ANEVAR.

The changes of the revaluation reserves during the financial year are presented below in Table no. 7

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**Table no.7 - Statement of changes in revaluation reserves**

| -lei - |   |                    |                    |
|--------|---|--------------------|--------------------|
| No.    | Explanations  | 31.12.2018         | 31.12.2019         |
| 0      | 1   | 2.                 | 3.                 |
| 1.     | Revaluation reserves at the beginning of the accounting year  | 159,208,984        | 135,089,259        |
| 2.     | Differences in revaluation reserves transferred into reserves as the assets are depreciated during the year and at deregistration of assets | (24,119,725)       | (4,620,593)        |
| 3.     | Revaluation differences recorded during the accounting year as a result of revaluation  | -                  | -                  |
| 4.     | <b>Revaluation reserves at the end of the accounting year (4=1+2+3)</b>   | <b>135,089,259</b> | <b>130,468,666</b> |

Reductions in the revaluation reserve during the year of 4,620,593 lei refers to the revaluation differences that have been transferred to the account 1175 - "Retained earnings representing the surplus from revaluation reserves", according to the provisions of IFRS, as the assets are depreciated, in accordance with the policy adopted by the *Company*.

Within 1990-1995, *UCMR*, like all state-owned companies, was forced to revalue the equity of the company and the increase of the registered capital in accordance with the methodology developed by HG 945/1990, HG 26/1992 and HG 500/1994. In 2012, by applying IAS 29 – "Financial reporting in hyperinflationary economies", began adjustment of the revaluation differences included in the registered capital, according to the regulations listed above, in total amount of 13,094,760 lei, amount that was reclassified to revaluation reserves included in the registered capital.

The *Company* did not keep all data related to historical cost (purchase) of tangible fixed assets and, therefore, cannot provide information of this kind (gross values at historical cost, depreciation).

### **Tangible fixed assets pledged and restricted**

The *Company* holds at the date of these financial statements pledged and mortgaged assets in favor of A.A.A.S. (taken over from A.N.A.F) and in favor of Serraghis Loan Management Ltd. (taken over from B.C.R).

On 31.12.2019 the net book value of the tangible assets representing Serraghis Loan Management Ltd. guarantee is 54,570,082 lei (31,225,212 lei constructions and 23,344,870 lei lands) and those of A.A.A.S. guarantee is 35,235,172 lei (25,891,662 lei for constructions and 9,343,510 lei for lands)

The value of the secured fixed assets decreased compared to the previous year as a result of the sale of the Mociur Platform, sale realized in the first part of the year 2019. The amounts obtained from the sale were distributed according to the held guarantees.

No new pledges or mortgages were introduced in 2019.

### **3.3 Financial assets**

Statement of equity papers held at other entities (affiliated), respectively of their value adjustments are shown in Table No. 8 below.

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**Table No. 8 – Investments (shares) in subsidiaries**

| -lei - |                              |               |               |
|--------|------------------------------|---------------|---------------|
| No.    | Explanations                 | 31.12.2018    | 31.12.2019    |
| 0      | 1                            | 2             | 3             |
| 1.     | S.C. MULTI-FARM Ltd., Resita | 17,000        | 17,000        |
|        | <b>TOTAL OF NET VALUE</b>    | <b>17,000</b> | <b>17,000</b> |

On 31.12.2019, *the Company* had the following subsidiaries:

**S.C. MULTI-FARM Ltd.**, a company registered in the Trade Register under no. J11/799/2004, in which *the Company* holds 70.8333% of the shares.

The main object of activity is the retail trade of pharmaceutical products.

Table No.9 below shows the statement of equity papers held by *the Company* in other entities.

**Table No. 9 – Equity papers held in other entities**

| -lei -                        |               |               |
|-------------------------------|---------------|---------------|
| Explanations                  | 31.12.2018    | 31.12.2019    |
| Romanian Commodities Exchange | 23,000        | 23,000        |
| <b>TOTAL</b>                  | <b>23,000</b> | <b>23,000</b> |

*The Company* has shareholding in Romanian Commodities Exchange (BRM), holding 23 shares with a nominal value of 1,000 lei per share, representing 0.29% of BRM capital.

**Other financial assets**

The performance bond guarantees are retained by customers for the goods supplied by *the Company*, which may be returned only after the deadlines, provided that all the contractual clauses are fulfilled.

Generally, 70% of the performance bond guarantee value shall be returned after concluding the minutes of putting into operation, and the difference of 30% will be returned at 24 months after commissioning.

The performance bond guarantees with maturity less than one year, amounting 11,083,139.62 lei, with the value of adjustment in amount of 10,913,542.57 lei related to guaranties due and unpaid on 31.12.2019 are included in the trade receivables. (see Note no. 4).

Table no.10 shows the statement of performance bond guarantees (other fixed assets).

**Table No. 10 - Performance bond guarantees recoverable in a period longer than 1 year**

| - lei - |  |                   |                   |
|---------|--|-------------------|-------------------|
| No.     | Explanations   | 31.12.2018        | 31.12.2019        |
| 0       | 1  | 2.                | 3.                |
| 1.      | Performance guarantees given to customers recoverable in a period longer than one year | 17,683,417        | 16,482,383        |
| 2.      | Debtors for the guarantees filed   | 4,398             | 4,332             |
| 3.      | Adjustments for impairment of other receivables  | -                 | -                 |
|         | <b>TOTAL (1+2+3)</b>   | <b>17,687,815</b> | <b>16,486,715</b> |

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**4. Receivables**

The statement on the main receivables and payables of *the Company* is presented below.

Table No. 11 below shows the statement of trade receivables and other receivables, respectively the adjustments (depreciation) thereof.

**Table No. 11 – Receivables and adjustments (their depreciations)**

- lei -

| No. | Explanations  | Balance at<br>31.12.2018 | Balance at<br>31.12.2019 | Liquidity term    |                |
|-----|---|--------------------------|--------------------------|-------------------|----------------|
|     |   |                          |                          | Under 1 year      | Over 1<br>year |
| 1   | Trade receivables                                       | 33,287,701               | 25,898,027               | 25,898,027        | -              |
| 2   | Value adjustments for depreciation of trade receivables | (20,858,446)             | (21,064,584)             | (21,064,584)      | -              |
| 3   | <b>Total net values for trade receivables (1 + 2)</b>   | <b>12,429,255</b>        | <b>4,833,443</b>         | <b>4,833,443</b>  | -              |
| 4   | Receivables to be collected from related parties        | 31,701                   | 31,701                   | 31,701            | -              |
| 5.  | Value adjustments for depreciation of other receivables | -                        | -                        | -                 | -              |
| 6   | <b>Total net values for other receivables (4+5)</b>     | <b>31,701</b>            | <b>31,701</b>            | <b>31,701</b>     | -              |
| 7   | Other receivables, of which:                            | 34,683,621               | 31,479,963               | 31,479,963        | -              |
| 7.1 | Deferred tax acc. to IFRS                               | 14,639,182               | 14,673,797               | 14,673,797        | -              |
| 8   | Value adjustments for depreciation of other receivables | (16,119,825)             | (16,112,988)             | (16,112,988)      | -              |
| 9   | <b>TOTAL NET VALUES OF RECEIVABLES (7+8)</b>            | <b>18,563,796</b>        | <b>15,366,975</b>        | <b>15,366,975</b> | -              |
| 10  | <b>TOTAL NET VALUES OF RECEIVABLES (3+6+9)</b>          | <b>31,024,752</b>        | <b>20,232,119</b>        | <b>20,232,119</b> | -              |

On 31.12.2019 the main customers stated on the in balance, from which *the Company* has to collect trade receivables are: Romelectro SA (898,533 lei), Plastomet SA (157,024.94 lei), S,S,H, Hidroserv Sector of hydropower services and repairs Sebeş (79,187 lei), S,S,H, Hidroserv Sector of hydropower services and repairs Bistriţa (73,698 lei), Reşiţa Reductoare si Regenerabile SA (68,810 lei), Public Service Directorate for Public and Private Domain Administration (81,117 lei).

In the case of doubtful debts, of the amount of 19,956,689 lei, S,S,H, HIDROSERV SA, which is still insolvent, is registered with the amount of 7,762,564 lei. *The Company* applied the principle of prudence and adjusted through depreciation the entire amount of doubtful debts.

Under "*Other receivables*" the highest values represent the receivables for deferred tax and the debtors from loans granted by *the Company*, respectively Sports Club UCM Resita, in amount of 14,727,010 lei (13,099,046 lei representing the balance of the loan granted and 1,627,964 lei the balance of the interest receivable), amount for which *the Company* made adjustments for depreciation since 2011.

According to the International Financial Reporting Standards, *the Company* has recorded deferred profit tax recognized as a liability for all taxable temporary differences.

Thus, the *Company* recorded at the end of 2019 deferred tax receivables in the total amount of 14,673,797 lei representing the deductible temporary differences related to the adjustments and



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provisions recorded at the date of these notes, as well as a debt in the total amount of 24,476,478 lei, representing the difference between the tax base and the tax amortization.

## 5. Stocks

### 5.1 Non-current assets held for sale

In December 2018, there were reclassified as held for sale the tangible assets on the Mociur Platform, resulting depreciation loss being of 11,439,716 lei.

In February 2019 it was realized the selling of the fixed assets held for the sale, in value of 11,875,402 lei, the net income from the sale being of 12,858,947 lei.

### 5.2 Stocks

The status and structure of current assets, such as stocks, is shown in the table no 12:

**Table No. 12 - Stocks and their value adjustments**

|          |  | - lei -             |                     |
|----------|--|---------------------|---------------------|
| No.      | Explanations   | 31.12.2018          | 31.12.2019          |
| 1        | Raw materials  | 8,175,977           | 6,329,020           |
| 2        | Materials  | 876,633             | 802,101             |
| 3        | Inventory items  | 604,017             | 739,768             |
| 4        | Packages and materials from third parties, raw materials and materials in progress of purchasing | 1,077,417           | 859,613             |
| 5        | Semi-finished products   | 1,665,621           | 1,665,621           |
| 6        | Production in progress   | 17,989,001          | 21,905,912          |
| 7        | Finished products  | 5,498,295           | 5,620,530           |
| <b>8</b> | <b>Total of gross value ( 1+2+3+4+5+6+7 )</b>  | <b>35,886,961</b>   | <b>37,922,565</b>   |
| 9        | Adjustment of value for raw materials  | (2,925,153)         | (2,660,225)         |
| 10       | Adjustment of value for materials  | (404,457)           | (386,308)           |
| 11       | Adjustment of value for inventory objects  | (261,129)           | (256,498)           |
| 12       | Adjustment of value for packages   | (17,882)            | (16,715)            |
| 13       | Adjustment of value for semi-finished products   | (1,577,761)         | (1,577,761)         |
| 14       | Adjustment of value for production in progress   | (7,415,183)         | (7,408,040)         |
| 15       | Adjustment of value for finished products  | (3,696,255)         | (3,675,239)         |
| 16       | <b>Total value adjustments (9+10+11+12+13+14+15)</b>   | <b>(16,297,820)</b> | <b>(15,980,786)</b> |
| 17       | <b>Total net value ( 8+16 )</b>  | <b>19,589,141</b>   | <b>21,941,779</b>   |

In 2019 stocks of raw materials and materials registered an increase of 2,003,542 lei (variation row 1 to row 12) mainly due to the fact that at end of the previous year there were supplied materials for Stejarul, Slatina and Clocotiș projects, materials that were used during the year at their execution. consumption of materials supplied.

Adjustments for the depreciation of raw materials and materials decreased by 288,875 lei (variation row 9 at 13), mainly due to consumption of materials for which adjustments were made in the previous periods.

The most important project started in 2019 and before this year, the execution of which will continue during the following year, CHE Stejaru, is the main reason for the increase in execution of 3,916,911 lei (variation line 6).

Adjustments for the depreciation of production in amount of 7,408,040 lei progress, on 31.12.2019 do not register modifications. The new projects were carried out in accordance with the contractual provisions so that the largest share in the total of the adjustments for the depreciation of the production under execution on 31.12.2019 is the same as the previous year for the following projects:

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The largest weight in total adjustments for depreciation of production in progress on 31.12.2019 is on the following contracts:

- Seymareh: 178,844 lei
- Lavours : 4,893,657 lei
- Middle Kolab: 389,220 lei
- Pașcani: 583,374 lei
- Căineni: 485,514 lei

The finished products registered a slight increase due to the completion of some items from the Stejaru project, which delivery time is in 2020 (row 7), and the variation of the adjustments for the depreciation of the finished products (row 15) is insignificant, the production being closely linked with the delivery.

## 6. Cash and cash equivalents

The statement on cash and credits committed is shown in Table No.13.

**Table No. 13– The available cash and credits committed**

- lei -

| No. | Explanations                                   | 31.12.2018       | 31.12.2019       |
|-----|--|------------------|------------------|
| 1.  | Bank accounts in Lei                           | 4,916,078        | 2,521,933        |
| 2.  | Bank accounts in foreign currency              | 1,024,398        | 55,740           |
| 3.  | Cash in hand                                   | 23,246           | 10,768           |
| 4.  | Treasury advances                              | -                | -                |
| 5.  | Short-terms deposits                           | 1,189            | 7,094,582        |
| 6.  | Other securities                               | -                | -                |
| 7.  | <b>Total cash in hand (1+2+3+4+5+6 )</b>       | <b>5,964,911</b> | <b>9,683,023</b> |
| 8.  | Restricted cash (account securities)           | 449,607          | 525,510          |
| 9.  | <b>Total deficit/surplus of account (7-8 )</b> | <b>5,515,304</b> | <b>9,157,513</b> |

## 7. Debts

The statement on the main debt (commercial, banking, budgetary obligations and other creditors) is shown in Table No. 14.

**Table No.14 – Summary statement of debts**

- lei -

| N<br>o. | Explanations  | 31.12.2018         | 31.12.2019         | Before<br>06.12.2011 | Currently          | Liquidity time      |              |                 |
|---------|---|--------------------|--------------------|----------------------|--------------------|---------------------|--------------|-----------------|
|         |   |                    |                    |                      |                    | Less than<br>1 year | 1-5<br>years | Over 5<br>years |
| 1.      | Amounts owed to credit institutions                   | -                  | -                  | -                    | -                  | -                   | -            | -               |
| 2.      | Advances received in account of orders from customers | 19,268,956         | 17,671,466         | 16,449,579           | 1,221,887          | 17,671,466          | -            | -               |
| 3.      | Trade payables  | 24,137,752         | 19,583,175         | 15,394,139           | 4,189,036          | 19,583,175          | -            | -               |
| 4.      | Bills payable   | -                  | -                  | -                    | -                  | -                   | -            | -               |
| 5.      | Loans and interests owed to the main shareholder      | 126,292,405        | 126,292,405        | 126,292,405          | -                  | 126,292,405         | -            | -               |
| 6.      | Other debts, including tax and social securities      | 537,182,650        | 535,741,576        | 412,291,891          | 123,449,685        | 535,741,576         | -            | -               |
|         | <b>TOTAL (1+2...+6)</b>                               | <b>706,881,763</b> | <b>699,288,622</b> | <b>570,905,220</b>   | <b>128,383,402</b> | <b>699,288,622</b>  | <b>-</b>     | <b>-</b>        |

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**7.1 Trade debts and advances received in account of orders from customers**

The amounts due to related parties are detailed in **Note no. 14**.

The main customer in the balance on 31.12.2019, from which advances have been received in the orders account, is Hidroelectrica SA- the subsidiary Hydro Power Plants Sibiu (project HPP Căineni), the amount for down payment being of 8,817,043 lei, the amount submitted in the Preliminary Table of Creditors.

From the point of view of the values of the contracts conducted in 2019, the main suppliers of raw materials and services are represented by: Romelectro SA Bucharest, Division Security and Protection Consulting & Security SRL Schitu, Sodexo Pass Romania SRL Bucharest, Miras International SRL Buftea, , Aquacaras SA Resita, Forja Rotec SRL Buzău, Hidarom SA Cîsnădie, Italinox Romania SRL Cluj Napoca from the domestic suppliers category, and from the external suppliers: Forgital Dembermiont SAS Franta, CNC TVAR SRO Cehia, Cogent Surahammars Bruks AB Suedia, Gebauer&Griller Metallwerk Gmbh Austria, Isovolta AG Austria.

**7.2. Amounts owed to credit institutions**

On 31.12.2019 *the Company* does not owe any amount to credit institutions.

Because of its insolvency at the date of these financial statements, *the Company* does not have access to financing from banks or non-banking financial institutions.

**7.3 Debts to shareholder, the state consolidated budget and other creditors**

The other debts, including tax and social security to be paid within a period of up to one year are shown in Table 15 below.

**Table No. 15 – Statement of debts to shareholder, the state consolidated budget and other creditors**

| No. | Explanations   | 31.12.2018  | 31.12.2019  | Out of which on 31.12.2019 |            |
|-----|--|-------------|-------------|----------------------------|------------|
|     |  |             |             | before 06.12.2011          | current    |
| 0   | 1  | 2           |             | 4                          | 5          |
| 1   | Associates, current accounts - loan                                | 102,707,107 | 102,707,107 | 102,707,107                | -          |
| 2   | Associates, current accounts - interest                            | 23,585,298  | 23,585,298  | 23,585,298                 | -          |
| 3   | Social security payable  | 122,600,044 | 133,251,519 | 84,471,426                 | 48,780,093 |
| 4   | VAT payable  | 63,923,363  | 63,265,614  | 31,180,469                 | 32,085,145 |
| 5   | VAT non-payable  | 12,039      | 12,039      | 12,039                     | -          |
| 6   | Wages taxes  | 13,676,858  | 15,645,612  | 11,737,442                 | 3,908,170  |
| 7   | Obligations to unemployment fund                                   | 7,194,783   | 7,194,783   | 7,164,877                  | 29,906     |
| 8   | Obligations to special funds, other taxes, charges and remittances | 228,066,047 | 231,298,817 | 197,189,545                | 34,109,272 |

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|    |   |                    |                    |                    |                    |
|----|---|--------------------|--------------------|--------------------|--------------------|
| 9  | Other creditors                                   | 100,068,911        | 83,474,078         | 83,473,563         | 515                |
| 10 | Retained performance bond guarantees              | 333,055            | 333,055            | 85,369             | 247,686            |
| 11 | Salaries and other personnel benefits             | 756,390            | 726,014            | -                  | 726,014            |
| 12 | Other payables to employees                       | 551,160            | 540,045            | 279,595            | 260,450            |
|    | <b>Total other debts (excluding bank credits)</b> | <b>663,475,055</b> | <b>662,033,981</b> | <b>541,886,730</b> | <b>120,148,035</b> |

The significant decrease recorded in the position *Other creditors* is due to the sale of the Mociur platform, the creditor Serraghis Loan Management gaining the amount of 5,798,816 lei (1,218,392 euros). By the address no. 5425 / 15.03.2019 sent to the Company the creditor agrees that after collecting at least 1,200,000 euros of the valorization of the guarantee represented by the Mociur platform, to diminish the debt recorded on the creditots table with its market value, according to the Evaluation Report, with the amount of 16,242,427 lei.

The total current debt includes also the deferred tax debt in the total amount of 23,736,954 lei.

By OUG 97/10.16.2013, the Authority for State Assets Management (AAAS), takes over the outstanding budgetary debts of *the Company*, managed by the National Agency for Fiscal Administration (ANAF). The object of this takeover is the budgetary claims listed in the Preliminary Table, or in the final one, of the insolvency proceedings, also the claims arising after the date of opening the insolvency proceedings until the effective date of the ordinance.

By letter no. 44DF0041/23.01.2015, *The Company* requested from the National Agency for Fiscal Administration (ANAF) a copy of the Minutes of handover of the receivables in order to reconcile the budgetary obligations owed to the two institutions, while the payments made by *the Company* after the date of insolvency, have not been operated on the payment sheet as requested by the Company, but the response from ANAF through letter no. 5705/16.02.2015 was that the document requested is an internal act that concerns only the two institutions above mentioned. As a result, the tax liabilities registered by the *Company* were not properly split between the 2 institutions and therefore the payer form of the Tax Administration could not be reconciled.

**Loans (financing) granted by the shareholder INET AG Switzerland**

The loans from the majority shareholder represent the amounts deposited by INET AG Switzerland under the privatization contract, according to which it has undertaken the obligation to provide *the Company* with the amounts needed for carrying out environmental investments (6,003,805 USD), investments for development (6,202,278 USD) and for the working capital (372,137 USD).

Part of these amounts was granted as contribution to the registered capital during the period 2004 – 2006, as follows:

- environmental investments 600,000 USD – in cash (1,860,296 lei);
- investments for development - 1,923,182 USD – in cash and by conversion of debts (5,687,452 lei);



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➤ working capital – 372,123 USD – in cash (1,170,933 lei).

The majority shareholder INET AG has no longer granted loans to *the Company* after entry into insolvency.

The situation of the amounts granted as loans by the majority shareholder INET AG is presented in Table No.16 below.

**Table No. 16 – Summary statement of the loans granted by the majority shareholder INET AG on 31.12.2019**

| No. | Explanations<br>(currency) | Value of loans<br>(currency unit) | Exchange rate<br>on 06.12.2011 -<br>date of<br>insolvency (lei /<br>currency unit) | Value of loans on<br>31.12.2019 (lei) |
|-----|----------------------------|-----------------------------------|--|---------------------------------------|
| 1.  | USD                        | 13,452,297                        | 3,2486   | 43,701,132                            |
| 2.  | CHF                        | 7,299,983                         | 3,5166   | 25,671,120                            |
| 3.  | EUR                        | 7,657,200                         | 4,3534   | 33,334,855                            |
|     | <b>TOTAL (1+2+3)</b>       |                                   |  | 102,707,107                           |

On 31.12.2019, the total interest calculated and recorded, related to loans granted by the majority shareholder is of 23,585,298 lei.

Both the loans and interests are revalued at the exchange rate on 06.12.2011, the date of insolvency of *the Company* and were enrolled in the Preliminary Table of Receivables.

**Facilities for payment of obligations to the State budget and the National Unique Social Health Insurance Fund**

*The Company* has benefited of some facilities for payment of obligations to the state budget, in balance on 31.12.2003; according to Common Order (OC) no. 6 of April 3, 2006, issued by the Ministry of Public Finance - the National Agency for Fiscal Administration (*MFP-ANAF*) and the Authority for State Assets Recovery (*AVAS*).

The fact that *the Company* fail to comply with one of the two requirements imposed by the two Orders ((*MFP-ANAF* and *AVAS*), namely to pay the current debts to the consolidated state budget, led to the loss of facilities.

Although, according to Art. 4 of the Common Order 6/2006, for the loss of facilities granted, ANAF must calculate the ancillary tax liabilities (interest and penalties) from the date of the loss of facilities, namely on 20.12.2009, it was found that in the Table of Creditors, ANAF entered with the ancillaries calculated from the date of *Company* 's privatization.

By letters no. 181/DF0000/30.03.2012 and no. 383/DF0000/06.06.2012, *the Company* requested to review the calculation method for ancillaries for the debits exempted or staggered by the Common Order No. 6/2006 and to reduce the debt stated in the Preliminary Table of Receivables.

To the date of these financial statements, *the Company* has not received any answer to these requests.

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**7.4 Debts related to leasing contracts**

On 31.12.2019 the Company no longer has signed leasing contracts.

**8. Provisions**

The situation regarding the provisions made and their evolution towards 31.12.2019 is showed in Table no. 17 below.

**Table No. 17 - Evolution of provisions in the accounting year 2019**

- lei -

| No. | Explanations  | 31.12.2018         | Increase         | Reduction        | 31.12.2019         |
|-----|---|--------------------|------------------|------------------|--------------------|
| 1   | Provisions for litigation                                       | 1,503,435          | -                | 18,750           | 1,484,685          |
| 2   | Provisions for costs within the guaranty period                 | 491,119            | 46,677           | 20,128           | 517,668            |
| 3   | Provisions for risk of debts payment to the state budget        | 187,289,970        | -                | -                | 187,289,970        |
| 4   | Provisions for costs required to dismantling of tangible assets | 41,054,471         | -                | -                | 41,054,471         |
| 5   | Provisions for risk s and expenses (suppliers)                  | 2,156,761          | 16,645           | 54,367           | 2,119,039          |
| 6   | Provisions for employee retirement benefits                     | 1,111,253          | 1,305,835        | 1,111,253        | 1,305,835          |
|     | <b>TOTAL (1+2+3+4+5+6)</b>                                      | <b>233,607,009</b> | <b>1,369,157</b> | <b>1,204,498</b> | <b>233,771,668</b> |

Provisioning for employees' benefits in 2019 were calculated in relation to persons who on 31.12.2019 meet the condition for retirement both for age limit or early retirement.

The provisions were constituted / diminished in accordance with the events that generated them.

**9. Structure of shareholding and equity**

The Company was privatized in December 2003, the company INET AG Switzerland buying 51% of the parcel of shares held by APAPS. On 31.12.2019, the company INET AG owns 96.7890% of total shares.

The value of the registered capital on 31.12.2019 was of 10,993,390.40 lei, representing 109.933.904 shares.

All shares are common and have the same voting rights, with a nominal value of 0.1 lei / share.

The situation on the structure by main categories of shareholders, equity and their evolution (the results of the accounting years) is show in Tables No. 18 and 19, below.

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**Table No. 18 – Structure of shareholding on 31.12.2019**

| No | Explanations                         | Number of shares<br>- pcs. - | Percentage in the registered capital<br>- % - |
|----|--------------------------------------|------------------------------|---|
| 1. | INET AG, Switzerland                 | 106,403,900                  | 96.7890                                       |
| 2. | Association of UCMR employees        | 662,638                      | 0.6028  |
| 3. | Other shareholders – legal persons   | 1,970,829                    | 1.7927  |
| 4. | Other shareholders – natural persons | 896,537                      | 0.8155  |
|    | <b>TOTAL</b>                         | <b>109,933,904</b>           | <b>100.0000</b>                               |

As the Romanian economy was a hyperinflationary economy until 31.12.2003, applying of IAS 29 – “Financial Reporting in Hyperinflationary Economies”, requires restatement of the registered capital elements, legal reserves, other reserves existing in the balance at the date of application for the first time of IFRS which were highlighted in the balance at historical cost, so that the registered capital and other reserves have been updated based on monthly price indices, as reported by the National Statistics Institute in the period 01.01.1991 - 31.12.2003.

Following the application of IAS 29, adjustment was done by restating the Financial Statements for the years 2010, 2011 and 2012, based on result carried forward in the account 118 “Result carried forward from the adoption of IAS 29 for the first time.

The adjustment, from the application of IAS 29, was performed on the reported result in the account 118 - "Retained earnings resulting from the adoption of IAS 29 for the first time.

On 31.12.2019 the Company had no bonds issued.

The Company is listed on Bucharest Stock Exchange since 1998, but as of 06.11.2011, the date of opening the general proceeding of insolvency, the company was suspended from trading.

The shares issued by the Company are registered, dematerialized, and they are administered by S.C. Central Depository S.A. Bucharest.

**Table No. 19 – Structure of equity and evolution of results for the accounting years 2018 and 2019, also of major adjustments on retained earnings**

| N o.     | Explanations                                    | 31.12.2018         | 31.12.2019         |
|----------|---|--------------------|--------------------|
| 0.       | 1.  | 2                  | 3                  |
| 1.       | Registered capital                              | 601.685.084        | 601.685.084        |
| <b>A</b> | <b>Total (1)</b>                                | <b>601.685.084</b> | <b>601.685.084</b> |
| 2.       | Revaluation reserves                            | 159.208.984        | 135.089.259        |
| 3.       | * Transfer of surplus from revaluation reserves | (24.119.725)       | (4.620.592)        |
| 4.       | * Use of revaluation reserves                   | -                  | -                  |
| 5.       | * Registration of revaluation reserves          | -                  | -                  |
| <b>B</b> | <b>Total (2+3+4+5)</b>                          | <b>135.089.259</b> | <b>130.468.666</b> |
| 6.       | Legal reserves                                  | 1.972.406          | 1.972.406          |

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|          |   |                        |                        |
|----------|---|------------------------|------------------------|
| 7.       | <i>Increases in legal reserves from the result of current accounting year</i>               | -                      | -                      |
| <b>C</b> | <b>Total (6+7)</b>  | <b>1.972.406</b>       | <b>1.972.406</b>       |
| 8.       | <i>Earnings representing surplus from revaluation reserves</i>                              | 231.063.651            | 255.183.376            |
| 9.       | <i>* Transfer of surplus from revaluation reserves</i>                                      | 24.119.725             | 4.620.592              |
| <b>D</b> | <b>Total (8+9)</b>  | <b>255.183.376</b>     | <b>259.803.968</b>     |
| 10.      | <i>Other reserves</i>   | 16.088.620             | 16.088.620             |
| <b>E</b> | <b>Total (10)</b>   | <b>16.088.620</b>      | <b>16.088.620</b>      |
| 11.      | <i>Loss carried forward</i>   | (1.694.022.337)        | (1.717.177.114)        |
| 12.      | <i>* Transfer of accounting year result to retained earnings account</i>                    | (23.154.777)           | (14,451,460)           |
| 13.      | <i>* Registration of accounting errors from previous years to retained earnings account</i> | -                      | (9.726)                |
|          | <i>Restatement of IFRS, of which:</i>   | -                      | -                      |
| 14.      | <i>* Adjustment of provisions for employees' retirement benefits</i>                        | -                      | -                      |
| 15.      | <i>* Reduction in deferred tax receivables recognized on the retained earnings account</i>  | -                      | -                      |
| <b>F</b> | <b>Total (11+12+13+14+15)</b>   | <b>(1.717.177.114)</b> | <b>(1.731.638.300)</b> |
| 16.      | <i>Profit sharing</i>   | -                      | -                      |
| 17.      | <i>* Account closure - profit sharing</i>   | -                      | -                      |
| 18.      | <i>* Increases in legal reserves from the result of current accounting year</i>             | -                      | -                      |
| <b>G</b> | <b>Total (16+17+18)</b>   | <b>-</b>               | <b>-</b>               |
| 19.      | <i>Profit / (Loss)</i>  | <b>(23.154.777)</b>    | <b>(14.451.460)</b>    |
| 20.      | <i>* Transfer of accounting year result to retained earnings account</i>                    | 23.154.777             | 14.451.460             |
| 21.      | <i>* Account closure - profit sharing</i>   |                        |                        |
| 22.      | <i>* Net result of current accounting year</i>  | <b>(14.451.460)</b>    | <b>(15.433.582)</b>    |
| <b>H</b> | <b>Total (19+20+21+22)</b>  | <b>(14.451.460)</b>    | <b>(15.433.582)</b>    |
|          | <b>TOTAL (A+B+C+D+E+F+G+H)</b>  | <b>(721.609.830)</b>   | <b>(737.053.138)</b>   |

#### 10. Revenues from current activity

The turnover for the year 2019 is 35,818,804 lei, out of which 7.82% was made on the European Union market and 92.18% in the country. Regarding the structure of turnover as of 31 December 2019, the revenue from the production sold represent almost 100% of this.

Tables No.20 and 21 below show the structure of revenues/sales on types and geographic areas.



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**Table No. 20 – Structure of revenues from current activities** - lei -

| No. | Explanations                    | 2018              | 2019              |
|-----|---------------------------------|-------------------|-------------------|
| 1.  | Revenues from sold production   | 54,403,556        | 35,816,331        |
| 2.  | Revenues from sale of goods     | 2,425             | 2,473             |
| 3.  | <b>TOTAL TURNOVER ( 3=1+2 )</b> | <b>54,405,981</b> | <b>35,818,804</b> |

**Table No. 21 – Revenues from current activities on geographic areas** - lei -

| No | Explanations             | 2018              | 2019              |
|----|--------------------------|-------------------|-------------------|
| 1. | Romania                  | 52,291,250        | 33,019,041        |
| 2. | European Union           | 2,114,731         | 2,799,763         |
| 3. | <b>TOTAL (1 = 1+2+3)</b> | <b>54,405,981</b> | <b>35,818,804</b> |

## 11. Expenses

The cost of sales for the years ended December 31, 2018 and 2019 is as follows:

| Explanations   | 2018              | 2019              |
|--|-------------------|-------------------|
| Raw material and materials                                     | 17,996,371        | 14,942,868        |
| Goods  | -                 | 0                 |
| Facilities   | 4,596,400         | 5,595,952         |
| Expenses with the personnel                                    | 25,697,931        | 26,831,740        |
| External services  | 1,624,144         | 1,028,498         |
| Value adjustments on fixed assets                              | 4,401,559         | 3,748,850         |
| Value adjustments on current assets                            | 54,826            | 1,365             |
| Expenses on provisions   | (8,382,288)       | 164,659           |
| Other expenses   | 11,483,212        | 11,958,396        |
| Changes in stocks of finished goods and production in progress | 445,140           | (4,037,231)       |
| <b>Total cost of sales</b>                                     | <b>57,917,295</b> | <b>60,235,097</b> |

The general administrative expenses for the years ended December 31, 2018 and 2019 are as follows:

| Explanations                                 | 2018              | 2019              |
|--|-------------------|-------------------|
| Raw material and materials                   | 379,025           | 293,713           |
| Facilities                                   | 274,392           | 270,233           |
| Expenses with the personnel                  | 6,410,271         | 6,525,669         |
| External services                            | 3,748,075         | 4,055,610         |
| Value adjustments on fixed assets            | 2,008,834         | 1,460,328         |
| Other expenses                               | 2,167,608         | 3,050,305         |
| <b>Total general administrative expenses</b> | <b>14,988,205</b> | <b>15,655,858</b> |

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## 12. Current and deferred profit tax

*The Company* uses the information from accounting and/or other information required by the tax legislation applicable to the calculation, assessment and declaration of its obligations to the consolidated state budget.

The profit tax is calculated and determined based on data and information from the accounting checking balances, being elaborated in this respect also the tax returns, in accordance with the applicable regulations in force.

On 31.12.2019, *the Company* recorded accounting loss in the amount of 15,433,582 lei, loss that will be covered from the profit of next years.

The monthly statements on taxes, contributions and fees payable to the consolidated state budget and local budgets were prepared and submitted within the time and in accordance with the requirements of the law in force.

Following the application of IFRS criteria for recognition and assessment of the balance sheet assets and liabilities, results temporary deductible or taxable differences between the accounting base and the tax base, differences that will result in amounts that are deductible or taxable in determining the taxable profit (or loss tax) in future tax periods, when the carrying amount of those assets and liabilities will be recovered or settled.

**Table No. 22 Deferred tax – detailed receivables and debts**

|   |                   | - lei -           |
|---|-------------------|-------------------|
| Centralization of deferred tax  | Receivables       | Debts             |
| Deferred tax in 2010  | 9,199,055         | 5,451,663         |
| Deferred tax in 2011  | 216,597,928       | 5,232,393         |
| Deferred tax in 2012  | (2,694,175)       | 4,208,882         |
| Deferred tax in 2013  | 4,310,146         | 4,122,918         |
| Deferred tax in 2014  | 1,756,322         | 2,390,235         |
| Deferred tax in 2015  | (572,388)         | 1,213,530         |
| Reversal of deferred tax receivable, erroneous recording when restating the year 2011 | (205,738,221)     | -                 |
| Deferred tax in 2016  | (4,552,092)       | 1,201,563         |
| Deferred tax in 2017  | (2,345,594)       | 906,125           |
| Deferred tax in 2018  | (1,321,799)       | (990,355)         |
| Deferred tax in 2019  | 34,615            | 739,524           |
| <b>Total receivables and debts recorded on 31.12.2019</b>                             | <b>14,673,797</b> | <b>24,476,478</b> |

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**Table No. 23 Calculation of deferred tax 31.12.2019**

| No. | Category / Explanations  | Carrying amount  | Tax base       | Temporary deductible differences | Temporary taxable differences | Receivables   | Debts          |
|-----|--|------------------|----------------|----------------------------------|-------------------------------|---------------|----------------|
| 1   | Cancellation of provisions for suppliers risks                                   | (18,750)         | -              | (18,750)                         |                               | (3,000)       |                |
| 2   | Cancellation of adjustments for depreciation of stocks                           | 1,305,835        | -              | 1,305,835                        |                               | 208,934       |                |
| 3   | Adjustments for depreciation of receivables                                      | (1,111,253)      | -              | (1,111,253)                      |                               | (177,800)     |                |
| 4   | Other provisions for risks   | 63,322           | -              | 63,322                           |                               | 10,131        |                |
| 5   | Cancellation of other provisions for risks                                       | (74,495)         | -              | (74,495)                         |                               | (11,919)      |                |
| 6   | Adjustments for non-current receivables - performance guarantees                 | 357,742          | -              | 357,742                          |                               | 57,238        |                |
| 7   | Cancellation of adjustments for non-current receivables - performance guarantees | (188,327)        | -              | (188,327)                        |                               | (30,132)      |                |
| 8   | Adjustments for depreciation of stocks   | 31,753           | -              | 31,753                           |                               | 5,081         |                |
| 9   | Cancellation of adjustments for depreciation of stocks                           | (348,787)        | -              | (348,787)                        |                               | (55,806)      |                |
| 10  | Adjustments for depreciation of receivables                                      | 382,340          | -              | 382,340                          |                               | 61,174        |                |
| 11  | Cancellation of adjustments for depreciation of receivables                      | (183,039)        | -              | (183,039)                        |                               | (29,286)      |                |
| 12  | Accounting amortization and tax amortization differences                         | 5,208,080        | 586,055        |                                  | 4,622,025                     |               | 739,524        |
| 13  | <b>TOTAL</b>   | <b>5,424,421</b> | <b>586,055</b> | <b>216,342</b>                   | <b>4,622,025</b>              | <b>34,615</b> | <b>739,524</b> |

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### 13. Information on employees, managers and directors

The management of *the Company* has decided not to disclose the information related to indemnities (salaries) of managers and directors.

On 31.12.2019, *the Company* had the structure of the personnel as shown in Table No. 24 below.

**Table No. 24 – Structure of employees**

| No. | Category                 | Number of employees |            | %          |
|-----|--------------------------|---------------------|------------|------------|
|     |                          | 31.12.2018          | 31.12.2019 |            |
| 1.  | Production personnel     | 603                 | 592        | 74         |
| 2.  | Administrative personnel | 218                 | 205        | 26         |
|     | <b>TOTAL</b>             | <b>821</b>          | <b>797</b> | <b>100</b> |

The executive management of the Company during 2019 was composed of:

- Mr. Cosmin URSONIU – General Director
- Mrs. Liliana Nicoleta IONETE - Human Resources and Economic Director
- Mr. Stefan VERDET - Director of Production

The executive management of the company was assigned on indefinitely period of time. On 31.12.2019, *the Company* has no obligation of any kind (credits granted or future liabilities such as guarantees, etc.) incurred to former members of the administrative, management or supervisory departments.

The expenses with the wages made by *the Company* in the accounting year 2019 are shown in Table No. 25 below.

**Table No. 25 – Expenses with the wages in the accounting year 2019**

-lei -

| No. | Explanations                                      | 01.01-<br>31.12.2019 |
|-----|---|----------------------|
| 1.  | Expenses with the wages of personnel              | 29,986,364           |
| 2.  | Expenses in kind and with vouchers for meals      | 2,570,176            |
| 3.  | Contribution of the company to social security    | 678,288              |
| 4.  | Other expenses on insurance and social protection | 122,581              |
|     | <b>TOTAL</b>                                      | <b>33,357,409</b>    |

### 14. Affiliated parties

In order to prepare these financial statements and presentation of transactions with affiliated parties (natural/ legal persons), the third parties are considered to be affiliated if one of them has the ability to control the other party or to exercise significant influence over the other party, in taking decisions on current operations with economic/ financial effects.



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In evaluating each possible relationship/transactions with affiliated parties, the emphasis is on the economic essence of the relationship and not necessarily on its legal form. For the purposes of the above, it is envisaged both the definition of affiliated parties in the Financial Reporting Standards, as well as those disclosed in the notes (point "F" in Presentation of Financial Statements).

**Table No. 26 – Third entities which meet the criteria to be defined as affiliated parties of the Company**

| No. | Explanations                            | Type of relationship (affiliation) |                      |
|-----|---|------------------------------------|----------------------|
|     |   | 2018                               | 2019                 |
| 1.  | INET AG, Switzerland                    | Majority shareholder               | Majority shareholder |
| 2.  | S.C. MULTI-FARM Ltd., Resita            | Subsidiary company                 | Subsidiary company   |
| 4.  | Romanian Commodities Exchange Bucharest | Affiliated entity                  | Affiliated entity    |

The situation of transactions with affiliated parties is presented in Tables No. 27, 28, 29 and 30 below.

**Table No. 27 – Sales / purchases of goods / services to and from affiliated parties**

- lei -

| No.                                | Explanations                   | 2018          | 2019          |
|------------------------------------|--------------------------------|---------------|---------------|
| <b>Sales of goods and services</b> |                                |               |               |
| 1.                                 | Affiliated entities            |               |               |
| 2.                                 | Subsidiary companies           | 12,105        | 11,949        |
| 3.                                 | Major shareholder              | -             | -             |
| 4.                                 | Others                         | -             | -             |
| 5.                                 | <b>Total sales (1+2+3+4)</b>   | <b>12,105</b> | <b>11,949</b> |
| <b>Purchases of goods/services</b> |                                |               |               |
| 6.                                 | Subsidiary companies           | -             | -             |
| 7.                                 | Affiliated entities            | -             | -             |
| 8.                                 | Major shareholder              | -             | -             |
| 9.                                 | <b>Total purchases (6+7+8)</b> | <b>-</b>      | <b>-</b>      |

The volume of sales and purchases to and from affiliated parties, excluding related VAT.

**Table No. 28 – Receivables (debit balances) to affiliated parties**

- lei -

| No. | Explanations                               | 31.12.2018       | 31.12.2019       |
|-----|--|------------------|------------------|
| 1.  | Subsidiary companies – trade receivables   | 17,556           | 28,174           |
| 2.  | Affiliated entities                        | -                | -                |
| 3.  | Major shareholder                          | 1,763,226        | 1,806,854        |
| 4.  | Others                                     | -                | -                |
| 5.  | Advances granted to affiliated entities    | -                | -                |
|     | <b>Total trade receivables (1+2+3+4+5)</b> | <b>1,780,782</b> | <b>1,835,028</b> |

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**Table No. 29 – Obligations (credit balances) to affiliated parties**

- lei -

| No. | Explanations                                 | 31.12.2018       | 31.12.2019       |
|-----|--|------------------|------------------|
| 1.  | Major shareholder                            | 1,292,481        | 1,292,481        |
| 2.  | Advances received from the major shareholder | -                | -                |
| 3.  | Advances received from affiliated entities   | -                | -                |
|     | <b>Total obligations (1+2+3+4+5)</b>         | <b>1,292,481</b> | <b>1,292,481</b> |

The receivables and obligations to affiliated parties are revalued at the exchange rate on 31.12.2019.

As the main shareholder INET AG asked to be enrolled in the Preliminary Table of Creditors, the amounts representing obligations to his remained reassessed at the date of 06.12.2011, the date of opening the insolvency proceeding for *the Company*.

**Table No. 30 - Associates - current accounts**

-lei -

| Explanations      | 31.12.2018  | 31.12.2019  |
|-------------------|-------------|-------------|
| Major shareholder | 102,707,107 | 102,707,107 |

Associates - current accounts represent the amounts granted as a loan during the period 2006 - 2011 by the major shareholder INET AG.

**Table No. 31 – Loans received from the major shareholder**

| Currency of the loan | Value of the loan in the currency granted | Exchange rate on 06.12.2011 - date of insolvency | Value of loan on 31.12.2019 in Lei, reassessed on 06.12.2011 |
|----------------------|---|--|--|
| USD                  | 13,452,297                                | 3.2486   | 43,701,132   |
| CHF                  | 7,299,983                                 | 3.5166   | 25,671,120   |
| EUR                  | 7,657,200                                 | 4.3534   | 33,334,855   |
| <b>TOTAL</b>         |   |  | <b>102,707,107</b>   |

Borrowings received from the principal shareholder are revalued at the exchange rate starting on the date of the Company's entry into insolvency, respectively on 06.12.2011, these being granted before that date.

At 31.12.2019 there were not registered loans granted to affiliated parties.

**15. Commitments (contractual obligations), guarantees and contingent liabilities (litigation)**

The key aspects of commitments and litigations that have affected or may affect the obligations of *the Company* in the future are outlined below.

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**15.1 Commitments and guarantees**

**a) Commitments on capital transactions (investments)**

According to the privatization contract, *the Company* had to make environmental investments, in amount of 6,003,805 USD and development investment, in amount of 6,202,278 USD.

Between 2004-2008 the *Company* made *environmental and development investments* totaling 40,500,000 lei (the equivalent of 15,238,000 USD), investments financed both by contribution from the major shareholder and by own sources.

On 31.12.2019 all commitments in investment were accomplished.

**b) Commercial Commitments received**

The Company has no credentials guaranteed contracts on 31.12.2019.

**c) Guarantees granted to third parties**

As of 31.12.2019, the Company does not have guarantees to third parties in the form of bank guarantee letters.

**15.2 Contingent liabilities and litigation**

**a) Actions at the law court**

**STATUS OF LITIGATIONS PENDING AT THE LAW COURTS ON 31.12.2019**  
**Table No. 32 - COMMERCIAL LITIGATION**

| No. | PARTIES                  | U.C.M.R.<br>S.A<br>IN<br>POSITION<br>OF | NO. of FILE   | LAW<br>COURT               | PROCESS<br>STAGE   | DELIVERED<br>SENTENCE                                   | AMOUNT /<br>OTHER<br>DATA |
|-----|--------------------------|---|---------------|----------------------------|--|---|---------------------------|
| 1.  | SC GIA Security          | Creditor                                | 1388/115/2012 | Law Court<br>Caras-Severin | By judgment in<br>civil matters no.<br>682/JS on<br>11.10.2012 was<br>ordered the<br>bankruptcy      | Time limit:<br>28.05.2020                               | 7,885.60 LEI              |
| 2.  | SC Extensiv<br>Company   | Creditor                                | 4181/115/2009 | Law Court<br>Caras-Severin | Civil sentence<br>no. 322 /<br>12.12.2019<br>orders the<br>closing of the<br>insolvency<br>procedure | Time limit:<br>09.05.2019<br>(for further<br>procedure) | 39,175.00 LEI             |
| 3.  | SC Conpex<br>Construct   | Creditor                                | 2253/115/2009 | Law Court<br>Caras-Severin | Insolvency<br>proceedings -<br>request for<br>enrolment in the<br>table of<br>creditors              | Time limit:<br>07.05.2020<br>(for further<br>procedure) | 98,914.84 lei             |
| 4.  | SC Hydro-<br>Engineering | Creditor                                | 5911/115/2013 | Law Court<br>Caras-Severin | Merits of the<br>case -<br>Bankruptcy<br>proceedings   | Time limit:<br>25.06.2020 (for<br>further proceedings)  | 126,633.68 lei            |

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|    |                                      |                      |                               |  |   |  |   |
|----|--------------------------------------|----------------------|-------------------------------|--|---|--|---|
| 5. | SC Libarom Agri                      | Creditor             | 29140/3/2012                  | Law Court Bucharest                              | Merits of the case - Insolvency proceedings   | Time limit: 13.05.2020 (for further proceedings)   | Requests the amount of 1,289,570,079.97 LEI. Allowable the amount of 3,706,200.00 LEI, according to the decisions in case no. 29140/3/2012/a1 |
| 6  | SC Reșița Reductoare și Regenerabile | Creditor             | 2391/115/2014                 | Law Court Caras-Severin                          | Merits of the case - Insolvency proceedings - reorganization  | Time limit: 07.05.2020 (for further proceedings)   | 79,701.28 LEI   |
| 7  | SC Reflex Impex                      | Creditor             | 2745/115/2014                 | Tribunalul Caraș-Severin                         | Merits of the case - Insolvency proceedings - request for enrolment in the table of creditors             | Civil sentence no. 215 / 11.07.2020 orders the closure of the reorganization procedure and the reinsertion of the  | 1.240,00 lei  |
| 8. | SC ISPH București                    | Creditor             | 38503/3/2014                  | Law Court Bucharest                              | Merits of the case - Insolvency proceedings - request for enrolment in the table of creditors             | Time limit: 29.05.2020   | 32,460.00 LEI   |
| 9. | SC IMB Miloș                         | Creditor             | 1088/115/2015                 | Law Court Caras-Severin                          | Merits of the case - Insolvency proceedings - request for enrolment in the table of creditors             | Time limit: 09.04.2020   | 18,200.46 LEI   |
| 10 | SC Zad Tiara                         | Creditor             | 1020/108/2015                 | Law Court Arad                                   | Merits of the case - Insolvency proceedings - request for enrolment in the table of creditors             | Time limit: 25.05.2020   | 17,721.38 LEI   |
| 11 | SC WMC Stahlbau                      | Creditor             | 1934/115/2015                 | Law Court Caras-Severin                          | Merits of the case - Simplified procedure of insolvency - request for enrolment in the table of creditors | Civil sentence no. 300 / 28.11.2019 closes the liquidation, approves the final report, orders the bankruptcy procedure to be closed, orders the cancellation of the debtor | 323,422.31 LEI rent and 131,518.31 LEI delay penalties  |
| 12 | Serraghis Loan Management LTD        | Respondent in appeal | 39129/3/2016<br>39129/3/2016* | Law Court Bucharest<br>Court of Appeal Bucharest | appeal against the measures of County Administration  | Merits of the case - Partially admits the appeal against the activity report of the judicial administrator   | Appeal - Dismisses the AAAS and UCMR appeals as unfounded   |
| 13 | SC Hidroserv SA                      | Creditor             | 36365/3/2016                  | Law Court Bucharest                              | Merits of the case - Insolvency proceedings   | Time limit: 24.06.2020   | 21,725,537.41 Lei   |
| 14 | Transenergo Microhidro SRL           | Creditor             | 22123/3/2017                  | Law Court Bucharest                              | Merits of the case - insolvency proceedings   | Time limit: 28.10.2020   | 47.016,00 lei   |



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|    |  |                                      |                      |   |   |  |   |
|----|--|--------------------------------------|----------------------|---|---|--|---|
| 15 | Culture House unions                           | Creditor                             | 3843/115/2013        | Law Court Caraș-Severin                               | Fund - Insolvency Procedure   | Time limit: 26.03.2020   | Culture House unions  |
| 16 | SC International Bearings Company SRL          | Plaintiff                            | BEJ Manolache Marcel | Enforcement   |   |  | 7.247,14  |
| 17 | SC Expres Inox SRL                             | Creditor                             | 4374/99/2018         | Law Court Iași  | Insolvency  | Civil sentence no. 322 / 12.12.2019 closes the liquidation, disp. cancellation of the debt   | 12.646,76 lei   |
| 18 | Hidroserv                                      | Defendant                            | 10001/3/2019         | District Court 1 Bucharest                            | Merits of the case – Civil Judgment 2640 / 20.09.2019   | Admits the objection of inadmissibility, dismisses the action as inadmissible.   | 12,000 lei claims, 4,708.80 lei late payment penalties and legal interest                         |
| 19 | Hidroserv-Plaintiff Hidroelectrica – defendant | Called under warranty                | 23953/3/2018*        | Law Court Bucharest                                   | Merits of the case – Judgement from 12.11.2019  | It accepts in principle the request for a guarantee call; deadline: 20.03.2020   | application for guarantee call for the amount of 18,717.80 lei, late payment penalties, inflation |
| 20 | AAAS   | Application for collateral guarantee | 75017/3/2011         | Law Court Bucharest                                   | Merits of the case  | Time limit: 16.06.2020   | the renewal of the guarantee held by AAAS on the immovable property of UCM Resita's patrimony     |
| 21 | AAAS, SC Sinaia SA                             | third-party garnishee                | 1106/299/2019        | District Court 1 Bucharest<br><br>Law Court Bucharest | Merits of the case – civil sentence no. 1283/12.03.2019<br><br>Appeal - Civil decision 287/11.11.2020   | Dismisses the AAAS's appeal to enforcement as unfounded<br><br>Dismisses the AAAS's appeal as unfounded  | Contest. Execut. Suspension of the execution - 1.293.591,74 euro                                  |
| 22 | AAAS   | respondent                           | 9376/3/2019          | Law Court Bucharest<br><br>Court of Appeal Bucharest  | Merits of the case – civil sentence no. 2896/14.05.2019<br><br>Appeal - Civil decision 1127/ 19.11.2019 | Dismisses the appeal as unfounded<br>Admits the appeal. Modifies the judgment under appeal: Admits in part the appeal filed by AAAS in connection with Rap. no.1 and the Distribution plan among creditors no.1 regarding the funds obtained from the capitalization of the Mociur platform debtor UCM Resita SA in the sense that it will be mentioned the distribution to AAAS of the sum of 3.739.508,44 (3.279.645,44 lei + 459.863 lei) | Appeal of Adm. county measures against the report and distribution plan no. 1                     |

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**Table no. 33 Civil/Criminal litigation**

| No. | PARTIES  | U.C.M.R.<br>S.A<br>IN<br>POSITION<br>OF | NO. of FILE                   | LAW<br>COURT   | PROCESS<br>STAGE  | DELIVERED<br>SENTENCE  | AMOUNT<br>/<br>OTHER<br>DATA                     |
|-----|--|---|-------------------------------|--|---|--|--|
| 1   | Chebutiu Adrian,<br>Preda Coriolan-<br>Adrian, SC AC<br>Management, SC<br>Kmobil –<br>defendants   | injured party                           | 48/P/2012<br>și<br>116/P/2016 | The Prosecutor's<br>Office attached to<br>I.C.C.J., NAD,<br>Timișoara<br>Territorial Service | File in phase of<br>criminal<br>investigation                 |  |  |
| 2   | Peia Gheorghe,<br>Peia Bogdan and<br>Dănoiu (former<br>Peia) Oana –<br>plaintiffs; TMK<br>and Romanian<br>State through the<br>Ministry of<br>Finance -<br>defendants  | Defendant                               | 1453/290/2016                 | Courthouse Reșița  | Merits of the case  | Suspended Decree<br>195/2020   | Finding<br>invalid legal<br>act                  |
| 3   | Iosif Leontina,<br>Local Council<br>Reșița   | Defendant                               | 4488/290/2017                 | Courthouse Reșița  | Merits of the case  | Time limit:<br>28.04.2020  | Action to be<br>taken                            |
| 4   | Ciortan Ioan și<br>Ciortan Nadia<br>Maria, Ciuraru<br>Ovidiu Marius and<br>Ciuraru Violeta<br>Florica, Kunschner<br>Elena and<br>Kunschner Renate<br>Maria Magdalena<br>The Romanian<br>State through the<br>Ministry of Public<br>Finance and the<br>Local Council of<br>Reșița | Defendant                               | 567/290/2018                  | Courthouse Reșița  | Merits of the case  | Suspended Decree<br>195/2020   | Judicial<br>division-exit<br>from the<br>tenancy |
| 5   | Cortan Ioan,<br>Ciortan Nadia-<br>Maria, Kunschner<br>Elena, Kunschner<br>Renate, Rom state-<br>ANAF, Local<br>Council Resita  | Defendant                               | 567/290/2018                  | Courthouse Reșița  | Merits of the case  | Time limit:<br>16.04.2019  | Judicial<br>division-exit<br>from the<br>tenancy |
| 6   | Peia Mihai   | Defendant                               | 398/290/2018                  | Courthouse Reșița  | Fund-Civil Action   | Rejects the action   | Civil action<br>usucaption                       |
| 7   | Aldea Tudor,<br>Aldea Maria  | Plaintiff                               | 5836/290/2018                 | Courthouse Reșița  | Merits of the case  | Suspended<br>Decree<br>195/2020  | Judicial<br>division                             |
| 8   | CNAIR –<br>CESTRIN   | objector                                | 3245/208/2019                 | Courthouse<br>Caransebeș<br>Courthouse Reșița  | Merits of the case –<br>Civil sentence no.<br>1290/30.10.2019 | Declines jurisdiction<br>in favor of<br>Courthouse Reșița<br>Time limit:<br>14.04.2020 | contravention<br>complaint                       |
| 9   | Szabo ALDEA Ion<br>Mihaly  | Plaintiff                               | 6166/290/2019                 | Courthouse Reșița  | Merits of the case  | Time limit:<br>19.03.2020  | Claims<br>3,359.7 lei                            |
| 10  | Șelaru Simona<br>Bianca  | Defendant                               | 7664/290/2019                 | Courthouse Reșița  | Merits of the case  | Time limit:<br>14.04.2020  | Contest.<br>Execut.                              |

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Further on, in several files, the Company filed an appeal for the execution and suspension of enforcement against the enforcement issued by ANAF, DGRFP Bucharest, the Fiscal Administration for Medium Taxpayers, which represents different pending cases.

We mention that there are 56 cases in the courts of law, in which the Company has the status of debtor or creditor but are suspended under the laws of insolvency, Law no. 85/2006, respectively the Law no. 85/2014. Also three files are suspended pursuant to art. 244, par. 1, point 2 of the Civil Procedure Code, until the settlement of some criminal cases.

***b) Taxation and Transfer Pricing***

The taxation system in Romania is in a phase of consolidation and harmonization with EU legislation; therefore, the tax legislation still allows different interpretations (texts formulated equivocal and/or insufficiently precise, inconsistencies with other regulative documents, etc.).

The practices for the financial statements remain open for inspection for five years.

*The Company's* management considers that the tax obligations included in these *financial statements* are properly set.

The tax legislation in Romania includes also rules on transfer pricing between affiliated parties.

The current legislative framework (the *Fiscal Code* and other specific regulations) establishes the principle of "market value" for transactions between affiliated parties, and the methods of transfer pricing.

Therefore, it is possible for the tax authorities to initiate checks on transfer pricing, to ensure that the fiscal outcome and/or the equity input value of goods are not distorted by the effect of the prices used in dealing with affiliated parties.

As the results of such checks are difficult to predict (quantify), the management of *the Company* is unable to assess/quantify the risks of transfer pricing.

***c) Environmental contingencies and other contingencies***

According to the privatization contract, *the Company* had to perform environmental investments in amount of 6,003,805 USD over the next five years from the date of privatization, also development investments in amount of 6,202,278 USD over the next seven years from the date of privatization.

The obligations concerning the environment, included in the privatization contract, were implemented by the authorities in the field, in compliance programs related to environmental authorizations, respectively in the planning programs of water management authorizations obtained by UCM Resita after privatization and updated since that date until present.

*The Company's* management considers that the investments enforced by the privatization contract were made and that there are no other obligations required in order to remove significant effects of historical pollution on the environment.

Compliance with the environmental requirements imposed by the privatization contract is proved by the fact that the environmental authorizations/water management are not including compliance programs/ planning programs.

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The environmental licenses held for the two industrial platforms on which *the Company* operates, are as follows:

- ABC Platform: Environmental authorization no. 166/12.10.2011 reviewed on 15.07.2013, valid until 12.10.2021 and the water management authorization no. 49/31.01.2018, valid until 31.01.2021.
- Călnicel platform: Environmental Authorization no. 96/25.11.2019, valid until 05.10.2019 and the Water Management Permit no. 218 / 22.06.2016, valid until 22.06.2019; valid for the entire period in which the annual visa is obtained by UCM Resita request to APM CS and the Water Management Authorization no. 430 / 31.10.2019, valid until the date of 31.10.2020.

Environmental permits are issued by the Caraș-Severin Environmental Protection Agency, and the water management is issued by the Banat Water Basin Administration, Timișoara.

According to Government Decision no. 780/2006 on the Emission Trading Scheme of Carbon Dioxide Scheme as of January 1, 2007, the economic agents owning installations in which a gas-emitting activity is carried out (EGES) must be authorized by the National Environmental Protection Agency. Through these authorizations, operators are required to monitor the emissions from their own activity quantitatively. SC UCM Resita S.A. is included in the list of economic operators that have installations that consume natural gas in operation and generate carbon dioxide emissions through heat production and heat treatment of parts. These facilities are located in two workplaces, on the ABC industrial platform and on the Călnicel industrial platform. In order to regulate greenhouse gas emission-generating activities, the Company is in possession of:

- Authorization no. 3 / 26.11.2012, regarding the greenhouse gas emissions for the period 2013-2020, revised on 13.11.2017, for ABC platform - issuer National Agency for Environmental Protection;

- Authorization no. 4 / 26.11.2012, regarding the greenhouse gas emissions for the period 2013-2020, revised on 13.11.2017, for the Călnicel platform - issuer National Agency for Environmental Protection.

Since 2007, for the control and reduction of emissions, the National Environmental Protection Agency / Ministry of Environment and Climate Change has allocated greenhouse gas emission allowances free of charge to the economic operators that generate them. For the 2013-2020 period, there was an initial allocation of a certain number of allowances, for which the basis of calculation was the activity carried out by the Company in the period before 2013 (proportional to the gas consumption needed for the production of thermal energy and for the thermal treatment of the processed parts).

For each calendar year elapsed, at the beginning of next year, according to the requirements of H.G. 780/2006, the Company has the obligation to return to the EGES Registry a number of certificates proportional to the activity carried out, respectively to the consumption of natural gas consumed. The difference between the adjusted number of certificates received and the number of certificates returned to ANPM / MMSC are those units that UCM Resita can trade at the market price.

The abandonment of the centralized heating system in recent years, namely the abandonment of the operation of the thermal power stations located on the ABC and Călnicel industrial platform, as well as the decrease of the productive activity level, led to the decrease of the gas consumption and implicitly to the lower quantities of gas emissions greenhouse effect. These reasons prompted the Company to receive a reduced number of greenhouse gas certificates compared to the initial allocation. Thus, the initial allocation was followed by adjusted allocations, proportionate to the work done each year so far, from 2013 to 2020.



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The situation of the initial allocation and the adjusted allocation for the EGES installations of the Company on the two industrial platforms is presented in the following table:

**Table 34 – Situation of certificate allocation for the period 2013-2020**

| Facility                     | 2013               |                     | 2014               |                     | 2015               | 2016               | 2017               | 2018               | 2019               | 2020               |
|------------------------------|--------------------|---------------------|--------------------|---------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
|                              | Initial allocation | Adjusted allocation | Initial allocation | Adjusted allocation | Initial allocation | Initial allocation | Initial allocation | Initial allocation | Initial allocation | Initial allocation |
| Industrial Platform ABC      | 8,243              | 4,122               | 8,100              | 1525                | 7,955              | 7,809              | 7,661              | 7,512              | 7,360              | 7,209              |
| Industrial Platform Călnicel | 3,663              | 1,953               | 3,600              | 1359                | 3,536              | 3,470              | 3,404              | 3,338              | 3,271              | 3,203              |

*Notes:*

EGES – Emissions of Gases with Greenhouse Effect

MMSC – Ministry of Environment and Climate Changes

ANPM - National Agency for Environmental Protection

The EU EGES Register - a standardized electronic database containing common data elements used to track the issuance, holding, transfer and cancellation of greenhouse gas emission certificates.

**Table 35. The situation of EGES certificates corresponding to the interval 2013 - 2019, in relation to the adjustment mode for the initial allocation in the interval 2013 - 2019**

| Instalații EGES | 2013                |                                     | 2014                |                                     | 2015                |                                     | 2016                |                                     | 2017                |                                     | 2018                |                                     | 2019                |                                     |
|-----------------|---------------------|-------------------------------------|---------------------|-------------------------------------|---------------------|-------------------------------------|---------------------|-------------------------------------|---------------------|-------------------------------------|---------------------|-------------------------------------|---------------------|-------------------------------------|
|                 | Adjusted allocation | Certificates remaining to be traded | Adjusted allocation | Certificates remaining to be traded | Adjusted allocation | Certificates remaining to be traded | Adjusted allocation | Certificates remaining to be traded | Adjusted allocation | Certificates remaining to be traded | Adjusted allocation | Certificates remaining to be traded | Adjusted allocation | Certificates remaining to be traded |
| PI ABC          | 4,122               | 2,911                               | 1,525               | 765                                 | 749                 | - 358                               | 1,471               | 284                                 | 1,443               | 346                                 | 707                 | - 401                               | 693                 | - 337                               |
| PI Călnicel     | 1,953               | 1,015                               | 1,359               | 582                                 | 1,335               | 527                                 | 1,310               | 624                                 | 643                 | - 78                                | 630                 | 5                                   | 618                 | 19                                  |
| Total           | 6,075               | 3,926                               | 2,884               | 1,347                               | 2,084               | 169                                 | ,2781               | 908                                 | 2,086               | 268                                 | 1,337               | - 396                               | 1,311               | - 318                               |

From the surplus of certificates between 2013 - 2019, regarding the greenhouse gas emissions issued from the free allocation for the period 2013 - 2020, UCM Resita SA decided, during the year 2019, to trade 4,500 certificates.

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**16. Management of risk**

Below is a summary of the nature of management activities and policies to control the risks.

**(i) Currency risk**

*The Company* operates in Romania, in an economic environment with strong fluctuations of the national currency against other currencies; therefore, there is a risk of depreciation of the value of net liquid assets expressed in domestic currency.

In recent years, the national currency (LEU) suffered devaluation against the EUR and the exchange rate LEU/EUR was of 4.7793 on 31.12 2019 compared to 4.6639 on 31.12 2018. Therefore, there is a moderate risk of depreciation of net monetary asset value expressed in domestic currency, the foreign exchange market in Romania regarding conversion of domestic currency in other currencies being organized by the rules and common practices strengthened in the last years and the role of BNR in this regard is very important.

Currently, there is no market from abroad to perform conversion of the domestic currency into other currencies. In this respect, in order to repay the credits opened in foreign currency and to manage the risks, *the Company's* management is concerned to maintain and, if possible, to increase the weight of products / services rendered to foreign customers.

**(ii) Credit risk (rates, interests)**

The management of *the Company* is concerned in monitoring the risks regarding management of bank credits and assessment of risks associated with them

Along the development of its activity, *the Company* is exposed to credit risk from trade receivables. *The Company's* management permanently monitors the degree of exposure to such risks, in order to keep it to a level as low as possible.

**(iii) Risk of market and economic environment**

Romanian economy is still in transition, the recession and global crisis affecting it significantly, even if there is some safety about the future development of policy and economic development through accession of Romania to the European Union.

The management of *the Company* cannot foresee the changes that will take place in Romania and their effects on the financial position, on the results of the activity or on the cash flows of *the Company* for the following accounting year, only within the limits of available information.

Eventual changes that could affect the internal conditions of Romania and the effect they could have on the activities of the customers of *the Company* and hence, on the financial position, on results and cash flows of *the Company* could not be taken into account in preparing the *financial statements*, only within the possible limits of predictability.

The economic recession and the crisis of the financial markets, beginning with 2007, has negatively affected the global economy and performance, including the financial markets, banking centers and consumer markets (industrial) in Romania, leading to an increased uncertainty about future economic development.

The current crisis of liquidity and crediting that began in mid-2008 led, among other things, to low and difficult access to capital market funding, lower liquidity levels in the Romanian

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banking sector, high interest rates on bank loans, including to an increase in inflation and adjustment of product prices.

The significant losses and disorders suffered by the international financial markets could affect *the Company's* ability to obtain new loans and refinancing under conditions similar to those applicable to previous periods and transactions.

Identification and evaluation of business opportunities, including the development (capital investment), influenced by the current state of economic recession (crisis), analysis of compliance with the crediting contracts and other contractual obligation, evaluation of significant uncertainties, including those related to the ability of *the Company* to continue to operate for a reasonable period of time, due to falling demand, all these are permanent tasks in attention of Company's management (*Official Receivers, Special Trustees, Directors*) for the purposes of identification, access and use of financial resources, respectively substantiation of possible future financial flows in order to support the principle of continuity.

The customers of *the Company* can also be affected by the crisis situations, the lack of liquidity which could affect their capacity to pay the current debts.

Impairment to customers' business and operating conditions may also affect grounding of cash flow provisions, respectively the analysis of *the Company's* financial assets (debts) depreciation

*The Company's* management cannot predict all events that could affect the industrial sector in Romania, respectively their impact on *the financial statements*, including in terms of compliance with the principle of business continuity.

The Company's management is constantly overseeing this exposure in order to keep the risk as low as possible. On 6 December 2011, in file 75017/3/2011, the Bucharest Court ordered the admission of the insolvency proceedings, leaving the Company the right to manage the business, to manage the assets, rights maintained under the supervision of the judicial administrator designated by the syndic judge - V.F. INSOLVENTA S.P.R.L.

By the closing of the meeting on May 29, 2012, the Consortium formed by V.F. INSOLVENTA S.P.R.L. and EUROINSOL S.P.R.L.

However, even under the above conditions mentioned in this **Note**, the management of *the Company* believes that this risk (market, economic environment) is not so high as to disable all other prerequisites and conditions considered when it was concluded that preparation of these *financial statements* (See also **Note No. 17**) was performed by observing the principle of continuity, as defined by the applicable law.

***Events and conditions with significant impact on business continuity***

At the meeting of the Board of Directors on 30.11.2011 was decided opening of insolvency proceedings with the intention to reorganize the activity, the necessary documentation in this respect being submitted to the Law Court of Bucharest.

By decision of the court dated 06.12.2011, the syndic judge ordered opening of insolvency proceedings with the intention to reorganize the activity. *The Company* has retained the right to conduct the activity, to administrate and to dispose of the equity assets rights held under the supervision of the Official Receiver. In order to reorganize the activity, *the Company* must submit a Restructuring Plan in accordance with the provisions of Law 85/2006 on insolvency proceedings.

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**Strategy and forecasts of the Company's management (Special Trustees, Directors) regarding continuation of activity and future cash flows**

**a) Contracts concluded, projects and sales (revenues) expected according to the strategy of the Company's management**

The Company is considering the high need of repair and modernization projects from S.C. Hidroelectrica S.A., knowing that most of the hydro power plants in Romania are at the end of their life, in addition, the design costs can be reduced significantly thereof, since such works/services have been made before.

Given the prospects of development of current activities (operational) and tightening of the general conditions of credit, the Company was developed a financial restructuring program designed to assure proper operation and compliance with the payment schedules negotiated or to be negotiated with the main categories of creditors.

The management of the Company supports his statement on the principle of continuity in preparing these financial statements also by the data and information presented below, namely:

- Contracts concluded and in progress (see Table No. 36 below);
- Strategic projects on the Romanian energy system or of other significant partners.

**Table No. 36 - Statement of contracts in progress over the years 2020, 2021 and 2022**

| Type of contract                | Currency | Value of contracts in progress (unit of currency) | Exchange rate on 31.12.2019 (lei / unit of currency) | Value with delivery in 2020 (lei) | Value with delivery in 2021 (lei) | Value with delivery in 2022 (lei) |
|---------------------------------|----------|---|--|-----------------------------------|-----------------------------------|-----------------------------------|
| EXTERNAL                        | EUR      | 329,200   | 4.7793   | 981,429                           | 301,932                           | 289,984                           |
| <b>TOTAL EXTERNAL CONTRACTS</b> |          |   |  | <b>981,429</b>                    | <b>301,932</b>                    | <b>289,984</b>                    |
| INTERNAL                        | EUR      | 5,438,521   | 4.7793   | 25,951,231                        | 41,092                            | -                                 |
|                                 | GBP      | 180,603   | 5.6088   | 1,012,966                         | -                                 | -                                 |
|                                 | RON      | 4,049,705   |  | 4,049,705                         | -                                 | -                                 |
| <b>TOTAL INTERNAL CONTRACTS</b> |          |   |  | <b>31,013,902</b>                 | <b>41,092</b>                     | <b>-</b>                          |
| <b>GRAND TOTAL</b>              |          |   |  | <b>31,995,331</b>                 | <b>343,024</b>                    | <b>289,984</b>                    |

The main contracts in progress at 31.12.2019 are:

- contract no. 161/2018 customer Energomontaj București HPP PdF I, ongoing value 372,016 RON
- contract no. 178/2019 customer Alro Slatina ongoing value 790,020 RON
- contract no. 33/2016 customer Romelectro Bucuresti, HPP Stejaru (final beneficiary Hidroelectrica), ongoing value 69,500 EURO (HG/GD 5 and 6);
- contract no. 33/2016 customer Romelectro Bucuresti, HPP Stejaru ongoing value 3,330,100 EURO (HG 2,3,4);
- contract no. 62/2016 customer customer Romelectro Bucuresti, HPP Stejaru (final beneficiary Hidroelectrica), ongoing value 102,090.50 EURO (spherical valve 2500);
- contract no. 62/2016 customer customer Romelectro Bucuresti, HPP Stejaru (final beneficiary Hidroelectrica), ongoing value 871,894.75 EURO (butterfly valve 4200);
- contract no. 116/2019 customer Silcotub Zalău, ongoing value 500,589.10 RON;



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- contract no. 182/2019 customer client Voith Hydro GMBH & CO KG Austria project Chaira, ongoing value 238,700.16 EUR

In order to support business continuity, we mention that beside the ongoing contracts mentioned above, there is the prospect of concluding contracts on domestic market, as follows:

- maintenance works LN4 CHE Dăesti, value 14,431,700 RON contract to be carried out in the period 2020 – 2021
- maintenance works LN4 CHE Vaduri, value to 17,000,000 RON contract to be carried out in the period 2020 – 2021
- reconditioning turbine rotor HA2 CHE Noaptes ongoing value of 848,925 RON, contract to be carried out in the period 2020
- equipment for turbine rotor Iron Gates PdF I, ongoing value of 3,351,000 RON in progress during the period 2020 – 2022.

On the external market there is expected to sign new contracts with:

- Voith Hydro GMBH & CO KG Austria, ongoing value 400,000 EUR contracts that will be carried out in the year 2020.

Also, important steps have been made for entering markets, other than those in hydropower field, since *the Company* has the required capacity to perform a wide variety of products (water pumps, irrigation pumps, electric motors, etc.) and welded assemblies (bridges, cranes).

**Other premises for the possibility to observe the principle of continuity**

*The Company*, which was created to support, almost entirely, the development of hydropower in Romania, being able to execute new and complex equipment and to repair or refurbish the equipment already in use, has a strategic position, a tradition and a special technical potential that can be considered as basic premises in the development of production activities and services in future periods.

Has specialists and on organizational system designed for commissioning and/or rendering of specialized services for the national hydropower equipment in operation, of which over 90% were designed and built at UCM Resita.

Still holds the necessary know-how and capability required for upgrading of equipment installed in the Romanian power plants, of which more than 80% have exceeded their lifetime and requires rehabilitation works.

Has the know-how required for the manufacture of spare parts necessary for proper operation of equipment, also the design and production capability for continuous upgrading of the solutions offered.

Moreover, starting with 2015, with the specialists employed in the design department, *the Company* is capable to provide the following types of engineering works:

- Design works for hydropower equipment:
  - ✓ Vertical synchronous generators, with outputs from 1 MW to 200 MW and speed of 62 rpm;

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- ✓ Vertical synchronous generators, with outputs from 1 MW to 200 MW; speeds from 62 rpm to 1,000 rpm and voltages from 6.3 kV to 15.75 kV;
  - ✓ Horizontal synchronous generators, with outputs from 1 MW to 15MW; speeds from 62.5 rpm to 1,000 rpm and voltages from 6.3 kV to 10.5 kV;
  - ✓ Synchronous generators horizontal, encapsulated, bulb type, with outputs from 1 MW to 30 MW; speeds from 62.5 rpm to 1,000 rpm and voltages from 6.3 kV to 10.5 kV;
  - ✓ Synchronous exciters with rotating diodes for the generators designed;
  - ✓ Conversion of DC exciters into exciters with rotating diodes;
  - ✓ Synchronous and asynchronous generators for MHP with outputs from 100 kW to 1MW;
  - ✓ Francis hydraulic turbines with outputs from 1 MW up to 200 MW and heads between 50 and 500 m;
  - ✓ Kaplan hydraulic turbines with outputs from 1 MW up to 200 MW and heads between 10 and 30 m;
  - ✓ Bulb-type hydraulic turbines with outputs from 1 MW up to 30 MW and heads between 3 and 15 m;
  - ✓ Pelton hydraulic turbines with outputs 1 MW up to 175 MW and heads between 50 and 750 m;
  - ✓ Hydraulic turbines for MHC with outputs between 100 kW and 1 MW;
  - ✓ Butterfly intake valves and pressure noose turbine with diameters between 1 m up to 5 m and heads up to 200 m water column;
  - ✓ Spherical intake valves with diameters between 0.5 m up to 2.2 m and heads up to 770 m water column;
  - ✓ Speed governors, oil pressure groups and facilities related to the hydro power units offered.
- Feasibility studies for new investments or refurbishment;
  - Technical expertise diagnostics for existing equipment in operation;
  - Review of projects for the works performed, validated by project verifiers certified on both mechanical and electrical segments;
  - Consultancy and technical assistance during installation work, commissioning and maintenance.

**Important events influencing the continuity of UCMR activity:**

A major problem faced by UCM Resita is the repeated postponement of the contracts already signed with Hidroelectrica, this being the main cause of the loss registered in 2019.

The *Company* contracts for 2019 budget with CHE Pașcani, CHE Dăești part of the project Stejaru were postponed for the year 2020. Regarding the contract for execution of the Căineni hydropower there are no certainties regarding the execution terms of the plant.

*The Company* shall seek further:

- to reduce the costs;
- to recover old receivables and to collect current receivables at maturity;

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- reducing and eliminating, as much as possible, the stock of both raw materials, materials, production, and finished products with slow movement;
- to optimize the organizational structure.

Given the strategic importance that UCM Resita has in the Romanian hydropower system, an importance recognized and permanently assumed at the level of governmental strategies, SPEEH Hidroelectrica SA has expressed its intention to take over some assets from the Company's patrimony.

In this respect, on 16.12.2019, in the Electronic System of Public Procurement (SEAP / SICAP) an auction was held in order to be awarded by Hidroelectrica SA the contract having as object "due diligence consulting services and evaluation of the assets of UCM Resita SA that will be taken over and used in the maintenance and modernization activities of SPEEH Hidroelectrica SA, the presentation of the optimum solution for carrying out the transaction, the transfer and integrity of the assets in Hidroelectrica, as well as assistance throughout the transaction. "

According to the SEAP / SICAP platform mentions, the selection of winners took place on 03.03.2020.

## **18. Subsequent Events**

On 05.03.2020 it was signed with SSH Hidroserv one of the delayed contracts from 2019, namely maintenance works LN4 CHE Dăesti, value 14,431,700 RON contract that will be carried out in the period 2020 – 2021.

Under the exceptional circumstances created by the spread of COVID 19 virus, taking into consideration the recommendations and measures taken by the authorities in order to prevent / limit its spread, the management of the Company ordered the reduction of the activity for the period 25.03.2020- 30.04.2020, in compliance with the provisions of art. 13 of Decree 195/2020: "measures will be taken to ensure continuity in supply, respectively extraction, production, processing, transport, distribution, supply, maintenance, support and repairs of resources and raw materials and / or semi processed materials necessary for the proper functioning of the national energy system, as well as ensuring the continuity of its functioning and of all the services of public utility. "

Thus, the individual employment contracts were suspended according to the provisions of art.52 paragraph 1 c and art.53 of the Labor Code in the sections, services and work places which

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activity does not directly and significantly influence the achievement of the contracts on role whose final beneficiary is Hidroelectrica, the largest and most important electricity producer in Romania.

This measure affects a total of 632 employees, of which 499 for the whole period (25.03.2020-30.04.2020), and the difference of 133 employees for shorter periods, depending on the specific of each job and securing the reporting requirements to various state authorities and institutions.

Special Trustee  
**Cosmin URSONIU**



Special Trustee  
**Nicoleta Liliana IONETE**