



**S.C. UAMT s.a.**

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**Management Report  
of Board od Directors**

**2018**



## **CAP.1. GENERAL PRESENTATION**

### **1.1. FUNCTIONING OF THE LEGAL CONDITIONS OF OPERATION**

SC UAMT SA, a company established on the basis of HG 1224 / 23.11.1990, specializes in: Manufacture of other parts and accessories for motor vehicles and motor vehicles "CAEN code 2932.

The Company has its registered office in Oradea, 8, Uzinelor Street, and is registered with the Trade Registry under no. J05 / 173/1991, having fiscal code RO 54620.

The main activity of the company is "production and sale of parts and subassemblies for means of transport, installation, equipment, technological equipment, SDVs".

It is a publicly owned company, according to the terminology provided by Law 297/2004 on the capital market, being registered with the National Securities Commission under the furniture registration certificate no. 3191 / 04.12.2006.

Since 1997 and during 2006, the shares of the company have been subscribed and traded on the RASDAQ stock market, bearing the symbol "UAM". Shareholders' records were held in 2010 by the Central Depository (former REGISCO) under contract no. 7778 / 01.03.2007. On 19.02.2007, the company was admitted to trading on a regulated market administered by S.C. Bucharest Stock Exchange S.A.

From the point of view of the preparation of the financial statements, the Company applies the Order 2844/2016 issued by the Ministry of Public Finance for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards applicable to companies whose securities are admitted to trading on a regulated market. The auditing of the financial statements of the year 2018 was carried out by S.C. Leocont Expert S.R.L. on the basis of the addendum no.2 / 09.12.2016 to the contract no. 6 December 01, 2010, valid until December 2018.

During the financial year 2018 there were no events of the nature of the merger or reorganization of the trading company.

## 1.1. MANAGING THE SOCIETY

During 2018 the company was managed by a Board of Directors, originally formed of three members, amended from 15.11.2018 to five members as follows:

- until 15.11.2018
- Doina Olimpia STANCIU - Chairman of the Board of Directors
- Simona FURTOS - member of the Board of Directors
- Bogdan Ciprian STANCIU - member of the Board of Directors
- after 15.11.2018
- Doina Olimpia STANCIU - Chairman of the Board of Directors
- Ioan STANCIU - member of the Board of Directors
- Horia Adrian STANCIU - Member of the Board of Directors
- Bogdan Ciprian STANCIU - member of the Board of Directors
- Simona FURTOS - member of the Board of Directors

The executive management of the company was assured by a managerial team, a team that during the year 2018 had the following composition:

- Razvan Ionut POPESCU - General Manager,
- Nicolae RADU - Deputy General Manager,

In 2018, a constant concern of the Board of Directors was to optimize the decision-making process at executive management level and to improve communication in order to implement the Board's measures and decisions with increased efficiency and efficiency in order to maximize the results achieved in the work carried out and to minimize the effects of the economic crisis .

The Board of Directors has pursued the implementation of the proposed activity program for 2018, the implementation of the monthly and quarterly revenue and expenditure budget and the approved investment and repair program.

In 2018, the Board of Directors convened in board meetings and issued management measures for the company. The measures and decisions taken included all activities in the company, namely production and trade, investment and repair, human resources, economic and financial activity and internal audit and control.

All efforts of the Board of Directors and the executive management have been oriented towards the company's mission of providing quality services, developing the

technical-material base, rehabilitating and modernizing the existing one through a coherent and consistent investment program under the conditions of a real protection of the environment.

The anticipated and organizational effort of the Board of Directors has materialized in future company development programs, IT programs, personnel promotion and recruitment programs and product quality enhancement, procedures systems for the main activities of society and reconsideration of its organizational structure .

Please note that the company is not aware that the persons presented have been involved in litigation or administrative proceedings over the past 5 years, or have had restrictions on senior management positions within the company.

## 1.2. SOCIAL CAPITAL AND ACQUISITION STRUCTURE; ACTIONS

### 1.2.1 Share capital and shareholder structure

The subscribed and paid-up capital as of 31.12.2018 is 17,766,860 lei representing 39,481,911 shares at a nominal value of 0.45 lei / share.

The structure of the shareholding structure as of 31.12.2018, as compared to 31.12.2017, is as follows:

Aționari		Număr acțiuni	Valoare (lei)	Procente
TOTAL conform Depozitarului Central la <a href="#">31.12.2017</a> , din care:		39,481,911	17,766,860	100%
1.	ASOCIAȚIA "PAS-UAMT"	14,081,168	6,336,526	35.67%
2.	Persoane juridice	4,234,787	1,905,654	10.73%
3.	Persoane fizice române și străine	21,165,956	9,524,680	53.60%

TOTAL conform Depozitarului Central la <a href="#">31.12.2018</a> , din care:		39,481,911	17,766,860	100%
1.	ASOCIAȚIA "PAS-UAMT"	14,081,168	6,336,526	35.67%
2.	Persoane juridice	4,735,622	2,131,030	11.99%
3.	Persoane fizice române și străine	20,665,121	9,299,304	52.34%

At the end of 2018 the administrators held together 12,991,640 shares (32.61% of the share capital).

All actions of society are nominative, ordinary, dematerialized and indivisible.

S.C. UAMT S.A. were traded on 31 May 2007 on the Bucharest Stock Exchange. Lately, the company's policy has been to reinvest the profit, the company needing capital resources to meet its investment objectives, thus not dividing dividends. According to the decisions of the General Government, no dividends were distributed for the precedents, the net profit being distributed as a source of financing for the support and completion of the modernization process of the company.

Since the establishment and until now, there has been no decision on the acquisition of own shares.

The Company did not issue bonds or other debt securities in 2018 or earlier this year, so it has no obligations towards the holders of such securities.

### **1.2.2 Corporate Governance Code Statement**

SC UAMT SA has shares listed on BVB Bucharest. As a result, the company applies all the legal provisions in force on corporate governance, updated Law 31/1990, OMFP 2844/2016 for the approval of Accounting Regulations in accordance with International Accounting Standards, NSC Regulation No. 1/2006 on reporting, BSE regulations etc. All these acts are public.

The company is in the process of implementing the corporate governance code and is largely applying its general provisions.

The management of SC UAMT SA certifies that there are no situations where the company has distanced itself from the provisions of the corporate governance code that applies to it.

The company manages the accounting in accordance with the legislation in force and has an integrated IT system that stores all transactions. There are specially appointed and qualified persons who have the responsibility to prepare financial statements in compliance with the statutory accounting policies adopted by the company. The financial reports are verified by the Chief Financial Officer, the General Manager and, where appropriate, approved by the Board of Directors. The company has a contract with an authorized financial auditor, as required by law. It verifies the financial reports in all situations provided by the legislation in force.

The General Assembly has the attributions stipulated by Law 31/1990 with the related amendments and by the company's constitutive act in force at the date of holding the respective General Assembly.

In the course of its activity and in the reporting to the regulated market surveillance institutions, SC UAMT SA does not depart from the corporate governance code.

Within the company there is implemented an internal control system, with the main activities being established working procedures. The functions that internal control exercises in society, but not limited to, are:

- examining the legality, regularity and compliance of operations, identifying errors, waste, malpractice and fraudulent management and on these bases, proposing measures and solutions for the recovery of damages and sanctioning the culprits, as appropriate;
- supervising the functioning of decision-making systems, planning, programming, organizing, coordinating, monitoring and controlling the implementation of decisions;
- assessing the efficiency and effectiveness with which the existing management and execution systems at the company level use financial, human and material resources to achieve the objectives and achieve the results;
- identify weaknesses in management and control systems and the risks associated with such systems, the programs / projects or operations and propose measures for their correction and mitigation. Internal control is ensured at all levels by the executive management of the company.

This Report and the Financial Statements for the financial year can be found on the Company's website [www.uamt.ro](http://www.uamt.ro).

## **CAP. 2. ANALYSIS OF THE BUSINESS ACTIVITY OF THE SOCIETY**

### **2.1. ANALYSIS OF THE BUSINESS ACTIVITY OF THE SOCIETY**

*a) Description of the basic business activity of the company;*

S.C.UAMT S.A. has as object of activity the "production and sale of parts and assemblies for transport means, castings made of non-ferrous alloys, installation of equipment, machinery, technological equipment, SDVs".

*b) Description of acquisitions and / or disposals of assets:*

Acquisitions and disposals of assets made by the company during the economic and financial year 2018 are as follows:

Tangible Assets:

**Cost**

31 decembrie 2018	Terenuri	Construcții	Instalații tehnice și mașini	Alte instalații , utilaje și mobilier	Imobilizări corporale în curs	Avansuri	TOTAL
Sold inițial	13,894,897	18,074,521	31,977,679	143,854	1,734,807	6,581,891	72,407,649
Intrări	0	0	1,736,659	3,923	15,340,157	4,704,203	21,784,942
Ieșiri	0	0	1,439,002	0	1,422,705	9,397,787	12,259,494
Sold final	13,894,897	18,074,521	32,275,336	147,777	15,652,259	1,888,307	81,933,097

**Ajustări**

31 decembrie 2018	Terenuri	Construcții	Instalații tehnice și mașini	Alte instalații , utilaje și mobilier	Imobilizări corporale în curs	Avansuri	TOTAL
Sold inițial	0	0	1,377,307	0	0	0	1,377,307
Ajustari de valoare reprezentând amortizare și depreciere	0	1,616,172	6,680,963	53,910	0	0	8,351,045
Ajustări de valoare aferente mijloacelor fixe ieșite	0	0	1,403,030	0	0	0	1,403,030
Sold final	0	1,616,172	6,655,240	53,910	0	0	8,325,322

Valoarea netă a mijloacelor fixe la 31-Dec-18	13,894,897	16,458,349	25,620,096	93,867	15,652,259	1,888,307	73,607,775
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Intangible assets:

<b>Cost</b>	<b>2018</b>	<b>2017</b>
Sold inițial	2,216,883	2,030,017
Intrări	2,248,079	407,763
Ieșiri	1,550	220,897
Sold final	4,463,412	2,216,883

<b>Ajustări de valoare</b>	<b>2018</b>	<b>2017</b>
Sold inițial	693,322	574,982
Ajustări de valoare reprezentând amortizare și deprecieri	180,226	131,505
Ajustări de valoare aferente ieșiri imob. necorporale	1,550	13165
Sold final	871,998	693,322
Valoarea netă a imobilizărilor necorporale	3,591,414	1,523,561

*c) Description of the main results of the company's business evaluation.*

**1.1.1. General evaluation elements:**

<b>Indicatori</b>	<b>2018</b>	<b>2017</b>
Cifra de afaceri	170,059,988	145,184,343
Export	4,687,530	2,141,788
% din total cifra de afaceri		
- export	2.76%	1.50%
- intern	97.24%	98.50%
Profit net	1.977.555	5,763,594

**1.1.2.. Assessing the technical level of the company:**

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

*a) the main market for each product or service and the distribution methods;*

In Romania, for a series of products of the current manufacturing range, the UAMT company is the main supplier of domestic automobile manufacturers. However, it is



noteworthy that there is a tendency to intensify competition in the field of activity of society, which requires from society a determined action to counteract this phenomenon through an active policy of upgrading and modernizing the products.

This is possible with the help of convenient sources of funding, namely from non-reimbursable loans from the European Union or from the Romanian Government.

The main products of the company are:

- Stamped landmarks;
- Anticorrosive protected highlights by electrochemical coating or painting by the cataphoresis process;
- Car components;
- SDV;
- Car parts.
- Injected landmarks

The market for the company is divided into three main segments:

- industrial customers:
- vehicle installers:
- customers for auto parts:
- service and trading companies;
- Customers for SDVs

*a) the influence of each category in the company's revenues and expenses;*

	<b>2018</b>	<b>2017</b>
Venituri din producția vândută	164,237,328	143,067,144
Venituri din vânzarea mărfurilor	5,822,659	2,117,208
Alte venituri, inclusiv variatia stocurilor	337,946	10,686,042
Total venituri din exploatare	170,397,933	155,870,394
Consumuri materiale	119,574,759	110,868,630
Costul mărfurilor vândute	5,303,554	1,968,157
Cheltuieli de personal	29,103,572	24,681,740
Cheltuieli privind amortizările	8,650,243	7,279,435
Alte cheltuieli	4,860,040	3,495,133
Total cheltuieli de exploatare	167,492,168	148,293,095

*b) new products envisaged for which a substantial amount of assets will be affected in the next financial year as well as the stage of development of these products*

The capacitive analysis of SC UAMT SA highlights the need for investments in modern equipments, SDVs and assembly equipments to support the increase in the expected rate, but also to anticipate potential market-driven "leaps". Apart from the increased production volumes for the Dacia models and other new models launched so far, for our company, the launch of new models in the factory creates the opportunity to diversify the range of UAMT products.

### **1.1.3. Assessment of the technical and material supply activity (indigenous sources, import sources)**

In 2018 the supply activity was based on firm orders with suppliers from Romania, within the U.E. and from outside U.E.

The main suppliers of raw materials and materials of the company according to the share in the volume of supply expenditures for 2017 are presented in the table below.

<b>Furnizor</b>	<b>Pondere în planul de aprovizionare pe 2018+ [%]</b>	<b>Pondere în planul de aprovizionare pe 2017 [%]</b>
Furnizori din România	70%	67%
Furnizori din Uniunea Europeana	23%	30%

Stocks of raw materials and materials are at the minimum. Due to the systematic supply, no gaps are created in the stock of raw materials and materials.

Supply of raw materials is mainly done directly from direct suppliers or distributors, thus negotiating favorable prices for the company. Prices are well correlated with quality.

### **1.1.4. Valuation of sales activity**

*a) Description of the evolution of sequential sales on the domestic and / or external market and of medium- and long-term sales prospects:*

In 2018, product sales have been increasing compared to 2017.

The main market for the company's products is the car market, accounting for 99% of total sales in 2016.

Exports are largely intra-Community supplies.

In the medium and long term the company's marketing policy is to maintain traditional customers and to enter new market segments.

*b) Description of the competitive situation in the field of activity of the company, the market share of the products or services of the company and of the main competitors;*

The general practice in the automotive fitter market is to accommodate several parts and subassemblies supplying companies.

As a result of the very important and long-lasting process of agreement, the notion of competition becomes irrelevant, since the approved firms remain on the market as long as they manage to meet the quality and price requirements of the car installer within the life of vehicle.

In particular, the competition was manifested in the selection of suppliers agreed by DAMA's main client, Dacia-RENAULT, as the products for equipping Dacia vehicles are complex and require high costs for assimilation in manufacturing, validation and assurance of the necessary manufacturing capacities. Once this stage has been overcome, competition has been substantially reduced, with potential suppliers changing only in exceptional cases (bankruptcy, grave quality problems, major innovations, significant price jumps, etc.).

Also, once the company has been nominated as a Renault 1 supplier, it also holds a privileged position in the spare parts market, both in terms of legislative provisions for consumer protection and in terms of product promotion.

In this market segment, however, we are constantly in competition with multinationals in the automotive industry.

*c) Description of any significant dependence of the company on a single customer or on a group of clients whose loss would have a negative impact on the company's income;*

Dependence on the Dacia-Renault customer was greatly diminished in 2018, and in the coming years this addiction will be further diminished as the Company becomes an

authorized supplier (or principal or rank 1 or nominated, depending on the car manufacturer whose vendor agrees) of other major car manufacturers.

### 1.1.5. Evaluating employee / company staff issues

a) *Specifying the number and level of training of the company's employees as well as the degree of unionisation of the workforce;*

The forecasts for the year 2019 lead to the conclusion that during this period the company will have to carry out its activity with an average number of employees of about 480-500 people determined by the volume of production.

The degree of unionisation of the workforce is about 40%.

The general qualification of the personnel is high, being generally satisfied with the needs of the society and permanently improved by practical actions on operations and products.

The current organizational structure is of a pyramidal type, with the competencies and responsibilities given at different levels being specified by the "Organization and Functioning Regulations" and "Job Forms".

At the end of 2018, compared to 2017, the structure of the employees by type of activity is the following:

	Nr. efectiv de personal	
	2018	2017
Total personal productie	385	445
Personal TESA	103	78
Total personal	488	523

From the data presented above, the number of employees in 2018 decreased compared to the previous year.

b) *Describe relationships between manager and employees as well as any conflicting elements that characterize these relationships;*

Relationships between management and employees are normal, without the collective actions of contesting programs and managerial achievements.

### **1.1.6. Evaluating issues related to the impact of the issuer's core business on the environment**

UAMT SA has the integrated environmental permit and the updated water management permit.

The basic activities of the company have an insignificant impact on air, water, soil. The determinations made show that there are no exceedances of the limit values set by the legislation in force for any of the measured pollutants, both for emissions to air and emissions of pollutants into the atmosphere. By upgrading the wastewater pre-treatment plant all specific pollutants are within the limits set by the legislation. Since the free surface inside the unit is mostly concreted, including industrial waste dumps, there can be no significant changes in the structure and quality of the soil.

According to the above, it appears that the impact of the activities of the AMMAT does not constitute significant pollution.

This is not the case for existing or envisaged litigation regarding violation of environmental legislation.

The annual environmental report for Bih APM for the year 2018 is being prepared and submitted.

### **1.1.7. Evaluating research and development**

SC UAMT SA will continue in 2019 the R & D policy as a prerequisite for consolidating and improving this activity with direct implications on the development possibilities of the company (the portfolio of clients and products, turnover).

### **1.1.8. Evaluating the business of the company on risk management**

*Description of the company's policies and objectives regarding risk management.*

The 2018 results are relatively good in relation to turnover, due to the measures taken through cost management policies, out of which:

o the continuous development and promotion of products that will lead to increased customer satisfaction in conditions of economic profitability

reducing and optimizing utility consumption

- o the efficient management of the human resource in correlation with the production capacities at the lowest achievable cost
- a rhythmic supply and minimal storage of raw materials and consumables
- to streamline cash flows through debt and debt settlement measures
- o hiring costs in correlation with the timing of revenue in close co-ordination with availability
- o hiring maintenance and repair works at advantageous prices

#### **1.1.9. Prospective elements of the company's business**

a) Presentation and analysis of trends, elements, events or uncertainty factors affecting or likely to affect the liquidity of the company compared to the same period of the previous year.

We believe that in 2019 we have the possibility of achieving higher incomes than those in 2018. However, given the general rise in raw material prices and inherent wage increases, we estimate a net profit lower than that achieved in 2018 , mainly due to:

- the introduction of new products in the factory, from several car manufacturers, which require time to optimize the production process;
- rising raw material prices, utilities and other services provided by third parties
- the substantial increase of the personnel expenses;
- maintaining the actual or modest increase in sales prices of finished products and services provided by the company (at a lower rate than the cost growth rate).
- Continuing the technical updating policy of the company by replacing the equipment that has been overcome morally and technically.
- the implementation of new technologies in order to diversify the production and especially the quality improvement of their own products.

The forecasts for the future in this field are largely influenced by the policy and objectives expressed by car manufacturers that are the company's customers, constantly reducing manufacturing costs for cars in their manufacturing ranges, and the current trend towards electrification of individual car transport.

The economic and financial situation of the company this year had a satisfactory trend.

The objectives to be achieved through the company's 2018 business plan are:

- Continuing structural adjustment according to the actual dimensions and developments of the current markets of society;
- Continue the structural and technological upgrading of the company to align it with the requirements imposed by motor vehicle installers;
- intensifying efforts to identify and penetrate new external market segments and new products from other areas of activity;
- Continue to re-technologize the company by accessing new government funds for investment;
- Put emphasis on the training of human resources at the level of the current requirements;
- continuing to diversify the portfolio of major clients.

b) Presenting and analyzing the effects of current or anticipated capital expenditures on the financial position of the company compared to the same period last year.

During 2018, the company continued its investment policy on the basis of the approved modernization project.

The company will continue the modernization process in 2019, reinvesting the proposed profit for distribution to other reverts, respectively to its own sources of financing

## **2. Tangible assets of the company**

*2.1.. Specification of the location and characteristics of the main production capacities owned by the commercial company.*

The company is located in northwestern Romania in the city of Oradea at 8 km from the Romanian-Hungarian border, in the immediate vicinity of the European road E60, with means for supply and delivery on both the railway and the car.

The company is based in Oradea, Uzinelor Street, no. 8, and is registered with the Bihor Trade Register, under the number J 05/173/1991.

The value of the up-to-date updated share capital is 17,766,860 lei.

The technical equipment of the company is located in the field of fine mechanics. The company uses the following categories of technological processes:

- mechanical machining (turning, milling, drilling, leveling and rounding) on classic and specialized CNC machines
- Cold pressing operations;
- injection of plastic parts (polyethylenes, polyacetals, polyamides, including fiberglass reinforcers etc. up to 1.2kg);
- painting through the cataphoresis process;
- electrochemical coatings (galvanizing, nickel-plating);
- metal welding (electric, autogenous, spot welding, CO2 welding, with or without manipulating robots);
- thermal treatments;
- electroerosion machining (with solid and wired electrode);
- product assembly;

The company also has a performance SDV execution section that generally provides all the necessary stamps, dies, devices and verifiers necessary for its own production as well as executing orders in this area for other companies.

## **2.2. Description and analyze the degree of wear of commercial property.**

The average degree of wear is a normal degree in industrial activity. The level of modernity of the machinery is in line with the technical requirements of production.

The Company's accounting policy for revalued tangible assets was the alternative accounting treatment, ie the presentation of fixed assets at the revalued amount in the financial statements, less cumulative depreciation.

## **2.3.. *Specifying potential issues related to the ownership of tangible assets of the company.***

There are no litigation on issues related to ownership of tangible assets of a company or of a commercial nature.

## **CAP.3. THE MARKET OF MONEY VALUES ISSUED BY THE COMMERCIAL**



## SOCIETY

**3.1. Specification of the markets in Romania and other countries where the securities issued by the trading company are negotiated.**

The shares of the company are tradable on the Bucharest Stock Exchange.

The Company issued one type of security, namely dematerialized shares with a face value of 2.50 lei. Following the enforcement of the Law 55/95 on Accelerating the Privatization Process and the over-subscription of the mass privatization process in the company, by law the split of the nominal value of all shares from 0.25 lei to 0.10 lei per share.

The increase of the registered capital during 1999 following the revaluation of the patrimony and approved by the GMS led to the increase of the nominal value of the shares of the company from 0.10 to 0.45 lei / share.

During 2001, the company made a public offer for raising the share capital, in which 2,518,322 shares subscribed in full by the majority shareholder were finally issued.

During 2010, as a result of the absorption merger between SC UAMT SA, the absorbing company and the absorbed companies: FICAMT SA, CPD SRL, FRIGAMT SRL, a share capital increase was made, in which 14,396,464 actions.

In 2017 the company became the majority shareholder of SC AMT INVESTMENT SRL, with the identification data:

Denumirea societatii:	SC AMT INVESTMENT SRL
Sediul social:	Com. Sacadat nr.428B, jud.Bihor
Cod unic de inregistrare:	27799024
Inregistrare Registrul Comertului:	J5/1583/2010
Capital social:	4.545.000 lei

The shares of SC AMT INVESTMENT SRL are not traded on the regulated securities market.

The company is managed by Mr. Ioan Stanciu as a full-power administrator and the unlimited duration of the mandate.

The share held by SC UAMT SA Oradea is 99% and the share held by non-control interests is 1%.

**3.2.. Description of the company's policy on dividends. Specification of the dividends due / paid / accumulated over the last 3 years and, if applicable, the reasons for the possible reduction of dividends over the last 3 years.**

In the last few years, the company did not grant dividends to its shareholders, the profit being distributed to other reserves.

In the last period, the issuer's policy was to reinvest the profits obtained, the company needing capital resources to carry out investments, thus not dividing dividends.

For the year 2017 through the A.G.O.A., the net profit is proposed to be distributed as a source of financing for the support of the company's investment program.

As the provision of medium and long-term capital resources is a major coordinator of the issuer's strategy, it will maintain its policy of reinvesting profits in the future.

In 2018 there were no significant changes in the share capital structure.

**3.3. Description of any activities of the company to acquire its own shares.**

It's not necessary

**3.4. Where the company has subsidiaries, the indication of the number and nominal value of the shares issued by the parent undertaking owned by the subsidiaries.**

In 2017 the company became the major shareholder of SC AMT INVESTMENT SRL, with the identification data:

Denumirea societatii:	SC AMT INVESTMENT SRL
Sediul social:	Com. Sacadat nr.428B, jud.Bihor
Cod unic de inregistrare:	27799024
Inregistrare Registrul Comertului:	J5/1583/2010
Capital social:	4.545.000 lei

The shares of SC AMT INVESTMENT SRL are not traded on the regulated securities market.

The company is managed by Mr. Ioan Stanciu as a full-power administrator and the unlimited duration of the mandate.

The share held by SC UAMT SA Oradea is 99% and the share held by non-control interests is 1%.

**3.5. If the company has issued bonds and / or other debt securities, the disclosure of how the company fulfills its obligations towards the holders of such securities.**

Nu este cazul

#### **CAP. 4. MANAGING THE COMMERCIAL SOCIETY**

format din 3 persoane;

3. Director General;

At present the management of "UAMT" SA Oradea is executed in hierarchical order by:

1. General Assembly of Shareholders;
2. Board of Directors consisting of 3 persons;
3. General Manager;

**4.1. Presentation of the list of the company's administrators and the following information for each administrator:**

a) CV (name, first name, age, qualification, professional experience, position and seniority) of each administrator is presented on the company's website [www.uamt.ro/comunicate](http://www.uamt.ro/comunicate)

b) any agreement, understanding or family relationship between that manager and another person for whom that person has been appointed administrator;

It's not necessary

c) the participation of the directors in the capital of the company after the registration of the share capital increase at the Central Depository on 18.09.2017, is presented as follows:

<b>Nume, prenume</b>	<b>Nr.actiuni deținute</b>	<b>% de participare la capitalul social</b>
Doina Olimpia Stanciu	500	0.00%
Ioan Stanciu	12,442,005	31.23%
Horia Stanciu	244,015	0.61%
Bogdan Stanciu	305,120	0.77%
Simona Furtos	0	0.00%

d) list of affiliated companies.

It's not necessary

**4.2.** *Presentation of the list of members of the executive management of the commercial company. For each, submit the following information:*

The executive management of the company was provided by a managerial team, which had the following composition:

- Razvan Ionut POPESCU - General Manager,
- Nicolae RADU - Deputy General Manager,

The resume of each member of the executive management is presented on the company's website [www.uamt.ro/comunicate](http://www.uamt.ro/comunicate)

*a) the term for which the person is part of the executive management*

Executive Directors are employees of the company for an indefinite period

*b) any agreement, understanding or family relationship between that person and another person for whom that person has been appointed as a member of the executive management;*

Nu este cazul

*b) participarea persoanei respective la capitalul societății comerciale.*

It's not necessary

**4.3..** *For all persons listed under 4.1. and 4.2. litigation, or administrative proceedings in which they have been involved in the past 5 years about their activity within the issuer, as well as those relating to that person's ability to perform his duties within the issuer.*

It's not necessary

## **CAP.5. FINANCIAL-ACCOUNTING SITUATION**

Presentation of the present economic - financial situation compared to the last year:

**SITUAȚIA POZIȚIEI FINANCIARE**  
**La: 31.12.2018**

	Nota	12/31/2018	12/31/2017
<b>Active</b>			
<b>Active necurente</b>			
Imobilizări corporale	1	73,607,775	71,030,342
Alte imobilizări necorporal	2	3,591,414	1,523,561
Investiții imobiliare	3	1,180,654	1,297,626
Alte active (biologice, financiare, etc)		4,500,000	4,502,000
<b>Total active necurente</b>		<b>82,879,843</b>	<b>78,353,529</b>
<b>Active curente</b>			
Stocuri	4	33,057,456	27,964,512
Creanțe comerciale	5	46,745,708	45,009,462
Cheltuieli în avans		0	0
Alte creanțe din care:	6	3,359,158	2,668,239
Creante privind impozitul pe profit curent	6	420,141	
Numerar și echivalent în numerar	7	9,720,198	9,324,286
<b>Total active curente</b>		<b>92,882,520</b>	<b>84,966,499</b>
<b>Venituri în avans (subvenții)</b>	<b>8</b>	<b>3,670,212</b>	<b>4,864,426</b>
<b>Total active</b>		<b>172,092,151</b>	<b>158,455,602</b>
<b>Capitaluri proprii și datorii</b>			
<b>Capitaluri proprii</b>			
Capital social	9	17,766,860	17,766,860
Rezerve	12	39,168,662	33,405,068
Rezultat reportat	10	6,037,477	5,008,540
Rezultatul exercițiului	11	1,977,555	5,763,594
Alte rezerve și acțiuni proprii	12	35,634,739	36,663,676
<b>Total capitaluri proprii</b>		<b>100,585,293</b>	<b>98,607,738</b>
<b>Datorii necurente</b>			
Împrumuturi primite pe termen lung	13	19,404,405	9,795,075
Alte datorii pe termen lung	14	0	0
Datorii de impozit amanat	22	0	34,170
Alte datorii necurente		0	0
<b>Total datorii necurente</b>		<b>19,404,405</b>	<b>9,829,245</b>
<b>Datorii curente</b>			
Datorii comerciale	15	24,688,545	22,440,571
Împrumuturi pe termen scurt	16	24,982,895	25,000,000
Provizioane pe termen scurt	17	0	0
Taxe curente	17	1,574,997	1,888,634
Alte datorii curente	18	856,016	689,414
<b>Total datorii curente</b>		<b>52,102,453</b>	<b>50,018,619</b>
<b>Total datorii</b>		<b>71,506,858</b>	<b>59,847,864</b>
<b>Total pasive</b>		<b>172,092,151</b>	<b>158,455,602</b>

Subscribed share capital of RON 17,766,860 did not change during the year 2018. During the year, the legal reserve was not created, while the maximum allowed by law was reached, and the net undistributed profit for the year 2018 will be allocated to other sources of development

➤ Gross fixed assets:

**Cost**

31 decembrie 2018	Terenuri	Construcții	Instalații tehnice și mașini	Alte instalații, utilaje și mobilier	Imobilizări corporale în curs	Avansuri	TOTAL
Sold inițial	13,894,897	18,074,521	31,977,679	143,854	1,734,807	6,581,891	72,407,649
Intrări	0	0	1,736,659	3,923	15,340,157	4,704,203	21,784,942
Ieșiri	0	0	1,439,002	0	1,422,705	9,397,787	12,259,494
Sold final	13,894,897	18,074,521	32,275,336	147,777	15,652,259	1,888,307	81,933,097

**Ajustări**

31 decembrie 2018	Terenuri	Construcții	Instalații tehnice și mașini	Alte instalații, utilaje și mobilier	Imobilizări corporale în curs	Avansuri	TOTAL
Sold inițial	0	0	1,377,307	0	0	0	1,377,307
Ajustari de valoare reprezentând amortizare și deprecieri	0	1,616,172	6,680,963	53,910	0	0	8,351,045
Ajustări de valoare aferente mijloacelor fixe ieșite	0	0	1,403,030	0	0	0	1,403,030
Sold final	0	1,616,172	6,655,240	53,910	0	0	8,325,322

Valoarea netă a mijloacelor fixe la 31-Dec-18	13,894,897	16,458,349	25,620,096	93,867	15,652,259	1,888,307	73,607,775
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Gross book value is recovered using the straight-line method, in accordance with the legal provisions in force.

Evolution of economic means in dynamics, deviations from one period to another, structure, equilibrium ratios and proportionality between different asset classes were analyzed using indices based on the data in the following table.

The data included in the table were extracted from the financial position.

### Stocuri anul 2018

<b>Stocuri</b>	<b>2018</b>	<b>2017</b>
Materii prime și materiale	25,510,99 1	16,865,38 2
Producția în curs de execuție	4,029,527	8,056,992
Alte materiale	27,579	114,614
Produse finite	3,489,358	2,927,524
Valoarea stocurilor	33,057,45 5	27,964,51 2

### Creante comerciale anul 2018

<b>Creanțe comerciale</b>	<b>2018</b>	<b>2017</b>
Clienți	46,316,312	44,048,430
Clienți incerti	0	0
Avansuri	429,396	961,032
Valoarea creanțelor comerciale	46,745,708	45,009,462
Ajustări pentru deprecierea creanțelor	0	189,100
Ajustare constituită în an	0	0
Ajustare revărsată în an	0	189,100
Valoarea ajustări	0	0
Valoarea netă a creanțelor comerciale	46,745,708	45,009,462
<b>Alte creanțe</b>	<b>2018</b>	<b>2017</b>
Alte creanțe în legătură cu personalul	0	0
TVA neexigibil	105,464	141,487
Debitori diverși	445,939	392,617
Alte creanțe - subvenții de încasat	2,129,497	2,129,497
Alte creanțe	423,153	4,638
Alte creante sociale	255,105	
Valoarea netă a altor creanțe	3,359,158	2,668,239

The financial sources of economic means are shown in the table below:

<i>Capitaluri proprii și datorii</i>	<b>2018</b>	<b>2017</b>
<b>Capitaluri proprii</b>		
Capital social	17,766,860	17,766,860
Rezerve	39,168,662	33,405,068
Rezultat reportat	6,037,477	5,008,540
Rezultatul exercițiului	1,977,555	5,763,594
Alte rezerve și acțiuni proprii	35,634,739	36,663,676
<b>Total capitaluri proprii</b>	<b>100,585,293</b>	<b>98,607,738</b>
<b>Datorii necurente</b>		
Împrumuturi primite pe termen lung	19,404,405	9,795,075
Alte datorii pe termen lung	0	0
Datorii de impozit amanat	0	34,170
Alte datorii necurente	0	0
<b>Total datorii necurente</b>	<b>19,404,405</b>	<b>9,829,245</b>
<b>Datorii curente</b>		
Datorii comerciale	24,688,545	22,440,571
Împrumuturi pe termen scurt	24,982,895	25,000,000
Provizioane pe termen scurt	0	0
Taxe curente	1,574,997	1,888,634
Alte datorii curente	856,016	689,414
<b>Total datorii curente</b>	<b>52,102,453</b>	<b>50,018,619</b>
<b>Total datorii</b>	<b>71,506,858</b>	<b>59,847,864</b>

The profit and loss account: net sales; gross income; cost and expense items with a weight of at least 20% in net sales or gross incomes; risk provisions and for various expenses; reference to any sale or closure of a segment of activity performed in the last year or to be carried out in the following year; dividends declared and paid;

**SITUAȚIA PROFITULUI SAU A PIERDERII ȘI ALTE  
ELEMENTE ALE REZULTATULUI GLOBAL**

**La: 31.12.2018**

	Nota	12/31/2018	12/31/2017
Venituri din producția vândută	19	164,237,328	143,067,144
Venituri din vânzarea mărfurilor	19	5,822,659	2,117,208
Alte venituri, inclusiv variația stocurilor	19	337,946	10,686,042
		<b>170,397,933</b>	<b>155,870,394</b>
Consumuri de materii prime și materiale	20	119,574,759	110,868,630
Costul mărfurilor vândute	20	5,303,554	1,968,157





Cheltuieli de personal	20	29,103,572	24,681,740
Cheltuieli privind amortizările	20	8,650,243	7,279,435
Alte cheltuieli	20	4,860,040	3,495,133
		<b>167,492,168</b>	<b>148,293,095</b>
<b>Rezultatul operațional</b>		<b>2,905,765</b>	<b>7,577,299</b>
Venituri financiare	21	531,269	523,325
Cheltuieli financiare	21	909,943	1,020,138
<b>Profit înainte de impozitare</b>		<b>2,527,091</b>	<b>7,080,486</b>
Impozit pe profit	22	583,706	1,316,892
Cheltuială cu impozitul pe profit amânat		0	0
Venituri din impozitul pe profit amânat		34,170	0
<b>Profit net aferent perioadei și rezultat global total aferent perioadei</b>		<b>1,977,555</b>	<b>5,763,594</b>
Rezultatul pe acțiune			
Rezultatul pe acțiune de bază (lei/acțiune)	23	<b>0.050</b>	<b>0.146</b>

Unlike previous years, although the turnover achieved with Dacia - Pitesti customer has a significant share, this share has diminished considerably as the Board of Directors' efforts to expand its portfolio of large clients have been achieved.

The Board of Directors will continue this action in order to mitigate the risks of a single major client.

## **CAP.5. NON-FINANCIAL DECLARATION**

### **CORPORATE SOCIAL RESPONSIBILITY**

Corporate Social Responsibility (CSR) is an essential pillar of society's development as it supports development, innovation and sustainability for both society and stakeholders.

As a participant in the industry, the main mission of the company is to provide the best products, companies and institutions to support the development of their projects. We are also aware of the fact that we live in an ecosystem and, in this sense, we strive to generate a positive long-term impact on the community and the environment.

Therefore, the society is willing to play a role in the evolution of the Romanian society as a whole, carrying out its work with the highest respect of the values and principles of the

Universal Declaration of Human Rights and the additional commitments and of the Fundamental Conventions of the International Labor Organization IOM);

## ETHICS AND GOVERNANCE, RESPECT OF HUMAN RIGHTS

The Company is committed to maintaining and improving the systems and processes that enable it to ensure respect for human rights in the operations and management of human resources, its supply chain and its products and services.

Society's commitments to human rights are guided by the following conventions, standards and initiatives:

- the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights;
- Fundamental Conventions of the International Labor Organization (ILO), aimed in particular at eliminating forced labor and child labor, discrimination in work, and freedom of association and effective recognition of the right to collective bargaining;
- the United Nations Guidelines on Business and Human Rights;

Company a is determined to act with integrity and in accordance with the applicable laws in all its activities. Several policies developed at group level include provisions that directly or indirectly support human rights.

The company is committed to respecting human rights. This also applies to policies and processes developed by society in connection with its obligations to combat money laundering, terrorist financing and corruption.

## CODE OF CONDUCT AND FIGHT AGAINST CORROSION

The company has set the strategic goal of protecting its corporate image and ensuring that every employee acts with integrity in everyday activities. Many efforts have been made in terms of culture and behavior.

The Code of Conduct is the cornerstone of professional ethics within the firm. Promotes respect for human and environmental rights, prevention of conflicts of interest and corruption, fight against money laundering and terrorism financing, market integrity, data protection, adequate behavior in terms of gifts and invitations and responsible supply.

The Code of Conduct is applicable to all employees, regardless of their degree of responsibility, and to all managers.

## RESPONSIBLE EMPLOYER

In 2018, the industry continues to undergo profound changes, including customer and stakeholder expectations, the emergence of new technologies and the regulatory framework that transforms businesses and skills to work. For society this opportunity implies the development of employees. Their ability to adapt their skills and working methods is essential for business sustainability.

The corporate culture of the firm is based on the values it promotes to deliver the best customer service (team spirit, innovation, responsibility and commitment), the behavior and skills that it inspires, and the behavior to be followed by those working in these areas.

#### HUMAN RIGHTS, DIVERSITY, DISCRIMINATION POLICY, GENDER EQUALITY

the general policy of society is to treat everyone, man or woman, with the same respect, giving everyone equal opportunities to be recruited, promoted, rewarded, formed and based only on personal qualities.

Diversity is an important component of the bank's strategy and is based on an efficient performance management system that assures the empowerment of employees from the perspective of competencies

When employing and fixing individual rights, the company ensures equal opportunities and treatment for all employees without discrimination, either directly or indirectly, depending on the criteria of race, color, national origin, ethnicity, religion, social origin, age or union activity, sex , sexual orientation, genetic features, disability, family situation, or liability, or any other criteria that have the purpose or effect of not granting, reducing or canceling the recognition, use or exercise of rights under the collective labor agreement.

Decisions on wages, benefits, training, work assignments, promotions, disciplinary action or dismissal are based solely on employee performance, not on personal characteristics, race, origin, sex, religion, sexual orientation or political opinion. observance of employees' dignity - regarding the elaboration of the collective labor contract and the internal regulations of the bank, the aim is to ensure adequate working conditions for the activity and in terms of social protection, health and safety in the workplace, as well as observance of the dignity and consciousness of the employees .

For all employees, the following are recognized:

- the right to collective bargaining;
- the right to protection of personal data;

- the right to protection against illegal redundancy;
- the right to protection against all forms of harassment;
- other rights provided by the legislation in force

## CLIMATE CHANGE

In the face of climate change and ecological change, maintaining the ecological balance becomes a real challenge. The company has specific internal procedures and tools for waste management and ensures that they are respected. The development programs aim at reducing energy consumption, aiming to constantly reduce CO2 emissions from their own activities.

The basic activities of the company have a minor impact on the environmental factors (air, water, soil), and the determinations made show that there are no exceedances of the limit values provided by the legislation in force for any of the measured pollutants.

The company does not have data on the current and foreseeable impact of its operations on the environment and can not estimate the impact on health and safety. However, the existence of the updated Integrated Environmental Authorization ensures that we comply with the legal conditions of operation and management of the above aspects at the company level.

The company can not estimate the impact on climate change of the use of goods produced by society. By the nature of the industry in which the company operates, this impact has to be studied at the level of the entire industry.

## 6. Annexes

- 6.1. Individual annual financial statements ended on 31.12.2018;
- 6.2. Financial Auditor's Report on the Execution of the Financial Year 2018;
- 6.3. Income and Expense Budget for 2019

Oradea, at 22.03.2019

Chairman of the Board of Directors  
Doina Olimpia Stanciu