

**Statement of compliance of SC UAMT SA with the new Corporate Governance Code of BVB  
at 31.12.2018**

The provisions of the BSE Code of Conduct	Respect	Not respecting or partially respecting	Reason for nonconformity
<b>A. RESPONSIBILITIES OF THE BORD</b>			
All companies must have an internal Council regulation that includes the terms of reference / responsibilities of the Council and the key management functions of the company and which applies inter alia the General Principles of Section A.		X	The terms of reference / responsibilities of the Council and key management functions are contained in the company's constitution, updated in 2018.
A.2. Provisions for managing conflicts of interest should be included in the Council Regulation. In any case, Council members must notify the Council of any conflicts of interest that have arisen or may arise and refrain from attending the discussion (including through non-attendance, unless failure to attend would hamper the formation of the quorum) and to the vote for the adoption of a ruling on the issue giving rise to the conflict of interest concerned.		X	Provisions on conflict management will be included in the Corporate Governance Regulation (Statement) that will be developed by the Board of Directors
A.3.The Board of Directors or the Supervisory Board must be composed of at least five members.	X		
A.4. Majority of Board members should not have executive functions. At least one member of the Board of Directors or the Supervisory Board must be independent of Standard Category companies. In the case of Premium Category companies, not less than two non-executive members of the Board of Directors or the Supervisory Board must be independent. Each independent member of the Board of Directors or the Supervisory Board, as the case may be, must file a statement at the time of its nomination for election or re-election, as well as when any change of its status occurs, indicating the elements on the basis of which it is considered is independent in terms of character and judgment, and according to the following criteria: A.4.1. is not the Chief Executive Officer / Chief Executive Officer of the company or a company controlled by it and has not held such a position for the past five (5) years;	X		

<p>A.4.2. is not an employee of the company or a company controlled by it and has not held such a position for the past five (5) years;</p> <p>A.4.3. does not receive or receive any additional remuneration or other benefits from the company or a company controlled by it other than those in the capacity of non-executive administrator; A.4.4. is not or has not been, or has not, had or did not have a contractual relationship with a significant shareholder of the company, a shareholder controlling more than 10% of the voting rights, or a company controlled by it, during the previous year;</p> <p>A.4.5. does not have and did not have a business or professional report with the company or a company controlled by it, either directly or as a client, partner, shareholder, member of the Board / Administrator, general manager / executive director or an employee of a company if, by virtue of its substantial nature, this report may affect its objectivity;</p> <p>A.4.6. is not and has not been for the past three years the external or internal auditor or partner or associate employee of the current external financial auditor or the internal auditor of the company or a company controlled by it; A.4.7. is not the general manager / executive director of another company where another general manager / executive director of the company is non-executive;</p> <p>A.4.8. has not been a non-executive manager of the company for more than twelve years; A.4.9. has no family connections</p>			
<p>A.5. Other relatively permanent commitments and obligations of a member of the Board, including executive and non-executive positions in the Board of Non-Profit Societies and Institutions, must be disclosed to potential shareholders and investors prior to nomination and during their term of office.</p>		X	<p>The professional biographies of Council members have not been made public on the company's website or on the BVB. This requirement will be met with the reconfiguration of the company's website.</p>
<p>A.6. Any member of the Council shall report to the Council on any report with a shareholder holding directly or indirectly shares representing more than 5% of all voting rights. This obligation refers to any report that may affect the member's position on matters decided by the Council.</p>		X	<p>It was not considered necessary to inform the Council.</p>
<p>The company must designate a Council secretary responsible for supporting the work of the Council.</p>	X		
<p>A.8. The Corporate Governance Statement will inform whether an evaluation of the Council has taken place under the chairmanship of the President or the nomination committee and, if so, will summarize the key measures and the resulting changes. The company must have a policy / guidance on the Committee's assessment of the purpose,</p>		X	<p>The Corporate Governance Statement is in the pipeline and will include such a policy</p>

criteria and frequency of the evaluation process.			
A.9. The corporate governance statement should contain information on the number of Council and committee meetings over the past year, the administrators' participation (in person and in absentia), and a report by the Council and committees on their activities.		X	It will correlate with the requirement in the previous paragraph.
A.10. The corporate governance statement should include information on the exact number of independent members of the Board of Directors or the Supervisory Board.		X	It will correlate with the requirement in the previous paragraph.
A.11. The Board of Premium Companies must set up a nomination committee consisting of non-executive members to lead the nomination process of new members in the Council and make recommendations to the Council. Most members of the nomination committee must be independent		X	It will correlate with the requirement in the previous paragraph.
<b>B. RISK MANAGEMENT SYSTEM AND INTERNAL CONTROL</b>			
B.1. The Council should set up an audit committee in which at least one member should be a non-executive non-executive. Most members, including the Chairperson, must have proven that they have appropriate qualifications relevant to the functions and responsibilities of the Committee. At least one member of the audit committee must have proven and appropriate audit or accounting experience. In the case of Premium Category companies, the audit committee must be composed of at least three members and the majority of the members of the audit committee must be independent		X	It is being formed.
The chair of the audit committee shall be an independent non-executive member.		X	It will correlate with the requirement in the previous paragraph.
Within its responsibilities, the audit committee must carry out an annual assessment of the internal control system.		X	. It will correlate with the requirement in the previous paragraph.
B.4. The assessment should take into account the effectiveness and scope of the internal audit function, the adequacy of the risk management and internal control reports submitted to the Council's audit committee, the promptness and effectiveness with which executive management addresses the deficiencies or weaknesses identified in the audit internal and the submission of relevant reports to the Council.		X	. It will correlate with the requirement in the previous paragraph.
B.5. The audit committee should assess the conflicts of interest in relation to the transactions of the company and its subsidiaries with affiliated parties		X	It will correlate with the requirement in the previous paragraph.
The audit committee should assess the effectiveness of the internal control system and risk management system.		X	Se va corela cu indeplinirea cerintei de la pct.precedent. Sunt referiri in Raportul anual al administratorilor privitoare la acest aspect

B.7. The Audit Committee should monitor the application of generally accepted legal standards and internal audit standards. The Audit Committee should receive and evaluate internal audit team reports.		X	It will correlate with the requirement in the previous paragraph. There are references in the Directors' Annual Report on this issue
B.8. Whenever the Code mentions reports or analyzes initiated by the Audit Committee, they must be followed by regular reports (at least annually) or ad hoc reports to be submitted to the Council.		X	. It will correlate with the requirement in the previous paragraph.
B.9 No shareholder may be granted preferential treatment over other shareholders in connection with transactions and agreements entered into by the company with shareholders and their affiliates.	X		
. B.10. The Council must adopt a policy to ensure that any company transaction with any of the companies with which it has close relationships with a value equal to or greater than 5% of the company's net assets (according to the latest financial report) is approved by the Council following a binding opinion of the Board's Audit Committee and properly disclosed to shareholders and potential investors, to the extent that such transactions fall within the category of events subject to reporting requirements		X	Consideration will be given to the adoption by the Council of such a policy. And include it in its corporate governance rules
Internal audits should be performed by a separate structural division (internal audit department) within the company or by hiring an independent third party.		X	The internal audit of the company is carried out by an independent third party entity on the basis of a service contract
B.12. In order to ensure the main functions of the internal audit department, it must report functionally to the Council via the audit committee. For administrative purposes and within the management's responsibility to monitor and reduce risks, it must report directly to the Director General.		X	The internal auditor will report functionally to the Board of Directors and the Audit Committee, and to the Director General.
<b>C. REMUNERATION POLICY</b>			
C.1. The company must publish the remuneration policy on its website and include a statement on the implementation of the remuneration policy in the annual report during the annual period under review. The remuneration policy should be formulated in such a way as to enable shareholders to understand the principles and arguments underpinning the remuneration of the members of the Board and of the Director General as well as the directors in the dualist system. It should describe how to manage the process and make decisions on remuneration, detail the components of executive remuneration (such as salaries, annual bonuses, long-term incentives related to shareholder value, benefits in kind, pensions, etc.) and describe the purpose, principles and assumptions underlying each component (including the		X	According to the Company's Constitutive Act, the remuneration of the members of the Board of Directors is an attribution to the General Meeting of Shareholders. After elaboration and approval The remuneration policy will be published on the site once the company's website has been reconfigured.

<p>general performance criteria for any form of variable remuneration). In addition, the remuneration policy must specify the duration of the contract of the executive director and the period of notice stipulated in the contract, as well as possible compensation for unjustified revocation.</p> <p>Any major change in remuneration policy should be published in a timely manner on the company's website.</p>			
<b>D. ADDING VALUE BY RELATIONS WITH INVESTORS</b>			
D.1 The Company must organize an Investor Relations Service - made public to the general public through the responsible person (s) or as an organizational unit. In addition to the information required by law, the company must include on its website a section dedicated to Investor Relations, in Romanian and English, with all relevant information of interest to investors, including:	X		
The main corporate regulations: the constitutive act, the procedures regarding the general meetings of the shareholders;	X		
The professional CVs of members of the company's governing bodies, other professional engagements of Council members, including executive and non-executive positions in boards of directors in companies or non-profit institutions;		X	The requirement will be implemented with the reconfiguration of the company's website.
Current reports and periodic reports (quarterly, semester and annual) - at least those under D.8 - including current reports with detailed information on non-compliance with this Code;	X		
D.1.4. Information on general shareholders' meetings: agenda and informative materials; the procedure for electing the members of the Council; the arguments that support candidates' proposals for election to the Council, together with their professional CVs; shareholders' questions about agenda items and company responses, including resolutions adopted;	X		
D.1.5. Information on corporate events, such as the payment of dividends and other distributions to shareholders, or other events leading to the acquisition or limitation of the rights of a shareholder, including the deadlines and the principles applied to such operations. Such information will be published within a timeframe that will allow investors to make investment decisions;	X		
The names and contact details of a person who will be able to provide relevant information upon request;		X	The requirement will be implemented with the reconfiguration of the company's website.
Company presentations (e.g., investor presentations, quarterly results, etc.), financial statements (quarterly, semestrial, annual), audit reports,	X		

and annual reports.			
D.2. The Company will have a policy on the annual distribution of dividends or other benefits to shareholders proposed by the Director General or the Directorate and adopted by the Council in the form of a set of guidelines that the company intends to follow regarding the distribution of net profit. The principles of the annual distribution policy to shareholders will be published on the company's website.		X	The distribution of dividends is established by decision of the General Meeting of Shareholders in accordance with the provisions of the Company's Articles of Incorporation. The publication of the policy on annual distribution of dividends on the company's website will be made after its development and approval by the domestic governing bodies.
D.3. The company will adopt a policy regarding the forecasts, whether they are made public or not. The forecasts refer to quantified conclusions of studies aimed at determining the overall impact of a number of factors for a future period (so-called assumptions): by its nature, this projection has a high level of uncertainty, the actual outcomes may differ significantly from forecasts originally presented. The forecast policy will determine the frequency, timing and content of the forecasts. If published, forecasts can only be included in the annual, half-yearly or quarterly reports. The forecasting policy will be published on the company's website.		X	The publication of the policy on the company's website will be made after its development and approval by the domestic governing bodies
D.4. The rules of general shareholders' meetings should not limit shareholders' participation in general meetings and the exercise of their rights. Changes to the rules will take effect at the earliest, starting with the next shareholders meeting.	X		
External auditors will be present at the general shareholders' meeting when their reports are presented at these meetings.	X		
D.6 The Board will brief the shareholders' annual general meeting on a brief assessment of the internal control and risk management systems as well as opinions on matters subject to the decision of the general meeting.	X		
D.7. Any specialist, consultant, expert or financial analyst may attend the shareholders' meeting upon a prior invitation from the Board. Accredited journalists may also participate in the general meeting of shareholders, unless the President of the Council decides otherwise.	X		
D.8. The quarterly and half-yearly financial reports will include both Romanian and English information on key factors that affect changes in sales, operating profit, net profit and other relevant financial ratios from quarter to quarter, as well as from one year to another.	X		
D.9. A company will hold at least two meetings / teleconferences with analysts and investors each year. The information presented on these occasions will be published in the Investor Relations section of the company's website at the dates of the meetings / teleconferences.		X	A policy in this regard will be developed by the Council if it is considered opportune

D.10. If a society supports different forms of artistic and cultural expression, sporting activities, educational or scientific activities and considers that their impact on the innovation and competitiveness of society is part of its development mission and strategy, it will publish policy on the activity in this area.		X	A policy in this regard will be developed by the Council if it is considered opportune
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