



## Independent Auditor's Report

To the Shareholders of Ciech Soda Romania SA

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### Our Opinion

In our opinion, financial statements give a true and fair view of the financial position of Ciech Soda Romania SA (the "Company") as of 31 December 2019, and its financial performance and its cash flows for the year then ended in accordance with the Order of the Minister of Public Finance of Romania no. 1802/2014 and subsequent amendments ("OMF 1802/2014") and the accounting policies presented in Note 5 to the financial statements.

### What we have audited

The Company's financial statements comprise:

- the balance sheet as at 31 December 2019;
- the profit and loss account for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial statements as at 31 December 2019 are identified as follows:

- Total equity: RON thousand 251,135;
- Net loss for the year: RON thousand 41,604.

The Company's registered office is in Râmnicu Vâlcea and the Company's unique fiscal registration code is RO 1467188.

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This version of our report is a translation from the original, which was prepared in Romanian language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.



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## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and Law 162/2017 regarding statutory audit of annual financial statements and annual consolidated financial statements and regarding changes to other regulations and subsequent amendments ("Law 162/2017"). Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code") and the ethical requirements of Law 162/2017 that are relevant to our audit of financial statements in Romania. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the ethical requirements of Law 162/2017.

## Emphasis of matter

We draw attention to Note 5 A (3) and Note 8.7 of the financial statements, which indicate that the Company has significantly reduced its activity since September 2019 as a result of the unilateral termination of the industrial steam supply contract by its sole supplier. As a result, the Company has stopped the production of soda ash and continues to operate at a significantly reduced capacity. The financial statements include adjustments and disclosures in this regard.

We draw attention to Note 8.2 from the financial statements, which states that most of the Company's sales are carried out with related parties. Also, the most of receivables arise from transactions with these parties. The ability of the Company to continue as going concern and the financial performance of the Company depends on maintaining these relationships in future.

We draw attention to Note 5 A (3) from the financial statements, which states that at 31 December 2019 the Company's net assets, determined as a difference between its total assets and its total liabilities, are lower than half of the Company's share capital. In accordance with Company Law no 31/1990, republished, with subsequent amendments, the Company's administrators have to immediately convene an Extraordinary General Meeting of Associates to decide whether the Company should be dissolved. If the Extraordinary General Meeting of Associates does not decide to dissolve the Company, then the Company is obliged, at the latest by the following financial year end, to make a capital decrease with an amount at least equal to the losses that cannot be covered from reserves, if within this time interval, the net assets of the Company were not reconstituted up to the level at least equal to half of the share capital. The possible effects of the above mentioned matters cannot be estimated as at the date of this report, therefore the financial statements do not include adjustments or disclosures resulting from the above matters.

Our opinion is not modified in respect of these matters.

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## Other matters

The financial statements are not intended to present the financial position, results of operations and a complete set of notes to the financial statements of the Company in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Romania. Accordingly, the financial statements are not designed for those who are not informed about Romanian legal and statutory requirements including OMF 1802/2014 and subsequent amendments.

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## Reporting on other information including the Administrators' Report

The Administrators are responsible for the other information. The other information comprises the Administrators' Report and the Non-Financial Statement, which is part of the Administrators' Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information, including the Administrators' Report and the Non-Financial Statement.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

In connection with our audit of the financial statements, our responsibility is to verify whether the Non-Financial Statement was prepared. We confirm that the Non-Financial Statement has been prepared as part of the Administrators' Report.

With respect to the Administrators' Report our responsibility is to consider whether the Administrators' Report was prepared in accordance with OMF 1802/2014, articles 489 - 492.

Based on the work undertaken in the course of our audit, in our opinion:

- the information given in the Administrators' Report for the financial year for which the financial statements are prepared is consistent with the financial statements;
- the Administrators' Report has been prepared in accordance with OMF 1802/2014, articles 489 - 492.

In addition, in light of the knowledge and understanding of the entity and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Administrators' Report. We have nothing to report in this respect.

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## Responsibilities of management for the financial statements

Management is responsible for the preparation of the financial statements, that give a true and fair view in accordance with the OMF 1802/2014 and with the accounting policies presented in the Note 5 to the financial statements, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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## Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Refer to the original

signed Romanian version

Doina Bîrsan  
Financial auditor registered with  
the Public Electronic Register of financial auditors and audit firms under no AF 4407

On behalf of  
PricewaterhouseCoopers Audit SRL  
Audit firm registered with  
the Public Electronic Register of financial auditors and audit firms under no FA 6

Bucharest, 6 July 2020