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RAPORTUL AUDITORULUI INDEPENDENT

INDEPENDENT AUDITOR'S REPORT

Către actionarii SC GERMINA AGRIBUSINESS SA To the Shareholders of SC GERMINA AGRIBUSINESS SA

Raport asupra auditului situatiilor financiare Report on the Audit of the Financial Statements

Opinia

Opinion

- Am auditat situațiile financiare anexate ale societății SC GERMINA AGRIBUSINESS SA ("Societatea"), cu sediul social în Strada Delea Veche, nr 24, Sector 2 Bucuresti, identificată prin codul unic de înregistrare fiscală 351290, care cuprind bilanțul la data de 31 decembrie 2019, contul de profit si pierdere, situația modificarilor capitalului propriu si situatia fluxurilor de trezorerie pentru exercitiul financiar incheiat la aceasta data, precum si un sumar al politicilor contabile semnificative si notele explicative We have audited the accompanying financial statements of SC GERMINA AGRIBUSINESS SA (the "Company"), with registered office in Delea Veche Str., no 24, Sector 2, Bucuresti, identified by the unique tax registration code 351290, which comprise the statement of financial position as at 31 December 2019, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, including a summary of significant accounting policies and notes to the financial statements
- 2. Situațiile financiare la 31 decembrie 2019 se identifică astfel: The financial statements as at December 31, 2019 are identified as follows:
 - Activ net/Total capitaluri proprii: Net assets/ Equity

 Profitul net al/ pierderea netă a exercitiului financiar: Net profit/(loss) for the financial year

62.525.843 lei RON 62,525,843 1.055.165 lei RON 1,055,165

3. In opinia noastra, situatiile financiare anexate ofera o imagine fidela, în toate aspectele semnificative, a pozitiei financiare a Societatii la data de 31 decembrie 2019 precum si a performantei financiare si a fluxurilor de trezorerie pentru exercitiul financiar incheiat la aceasta data în conformitate cu Ordinul Ministrului Finanțelor Publice nr. 1802/2014, cu modificările ulterioare ("OMF 1802/2014") și cu politicile contabile descrise în notele la situațiile financiare.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2019, and its financial performance and its cash flows for the year then ended statements in accordance with the Order of the Ministry of Public Finance 1802/2014, as subsequently amended ("OMF 1802/2014") and as described in the accounting policies presented in the notes to the financial statements



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Bazele opiniei

Basis for opinion

4. Am desfasurat auditul nostru in conformitate cu Standardele Internationale de Audit. adoptate de Camera Auditorilor Financiari din Romania ("ISA"). Responsabilitatile noastre in baza acestor standarde sunt descrise detaliat in sectiunea "Responsabilitatile auditorului intr-un audit al situatiilor financiare" din raportul nostru. Suntem independenti fata de Societate, conform Codului Etic al Profesionistilor Contabili emis de Consiliul pentru Standarde Internationale de Etica pentru Contabili (codul IESBA), conform cerintelor etice care sunt relevante pentru auditul situatiilor financiare in Romania, si neam indeplinit responsabilitatile etice conform acestor cerinte si conform Codului IESBA. Credem ca probele de audit pe care le-am obtinut sunt suficiente si adecvate pentru a furniza o baza pentru opinia noastra.

We conducted our audit in accordance with International Standards on Auditing, as adopted by the Chamber of Financial auditors of Romania ("ISA"). 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 are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), in accordance with ethical requirements relevant for the audit of the financial statements in Romania and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Alte informatii – Raportul Administratorilor

Other information- Administrator's Report

5. Administratorii sunt responsabili pentru întocmirea si prezentarea altor informatii. Acele alte informatii cuprind Raportul administratorilor, dar nu cuprind situatiile financiare si raportul auditorului cu privire la acestea, aceasta fiind prezentată într-un raport separat. The administrator is responsible for the preparation and presentation of the other information. The other information comprises the Administrator's report, but does not include the consolidated and separate financial statements, and our auditor's report thereon.

Opinia noastra cu privire la situatiile financiare nu acopera si aceste alte informatii si cu exceptia cazului in care se mentioneaza explicit in raportul nostru, nu exprimam nici un fel de concluzie de asigurare cu privire la acestea.

Our opinion on the financial statements does not cover the other information and, unless otherwise explicitly mentioned in our report, we do not express any form of assurance conclusion thereon.

In legătura cu auditul situațiilor financiare pentru exercițiul financiar încheiat la 31 decembrie 2019, responsabilitatea noastră este sa citim acele alte informatii si, in acest demers, sa apreciem daca acele alte informatii sunt semnificativ inconsecvente cu situatiile financiare, sau cu cunostintele pe care noi le-am obtinut in timpul auditului, sau daca ele par a fi denaturate semnificativ.

In connection with our audit of the financial statements for the year ended 31 December



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2019, our responsibility is to read the other information 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.

6. In ceea ce priveste Raportul administratorilor, am citit si raportam daca acesta a fost intocmit, in toate aspectele semnificative, in conformitate cu OMFP 1802/2014, punctele 489-492.

With respect to the Administrator's report, we read and report if this has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order 1802/2014 with subsequent amendments, article no. 489-492.

7. In baza exclusiv a activitatilor care trebuie desfasurate in cursul auditului situatiilor financiare, in opinia noastra:

On the sole basis of the procedures performed within the audit of the financial statements. in our opinion:

- a) informatiile prezentate in Raportul administratorilor pentru exercitiul financiar pentru care au fost intocmite situatiile financiare sunt in concordanta, in toate aspectele semnificative, cu situatiile financiare:
 - the information included in the administrators' report for the financial year for which the financial statements have been prepared are consistent, in all material respects, with these financial statements:
- b) raportul administratorilor a fost intocmit, in toate aspectele semnificative, in conformitate cu in conformitate cu OMFP 1802/2014, punctele 489-492. the administrators' report has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order no. 1802/2014, article no. 489-492.
- 8. In plus, in baza cunostintelor si intelegerii noastre cu privire la Societate si la mediul acesteia, dobandite in cursul auditului situatiilor financiare pentru exercitiul financiar incheiat la data de 31 decembrie 2019, ni se cere sa raportam daca am identificat denaturari semnificative in Raportul administratorilor. Nu avem nimic de raportat cu privire la acest aspect.

Moreover, based on our knowledge and understanding concerning the Company and its environment gained during the audit on the (standalone) financial statements prepared as at 31 December 2019, we are required to report if we have identified a material misstatement of this Administrator's report. We have nothing to report in this regard.



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Responsabilitatile conducerii si ale persoanelor responsabile cu guvernanta pentru situatiile financiare

Responsibilities of Management and Those Charged with Governance for the Financial Statements

- Ocnducerea Societatii este responsabila pentru intocmirea situatiilor financiare care sa ofere o imagine fidela in conformitate cu OMFP 1802/2014, cu modificările ulterioare si pentru acel control intern pe care conducerea il considera necesar pentru a permite intocmirea de situatii financiare lipsite de denaturari semnificative, cauzate fie de frauda, fie de eroare. Management is responsible for the preparation and fair presentation of the financial statements in accordance Order 1802/2014 with subsequent amendments 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.
- 10 In intocmirea situatiilor financiare, conducerea este responsabila pentru evaluarea capacitatii Societatii de a-si continua activitatea, pentru prezentarea, daca este cazul, a aspectelor referitoare la continuitatea activitatii si pentru utilizarea contabilitatii pe baza continuitatii activitatii, cu exceptia cazului în care conducerea fie intentioneaza sa lichideze Societatea sau sa opreasca operatiunile, fie nu are nicio alta alternativa realista in afara acestora.

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.

11 Persoanele responsabile cu guvernanta sunt responsabile pentru supravegherea procesului de raportare financiara al Societatii.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Responsabilitatile auditorului intr-un audit al situatiilor financiare

12 Obiectivele noastre constau in obtinerea unei asigurari rezonabile privind masura in care situatiile financiare, in ansamblu, sunt lipsite de denaturari semnificative, cauzate fie de frauda, fie de eroare, precum si in emiterea unui raport al auditorului care include opinia noastra. Asigurarea rezonabila reprezinta un nivel ridicat de asigurare, dar nu este o garantie a faptului ca un audit desfasurat in conformitate cu ISA va detecta intotdeauna o denaturare semnificativa, daca aceasta exista. Denaturarile pot fi cauzate fie de frauda, fie de eroare si sunt considerate semnificative daca se poate preconiza, in mod rezonabil, ca acestea, individual sau cumulat, vor influenta deciziile economice ale utilizatorilor, luate in baza acestor situatii financiare.

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



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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 these financial statements.

- 13 Ca parte a unui audit in conformitate cu ISA, exercitam rationamentul profesional si mentinem scepticismul profesional pe parcursul auditului. De asemenea:
 - As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identificam si evaluam riscurile de denaturare semnificativa a situatiilor financiare, cauzate fie de frauda, fie de eroare, proiectam si executam proceduri de audit ca raspuns la respectivele riscuri si obtinem probe de audit suficiente si adecvate pentru a furniza o baza pentru opinia noastra. Riscul de nedetectare a unei denaturari semnificative cauzate de frauda este mai ridicat decat cel de nedetectare a unei denaturari semnificative cauzate de eroare, deoarece frauda poate presupune intelegeri secrete, fals, omisiuni intentionate, declaratii false si evitarea controlului intern.

Identify and assess the risks of material misstatement of the consolidated 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.

- Intelegem controlul intern relevant pentru audit, in vederea proiectarii de proceduri
 de audit adecvate circumstantelor, dar fara a avea scopul de a exprima o opinie
 asupra eficacitatii controlului intern al Societatii.
 - 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.
- Evaluam gradul de adecvare a politicilor contabile utilizate si caracterul rezonabil al estimarilor contabile si al prezentarilor aferente de informatii realizate de catre conducere.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Formulam o concluzie cu privire la gradul de adecvare a utilizarii de catre conducere a contabilitatii pe baza continuitatii activitatii si determinam, pe baza probelor de audit obtinute, daca exista o incertitudine semnificativa cu privire la evenimente sau conditii care ar putea genera indoieli semnificative privind capacitatea Societatii de a-si continua activitatea. In cazul in care concluzionam ca exista o incertitudine semnificativa, trebuie sa atragem atentia in raportul auditorului asupra



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prezentarilor aferente din situatiile financiare sau, in cazul în care aceste prezentari sunt neadecvate, sa ne modificam opinia. Concluziile noastre se bazeaza pe probele de audit obtinute pana la data raportului auditorului. Cu toate acestea, evenimente sau conditii viitoare pot determina Societatea sa nu isi mai desfasoare activitatea in baza principiului continuitatii activitatii.

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 consolidated 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 us a going concern.

Evaluam prezentarea, structura si continutul situatiilor financiare, inclusiv al prezentarilor de informatii, si masura in care situatiile financiare reflecta tranzactiile si evenimentele care stau la baza acestora intr-o maniera care sa rezulte intr-o prezentare fidela.

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.

- 14 Comunicam persoanelor responsabile cu guvernanta, printre alte aspecte, aria planificata si programarea in timp a auditului, precum si principalele constatari ale auditului, inclusiv orice deficiente semnificative ale controlului intern, pe care le identificam pe parcursul
 - We communicate with those charged with governance 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.
- 15 De asemenea, furnizam persoanelor responsabile cu guvernanta o declaratie cu privire la conformitatea noastra cu cerintele etice privind independenta si le comunicam toate relatiile si alte aspecte care pot fi considerate, in mod rezonabil, ca ar putea sa ne afecteze independenta si, unde este cazul, masurile de siguranta aferente.
 - We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- 16 Dintre aspectele pe care le-am comunicat persoanelor insarcinate cu guvernanta, stabilim acele aspecte care au avut o mai mare importanta in cadrul auditului asupra situatiilor financiare din perioada curenta si, prin urmare, reprezinta aspecte cheie de audit. Descriem



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aceste aspecte in raportul nostru de audit, cu exceptia cazului in care legislatia sau reglementarile impiedica prezentarea publica a aspectului respectiv sau a cazului in care, in circumstante extrem de rare, consideram ca un aspect nu ar trebui comunicat in raportul nostru deoarece se preconizeaza in mod rezonabil ca beneficiile interesului public sa fie depasite de consecintele negative ale acestei comunicari.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

In numele

CONTEXPERT CONSULTING S.R.L.

Str. Buzesti, nr. 75, Etajul 4 -, sector 1, București, România Date

Inregistrata la Camera Auditorilor Financiari din Romania cu numarul 769/11.09.2007 Registered with the Chamber of Financial Auditors of Romania under certificate no. 769/11.09.2007

Mircea Pascu,

inregistrat la Camera Auditorilor Financiari din Romania cu numarul 4727/26.06.2014 Registered with the Chamber of Financial Auditors of Romania under certificate no. 4727/26.06.2014

București, 17 Martie 2020





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