



Șos. Borșului nr. 35
410605 ORADEA - ROMANIA



Tel: 0259 456 116
Tel: 0259 444 969
Fax: 0259 462 224
e-mail: sinteza@sinteza.ro
www.sinteza.ro

C.U.I.: RO 67329
Nr. înreg. ORC-Bihor: J.05/197/1991
Cont EXIM: RO48EXIM109000019389RO01
Banca : EXIM BANK ORADEA
Cont BTRL: RO86BTRL00501202N98396X
Banca : Transilvania Oradea
Cont BRD: RO79BRDE050SV07449460500
Banca : BRD Oradea

BOARD REPORT

31.12.2016

Annual report as :

Law no. 297/2004 on the capital market ;
In accordance with the C.N.V.M.

Regulation no. 1/2006

For the year:

2016

Date of the report:

31.12.2016

Company' name:

S.C. Sinteza S.A. Oradea

Headquarters:

Oradea, Borsului Road, No.35, Bihor
County

Tel. No./fax:

0259.456.116 / 0259.462.224

VAT Reg. No.:

67329

Reg.No.at Commerce Register:

J/05/197/1991

Regulated market:

Bucharest Stock Exchange

Subscribed and paid capital:

9.916.889 lei

The main characteristics of
shares issued:

Shares issued in dematerialized form

1. Analysis of the company's activity

1.1. Description of the company's core business

S.C."SINTEZA"- S.A. was founded by H.G. no. 1213/20.11.1990, the chemical company "SINTEZA", it is registered to Commerce Register under no. J/05/197/1991, VAT no. RO 67329 and is headquartered in Oradea, 35 Borşului Road, Bihor county.

During 2016 there were no mergers or reorganizations of the company, of any kind.

In May 2016, the shareholder of the company was change, by acquisition of a 51.89% shares of Fund BT Invest 1 managed by BT Asset Management S.A.I. S.A.

1.1.1. Elements of general evaluation

In 2016 the company obtained the following indicators:

1. Total revenues: 51.593.709 lei, of which:
 - net turnover: 26.647.594 lei, of which 24.670.326 lei represents export sales;
 - sales of assets: 22.979.013 lei;
 - revenue growth stocks: 1.434.438 lei;
 - financial revenue: 532.664 lei
2. Total expenses: 48.833.297 lei, of which:
 - operating expenses: 47.852.680 lei;
 - financial expenses: 980.617 lei.
3. Net operating result: 2.760.412 lei;
4. Net income from sales of assets (surplus reserve): 15.015.774 lei;
5. Cash at end of period: 3.101.497 lei equivalent.

1.1.2 Evaluation of the technical level of the company

The company operates plants benzoic acid and salicylic acid, located in Oradea Borsului Road no. 35, a technically advanced systems and products that are obtained mainly for the external market.

Organic synthesis products manufactured are intended for applications highly technical industrial chemicals, their use is in an uptrend in the chemical industry.

At the same time, the company continued in 2016 its leasing activity of available locations, obtaining rental income .

The company plans further development of highly technical fabrications.

The main products manufactured in 2016 and proceeds from their sale, compared to previous years are:

Crt. issue	Products	2016		2015	
		lei	%	lei	%
1	Operation industrial platform	1.742.824	6,54	2.231.835	8,18
2	Manufacture of organic synthesis products	24.904.770	93,46	25.037.385	91,82
	Total	26.647.594	100	27.269.220	100

1.1.3. Evaluation of the technical-material supply

The company acquires industrial engineering from a reputable company in the field, such as: Comes, Atlas Copco, Emerson, Magnatex.

In terms of acquisition of raw materials, energy, the company operates freely competitive market, major suppliers are: NIS Serbia, Slovnaft Slovakia, Novacyl France RCS & RDS, Distrigaz Vest.

1.1.4. Evaluation of sale

S.C. Sinteza S.A. sell products manufactured in markets such as being: Europe, Turkey, Russia, Africa, Asia .

The company sells free competitive market without significant reliance on a customer or group of customers.

The company uses in both direct sales as well as sales through distributors.

The main customers in 2016 were: Stanchem Poland, Brenntag Turkey, Biochem Germany, Tricon Energy Turkey, Globe Chemical Germany, Penpet Germany, Helios Slovakia, Caffaro Italy.

1.1.5. Assessment on the company's staff

In 2016 the average number of staff was 86 people. The company made a total of 20 employment and 17 termination of contracts. Of the total staff, 19 are university graduates. The unionisation was 34%.

In employment relationships were not conflicting elements.

The company regularly organizes training courses and plans financing of vocational school classes leading organic synthesis chemists.

1.1.6 Assessment on environmental impact

The company obtained all the authorizations and permits required by legislation. No major impact on the environment and there is litigation related to violation of environmental protection legislation.

1.1.7 Evaluation of Research and Development

The company has organized its own compartment for this activity, the expectations being oriented implementation of new products and technologies. In the next financial year is expected commissioning of new capacities in the field of organic synthesis, focusing on benzoic acid and its derivatives.

1.1.8 Evaluation of risk management

The company operates a free competitive market, being exposed to the normal risks this view. No major or significant exposure to the prices or liquidity. The company implements risk management system, covering the identification, analysis, management and monitoring of risks it is exposed.

Price risk - there is a permanent monitoring of this risk considering the market in which the company is specialized. The company apply and apply in the future, policy sales price depending on the price of raw materials (minimum sale price = raw material

purchase price + margin). We mention that resort to this form of pricing is a common practice on the specific market in which the company operates;

Credit risk - the company has ongoing and will use the funds raised in the future, especially for financing investment objectives. The cost is negotiated and resources in general dimensioned about baseline rates in the financial market so as to be sustainable in terms of the contract. They are taken into account potential changes in interest rates;

Liquidity risk - there is a constant concern for maintaining the level higher than one immediate liquidity. In 2016 this index was 1.46;

Cash flow risk is monitored daily, weekly and monthly by forecasts of receipts and payments. The company applied to commercial credit policy in relation to traditional customers and correlates with maturity deadlines for cashing payments (suppliers, banks, budgets, salaries).

1.1.9 Elemente de perspectiva privind activitatea societatii comerciale

In the next period, the company continues to open industrial platform on Borsului Road no. 35 and convert it to private industrial park and will invest in the development of production capacities of the products of organic synthesis. The company will work to reduce funding previously owned and seek to generate financial resources for investment activity on disposal of non core business assets it holds. In this way, the main priority will be the second manufacturing benzoic acid plant, that Sinteza SA will realize from its own resources and attracted.

In parallel, the company will develop programs that aim at creating liquidity in renting or selling of assets which are no longer affected core business.

1.1.10 Information on internal control

In the Sinteza SA internal control activities aimed at internal control and internal audit. In the area of internal control was specific for the company pursued regulatory compliance, compliance with internal rules, the decisions of the leadership and financial rules - accounting.

Internal audit is performed by a service contract with an independent company. The internal auditor assesses through a systematic and methodical approach control and governance processes of the company and to inform the General Manager and administrators significant issues identified by the audit report.

2 Tangible assets of the company

2.1 Location and description

The company owns and manages the following assets:

a) Industrial platform: 35 Borşului Road - dedicated to the development and manufacture: Industrial Park, benzoic acid, salicylic acid and fine organic synthesis products.

b) Industrial platform: 21 Borşului Road- real estate leasing

c) Industrial platform: 159 Clujului Road - for decommissioning and for rent or sale

d) Residential real estate – rented

e) Dump slam – operating dark and program closure

2.2 Potential problems related to ownership

There are no ownership issues.

3 Market securities issued by the company

The share capital of the company is 9,916,889 lei, divided into 66,112,590 shares with a nominal value of 0.15 lei / share. The shares are traded on the Bucharest Stock Exchange, Standard category . On 31.12.2016 the shareholder structure was as follows:

F.I.I. BT Invest 1	51,8898 %
Mr.Tibor Tincău	28,1346 %
Other individuals and companies	19,9756 %
Total :	100,0000 %

In the last year General Meeting of Shareholders decided not to distribute dividends, the entire profit going towards development.

The Company has not acquired its own shares and has not issued bonds.

4 Management company

On 31.12.2016 Board of the company consisted of:

Claudiu Sorin Pasula	- chairman of the Board
Radu Vasilescu	- member of the Board
Gavin Nicolas Ryan	- member of the Board

and executive management of the company was made up of :

Cătalin Mariaș	- General Manager
Dinu Vancea	- Sales Manager
Constantin Hantaru	- Product Manager
Ionel Sabau	- Development Manager
Viorel Florut Vese	- Financial Manager

None of the above were not involved in litigation or administrative procedures related to the ability to perform their duties.

5. Declaration on corporate governance

Sinteza SA, the company whose securities are traded on the Bucharest Stock Exchange (B.V.B) is in the process of implementing the Regulation of Corporate Governance of B.V.B. A statement of compliance status and its explanation is found in the appendix to this report.

Sinteza SA is a company managed in an integrated system. The highest leadership of the company is the General Meeting of Shareholders, in according with the Founding Document. General meetings can be ordinary and extraordinary (AGOA and AGEA).

The General Meeting of Shareholders shall be convened at least once per year within 5 months from the closing of the financial year. The main responsibilities of AGOA are stipulated in the Company Law.

Extraordinary General Meeting of Shareholders shall meet whenever need to decide according to the law.

Convening General Meetings of Shareholders shall be made by the Board of Directors whenever needed or when the companies legislation requires. Information on the date of the meeting, place, agenda and other information necessary for shareholders convening notices are made public through the Official Gazette and shall be published in the local press.

Each share of the Company entitles to one vote at general meetings. The vote is exercised directly or through representation. Organizing and conducting general

meetings are stipulated in the in Founding Document of the company and meet the requirements of the Company Law.

The Company is managed by a Board of Directors consisting of 3 directors elected for a term of 4 years, re-elected and revocable.

Most board members are non-executive and independent.

The Board of Directors meets whenever necessary, but at least once every three months at the headquarters.

The Management Board shall be convened by its Chairman, or his deputy.

In accordance with the Founding Document, the Board shall:

a.- approve the company's organizational structure and number of posts and establishing normative functional departments and production;

b.- approve the rights and obligations by collective labor agreement rules of organization and functioning and the rules of procedure;

c.- forward annually to the general meeting of shareholders within 5 months of the financial year, the report on the company's business, balance sheet and profit and loss account for the previous year and the draft budget for the current year;

d.- approve the depreciation of fixed assets owned by the company, decommissioning and shift in their conservation and declassification and disposal of material assets other than fixed assets;

e.- decide to grant sponsorships;

f.- approved management tactics and strategy of the company;

g.- extraordinary general meeting of shareholders proposed bond issuance;

h.- appoint the members of the steering committee, as appropriate.

i.- approve firm action concerning the future development of the company, its production capacity, introducing technical progress and technical manufacturing products at world level;

j.- resolve any other issues determined by the general meeting of shareholders and the law.

k.- approve the acquisition, transfer, exchange, constituting the guarantee of goods owned by the company, contracting finance for investment and working capital as AGEA resolutions.

The current management of the Company is delegated by mandate by the Director General appointed by the Board of Directors for a period of 4 years.

The Company applies the diversity policy in terms of its management.

The company will continuously improve communication in relationships with shareholders and investors by complying with the growing number of BVB Code requirements. In this respect, it proposes reconfiguring its site and develop a website dedicated to the relationship with investors to present information relevant to them.

6. Statement of financial accounting

Individual statement of financial position Sinteza SA in 2016 compared to 2015 is as follows:

Indicator	(RON)	(RON)
	31.12.2015	31.12.2016
Tangible assets		
Land an land design	13.485.777	13.971.880
Building	16.636.357	15.951.950
Technical installations and means of transport	15.252.700	16.237.119
Furniture, office equipment	24.050	18.837
Tangible assets under construction	5.617.536	5.527.632
Advance payment for tangible assets	17.924	0
Intangible assets		
Development expenses	0	0

Concessions, patents, licenses, trademarks, similar rights and assets and other intangible assets	637.785	610.506
Financial assets		
Shares in subsidiaries and other long term investments	257.358	110.332
Total Tangible and Intangible assets	51.929.487	52.428.256
Current assets		
Stocks	4.597.091	6.183.475
Trade receivables and other receivables	18.631.083	11.773.419
Expenses in advance	535.745	434.940
Cash and cash equivalents	574.360	3.101.497
Assets classified as held for sale	19.430.931	4.164.340
Total Current assets	43.769.210	25.657.671
Total Assets	95.698.697	78.085.927
Equity		
Capital	9.916.889	9.916.889
Share premium	0	0
Reserves	139.673.828	55.531.330
Result for the year	15.825	2.760.412
Earnings	- 76.694.700	-2.737.739
Other components of equity	-6.254	-1.352.345
Total Equity	72.905.588	64.118.547
Long term liabilities		
Long term loans and other liabilities	4.061.107	3.780.741
Advance recorded revenue	0	0
Provisions	0	0
Deferred tax liabilities	0	0
Total Long Term Liabilities	4.061.107	3.780.741
Current liabilities		
Short term loans	11.317.946	220.644
Trade payables and other liabilities, including derivatives	7.377.720	9.948.886
Advance recorded revenue	36.335	17.109
Provisions	0	0
Liabilities classified as held for sale	0	0
Total Current Liabilities	18.732.001	10.186.639
Total Liabilities	22.793.109	13.967.380
Total Equity and Liabilities	95.698.697	78.085.927

For fiscal year 2016, the parent company Sinteza SA has prepared consolidated financial statements, included in the consolidation of the company CHIMPROD S.A., with the following identification data:

Company Name:	SC CHIMPROD S.A.
Headquarters:	Oradea, No.35 sos.Borsului
Phone number / fax:	0259 456 110
Fiscal registration code:	RO 67345
Register Register of Commerce:	J 05/1984/1992
Share capital:	90.000 Lei

Company shares CHIMPROD S.A. they are not traded on the regulated market of securities. Stake of SC Sinteza S.A. is 99,765 % and the stake of non-controlling interest is 0,235%.

The company is managed by money by SC Summary S.A., having appointed a permanent representative in this regard.

Consolidated statement of financial position in 2016 compared to 2015 is as follows:

Indicator	(RON)	(RON)
	31.12.2015	31.12.2016
Tangible assets		
Land and land design	13.485.777	13.971.880
Building	16.636.357	15.951.950
Technical installations and means of transport	15.418.791	16.384.756
Furniture, office equipment	24.050	18.837
Tangible assets under construction	5.414.139	4.621.871
Advance payment for tangible assets	17.924	0
Intangible assets		
Development expenses	0	0
Concessions, patents, licenses, trademarks, similar rights and assets and other intangible assets	637.785	610.506
Financial assets		
Shares in subsidiaries and other long term investments	174.007	26.981
Total Tangible and Intangible assets	51.808.830	51.586.781
Current assets		
Stocks	4.936.822	6.457.159
Trade receivables and other receivables	17.141.868	10.365.708
Expenses in advance	535.745	434.940
Cash and cash equivalents	580.180	3.108.976
Assets classified as held for sale	19.430.931	4.164.340
Total Current assets	42.625.546	24.531.123
Total Assets	94.434.376	76.117.904
Equity		
Capital	9.920.639	9.920.639
Share premium	0	0
Reserves	141.016.139	56.875.357
Result for the year	-183.921	1.887.468
Earnings	-79.143.512	-5.182.899
Other components of equity	-6.254	-1.354.061
Total Equity	71.603.091	62.146.504
Long term liabilities		
Long term loans and other liabilities	4.061.107	3.780.741
Advance recorded revenue	0	0
Provisions	0	0
Deferred tax liabilities	0	0
Total Long Term Liabilities	4.061.107	3.780.741
Current liabilities		
Short term loans	11.317.946	220.644
Trade payables and other liabilities, including derivatives	7.415.897	9.952.906
Advance recorded revenue	36.335	17.109
Provisions	0	0
Liabilities classified as held for sale	0	0
Total Current Liabilities	18.770.178	10.190.659
Total Liabilities	22.831.285	13.971.400
Total Equity and Liabilities	94.434.376	76.117.904

The financial statements of 2016 are prepared in accordance with Order MFP no. 881/2012, Order MFP no. 2844/2016, Order MFP no. 1802/2014 and the Order MFP no. 166/2017 applicable to companies whose securities are traded on a regulated market.

Company management is not aware of events that cast doubt on the future continuity of operation, a claim supported by the financial results and the existence of contracts to ensure the sale of production pursued.

Chairman of Board of Directors

Claudiu Sorin Pasula

**The statement of compliance with the BSE Corporate Governance Code
as of 31 December 2016**

Governance Code of BSE	Compliance	Non-compliance or partial compliance	Reason for non-compliance
A. - RESPONSIBILITIES			
A.1. All companies should have internal regulation of the Board which includes terms of reference/ responsibilities for Board and key management functions of the company, applying, among others, the General Principles of this Section.		X	Terms of Reference / responsibilities of the Board and key management are contained only in constituent documents of the company, updated in 2012.
A.2. Provisions for the management of conflict of interest should be included in Board regulation. In any event, the members of the Board must notify the Board of any conflicts of interest that have arisen or may arise and refrain from participating in discussions (including by default, unless that failure would prevent the formation of quorum) and vote for the adoption of a decision on the matter giving rise to this conflict of interest.		X	Provisions on the management of conflict of interest will be included in the Council Regulation which will be developed by the Board
A.3. The Supervisory Board should have at least five members.		X	The current organizational structure and leadership of the SC Sinteza SA, contained in the foundation document, sets out a number of three members to the Board of Directors. Changing the number of members will be approved by the General Shareholders Meeting and updating foundation document.
A.4. The majority of the members of the Board of Directors should be non-executive. At least one member of the Board of Directors or Supervisory Board should be independent, in the case of Standard Tier companies. Not less than two non-executive members of the Board of Directors or Supervisory Board should be independent, in the case of Premium Tier Companies. Each member of the Board of Directors or Supervisory Board, as the case may be, should submit a declaration that he/she is independent at the moment of his/her nomination for election or re-election as well as when any change in his/her status arises, by demonstrating the ground on which he/she is considered independent in character and judgement in practice and according to the following	X		All three current members of the Board of Directors are non-executive. Two of the three members of the Board of Directors are independent.

<p>criteria:</p> <p>A.4.1. Not to be the CEO/executive officer of the company or of a company controlled by it and not have been in such position for the previous 5 years;</p> <p>A.4.2. Not to be an employee of the company or of a company controlled by it and not have been in such position for the previous five (5) years;</p> <p>A.4.3. Not to receive and not have received additional remuneration or other advantages from the company or from a company controlled by it, apart from those corresponding to the quality of non-executive director;</p> <p>A.4.4. Is not or has not been an employee of, or has not or had not any contractual relationship, during the previous year, with a significant shareholder of the company, controlling more than 10% of voting rights or with a company controlled by it;</p> <p>A.4.5. Not to have and not have had during the previous year a business or professional relationship with the company or with a company controlled by it, either directly or as a customer, partner, shareholder, member of the Board/ Director, CEO/executive officer or employee of a company having such a relationship if, by its substantial character, this relationship could affect his/her objectivity;</p> <p>A.4.6. Not to be and not have been in the last three years the external or internal auditor or a partner or salaried associate of the current external financial or internal auditor of the company or a company controlled by it;</p> <p>A.4.7. Not to be a CEO/executive officer in another company where another CEO/executive officer of the company is a non-executive director;</p> <p>A.4.8. Not to have been a non-executive director of the company for more than twelve years;</p>			
<p>A.5. Alte angajamente și obligații profesionale relativ permanente ale unui membru al Consiliului, inclusiv poziții executive și neexecutive în Consiliul unor societăți și instituții non-profit, trebuie dezvăluite acționarilor și investitorilor potențiali înainte de nominalizare și în cursul mandatului său.</p>		X	<p>On the company's website or BSE, professional biographies of Board members are not published.</p> <p>This requirement will be met with reconfiguring the internet site of the Company.</p>
<p>A.6. Any member of the Board should submit to the Board, information on any relationship with a shareholder who holds directly or indirectly, shares representing more than 5% of all voting rights.</p>		X	<p>There was no such information deemed necessary by the Council.</p>
<p>A.7. The company should appoint a Board secretary responsible for supporting the work of the Board.</p>	X		<p>There is a nominated person who held the post in the Council</p>

A.8. The corporate governance statement should inform on whether an evaluation of the Board has taken place under the leadership of the chairman or the nomination committee and, if it has, summarize key action points and changes resulting from it. The company should have a policy/guidance regarding the evaluation of the Board containing the purpose, criteria and frequency of the evaluation process.		X		Corporate Governance Statement is being Development and will include such policy
A.9. The corporate governance statement should contain information on the number of meetings of the Board and the committees during the past year, attendance by directors (in person and in absentia) and a report of the Board and committees on their activities.	X			The Board of Directors meets regularly once a month and whenever deemed necessary for the proper development of the company's activity
A.10. The corporate governance statement should contain information on the precise number of the independent members of the Board of Directors or of the Supervisory Board.	X			The Board of Directors has a total of 3 members of which 2 are independent members
A.11. The Board of Premium Tier companies should set up a nomination committee formed of non-executives, which will lead the process for Board appointments and make recommendations to the Board. The majority of the members of the nomination committee should be independent.	X			This requirement does not apply SC Sinteza SA listed on the BSE Standard Category
B . RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM				
B.1 The Board should set up an audit committee, and at least one member should be an independent non-executive. In the case of Premium Tier companies, the audit committee should be composed of at least three members and the majority of the audit committee should be independent.	X			In the council it works an audit committee which meets the requirements of independence and competence required by BSE Code
B.2 The audit committee should be chaired by an independent non-executive member.	X			
B.3. Among its responsibilities, the audit committee should undertake an annual assessment of the system of internal control.		X		Annual Audit Report contains references to the Company's internal control system.
B.4. The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and internal control reports to the audit committee of the Board, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses and their submission of relevant reports to the Board.		X		Internal audit assessment is made in the Annual Report of Board
B.5. The audit committee should review conflicts of interests in	X			Evaluation of conflict of interest is made when deciding such transactions

transactions of the company and its subsidiaries with related parties.				
B.6. The audit committee should evaluate the efficiency of the internal control system and risk management system.	X			There are references in the Annual Report of directors regarding this issue
B.7. The audit committee should monitor the application of statutory and generally accepted standards of internal auditing. The audit committee should receive and evaluate the reports of the internal audit team.	X			Internal audit reports are made available annually to the audit committee
B.8. Whenever the Code mentions reviews or analysis to be exercised by the Audit Committee, these should be followed by cyclical (at least annual), or ad-hoc reports to be submitted to the Board afterwards	X			
B.9. No shareholder may be given undue preference over other shareholders with regard to transactions and agreements made by the company with shareholders and their related parties.	X			There are no such provisions in the foundation document or other internal regulations of the company
B.10. The Board should adopt a policy ensuring that any transaction of the company with any of the companies with which it has close relations, that is equal to or more than 5% of the net assets of the company (as stated in the latest financial report), should be approved by the Board following an obligatory opinion of the audit committee.			X	It will consider the adoption by the Council of such a policy.,And including it in its corporate governance rules
B.11. The internal audits should be carried out by a separate structural division (internal audit department) within the company or by retaining an independent third-party entity.	X			The internal audit of the company is conducted by an independent third party entity based service contract
B.12. To ensure the fulfillment of the core functions of the internal audit department, it should report functionally to the Board via the audit committee. For administrative purposes and in the scope related to the obligations of the management to monitor and mitigate risks, it should report directly to the chief executive officer.	X			The internal auditor reports functionally to the Board and the administratively by the General Manager.
C. FAIR REWARDS AND MOTIVATION				
C.1. The company should publish a remuneration policy on its website and include in its annual report a remuneration statement on the implementation of this policy during the annual period under review. Remuneration policy should be formulated so as to allow shareholders understanding principles and arguments underlying the remuneration of Board members and the CEO and the Executive Board in the dual system. It should describe how the management process and making decisions regarding remuneration, detailing the components of the remuneration of executive management (such as salary, annual bonus, long-term incentives linked to shareholder value, benefits in kind,			X	According to the foundation document, the Board members remuneration is the prerogative of the General Meeting of Shareholders . After developing and approving the remuneration policy will be posted on the company website.

pension and others) and describe purpose, principles and assumptions underlying each component (including the general performance criteria related to any form of variable remuneration). In addition, the remuneration policy should specify the length of the contract Executive Director and the period of notice stipulated in the contract, and any compensation for unjust dismissal. Any significant change occurred in the remuneration policy to be timely published on the website of the company.				
D . BUILDING VALUE THROUGH INVESTORS' RELATIONS				
D.1. The company should have an Investor Relations function - indicated, by person (s) responsible or an organizational unit, to the general public. In addition to information required by legal provisions, the company should include on its corporate website a dedicated Investor Relations section, both in Romanian and English, with all relevant information of interest for investors, including:			X	The requirement will be implemented after it is set up the website of the company.
D.1.1. Principal corporate regulations: the articles of association, general shareholders' meeting procedures.			X	The requirement will be implemented after it is set up the website of the company.
D.1.2. Professional CVs of the members of its governing bodies, a Board member's other professional commitments, including executive and non-executive Board positions in companies and not-for-profit institutions;			X	The requirement will be implemented after it is set up the website of the company.
D.1.3. Current reports and periodic reports (quarterly, semi-annual and annual reports) including current reports with detailed information on compliance with this Code;	X			These reports and information are published on the company website
D.1.4. Information related to general meetings of shareholders: agenda and information materials; procedure for electing board members; arguments supporting nominations for election to the Council, together with their professional CVs; Shareholders with questions regarding the items on the agenda and responses from the company, including decisions adopted;	X			This information is published on the company website
D.1.5. Information on corporate events, such as the payment of dividends and other distributions to shareholders, or other events that lead to the acquisition or limitation of rights of a shareholder, including the deadlines and principles for such operations. This information will be published within a period to allow investors to take investment decisions;			X	The requirement will be implemented after it is set up the website of the company.
D.1.6. The name and contact data of a person who should be able to			X	The requirement will be implemented after it is set up the website of the

provide knowledgeable information on request;				company.
D.1.7. Corporate presentations (e.g. IR presentations, quarterly results presentations, etc.), financial statements (quarterly, semiannual, annual), auditor reports and annual reports.	X			This information is published on the company website
D.2. A company should have an annual cash distribution or dividend policy. The annual cash distribution or dividend policy principles should be published on the corporate website.		X		Payment of dividends is by resolution of the General Meeting of Shareholders according to the foundation document. Publication on the company's website the annual dividend distribution policy, will be made after the elaboration and approval by the company management .
D3. The company will adopt a policy regarding forecasts, whether they are made public or not. The forecast refers to findings quantified studies aimed at determining the overall impact of a number of factors relating to a future period (so-called hypotheses) by its nature, this project has a high level of uncertainty, actual results may differ significantly from forecasts initially presented. Policy regarding projections will determine the frequency and content of the period covered by the forecast. If published, the forecast can only be included in the annual, biannual or quarterly. Policy regarding projections will be published on the website of the company.		X		Publication on the company's website the annual forecasts, will be made after the elaboration and approval by the company management .
D.4. The rules of general meetings of shareholders should not restrict the participation of shareholders in general meetings and the exercising of their rights. Amendments of the rules should take effect, at the earliest, as of the next general meeting of shareholders.	X			Rules General Meeting of Shareholders will be mentioned every meeting notice published in accordance with legal requirements about 45 days before each meeting.
D.5. The external auditors should attend the shareholders' meetings when their reports are presented there.	X			
D.6. The Board should present to the annual general meeting of shareholders a brief assessment of the internal controls and significant risk management system, as well as opinions on issues subject to resolution at the general meeting.	X			Annual Report Directors, presented the annual General Meeting of Shareholders with the financial statements, contain the Board evaluation of internal control systems management and significant risks.
D.7. Any professional, consultant, expert or financial analyst may participate in the shareholders' meeting upon prior invitation from the Chairman of the Board. Accredited journalists may also participate in the general meeting of shareholders, unless the Chairman of the Board decides otherwise.	X			SC Sinteza SA is open to the participation of specialists, consultants, experts or analysts at shareholders' meetings. A general set of rules and procedures in this regard will be submitted for discussion and approval of the Board
D.8. The quarterly and semi-annual financial reports should include information in both Romanian and English regarding the key drivers influencing the change in sales, operating profit, net profit and other relevant financial indicators, both on quarter-on-quarter and year-on-	X			Starting to 2016, reports will be published both in Romanian and English

year terms.				
D.9. A company should organize at least two meetings/conference calls with analysts and investors each year. The information presented on these occasions should be published in the IR section of the company website at the time of the meetings/conference calls.	X			SC Sinteza SA organizes twice a year such meetings, according to the annual calendar submitted to BSE
D.10. If a company supports various forms of artistic and cultural expression, sport activities, educational or scientific activities, and considers the resulting impact on the innovativeness and competitiveness of the company part of its business mission and development strategy, it should publish the policy guiding its activity in this area		X		A policy in this regard will be developed by the Council if will considered appropriate

