

AGRIPOLYANE S.A.S.

ANNUAL MANAGEMENT REPORT BY THE BOARD OF DIRECTORS

The Board of Directors presents the annual report and audited financial statements of the Company for the year ended 31 December 2019.

Basis of preparation of the annual Financial Statements of the Company

The balance sheet and the income statement as well as the annual report of our Company for 2019 have been drawn up and submitted in line with the principles determined by the French Accounting Standards.

Pursuant to the regulations, our annual report shall present the work and transaction flows of our Company pertaining to the respective financial year as well as the financial status thereof in all aspects by protecting the rights and the interests of our Company; enable our shareholders to have access on any information regarding the financial status of our Company completely and properly; evaluate the general properties of our Company's financial performance and financial status as well as the basic risks encountered by it and propound, through accounting and financial reporting data, that the activities and the services of our Company are performed in most efficient, reliable and uninterrupted manner.

Principal activities and nature of operations of the Company

The principal activities of the Company, which are unchanged from last year, are the production of agriculture greenhouse film and multifunctional film for other applications, wholesale trade and international trade.

Continuity of activity

These financial statements have been prepared based on the business continuity principle, which assumes that the Company will normally continue its activity in the foreseeable future without entering into a state of liquidation or significant reduction of the activity.

To assess the applicability of this presumption, management analyzes forecasts of future cash inflows. Based on these analyzes, the management believes that the Company will be able to continue its activity in the foreseeable future and therefore, the application of the principle of continuity of activity in the preparation of the financial statements is justified.

Review of current position, future developments and performance of the Company's business

The Turnover of the Company in 2019 was decreased by 4.35% to 26.4 million Euro from 27.6 million Euro in 2018. The Operating Profits were reduced to 190 thousand Euro in the reporting year from 800 thousand Euro in the previous year. The Profits Before Taxes shrank to 110 thousand Euro from 598 thousand Euro in the year before.

The sales volume was decreased to 10493 T during the year in scope from 11161 T in the previous year due to the drop of sales in some big markets (UK/India/Spain) and also because the installation and test of the new big production line which had as a consequence the stoppage of operation of the old main production line for two months. The Company performed a three months test of the new line's operation and the improvement of the processes. There was also a training program in production for the new employees.

Main investments during the year

An investment of 3 million € was performed for the installation of a new big production line to increase productivity, reduce costs by reducing scrap rate and opportunity to develop new product in the future.

Principal risks and uncertainties

The principal risks and uncertainties faced by the Company are disclosed here below:

Use of financial instruments by the Company

The Company is exposed to interest rate risk, credit risk and dividends from the financial instruments it holds.

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to interest

rate risk in relation to its non-current borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company's Management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities - primarily trade receivables and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Credit risk related to trade receivables: This is managed based on established policies, procedures and controls relating to customer credit risk management. Credit limits are established for all customers based on internal ratings. Credit quality of the customer and outstanding customer receivables are assessed and regularly monitored. The Company does not hold collateral as security.

Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability but can also increase the risk of losses. The Company has procedures with the object of minimizing such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

Dividends

The dividend distribution policy of the Company is defined in the articles of association. The dates as well as the manner and method of dividend payments to the shareholders are resolved by the general board. The general board may delegate the authority to determine the date, percentage and method of dividend distribution to the board of directors.

Share capital

There were no changes in the share capital of the Company during the year under review.

Organization and development of internal control within the Company

The purpose of internal control is to ensure the coherence of objectives, to identify the key success factors and to communicate to the Company's management, in real time, the information regarding the performances and perspectives.

The control activities are an integral part of the management process through which the Company aims to achieve the proposed objectives.

The control aims at applying the norms and procedures of internal control, at all hierarchical and functional levels: the decisional authority regarding the definition on hierarchical levels of the approvals, the evaluation of the operational performances, the security of the assets, the separation of the functions.

Board of Directors

The members of the Company's Board of Directors as at 31 December 2019 and at the date of this report are the same.

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

As of April 1st, 2019, Sotirios Droulias has replaced Michel Dacosta as the new General Director of the Company.

Events after the balance sheet


In December 2019, the new SARS -COV-2 virus appeared in China and the COVID-19 disease caused by the new coronavirus began to spread worldwide. On March 11, 2020, the World Health Organization declared a pandemic of corona disease 2019 (COVID-19). Subsequently, countries - to reduce the spread of the virus - began to take measures, such as the prohibition of international business and tourism travel, the restriction of social and labor travel within countries, the closure of businesses, etc.

As far as the Company, its production has continued normally until today. The demand for its products has remained stable until today, despite the pandemic, because the sectors we are addressing, the agricultural economy and the plastics industry, have not been significantly affected. Overall, from the beginning of the year 2020 until the end of April, the sales volume of the Company has increased by 8,5% compared to the same period of 2019, while

the profits of the period have also increased. The demand for our products and the existing orders for the next two months are at normal levels for the season.

Therefore, according to the current circumstances, the effects of the pandemic are not expected to have an impact on the continuation of business activities and the financial results of the Company, unless a second wave of the disease later or a sudden and unexpected situation, change the current picture. The Management monitors with special attention the developments. Also, none of the noticeable effects is considered as a later corrective event of the financial statements of 31.12.2019.

The President of the Board



Mr. Michail Lempidakis

April 23rd, 2020
