

# MANAGEMENT REPORT

Q4 2018



## SOPHARMA GROUP

1 March 2019

## CONTENT

I.	General information about Sopharma Group .....	2
1.	Main activities .....	2
2.	Registration and activity of the Company .....	2
3.	Controlled companies .....	3
4.	Board of directors.....	4
5.	Shareholder structure as at 31 December 2018 .....	5
6.	Employees .....	5
II.	Recent developments.....	5
1.	Industrial activity .....	5
2.	Distribution.....	8
3.	Revision of the activities of the Group and the main risks it faces .....	9
4.	Analysis of the activities .....	10
5.	Significant events in the nine months of 2018 and until the date of the interim consolidated management report .....	23
6.	Transactions with related parties.....	35
III.	Information about the shares of Sopharma AD .....	35

## I. General information about Sopharma Group

### 1. Main activities

Sopharma Group (the Group) is a leading Bulgarian producer, exporter and local distributor of pharmaceutical products with a strong presence in Eastern and South-eastern Europe, offering a wide range of prescription medicines and OTC products.

The Group operates in the following areas:

- + production of pharmaceutical products including medicines, primarily generics, herbal-based substances and food supplements, which is primarily done by Sopharma AD (the Company) and to a lesser extent by its production subsidiaries;
- + production of medicinal products and medicinal cosmetics, as plasters, bandages and sanitary-hygiene products focused on the production site in Sandanski city;
- + distribution of pharmaceuticals, medical supplies, sanitary materials, vitamins, food supplements and cosmetics, which is mainly performed by Sopharma Trading in Bulgaria, Lekovit D.o.o. in Serbia, Briz SIA in the Baltic region, and Brititrade SOOO in Belarus;
- + production and distribution of non-pharmaceutical products, primarily medical supplies such as syringes and other disposables used in medicine, which is mainly performed by Momina Krepost AD, and other complementary activities to the production of pharmaceutical products and distribution of pharmaceutical products.

### 2. Registration and activity of the Company

Sopharma AD is a company registered in Bulgaria under the Provisions of the Commercial Law, with its registered office in Sofia, 16 Iliensko shose str.

Sopharma was established in 1933. The court registration of the Group is from 15 November 1991, decision №1/1991 of Sofia City Court. Sopharma AD is a public company under the Public Offering of Securities Act.

The Group conducts the production and marketing of medicinal substances and dosage forms; research, engineering and implementation activities in the field of phytochemistry, chemistry and pharmacy. Sopharma AD provides services related to production, as well as to ancillary and supporting activities.

## 3. Controlled companies

Sopharma Group consists of Sopharma AD and 52 subsidiaries, directly or indirectly controlled by the Company. In addition, the Group has investments in 1 joint venture, and 1 associated company.

Group	Interest as at 31.12.2018 in %
Sopharma Trading AD, Sofia, Bulgaria*	72.96
Biopharm Engineering AD, Sliven, Bulgaria	97.15
Pharmalogistica AD, Sofia, Bulgaria	89.39
Elektroncommerce EOOD, Sofia, Bulgaria	100.00
Sopharma Buildings REIT, Sofia, Bulgaria	40.38
Momina Krepost AD, Veliko Tarnovo, Bulgaria	93.56
Phyto Palauzovo AD, Kazanluk, Bulgaria**	100.00
Sopharmacy EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 2 EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 3 EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 4 EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 5 EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 6, EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 7, EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 8, EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 9, EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 10, EOOD, Sofia, Bulgaria**	72.96
Veta Pharma AD, Veliko Tarnovo, Bulgaria	99.98
Aromania OOD, Sofia, Bulgaria	76.00
Sopharmacy 11 (PharmaStore 1) EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 12 (PharmaStore 2) EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 13 (PharmaStore 3) EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 14 (PharmaStore 4) EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 15 (PharmaStore 5) EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 16 EOOD, Sofia, Bulgaria**	72.96
Sopharmacy 17 EOOD, Sofia, Bulgaria**	72.96
PAO Vitaminy, Uman, Ukraine	99.56
Sopharma Poland Sp. z. o. o, Warsaw, Poland in Liquidation	60.00
Sopharma Warsaw Sp. z. o. o, Warsaw, Poland	100.00
Sopharma Trading d.o.o. Belgrade **	72.96
BRIZ SIA, Riga, Latvia	66.13
Brititrade SOOO, Minsk, Belarus**	52.90
Tabina SOOO, Minsk, Belarus **	53.05



## Sopharma Group

Brizpharm SOOO, Minsk, Belarus**	35.85
OOO Sopharma Ukraine, Kiev, Ukraine	100.00
OOO Pharmacist Plus, Minsk, Belarus**	40.72
ZAO TBS Pharma, Vilnius, Lithuania**	33.73
OOO Bellerofon, Minsk, Belarus***	50.00
TOO Sopharma Kazakhstan, Almaty, Kazakhstan	100.00
ZAO Interpharm, Vitebsk, Belarus***	59.52
OOO Galenapharm, Pinsk, Belarus**	59.91
ODO Medjel, Minsk, Belarus**	54.23
ODO Alenpharm-Plus, Belarus**	55.54
OOO Pharmateia, Minsk, Belarus***	35.80
ODO Salius Line, Grodno, Belarus**	50.92
Rap Pharma International OOD, Kishinev, Moldova	51.00
Lekovit D.o.o., Sabac, Serbia**	51.07
OOO Zdorovei, Minsk, Belarus**	38.94
OOO Ivem i K, Minsk, Belarus**	29.65
OOO Ariens, Polotzk, Belarus**	39.83
OOO Zabotlivaya apteka, Minsk, Belarus**	34.74
OOO Med-dent, Bobruisk, Belarus**	46.29
BOOO SpetzApharmacia, Bobruisk, Belarus**	46.29

\*effective interest in percent

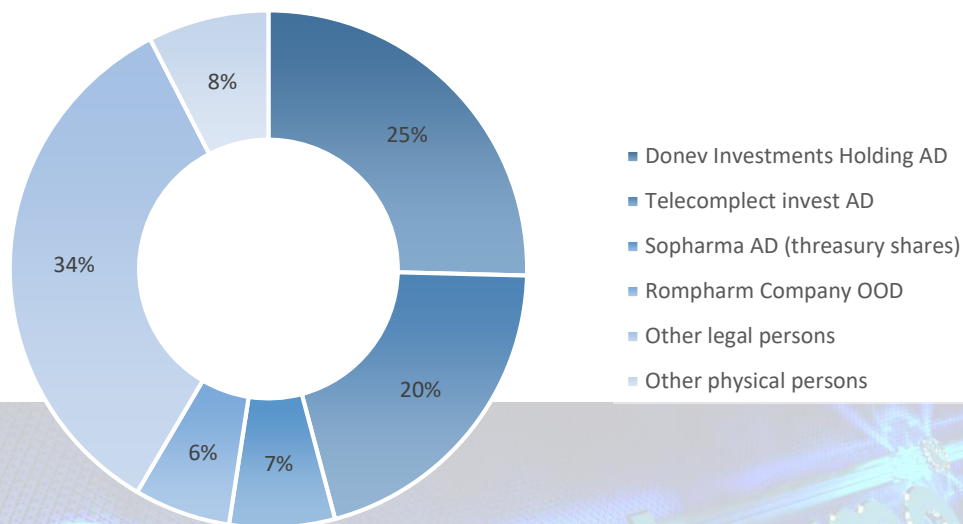
\*\*indirect interest

\*\*\*joint venture

### 4. Board of directors

Sopharma AD has a one tier management system with a Board of Directors of five members as follows: Ognian Donev, PhD - Chairman and members Vessela Stoeva, Alexander Tchaushev, Ognian Palaveev and Ivan Badinski (from 01.08.2018). The company is represented and managed by the Executive Director Ognian Donev, PhD.

## 5. Shareholder structure as at 31 December 2018



## 6. Employees

As at 31.12.2018, the average number of employees of Sopharma Group is 5 073 (compared to 4 895 in 2017). The average number of employees of Sopharma AD as at 31.12.2018 is 2 085 (at 2 182 in 2017) and of Sopharma Trading AD is 820 (compared to 747 in 2017).

The training programs offered to employees of the Company aim to develop employee competencies. The training policy is specifically aimed at providing high professional knowledge as well as in relation to the requirements for health and safety at work.

Employees are entitled to the higher additional remuneration required by applicable law on overtime, night shifts and work on Saturdays, Sundays and holidays. Employees who work under specific, harmful or dangerous conditions receive personal protective equipment and allowances.

## II. Recent developments

### 1. Industrial activity

The company and its twelve manufacturing facilities are compliant with EU regulations and are located in Bulgaria and one facility in Ukraine certified and acknowledged by the local authorities and all countries from the CIS. With the exception of the facility in the Ukraine all other facilities have been examined and certified according to the EU GMP.

The production activities of the Group are carried out and developed in the following areas:

- ✚ production of pharmaceutical products;
- ✚ substances and preparations based on vegetable raw materials (phytochemical production);
- ✚ veterinary vaccines;
- ✚ infusion solutions;
- ✚ concentrates for hemodialysis;
- ✚ medical disposable products for human and veterinary medicine;
- ✚ injection molded products for the industry, agriculture and households.

### *Sopharma AD*

The Company has a portfolio of more than 210 products: mainly generics and 15 original products, of which 12 products are phyto-based. The original products of the Group (and in particular Carsil and Tempalgin) are key contributors to its revenue from export markets, while for the domestic sales the most important products are generics, of which the leading drug is Analgin.

The product portfolio of Sopharma AD focuses on the following therapeutic areas: cardiology, gastroenterology, pain management, cough and cold, immunology and dermatology, respiratory tract and asthma, neurology and psychiatry, urology and gynecology.

The most significant pharmaceutical products in terms of their contribution to the amount of revenue are:

- ✚ Carsil - an original plant-based product used to treat gastro-enterological diseases (liver diseases);
- ✚ Tempalgin - an original analgesic (painkiller);
- ✚ Tabex - an original plant-based anti-smoking drug;
- ✚ Tribestan - an original plant-based product that stimulates the functions of the sexual system;
- ✚ Broncholitin - an original plant-based product used to suppress cough;
- ✚ Analgin - generic analgesic (pain reliever);
- ✚ Nivalin - an original plant-based product used for diseases of the peripheral nervous system;

- ✚ Methylprednisolone - a generic medicine for cases of severe allergies and certain life-threatening conditions.

### *Biopharm Engineering AD*

Company is a fast-growing company. It has modern production units and is continuously expanding and modernizing its production capacities. The strategy of Biopharm Engineering AD is built using the market and technological advantages of the company. The company has a Good Manufacturing Practice Certificate (GMP). It is successfully developing in the following areas:

- ✚ Manufacture of infusion solutions;
- ✚ Production of injection solutions;
- ✚ Manufacture of veterinary medical preparations;

#### Main products:

- ✚ Manufacture of infusion and injection solutions;
- ✚ Production of veterinary medicinal products - vaccines and diagnostic tools.

#### Main Markets:

The manufactured infusion solutions are realized through Sopharma AD on both the Bulgarian and the international market. Veterinary medical products are available in Bulgaria and other European countries.

### *PAO Vitamini*

PAO Vitamini manufactures and sells medicines, tablets, powders, oil solutions, syrups and tinctures. Production of the medicines of PAO Vitamini is highly effective, of excellent quality, affordable prices and is sold successfully not only in Ukraine and the CIS.

At present, the production takes place in the following production sites:

- ✚ for liquid dosage forms;
- ✚ two production sites for solid dosage forms;
- ✚ production site for extraction;



- + tincture production;
- + production of solutions;
- + production of powdered products.

## 2. Distribution

### *Sopharma Trading AD*

The company is a leading distributor of pharmaceutical products and cosmetics in Bulgaria with a market share of pharmaceutical products of 22% (according to IMS). Sopharma Trading is the only distributor on the Bulgarian market of particular pharmaceutical products for several leading international pharmaceutical and other companies the field of healthcare such as Amgen, Astra Zeneca, GE Healthcare, Johnson and Johnson, Abbot Diagnostics, Hartmann, Novartis and Novo Nordisk.

The Group offers more than 10 000 products (particularly pharmaceutical products, medical equipment and devices, accessories, cosmetics, vitamins and food supplements) in its portfolio, including the brands of Sopharma, and holds exclusive rights for Bulgaria over brands of strategic partners such as Aboca, Colief, Jamieson, Planter's, Premax, Skincode, SVR Laboratories, US Pharmacia and Wyeth, specialized services (such as software solutions for pharmacies and advice and consulting services) and national logistics services. Sopharma Trading cooperates with more than 400 partners and over 3 000 clients.

### *SIA BRIZ, Latvia*

Briz develops its activity in the following main directions:

- + Distribution of medicines and food supplements in the wholesale and retail segment;
- + Distribution of cosmetics and perfumery products in the wholesale and retail segment;
- + Registration of medicines in Latvia, Lithuania, Estonia, Belarus, Bulgaria;
- + Presentation of medicines manufactured in third countries to the European Union;
- + Marketing support for products on the mentioned markets;
- + Production.

The company is constantly developing, GMP certificates, GDP, import licenses for medicines manufactured in third countries in the EU, and a psychotropic license. The mission of the company is to meet the needs of customers in natural, effective and modern medicines and cosmetics, nutritional supplements that improve health and quality of life. The main objective of the company is to increase the portfolio of products of Sopharma AD in the markets of Latvia, Lithuania, Estonia and Belarus. In addition to representative, commercial and marketing services, the company successfully provides pharmacovigilance services to its customers.

### 3. Revision of the activities of the Group and the main risks it faces

#### *Risks relating to the Group's business and the industry the Group operates in*

- + The Group faces significant competition;
- + Part of Sopharma Trading's revenue in Bulgaria is generated by sales to state hospitals, which predetermines a high degree of business risk;
- + Reputation of the Group may be adversely affected by untrue or misleading information available on websites containing the name "Sopharma", including [www.sopharma.com](http://www.sopharma.com), which have not been authorized by the Group;
- + The Group is dependent on regulatory approvals;
- + Government regulations affecting the Group's business may change, thus possibly increasing compliance costs or otherwise affecting its operations;
- + Part of the Group's revenues, in particular in Bulgaria, depend on the inclusion of the Group's medicines on reimbursement lists;
- + The Group's production facilities and processes are subject to strict requirements and regulatory approvals that may delay or disrupt the Group's operations;
- + The Group's ability to pay dividends depends on a number of factors and there can be no assurance that the Group will be able to pay dividends in accordance with its dividend policy or at all in any given year;
- + The Group is subject to operational risk, which is inherent to its business activities;
- + The Group is subject to numerous environmental and health and safety laws and regulations and is exposed to potential environmental liabilities;
- + Litigation or other out-of-court proceedings or actions may adversely affect the Group's business, financial condition and results of operations.

## *Risks relating to Bulgaria and other markets in which the Group operates*

- + The macroeconomic environment, particularly in Bulgaria, Russia and Ukraine, has a significant effect on the Group's operations and position;
- + The political environment in Bulgaria has a significant effect on the Group's operations and financial condition;
- + The political environment in the Group's export markets, especially in Russia and Ukraine, has a significant effect on the Group's operations and financial condition;
- + Developing legal frameworks in some countries in which the Group sells its products, in particular Russia and Ukraine, may negatively impact the Group's operations in such countries;
- + Risks relating to exchange rates and the Bulgarian Currency Board;
- + Interpretations of tax regulations may be unclear and tax laws and regulations applicable to the Group may change;
- + Risks related to the Bulgarian legal system;

### *Currency risk*

The Group companies carry out their activities in active exchange with foreign suppliers and customers and are therefore exposed to currency risk.

Through the companies in Belarus and Ukraine, the group carries out business operations in these countries and, accordingly, has substantial exposures in Belarusian rubles and Ukrainian hryvnia. The currency risk is related to the negative movement of the exchange rates of these currencies against the Bulgarian lev in the future business operations, the recognized assets and liabilities in foreign currency and the net investments in foreign companies. The rest of the companies abroad are selling mainly on local markets, leading to currency risk and against their currencies – Serbian Dinar, Polish zloty, Lithuanian litas, US dollars, British pounds and Kazakhstan tenge, and for Kazakhstan the Group minimizes risk through forward transactions.

Most of the operations of the Group companies are usually denominated in Bulgarian leva and the Bulgarian lev is fixed to the euro, which reduces the potential currency volatility for these companies in the Group.

To control the currency risk, a system is in place throughout the Group for import planning, for foreign currency sales, as well as procedures for day-to-day monitoring of movements in the US dollar exchange rate and for control over pending payments. The exposures of the subsidiaries in Bulgaria to currency risk are insignificant as almost all sales are realized on the local market in Bulgarian leva. Imports of goods are fully realized in euro. Loans when denominated in foreign currency are mainly denominated in euro.

## **4. Analysis of the activities**



## Key financial indicators

Indicator	1-12/2018 BGN '000	1-12/2017 BGN '000	Change %
Revenues from sales	1 182 169	1 017 105	16.2%
EBITDA	73 806	85 944	-14.1%
Operating profit	40 711	55 836	-27.1%
Net profit	32 356	45 772	-29.3%
CAPEX*	43 218	28015	54.3%

	31.12.2018 BGN '000	31.12.2017 BGN '000	
Non-current assets	481 544	468 369	2.8%
Current assets	532 447	512 364	3.9%
Owners' equity	510 816	503 110	1.5%
Non-current liabilities	70 166	80 061	-12.4%
Current liabilities	433 009	397 562	8.9%

\*acquired tangible and intangible fixed assets

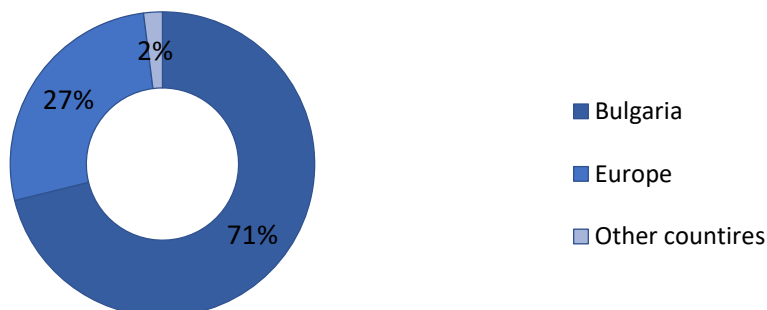
  

Indicator	1-12/2018	1-12/2017
EBITDA/Sales revenues	6,2%	8,4%
Operating profit / Sales revenues	3,4%	5,5%
Net profit/Sales revenues	2,7%	4,5%
Attracted capital / Equity	0,99	0,95
Net debt/EBITDA on annual basis	4,1x	3,0x

Revenue from sales of the Group increase with BGN 165.1 million or 16%, reaching BGN 1 182.2 million in Q4 2018 compared to BGN 1 017.1 million in Q4 2017. Sales of goods increased with BGN 164.1 million or 21%, reaching BGN 931.7 million in Q4 2018 compared to BGN 767.6 million in Q4 2017. Sales of finished products increase by BGN 0.9 million, or 0.4%, to BGN 250.4 million in Q4 2018 compared to BGN 249.5 million during the base period of 2017.



### Geographical distribution of sales



The contribution of sales in Bulgaria to the consolidated sales revenue in Q4 2018 amounted to 71%, increasing by 11% compared to Q4 2017. Sopharma has a 3.4% share of the Bulgarian pharmaceutical market in terms of value and a 11.3% share in terms of sold quantity (units). The positions of the main competitors of the Company in the country are as follows: Novartis – 7% (4% in units), Roche – 6% (0.2% in units), Actavis – 5% (10.5% in units), GlaxoSmithKline – 3.7 (2.8% in units), Pfizer – 3.6% (1% in units), Sanofi-Aventis – 3% (2% in units), Abbvie – 3.5% (0% in units), Astra Zeneca – 3% (1% in units), Merck – 2.8% (1% in units).

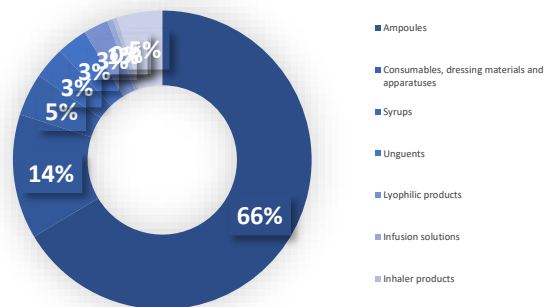
Revenues from sales of the Group in Europe amount to 27% of total consolidated sales revenues for Q4 2018 and decrease with 4% compared to Q4 2017, mainly due to the consolidation of Lekovit d.o.o. Serbia.

### *Sales by type of formulation*

The reported revenue of the Group includes the following items: proceeds from the sale of finished goods and revenues from the sale of goods.

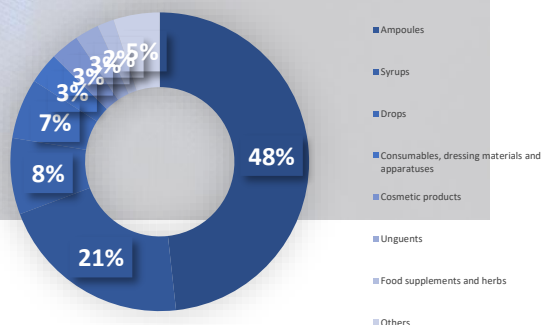
Income from the sale of finished goods includes revenues from the sale of products produced by the Company and the companies of the Group.

	1-12/2018 BGN '000	1-12/2017 BGN '000	Change %
<b>Revenues from products</b>			
Tablets	166 314	165 907	0%
Ampoules	33 852	33 723	0%
Consumables, dressing materials and apparatuses	11 539	9 896	17%
Syrups	8 676	10 381	-16%
Unguents	8 288	8 792	-6%
Lyophilic products	6 738	6 807	-1%
Infusion solutions	1 569	1 704	-8%
Inhaler products	1 121	2 161	-48%
Other	12 355	10 159	22%
<b>Total</b>	<b>250 452</b>	<b>249 530</b>	<b>0.4%</b>



Revenues from sale of goods include revenues from sales of goods to third parties distributed mainly by Sopharma Trading AD, Briz SIA and Brititrade SOOO.

	1-12/2018 BGN '000	1-12/2017 BGN '000	Change %
<b>Revenue earned from sale of goods</b>			
Tablets	449 623	371 712	21%
Ampoules	195 964	182 017	8%
Syrups	77 032	51 514	50%
Drops	60 889	33 637	81%
Consumables, dressing materials and apparatuses	31 430	26 743	18%
Cosmetic products	29 050	14 372	102%
Unguents	24 315	23 881	2%
Food supplements and herbs	16 800	13 228	27%
Others	46 614	50 471	-8%
<b>Total</b>	<b>931 717</b>	<b>767 575</b>	<b>21%</b>



## Other operating revenues

Other revenues	1-12/2018	1-12/2017	change	Relative share 2018
	BGN '000	BGN '000	%	%
Services rendered	7 748	5 246	48%	72%
Written-off liabilities	1 330	129	931%	12%
Services related to social activities and events	910	874	4%	8%
Government grants	889	1 156	-23%	8%
Profit from sale of long-term assets	613	309	98%	6%
Profit / (loss) from sale of materials	439	346	27%	4%
Income from sale of fixed assets	114	94	21%	1%
Net exchange losses on trade receivables and payables and current accounts	(1 804)	(2 924)	-38%	-17%
Rents		909	-100%	0%
Other (see Notes to the financial statements)	568	545	4%	5%
<b>Total other operating income</b>	<b>10 807</b>	<b>6 684</b>	<b>62%</b>	<b>100%</b>

*Other operating income* increase by BGN 4.1 million, reaching BGN 10.8 million in Q4 2018, compared to BGN 6.7 million in Q4 2017 due to an increase in services rendered by BGN 2.5 million, written off liabilities by BGN 1.2 million and a decrease by BGN 1.1 million in net losses from exchange rate differences under trade receivables and payables and current accounts.

## Operating expenses

Operating expenses	1-12/2018	1-12/2017	change	relative share of expenses in 2018
	BGN '000	BGN '000	%	%
Changes in inventories of finished goods and work in progress	(8 610)	(8 741)	-1%	-1%
Materials	91 364	90 153	1%	8%
Hired services	76 006	63 546	20%	7%
Personnel	119 048	101 424	17%	10%

Depreciation and amortization	33 095	30 108	10%	3%
Carrying amount of goods sold	828 309	679 951	22%	72%
Other operating expenses	13 851	11 512	20%	1%
<b>Total</b>	<b>1 153 063</b>	<b>967 953</b>	<b>19%</b>	<b>100%</b>

*Operating expenses* in Q4 2018 increased by BGN 185.1 million or by 19% from BGN 968 million in Q4 2017 to BGN 1 153.1 million in Q4 2018. The change is a consequence of growth of sales and, respectively, of the increase of material expenses, hired services, personnel costs, amortization and other operating expenses.

*The cost of materials* (with 8% share) increased by BGN 1.2 million or 1% to BGN 91.4 million in Q4 2018 compared to BGN 90.2 million in Q4 2017. The cost of basic materials increased by BGN 0.3 million or by 0.4%, the most significant impact being reported for the costs of packaging material and solid and liquid chemical substances, which increase by BGN 1.9 million, and BGN 0.8 million respectively. An increase is reported for the costs of auxiliary materials, spare parts, laboratory and technical materials, costs of heating, fuels and lubricants, electricity and others.

*External services expenses* account for 7% relative share of operating expenses and increased by BGN 12.5 million or by 20% to BGN 76 million in Q4 2018 compared to BGN 63.5 million for Q4 2017. The increase includes advertising and marketing services by BGN 4.1 million, rentals by BGN 3.3 million, consulting services by BGN 1.4 million, bank and regulatory fees by BGN 0.9 million, maintenance costs for buildings and equipment by BGN 1.1 million, subscription fees by BGN 0.5 million, making of medicines by BGN 0.3 million. Decrease is reported for the costs of forwarding and transport services by BGN 0.6 million, registration of medicine expenses with BGN 0.2 million and others.

*Personnel costs* (with a share of 10%) increased by BGN 17.6 million or by 17% to BGN 119 million in Q4 2018 compared to BGN 101.4 million in Q4 2017. The overall growth of these expenses is due both to the increase in the remuneration of the hired personnel and the increased staff in the Group as a result of the consolidation of new companies (Lekovit Serbia and pharmacy chain PharmaStore).

*Other operating expenses* (with a 1% share) increased with BGN 2.3 million or 20% from BGN 11.5 million in Q4 2017 to BGN 13.8 million in Q4 2018. Increase in costs for scrap and missing finished production, impairment of commercial and legal receivables, representative events and other costs.

*Depreciation costs* (with a 3% share) increased by BGN 3 million or 10% from BGN 30.1 million in Q4 2017 to BGN 33.1 million in Q4 2018.



## Financial Income and Expenses

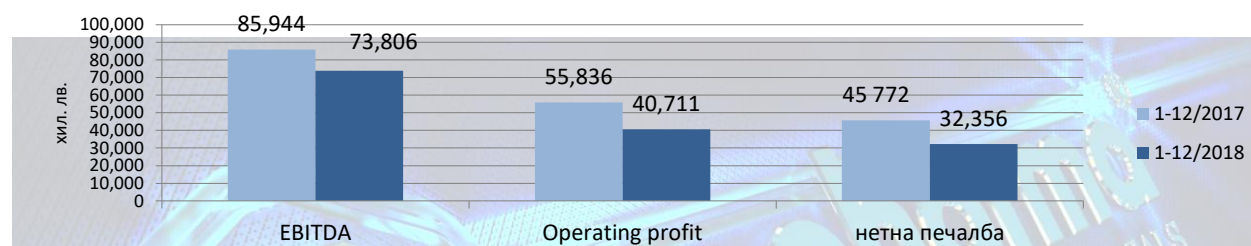
<b>Finance income</b>	<b>1-12/2018</b>	<b>1-12/2017</b>	<b>change</b>	<b>relative share of revenue of 2018</b>
	<b>BGN '000</b>	<b>BGN '000</b>	<b>%</b>	<b>%</b>
Income from interest on arrears of trade receivables	2 649	4 026	-34%	65%
Interest income on granted loans	1 179	1 213	-3%	29%
Net foreign exchange gains on foreign currency from sale of subsidiary	152	-	-	4%
Income from equity (dividends)	96	155	-38%	2%
Interest income on bank deposits	3	10	-70%	0%
Net gain on investment securities transactions	-	2 965	-100%	0%
<b>Total</b>	<b>4 079</b>	<b>8 369</b>	<b>-51%</b>	<b>100%</b>
<b>Finance costs</b>			<b>change</b>	<b>relative share of expenses in 2018</b>
Interest expenses on loans	7 258	7 084	2%	74%
Bank fees on loans and guarantees	747	814	-8%	8%
Net loss on investment securities transactions	677	-	-	7%
Net foreign exchange losses on foreign currency loans	456	2 904	-84%	5%
Interest costs on factoring	374	348	7%	4%
Impairment of receivables from commercial loans granted	122	125	-2%	1%
Interest expense on finance lease	83	272	-69%	1%
Derivatives effects	47	74	-36%	0%
Net loss on exchange differences from available and for sale investments	37	4	825%	0%
Investment intermediaries fees	-	6	-100%	0%
<b>Total</b>	<b>9 801</b>	<b>11 631</b>	<b>-16%</b>	<b>100%</b>

*Financial revenue* decreased by BGN 4.3 million to BGN 4.1 million in Q4 2018 compared to BGN 8.4 million in Q4 2017, mainly due to a decrease in revenue from interest on arrears of trade receivables by BGN 1.4 million and a decrease in the net profit from investment securities transactions by BGN 3 million.

*Financial expenses* decreased by BGN 1.8 million from BGN 11.6 million in Q4 2017 to BGN 9.8 million in Q4 2018, mainly due to a decrease in interest expense on financial leasing by BGN 0.2 million and a decrease in the net loss from exchange rate differences on foreign currency loans of BGN 2.4 million.

*Net financial revenues (expenses)* changed by BGN 0.7 million to BGN (3.1) million as at 31 December 2018 compared to BGN (3.8) million at 31 December 2017.

## Financial result



*Earnings before interest, taxes and depreciation (EBITDA)* decreased by BGN 12.1 million or 14% as in Q4 2018 it amounted to BGN 73.8 million compared to BGN 85.9 million in Q4 2017.

*The operating profit* decreased by BGN 15.1 million or 27% to BGN 40.7 million in Q4 2018 compared to BGN 55.8 million in Q4 2017.

*Net profit* decreased by BGN 13.4 million or by 29% to BGN 32.4 million in Q4 2018 compared to BGN 45.8 million in Q4 2017.

## Assets

	31.12.2018	31.12.2017	change	Relative share 2018
	BGN '000	BGN '000	%	%
<b>Non-current assets</b>				
Property, plant and equipment	322 175	317 620	1%	67%
Intangible assets	62 343	63 449	-2%	13%
Goodwill	23 515	23 147	2%	5%
Investment property	12 829	9 811	31%	3%
Investments in associated companies and joint ventures	20 964	19 536	7%	4%
Available-for-sale investments	8 408	7 982	5%	2%
Long-term receivables from related parties	22 952	20 599	11%	5%

Other long-term receivables	6 440	4 883	32%	1%
Deferred taxes	1 918	1 342	43%	0%
	<b>481 544</b>	<b>468 369</b>	2.8%	47%
<b>Current assets</b>				
Inventories	233 674	218 109	7%	44%
Trade receivables	240 489	231 278	4%	45%
Receivables from related parties	9 971	4 694	112%	2%
Other short-term receivables and assets	23 029	24 955	-8%	4%
Cash and cash equivalents	25 284	33 328	-24%	5%
	<b>532 447</b>	<b>512 364</b>	3.9%	53%
<b>TOTAL ASSETS</b>	<b>1 013 991</b>	<b>980 733</b>	3.4%	100%

*Total assets* increased by BGN 33.3 million or by 3%, from BGN 980.7 million as at 31.12.2017 to BGN 1 014 million as at 31.12.2018, due to an increase in current and non-current assets.

*Non-current assets* increased by BGN 13.2 million or by 3%, mainly due to an increase in property, plant and equipment with BGN 4.5 million, investment properties with BGN 3 million, investments in associated and companies and joint-ventures with BGN 1.4 million, long-term receivables from related parties by BGN 2.4 million and other long-term receivables by BGN 1.5 million.

*Property, plant and equipment* increased in the part of assets in process of acquisition with BGN 7 million and in the part of others with BGN 3.1 million.

*Current assets* increased by BGN 20.1 million or 4%, to BGN 532.5 million as at 31.12.2018 compared to BGN 512.4 million as at 31.12.2017 mainly in the part of inventories with BGN 15.5 million, trade receivables by BGN 9.2 million, receivables from related parties with BGN 5.3 million in the part of commercial loans granted with BGN 5.3 million. Other short-term receivables and assets decrease with BGN 1.9million. The increase in inventories compared to 31.12.2017 is in the part of goods, materials and finished products.

*Trade receivables* increase by BGN 9.2 million in the part of customer receivables by BGN 1.3 million and in the part of advances provided, net by BGN 7.9 million.

*Cash and cash equivalents* decreased by BGN 8 million as compared to 31.12.2017 and deposits provided at the end of the period to the amount of BGN 2.8 million and blocked cash to the amount of BGN 1.4 million.

## Liabilities and owners' equity

<b>EQUITY</b>	<b>31.12.2018</b>	<b>31.12.2017</b>	<b>change</b>	<b>From owners' equity 2018</b>
	<b>BGN '000</b>	<b>BGN '000</b>	<b>%</b>	<b>%</b>
<b>Equity attributable to owners of the parent</b>				
Share capital	134 798	134 798	0%	26%
Reserves	55 795	53 576	4%	11%
Retained earnings	286 641	281 509	2%	56%
	<b>477 234</b>	<b>469 883</b>	2%	93%
<b>NON-CONTROLLING INTEREST</b>	33 582	33 227	1%	7%
<b>TOTAL EQUITY</b>	<b>510 816</b>	<b>503 110</b>	2%	100%

<b>LIABILITIES</b>	<b>31.12.2018</b>	<b>31.12.2017</b>	<b>change</b>	<b>% total liabilities 2018</b>
	<b>BGN '000</b>	<b>BGN '000</b>	<b>%</b>	
<b>Non-current liabilities</b>				
Long-term bank loans	41 091	50 526	-19%	8%
Deferred tax liabilities	13 017	13 704	-5%	3%
Long-term liabilities to personnel	5 791	5 458	6%	1%
Finance lease liabilities	2 501	1 950	28%	0%
Government grants	7 470	8 250	-9%	1%
Other non-current liabilities	296	173	71%	0%
	<b>70 166</b>	<b>80 061</b>	-12%	14%
<b>Current liabilities</b>				
Short-term bank loans	242 909	194 165	25%	48%
Current portion of long-term bank loans	14 856	14 478	3%	3%
Trade payables	123 539	135 168	-9%	25%
Payables to related parties	376	757	-50%	0%
Payables on contract for factoring	21 791	19 403	12%	4%
Payables to the personnel and for social security	14 242	12 895	10%	3%
Tax payables	6 494	7 375	-12%	1%
Other current liabilities	8 802	13 321	-34%	2%
	<b>433 009</b>	<b>397 562</b>	9%	86%
<b>TOTAL LIABILITIES</b>	<b>503 175</b>	<b>477 623</b>	5%	100%
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>1 013 991</b>	<b>980 733</b>	3.4%	

The equity of Sopharma Group increased by BGN 7.7 million compared to 31.12.2017, mainly due to an increase in retained earnings and reserves. The equity related to the equity holders of the Company is 47% of the total equity and liabilities, and there is improvement in the



financial autonomy of the Group. The latter increases by BGN 7.4 million mainly due to the undistributed profit and reserves.

*Non-current liabilities* decreased by BGN 9.9 million, or 12%, from BGN 80 million at the end of 2017 to BGN 70.2 million at 31.12.2018, mainly from a decrease in long-term bank loans with BGN 9.4 million.

*Current liabilities* increased by BGN 35.4 million or by 9% compared to the end of 2017, mainly due to an increase of short-term bank loans by BGN 48.7 million as well as the payables on contract for factoring by BGN 2.4 million and payables to personnel and social security with by BGN 1.3 million. There is a decrease of trade liabilities by BGN 11.6 million in the part of liabilities to suppliers, liabilities to related parties, tax obligations and other current liabilities. Total liabilities on bank loans, leasing and factoring of the Group increasing by BGN 42.6 million compared to the end of 2017, with the net debt after deduction of cash and cash equivalents increased by BGN 50.7 million.

### Ratios

	31.12.2018	31.12.2017
ROE <sup>1</sup>	6,2%	8,5%
ROA <sup>2</sup>	3,0%	4,4%
Asset turnover <sup>3</sup>	1,19	1,12
Current liquidity <sup>4</sup>	1,23	1,29
Quick ratio <sup>5</sup>	0,69	0,71
Cash/current liabilities <sup>6</sup>	0,06	0,06
Owners' equity/liabilities <sup>7</sup>	1,02	1,05

<sup>1</sup> Net profit on an annual basis attributable to equity holders of the Company / arithmetic mean of non-minority interest for the last five quarters

<sup>2</sup> Net profit on an annual basis attributable to equity holders of the Company / arithmetic mean of total assets for the last five quarters

<sup>3</sup> Revenue from sales on an annual basis / arithmetic mean of total assets over the last five quarters

<sup>4</sup> Current assets / current liabilities

<sup>5</sup> Receivables + Cash / Current liabilities

<sup>6</sup> Cash / Current liabilities

<sup>7</sup> Own capital / Liabilities

## Cash flow

	31.12.2018 BGN '000	31.12.2017 BGN '000
Net cash flow from/(used in) operations	(131 353)	(58 344)
Net cash flow used in investment activities	(39 529)	(76 807)
Net cash flow (used in)/from financial operations	172 088	135 426
<b>Net increase/(decrease) of cash and cash equivalents</b>	<b>1 206</b>	<b>275</b>
Cash and cash equivalents on 1 January	22 614	22 339
Cash and cash equivalents on 30 September	23 820	22 614

Net cash flows in Q4 2018 generated by operating activities amounted to BGN 131.4 million outflow, from investment activity amounted to BGN 39.5 million outflow and from financial activity amounted of BGN 172.1 million inward flow. As a result of these activities, the cash and cash equivalents net decreased by BGN 1.2 million and as at 31.12.2018 amounted to BGN 23.8 million compared to BGN 22.6 million at 01.01.2018.

The proceeds from factoring amounted to BGN 153.6 million are reported as cash flows from financing activities. As a consequence, a significant decrease in net cash flows from operating activities is recorded at the expense of an increase in net cash flows from financial activities.

### New developments and products

✚ New Products for the period January - December 2018:

An Authorization has been granted for the medicinal product Tuspan Syrup (in Poland).

✚ New medicinal products introduced into production:

For the period January – December – no new medicinal products introduced into production.

By the end of 2019, 3 to 5 new medicinal products are expected to be implemented.

✚ New registrations and re-registrations / changes:

### New registrations

Permissions for use for new destinations of 41 medicinal products such as - Deavit Neo 0.5 mg/ml oral drops, 10 ml; Allergosan 10 mg/g cream; Digoxin Sopharma 0.25 mg/ml solution

for injection; Atropine Sopharma 1 mg/ml solution for injection; Felogel Forte 5% gel; Syafen 100 mg/5 ml oral suspension; Phenobarbital Sopharma 100 mg/ ml solution for injection; Sopharol 0.5 mg/ml oral solution; Analgin 500 mg tablets; Lidocaine Sopharma 10 mg/ml solution for injection; Lidocaine Sopharma 20 mg/ml solution for injection; Clenbuterol Sopharma 0.02 mg tablets. Troxerutin Vip Pharma 20 mg/g gel ; Sophalor 5 mg film-coated tablets; Ivadron 3 mg/3 ml solution for injection; Ivadron 150 mg film-coated tablets; Allergosan 10 mg/g ointment; Sopral 20 mg gastro-resistant hard capsules; Urimax Duo 0.5 mg/0.4 mg capsules, hard; Tabex Elite 1.5 mg film-coated tablets; Vicetin 10 mg tablets; Vicetin 5 mg/ml solution for infusion; Haloperidol Sopharma 5 mg/ml solution for injection; Pyraminol 800 mg film-coated tablets; Desloratadine Sopharma 5 mg film-coated tablets; Sophtensif 1.5 mg prolonged-release tablets; Deflamol 350 UI/400 UI/g ointment; Diazepam Sopharma 5 mg/ml solution for injection; Ambixol 3 mg/ml syrup; Pyraminol 200 mg/ml solution for injection; Famotidine Sopharma 20 mg film-coated tablets, Analgin Kids 500 mg/ml oral drops, solution; Broncholytin Ivy 7 mg/ml syrup; Dexamethasone Sopharma 4 mg/ml solution for injection; Felogel 1 % gel; Gentamicin Sopharma 40 mg/ml solution for injection; Gripofen C 500 mg/ 25mg/ 200mg granules for oral solution; Imomed 2 mg tablets; Vitamin C 100 mg/ ml, 5 ml oral solution (food supplement); Vitamin C 100 mg/ ml, 5 ml oral solution (food supplement).

Submitted to agencies of new destinations documents for the registration of 53 medicinal products.

Prepared and distributed to production are documents for the temporary importation of 6 medicinal products into third countries.

### Cosmetic products:

10 new cosmetic products have been notified in Bulgaria.

2 cosmetic products are registered in Ukraine.

### Food additives:

8 food supplements have been notified in Bulgaria.

9 food supplements are registered in Poland, Armenia and Georgia and sent for registration in seven countries.

### Medical supplies:

401 medical supplies are registered in Bulgaria and Moldova.

### Re-registrations / changes:

Updated authorizations for use of 86 medicinal products.



Submission of documentation for the renewal of the Marketing Authorizations for 76 medicinal products to agencies.

1107 changes have been made for medicinal products to agencies.


861 changes approved by the agencies for medicinal products.


### *Developments:*

There is a pharmaceutical development of 15 new medicinal products.

19 manufacturing processes and technologies have been transferred and validated / optimized.

### **5. Significant events in the nine months of 2018 and until the date of the interim consolidated management report**

 On 30 January 2018 Sopharma AD received a notification for the Opening of a shareholding under Art. 145 of the Public Offering of Securities Act of ZUPF Allianz Bulgaria for the sale of 250 000 shares representing 0.19% with which the share participation of ZUPF Allianz Bulgaria in the capital of Sopharma AD reached 4.99%.

 On 23 February 2018 an Extraordinary General Meeting of the Shareholders of Sopharma AD, where the following decisions were taken:

1. The GMS decided on the transformation through the merger of Unipharm AD into Sopharma AD. As a result of the merger, the entire property of Unipharm AD will be transferred to Sopharma AD under the conditions of a general succession;
2. The GMS approved the Transformation Agreement through the merger of Unipharm AD with Sopharma AD, concluded on 14.09.2017 and of Supplementary Agreement No 1 of 08.11.2017 to it;
3. The GMS approved the Report of the Board of Directors of Sopharma AD to the shareholders of the company regarding the merger of Unipharm AD into Sopharma AD;
4. The GMS approved the Auditor's Report under Art. 262m of the Commercial Law on the transformation through the merger of Unipharm AD into Sopharma AD;
5. The GMS adopted amendments to the Articles of Association of the Company which allow the payment of an interim dividend on the basis of a 6-month financial statement pursuant to the Public Offering of Securities Act.;



6. The GMS adopted a resolution for the buyback of its own shares, on the grounds of Art.187b of the Commercial Law and Art.111, para 5 of POSA under the following conditions: up to 10% of the total number of shares issued by the Company but not more than 3% each calendar year; term of the redemption - no longer than 5 (five) years; minimum redemption price - not less than the nominal value per share of the company's capital; maximum redemption price - BGN 5.50 per share.

✚ Due to the refusal issued by the Registry agency for the registration of the transformation through merger of Unipharm AD into Sopharma AD that started in September 2017, the Board of directors of Sopharma AD took a decision to close the previous and start a new procedure for transformation of Sopharma AD under the conditions of Chapter XVI of the Commercial Law and Art. 122 and et seq of the Public Offering of Securities Law, to be implemented through the merger of Unipharm AD, UIC 831537465, with headquarters and address of management in Sofia, Studentski district, Darvenitsa, 3 Trayko Stanoev Str. into Sopharma AD. The Board of Directors of the Company elects the investment intermediary Elana Trading AD, UIC 831470130, with headquarters and address of management in Sofia, 5, Lachezar Stanchev Str., as consultant in connection with the implementation of the transformation procedure.

- ✚ On 15 June 2018 a regular General Meeting of Shareholders of Sopharma AD took place, where the following decisions were taken:
1. GMS approved the Annual Report of the Board of Directors on the company's activities in 2017;
  2. The GMS approved the Annual Report of the Investor Relations Director in 2017;
  3. The GMS approved the audited Annual Individual Financial Statement of the Company for 2017;
  4. The GMS approved the audited Annual Consolidated Financial Statement of the Company for 2017;
  5. The GMS approved the Auditor's Report on the Audit of the Annual Individual Financial Statements of the Company for the year 2017;
  6. The GMS approved the Auditor's Report on the Audit of the Annual Consolidated Financial Statements of the Company for the year 2017;

7. The GMS approved the proposal of the Board of Directors for the distribution of the company's profit in 2017 and undistributed profits from previous periods as follows: The total amount of the profit to be distributed amounts to BGN 43,010,955.52 (forty three million ten thousand nine hundred fifty-five leva and fifty-two stotinki) of which BGN 42,237,884.12 (forty two million two hundred thirty seven thousand eight hundred eighty four and twelve stotinki) profits realized in 2017 and BGN 773,071.40 (seven hundred seventy-three thousand seventy-one leva and forty cents) undistributed profits from past periods. After allocating 10% to a mandatory reserve, a dividend of BGN 0.11 per share is distributed. The amount left over after the allocation should be taken as an additional reserve of the company. The right to receive a dividend shall have the persons entered in the registers of the Central Depository as shareholders on the 14th day following the day of the General Meeting at which the Annual Financial Statement has approved a decision on the distribution of the profit was taken. The Company shall ensure the payment of the dividend voted to the shareholders at the General Meeting within 60 days of its execution. The costs of dividend payment are at the company's expense. The payment of the dividend is made with the assistance of the Central Depository. The shareholders with open accounts with an investment intermediary will receive their dividend through the respective intermediary and those shareholders who do not use the services of an investment intermediary will receive their dividends from the branches of Eurobank Bulgaria AD (Postbank) in the country;
8. The GMS approved the Audit Committee's report on its activities in 2017;
9. The GMS released the members of the Board of Directors from responsibility for their activities in 2017;
10. The GMS elected a registered auditor to verify and certify the Annual Financial Statements of the Company for 2018, as proposed by the Audit Committee, included in the items on the agenda;
11. The General Meeting approved the Report of the Board of Directors on the Application of the Remuneration Policy of the Members of the Board of Directors of the Company for 2017;
12. Pursuant to Art. 24, para. 3, letter A of the Articles of Association of the company, the GMS decided: the permanent remuneration of the members of the Board of Directors and the permanent remuneration of the Executive Director in 2018 remain unchanged;

13. Pursuant to Art. 24, para. 3, letter B of the Articles of Association, the Executive Director of the company shall be paid an additional remuneration of 1% (one percent) of the amount of profits realized in 2017 according to the approved Annual Financial report;
14. The General Meeting adopted a decision of 2% (two percent) of the profit realized in 2017 to be distributed among the members of the company's senior management team, subject to the requirements of Art. 26a, item 12 of the Articles of Association of the Company;
15. The GMS adopted the Substantiated Report of the Board of Directors for transactions within the scope of Art. 114, para. 1 of POSA;
16. The GMS empowered the representative of the public company Sopharma AD to conclude on behalf of the company as a contracting entity a transaction with Telecomplect AD as a contractor falling within the scope of Art. 114, para. 1, in conjunction with para. 6 of the same provision of POSA, under the conditions specified in the Substantiated Report;
17. The GMS empowered the representative of the public company Sopharma AD as a seller to conclude a transaction with Sopharma Trading AD as a buyer falling within the scope of Art. 114, para. 1 of the POSA, under the conditions specified in the Substantiated Report;
18. The GMS empowered the representative of the public company Sopharma AD to conclude on behalf of the company as a co-debtor an overdraft loan agreement with creditor Eurobank Bulgaria AD and Momina Krepost AD as a debtor - a transaction falling within the scope of Art. 114, para. 1 of POSA, according to the conditions stated in the Substantiated Report;
19. The GMS empowered the representative of the public company Sopharma AD to conclude a transaction with Sopharma Properties REIT - a transaction falling within the scope of Art. 114, para. 1 of POSA, according to the conditions stated in the Substantiated Report;
20. The GMS decided shares of the Company to be granted as a bonus for 2018 on the occasion of the 85th anniversary of the Company to all persons having an employment relationship with the Company or working under a management contract at the date of this decision taking the bonus is at the expense of the Company's own shares. The proposal of the Board of Directors included in the agenda items contains detailed



information on how to determine the number of shares to be given to each person. The GMS empowers the Chairman of the Board of Directors and Executive Director to perform all necessary actions for the final transfer from the Company of the shares provided as a bonus to the employees.

✚ On 21 June 2018 a regular General Meeting of Shareholders of Sopharma Buildings REIT was held where the following decisions were taken:

1. The General Meeting of Shareholders adopted the Annual Report of the Board of Directors on the activities of the Company in 2017; The Annual Activity Report of the Investor Relations Director in 2017; The Auditor's Report on the Audit of the Annual Financial Statements of the Company for 2017; The Audited Annual Financial Statement of the Company for 2017; The audit committee's report on its activities in 2017; The Report of the Board of Directors on the Implementation of the Remuneration Policy of the Members of the Board of Directors of the Company for the year 2017;
2. The General Meeting of Shareholders approved the proposal of the Board of Directors that the Company should not distribute a dividend for 2017 on the grounds that the Company had completed the accounting year 2017 with a negative financial result. The resulting loss for 2017, amounting to 65,736.31 (sixty-five thousand seven hundred thirty-six leva and thirty-one stotinki), shall be covered by the accumulated reserves of the Company's Equity Premiums Fund;
3. The General Meeting of Shareholders released from liability the members of the Board of Directors of the Company for their activity in 2017;
4. The General Meeting of Shareholders kept the current amount of the constant monthly remunerations of the members of the Board of Directors of the Company in 2018;
5. The General Meeting of Shareholders elected the Specialized Audit Company Baker Tilly Klitou and Partners OOD, Sofia, 1612 Akad. Ivan Evst. Geshov Blvd., № 104, for verifying and certifying the Annual Financial Statements of The Company for 2018, as proposed by the Audit Committee of the Company.

✚ On 14 June 2018 the General Meeting of shareholders of Momina krepost AD - Veliko Tarnovo was held and were taken the following decisions:

1. The GMS Approved the annual report of the Board of Directors on the activity of the company in 2017 together with the corporate governance statement and the non-financial declaration for 2017;



2. The GMS approved the Annual Activity Report of the Investor Relations Director in 2017;
3. The GMS approved the Audit Report for the Audit of the Annual Financial Statements of the Company for the year 2017;
4. The GMS approved the Audited Annual Financial Statement of the Company for the year 2017;
5. The GMS approved the Audit Committee's report on its activities in 2017;
6. The GMS approved a decision for allocation of the financial result / net loss of BGN 207 thousand / of the Company realized in 2017;
7. The GMS approved a decision on the discharge of the members of the Board of Directors for their activity in 2017;
8. The GMS elected a registered auditor to verify and certify the Company's Annual Financial Statement for 2018, as proposed by the Audit Committee;
9. The GMS approved a report on the implementation of the remuneration policy of the members of the Board of Directors of Momina Krepost AD for 2017;
10. The GMS decided on the extension of the current term of office of the Board of Directors for a new period of five (five) years from the date of expiration of the present mandate;
11. The GMS decided the amount of the permanent monthly remuneration of the Chairman of the Board of Directors in 2018 to be BGN 1500, the members of the Board of Directors - BGN 1200 and the amount of the monthly remuneration under the Management Contract of the Executive Director for 2018 will be BGN 2600.

✚ On 15 June 2018 the General Meeting of shareholders of Sopharma Trading AD was held and the following decisions were taken:

1. The GMS approved the annual report of the Board of Directors on the activity of the company in 2017 year;
2. The GMS approved the Annual Activity Report of the Investor Relations Director in 2017;
3. The GMS approved the Auditor's Report on the Audit of the Annual Financial Statements of the Company for 2017;
4. The GMS approved the Audited Annual Financial Statements of the Company for 2017;

5. The GMS approved the Auditor's Report for the Audit of the Consolidated Annual Financial Statements of the Company for 2017;
6. The GMS approved the Audited Consolidated Annual Financial Statements of the Company for 2017;
7. The GMS approved the report of the Board of Directors under Art. 12, para. 1 of Ordinance No 48 of 20 March 2013 on the remuneration requirements;
8. The GMS approved the Audit Committee's report on its activities in 2017;
9. The GMS approved the proposal of the Board of directors for distribution of the Company's profit realized in 2017: The net financial result of BGN 14,581,004.27 / fourteen million five hundred eighty one thousand four leva and twenty seven stotinki / divided as follows: BGN 1 458 100,43 / one million four hundred and fifty-eight thousand one hundred and forty-three stotinki / shall be assigned to the Reserve Fund as a 10% reserve, 9 871 502,70 BGN / nine million eight hundred seventy and one thousand five hundred and two levs and seventy cents / to be distributed a cash dividend of the shareholders, BGN 3,251,401.14 / three million two hundred fifty one thousand four hundred and one levs and fourteen stotinki / to be taken as an additional reserve of the company. The proposed gross dividend per share is BGN 0.30 (thirty cents);
10. The GMS approved a decision to discharge the members of the Board of Directors for their activities in 2017;
11. The GMS discharged of the members of the Board of Directors of Sopharma Trading AD due to the expiry of their mandate;
12. The GMS elected Ognian Donev, Dimitar Dimitrov and Angel Yordanov for members of the Board of Directors of Sopharma Trading AD and determined of their management guarantee in the amount of BGN 6000, which each member of the board of directors has to pay within 7 days;
13. The GMS determined the amount of the monthly remuneration of each member of the Board of Directors for 2018 in the amount of BGN 2000;
14. The General Meeting of Shareholders decided to pay a variable remuneration to the Executive Director of Sopharma Trading AD to be paid a one-time remuneration amounting to one percent of the net profit of the company in 2017 according to the approved Annual Financial Statement for 2017. The payment of 40% the remuneration

shall be spread over a period of three years. The payment of the deferred portion of the variable remuneration shall be made in proportion, in equal monthly installments;

15. The GMS elects a registered auditor to be appointed for verification and certification of the Company's Annual Financial Statement for 2018 and the Consolidated Annual Financial Statements of the Company for the year 2018, as proposed by the Audit Committee;

16. The GMS approved the Substantiated report of the Board of Directors under Art. 114a, para 1 of the Public Offering of Securities Act on the feasibility and conditions of transactions from the scope of Article 114, paragraph 1 of POSA;

17. - 35. Empowering the Board of Directors of the company to conclude transactions in the scope of Art.114, para 1 of POSA according to the Substantiated report of the Board of Directors from Section I to Section XIX.

✚ Sopharma Trading AD entered in the Commercial Register a subsidiary under the name Sopharmacy 16 EOOD and Sopharmacy 17 EOOD. They are based in Sofia, Izgrev district, 5 Lachezar Stanchev Str., Sopharma Business Towers, Building A, 12th floor and manager - Valeria Vidulova - Kaneva. Sopharmacy 16 EOOD will operate under UIC 205116765 and Sopharmacy 17 - UIC 205117397 In the meantime, the company also registered a change in the names of the five companies Pharmastore. The new names are as follows: Pharmastore 1 EOOD - Sopharmacy 11 EOOD; Pharmastore 2 EOOD - Sopharmacy 12 EOOD; Pharmastore 3 EOOD - Sopharmacy 13 EOOD; Pharmastore 4 EOOD - Sopharmacy 14 EOOD; Pharmastore 5 EOOD - Sopharmacy 15 EOOD. All of them also have a management address in Sofia, Izgrev district, 5 Lachezar Stanchev Str., Sopharma Business Towers, A building, 12th floor and manager - Valeria Vidulova – Kaneva.

✚ On 25 June 2018 Sopharma AD received approval from the FSC of the Transformation Agreement through the merger of Unipharm AD into Sopharma AD as well as the reports of the management bodies and the reports of the auditors. The fair value of the shares of the companies involved in the transformation is determined on the basis of generally accepted valuation methods. Based on the fair price of the shares of the companies involved in the transformation, a replacement ratio of 0.957502 is formed, which means that one share of the transforming company Unipharm AD should be replaced by 0.957502 shares of the receiving company Sopharma AD from the redemption shares, which the receiving company has. All the terms of the transformation are described in detail in the Transformation Agreement and the reports of the Managing Authorities were approved at the General Meetings of the Companies.



✚ On 1 August 2018 a regular General Meeting of Shareholders of Unipharm AD was held and the following decisions were taken:

1. The General Meeting of Shareholders accepted the Annual Report of the Management Board on the Company's activities in 2017;
2. The General Meeting of Shareholders approved the Investor Relations Director's Activity Report for 2017;
3. The General Meeting of Shareholders approved the audited Annual Financial Statement of the Company for the year 2017;
4. The General Meeting of Shareholders approved the Auditor's Report on the Audit of the Annual Financial Statements of the Company for 2017;
5. The General Meeting of Shareholders approved the Report of the Audit Committee on its activities in 2017;
6. The General Meeting of Shareholders approved the proposal of the Management Board for distribution of the company's profit realized in 2017, namely: the profit for 2017 years at the amount of BGN 1,641,990.55 (one million six hundred forty one thousand nine hundred and ninety leva fifty five cents), after deduction of 10% (ten percent) of the statutory reserve - BGN 164 199 (one hundred and sixty four thousand one hundred ninety-nine leva) to be taken as an additional reserve of the company. No dividend is distributed to the shareholders;
7. The General Meeting of Shareholders released the members of the Management Board from responsibility for their activity in 2017;
8. The General Meeting of Shareholders released the members of the Supervisory Board from responsibility for their activity in 2017;
9. The General Meeting of Shareholders kept the monthly remuneration of the members of the Supervisory Board at its current amount;
10. The General Meeting of Shareholders chooses the specialized auditing company Baker Tilly Klitou and partners OOD, UIC 131349346, with address Sofia 1612, Acad. Ivan Evstatiev Geshov № 104, for audit and verification of the Annual Financial Statements of Unipharm AD for 2018, as proposed by the Audit Committee;



11. The General Meeting of Shareholders approved the Report on the Implementation of the Board of Directors' Remuneration Policy for 2017 approved by the Supervisory Board;
  12. The GMS transformed through merger of Unipharm AD into Sopharma AD. As a result of the merger, the entire property of Unipharm AD will be transferred to Sopharma AD under the terms of a general succession;
  13. The GMS approved the contract for transformation through merger of Unipharm AD into Sopharma AD, concluded on 17.05.2018 and of Annex No. 1 of 13.06.2018 to it;
  14. The GMS approved the Report of the Management Board of Unipharm AD to the shareholders of the company, under Art. 262 and of the Commercial Law on the transformation through merger of Unipharm AD into Sopharma AD;
  15. The GMS approved the Auditor's Report under Art. 262m of the Commercial Law on the transformation through merger of Unipharm AD into Sopharma AD.
  16. The GMS terminated Unipharm AD without liquidation due to its transformation through merger into Sopharma AD.
- ✚ On 1 August 2018 an extraordinary General Meeting of the Shareholders of Sopharma AD was held, where the following decisions were taken:
1. The General meeting of shareholders approved the decision for transformation of Sopharma AD, UIC: 831902088 by merging Unipharm AD, UIC: 831537465 into it. As a result of the merger, the entire property of Unipharm AD, UIC: 831537465 will be transferred to Sopharma AD, UIC: 831902088 under the conditions of general succession;
  2. The General meeting of shareholders approved the Contract for transformation through merger of Unipharm AD into Sopharma AD, concluded on 17.05.2018 and the Additional Agreement №1 of 13.06.2018 to it;
  3. The General meeting of shareholders approved the Report of the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Unipharm AD into Sopharma AD;
  4. The General meeting of shareholders approved the Auditor's Report under Art. 262m of the Commercial Law on the transformation through merger of Unipharm AD into Sopharma AD;

5. The General Meeting approved the Substantiated report of the Board of Directors for transactions within the scope of Art. 114 of the POSA;
  6. The General Meeting of Shareholders empowers the Board of Directors to enter into transactions with Sopharma AD as a co-debtor under the conditions of solidarity under an Investment Credit Agreement for the implementation of a project under an Operational Program and a Contract for a credit line for working capital to be concluded between DSK Bank as a creditor and its subsidiary Biopharm-Engineering AD, Sliven, as a borrower under the conditions set out in the Substantiated Report prepared by the Board of Directors;
  7. The General Meeting elected Ivan Badinski as a member of the Board of Directors of Sopharma AD.
- 
- + On 13 September 2018 the procedure of merging Unipharm AD into Sopharma AD with registration number 20180913171143 in the Commercial Register was completed.
  - + On 14 September 2018 an Extraordinary General Meeting of Shareholders of Sopharma AD took place, where the following decisions were taken:
    1. The General meeting of shareholders approved the individual financial statements for the first half of 2018;
    2. The General meeting of shareholders approved the decision under Art. 30, para. 5-7 of the Company's Articles of Association for the distribution of profits and the payment of an interim dividend on the basis of the approved six-month financial statements;
    3. The General meeting of shareholders approved the Substantiated Report of the Board of Directors for transactions within the scope of Art. 114 of POSA;
4. The General meeting of shareholders empowers the Board of Directors to conclude a manufacturing agreement between Sopharma AD as a contractor and Sopharma Trading AD as the contracting entity, under the conditions set out in Section 1 of the Substantiated Report prepared by the Board of Directors.
  5. The General meeting of shareholders empowers the Board of Directors to conclude a lease agreement between Sopharma AD as the lessor and Sopharma Trading AD as a tenant under the conditions set out in Section Two of the Substantiated Report prepared by the Board of Directors.

6. The GMS empowers the Board of Directors to conclude a contract for construction with Telecomplect AD as a contractor under the conditions specified in Section Three of the Substantiated Report prepared by the Board of Directors.

7. The GMS empowers the Board of Directors to conclude a loan agreement with Telecomplect AD as a borrower under the condition set out in Section Four of the Substantiated Report prepared by the Board of Directors.

- ✚ The subsidiary Aromania OOD was transformed into a joint-stock company on 16 October 2018.

- ✚ On 22 October 2018, Sopharma AD initiated the payment of the dividend voted at the General Meeting on 14 September 2018 at the amount of 5 stotinki per share. The persons registered in the Central Depository AD register as shareholders on the 14th day after the day of the General Meeting, namely 28 September 2018, have the right to receive a dividend. In accordance with the Central Depository Regulations, the dividend will be paid as follows: for the shareholders having open client accounts with investment intermediaries through the respective investment intermediary; for shareholders without accounts with investment intermediaries - through the branches of Eurobank and FG Bulgaria AD / Postbank / in the country.

- ✚ The annual investors meeting of Sopharma AD took place on 16 November 2018 starting at 13:30 in Sofia, 16, Rozhen Blvd, and included a meeting with the management of the Sopharma AD and Sopharma Trading AD and a visit to the Regional Distribution Center of Sopharma Trading AD automated with the KNAPP system.

- ✚ The Board of Directors, on the grounds of Art. 223 of the Commercial Law convenes an extraordinary General meeting of shareholders of Sopharma Trading AD on 14 December 2018 at 11:00 am in Sofia, Izgrev District, 5, Lachezar Stanchev Str. Sopharma Business Towers, Building B, floor 3, and in the absence of a quorum on that date - on 04.01.2019 at the same place and time and with the following agenda:
  1. Approval of the Substantiated report of the Board of Directors under Art. 114a, para. 1 of POSA regarding the expediency and conditions of transactions from the scope of Art. 114, para. 1 of POSA.

2. Empowering the Board of Directors of the Company to conclude a transaction from the scope of Art. 114, para. 1, item 2 of the Public Offering of Securities Act.



3. Empowering the Board of Directors of the Company to conclude a transaction from the scope of Art. 114, para. 1, item 2 of the Public Offering of Securities Act.

4. Miscellaneous.

### 6. Transactions with related parties

The information concerning transactions with related parties is presented in details in the Notes to the financial report.

### III. Information about the shares of Sopharma AD

The total number of shares issued by Sopharma, issued on 31.12.2018, is 134 797 899 with a nominal value of BGN 1 per share. All issued shares are registered, dematerialized, ordinary and indivisible, according to the Articles of Association of the Company. All issued shares are of one class. Each share gives equal rights to its holder in proportion to the nominal value of the share.

The shares of the Company are traded on the Bulgarian Stock Exchange - Sofia AD, the Main Market (BSE), the PREMIUM Shares Market and on the official market of the Warsaw Stock Exchange. The shares participate in the formation of the SOFIX, BGBX40 and BGTR30 indices of BSE - Sofia AD. The company's shares are included in the Dow Jones STOXX EU Enlarged Total Market Index with a weight of 0.11%, with a weight of 5% in Erste Bank Bulgaria Basket, in the Raiffeisen Bank's Raiffeisen Osteuropa Fonds certificate as well as in the new Dow blue-chip index Jones STOXX Balkan 50 Equal Weighted Index. Sopharma AD is one of the three Bulgarian companies included in the Central and Eastern Europe (CEE) Index. The index is called WIG-CEE and is the third after WIG-Poland and WIG-Ukraine, which is based on the country's country of origin. WIG-CEE is calculated on a common yield basis and includes dividend yield and share subscription rights.

#### *Key indicators of the shares of Sopharma AD*

	31.12.2018	31.12.2017
Total number of issued shares	134 797 899	134 797 899
Average-weighted number of outstanding shares for the last four quarters	125 798 842	128 901 614
Number of shares outstanding at the end of the period	125 916 563	125 764 919



## Sopharma Group

Earnings per share in BGN <sup>1</sup>	0,234	0,310
Price per share at the end of the period in BGN	3,517	4,282
Price/Earnings ratio (P/E)	15,03	13,81
Book value per share in BGN <sup>2</sup>	3,79	3,74
Price/Book value ratio (P/B)	0,93	1,14
Sales per share in BGN <sup>3</sup>	9,39	8,09
Price per share / Sales per share (P/S)	0,37	0,53
Market capitalization in BGN	474 724 305	577 204 604

<sup>1</sup>Net profit for the last four quarters belonging to the equity holders of the Company / weighted average number of outstanding shares in the same period

<sup>2</sup>Equity, not including minority interest / number of outstanding shares at the end of the period

<sup>3</sup>Revenue from sales for the last four quarters / number of outstanding shares at the end of the period

Trade with shares of Sopharma AD on Bulgarian Stock Exchange – Sofia AD for the period January-December 2018:



Ognian Donev, PhD

/Executive Director/

