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**SIVENSA REPORTS THE RESULTS OF THE THIRD QUARTER OF THE FISCAL YEAR 2018-2019**

CARACAS, JULY 31th, 2019

As we have been reporting, on October 31, 2010, the former President of the Republic announced the expropriation of plants and other industrial assets owned by the subsidiary Siderurgica del Turbio, S.A. "Sidetur" ("Sidetur"). On November 3, 2010, Presidential Decree No. 7786 dated November 2, 2010 was published In the Official Gazette No. 39,544 (the "Expropriation Decree").

In late October 2012, as promptly informed, the National Executive adopted the following measures: (i) the appropriation and transfer of available funds in bolivars in Sidetur's bank accounts to the account of the State-owned company "Complejo Siderurgico Nacional, S.A." at Banco de Venezuela; and (ii) the occupation of the industrial assets of said subsidiary by the aforementioned State-owned company. Such measures were taken in violation of the provisions of the Law of Expropriation for Public or Social Purpose (Ley de Expropiacion por Causa de Utilidad Publica o Social, "Expropriation Law") and, in any case, without a court order or any authorization or judicial proceeding.

On November 6, 2012, in the Official Gazette of the Bolivarian Republic of Venezuela No. 40,044 Resolution No. 089 of the Ministry of the People's Power for Industries ("MPPI"), dated October 25, 2012, was published, such resolution appoints the new members of the Temporary Administrative Board for the subsidiary Sidetur, in execution of the Preventive Measure of "Occupancy and Temporary Operability and Appointment of Administrative Board" agreed by the extinct Institute for the Defense of the People's Access to Goods and Services (Instituto para la Defensa de las Personas en el Acceso a los Bienes y Servicios "INDEPABIS").

On July 26, 2013, Deutsche Bank, acting as Trustee, notified the bondholders as well as Sidetur (i) that there had been a default due to the non-payment of the principal installment due on July 20, 2013, (ii) that there had been a default due to the lack of sufficient funds in the Reserve Account, (iii) that the issuer had defaulted in the payment of interest due on July 20, 2013, which will become a default if such payment does not occur within the following 30 days, and (iv) that, for the moment, it would not take further actions unless certain holders, defined as "Required Note Holders", would require it to do so, noting that in order to act, following any request or instruction, such holders should furnish to the Trustee security or indemnity reasonable satisfactory to it against the cost



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expenses and liabilities that might be incurred by it. Later, on April 29, 2016, the referred to Bank, through a letter dated April 27, 2016, notified holders of the 2016 Bonds guaranteed by Sidetur (i) that a new event of default had occurred due to the non-payment of the last principal installment corresponding to such bonds, payable on April 20, 2016, and (ii) that, for the moment, it would not take further actions unless certain holders, defined as "Required Note Holders", would require it to do so, noting that in order to act, following any request or instruction, such holders should furnish to the Trustee security or indemnity reasonable satisfactory to it against the cost expenses and liabilities that might be incurred by it. Later, on April 29, 2016, the referred to Bank, through a letter dated April 27, 2016, notified holders of the 2016 Bonds guaranteed by Sidetur (i) that a new event of default had occurred due to the non-payment of the last principal installment corresponding to such bonds, payable on April 20, 2016, and (ii) that, for the moment, it would not take further actions unless certain holders, defined as "Required Note Holders", would require it to do so, noting that in order to act, following any request or instruction, such holders should furnish to the Trustee security or indemnity reasonable satisfactory to it against the cost expenses and liabilities that might be incurred by it.

On February 11, 2014, the First Contentious Administrative Court issued a ruling stating that it had jurisdiction to review the lawsuit filed on December 17, 2013 by the Office of the Attorney General of the Bolivarian Republic of Venezuela, for the expropriation of the movable assets, real property and improvements of the subsidiary Sidetur. In the referred claim, the Office of the Attorney General, also requested an innominated judicial measure of "Occupation, Possession, Use and Administration" over Sidetur's real property, movable assets, consumable inventories, warehouses, vehicles and improvements, which was granted by the aforementioned Court.

On December 14, 2016, the Political Administrative Chamber of the Supreme Court issued a judgement dismissing the appeal filed by the attorneys of Sidetur against judgement No. 2012-0039 of January 26, 2012, issued by the Second Court of the Contentious Administrative Jurisdiction, with respect to the annulment lawsuit filed against Administrative Providence No. 422 of November 2, 2010 issued by the extinct INDEPABIS.

#### ACCOUNTING TREATMENT OF THE OPERATIONS OF SIDETUR

The consolidated financial statements of Siderurgica Venezolana "Sivensa", S.A. referred to in this report, include the accounts of the Sidetur subsidiary and its subsidiary companies on a



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consolidated basis.

The events occurred at the end of October 2012, specifically the occupation, possession and control by the company Complejo Siderurgico Nacional, S.A., of the industrial assets been utilized by Sidetur in the operations and activities aimed at the production and marketing of the steel products, caused that as of said occupation, the subsidiary Sidetur has not been able to continue performing the same operations and activities with the assets that were occupied. Accordingly, on June 30, 2019 and 2018, Sivensa presents in the consolidated statement of financial position, separated from the rest of assets and liabilities, the assets that were occupied, other assets object of appropriation and the liabilities considered as borne by the state company Complejo Siderurgico Nacional, S.A., which are classified as an available investment for sale and are stated in the account "Net assets in process of expropriation and assets object of appropriation".

The industrial assets of Sidetur that were occupied, other assets object of appropriation and the obligations which had to be assumed by the state company Complejo Siderurgico Nacional, S.A., correspond to Property, Plant and Equipment, inventories, cash in local currency, trade account receivables, net of accounts payable to suppliers and others, advances received from customers, profits, holidays and other accruals and social benefits payable. Likewise, the rest of assets and obligations of Sidetur, including the financial debt, are included in the consolidated statement of financial position of Sidetur which sent opportunely the due communications to its creditors, and official and regulatory bodies, to inform about the events mentioned of late October 2012.

On September 2018, in accordance with the applicable accounting rules, the management obtained an update of the appraisal values (depreciated replacement cost) of the real property, machinery, equipment and facilities of Sidetur, realized in September 2009. Said update indicates that the total amount of Property, Plant and Equipment at September 30th, 2018 is Bs. 1,711,654 million, in constant values at April 30th, 2019, which is a greater amount than the book value of the net assets in process of expropriation and assets object of appropriation, which is Bs. 76,692 million, at June 30, 2019, in constant values.

#### PRESENTATION OF THE FINANCIAL STATEMENTS

On July 27th, 2016, the National Superintendency of Securities (SUNAVAL) issued the Circular Letter No. 0744, through which it decided to instruct the securities issuers, target of a takeover bid,



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in accordance with the Law on the Securities Market, to submit their financial statements inflation-adjusted, based on the indices published by the Central Bank of Venezuela (BCV), corresponding to the year 2015, and as of January 2016, the financial statements must be consigned, based on the figures inflation-adjusted with the last index published by the BCV. Because the last inflation index published by the BCV at the time of reporting, is the one corresponding to the month of April 2019, Sivensa recognized the effects of the inflation until April 30th, 2019 and considered the amounts expressed in terms of purchase power at said date, as the base for the carrying amounts of the headings in its subsequent financial statements. As of April 30, 2019, the INPC published by the BCV was 1,268,517,191.9, and as of September 30 and June 30, 2018, the published INPC were 13,479,980.5 and 1,853,869.6, respectively.

The consolidated results in Bolivars, of the quarters ended on June 30th, 2019 and 2018 referred to in this report, are presented in constant values at April 30th, 2019 utilizing the new INPC published by the BCV, and for comparative purposes, the consolidated financial statements published on June 30th, 2018 are presented in constant values at April 30th, 2019.

Considering the exchange agreements in force at the date of elaboration of this report, the transactions and balances in foreign currency of Sivensa and its subsidiaries (whose functional currency is the bolivar), mainly constituted by United States dollar, have been converted into bolivars, utilizing the exchange rate at the date of the transaction and the closure exchange rate, respectively, in accordance with the provision of the IAS 21. As of June 30, 2019 and 2018, the closure rate utilized was the exchange rates of the Exchange Market System of 6,733.29 and 1.15 bolivars per 1 US\$, respectively, as the management considers that these rates reflect the best estimation of the expectations of the future flows to be disbursed or received, to extinguish the obligations or to realize the assets in foreign currency as of said dates, utilizing legal mechanisms allowed by the State or the laws of the Bolivarian Republic of Venezuela. The exchange differences mainly resulting from the fluctuations of the bolivar with regard to the dollar, upon translating the balances in foreign currency at June 30, 2019 and 2018, are presented in the results of the fiscal years ended on said dates, in the account "Exchange loss, net".

The translation into bolivars of the consolidated financial statements of the subsidiary IBH, elaborated in US dollars, which is its functional currency, has been realized according to the IAS 21, in the applicable to an entity whose functional currency and presentation currency are different, as follows: The assets and the liabilities are translated at the closure exchange rate and the equity at the historic exchange rates. As of June 30, 2019 and 2018, the closure rate utilized was the



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exchange rates of the Exchange Market System of 6,733.29 and 1.15 bolivars per 1 US\$, respectively. The exchange rate difference arising from the translation to bolivars of the consolidated financial statements of the subsidiary IBH, elaborated in US dollars as of June 30, 2019 and 2018, minority interest net, are presented in the consolidated statement of financial position, in the account "Income from translation of foreign subsidiaries". The result of translation of the affiliate abroad, as of June 30, 2019 and 2018 was Bs 4,131,463 million and Bs 486,988 million, respectively, which represents an increase in the consolidated equity of the shareholders of SivenSA of Bs 3,644,475 million, these figures in constant values as of April 30, 2019.

#### ANALYSIS OF THE QUARTER RESULTS

The SivenSA's consolidated results mainly include the operations of the filial Sidetur and the operations of the filial IBH, corresponding to the three-month periods ended on June 30, 2019 and 2018. The most significant aspects of the consolidated income statement are described hereunder:

- a. OPERATING LOSS: In the period April-June 2019, the SivenSA's operating loss was Bs. 741 million compared with the loss of Bs 87 million during the same period of 2018. The increase of Bs 654 million is mainly due to the growth of the account "General and Administrative Expenses" in Bs 2,110 million, partially offset by the growth of the account "Other Operating Incomes, Net", due to a: i) during the quarter ended on June 30th, 2019 and 2018, the expenses and incomes denominated in U.S. dollars (including the expenses of the subsidiary IBH, whose functional currency is the U.S. dollar), were translated to Bolivars utilizing the exchange rate of the exchange agreements in force during the term ended on June 30th, 2019 and 2018, (average rates of 5,271 and 0.73 Bs. per 1U.S.\$ in said exercises) and, ii) the inflationary increase in the expenses denominated in Bolivars of SivenSA and its subsidiaries in Venezuela.
  
- b. NET LOSS OF THE QUARTER: During the third quarter of the fiscal year 2019, this loss was Bs. 5,550 million, compared with the loss of Bs. 3,170 million during the same period of the previous year. This negative variation of Bs 2,380 million can be mainly explained by the net of: i) the increase in the loss in operations as it is explained in the previous paragraph; ii) the increase of Bs 18,182 million in the financial expenses of the year, primarily denominated in US Dollars; iii) the increase of Bs 15,638 million in the



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fundamentally US Dollar-denominated financial incomes of the year; iv) the negative variation in Bs. 153,468 million in the item “Net Exchange Loss”; all these variations are caused by the increase in the applicable rate of exchange (Bs. per 1 US Dollar) to translate to Bolívares the transactions and balances named in US Dollars, using the exchange agreements in force during the quarters ended on June 30 2019 and 2018, as explained above; and v) the gain from net monetary position of the period in Bs. 178,580 million and the record of deferred income tax expense in Bs 24,294 million, these due to the update of inflation indices published by the BCV. The net loss of the quarter includes the results of the Sivensa’s operations and its subsidiaries, before the participation of the minority shareholders, primarily in the net results of the subsidiary IBH.

- c. NET LOSS OF THE QUARTER ATTRIBUTED TO THE SIVENSA’S SHAREHOLDERS: This result of the third quarter of the financial year 2019 was a loss of Bs. 5,497 million, compared with the loss of Bs. 3,155 million registered in the same period of the previous year. This increase of Bs. 2,342 million, is primarily explained by the net loss of the quarter mentioned earlier. The net loss of the period attributed to the Sivensa’s shareholders, include the results of the operations of Sivensa and its subsidiaries, after the participation, mainly, of 31.48% of the minority shareholders of IBH in the net results of said subsidiary for the three-month periods ended on June 30 2019 and 2018. In said periods, that participation was a loss for the minority shareholders of Bs. 53 million and Bs. 15 million, respectively.

#### INTERNATIONAL BRIQUETTES HOLDING (IBH)

#### NATIONALIZATION OF VENPRECAR AND ORINOCO IRON SUBSIDIARIES

Despite efforts to pursue negotiations with the public sector involved in the process of nationalization of Venprecar and Orinoco Iron, It has not been possible up to this date, to reach a deal with the Government to set up a working schedule in order to negotiate a fair price for assets subject to nationalization. On July 9, 2013, the subsidiary International Briquettes Holding (IBH) filed a request for indemnification (compensation) against the Bolivarian Republic of Venezuela, before the Ministry of the People’s Power for Industries, as a result of the de facto expropriation of the equity interest that such subsidiary holds directly and indirectly (through IBH de Venezuela, C.A.) in the corporations Venprecar and Orinoco Iron, whose operational control and management were



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unilaterally and exclusively taken over by the Venezuelan state, without complying with the procedure set forth in the Expropriation Law, or having paid the timely, fair and integral compensation. As of this date, the aforesaid Ministry has not issued any statement regarding that request.

In the Extraordinary Official Gazette of the Bolivarian Republic of Venezuela No. 6,119, dated December 19, 2013, the Presidential Decrees of same date, related to the briquetted-iron companies Venprecar and Orinoco Iron (both affiliates of the subsidiary International Briquettes Holding (IBH) were published, namely: (i) Decree No. 695, pursuant to which the movable assets, real property and improvements used for the operation of Venezolana de Prerreducidos Caroni "Venprecar" C.A. and its subsidiaries are subject to forced acquisition, as they are considered essential for the execution of the Work "Fortalecimiento de la Transformación del Mineral de Hierro y Generación de Briquetas en Caliente que Contribuyan con el Sector Industrial Siderúrgico" ("Strengthening of Iron Ore Transformation and Hot Briquettes Generation that Contribute to the Iron and Steel Industrial Sector"); and (ii) Decree No. 697, pursuant to which the movable assets, real property and improvements used for the operation of Orinoco Iron, S.C.S. and its subsidiaries are subject to forced acquisition, as they are considered essential for the execution of the Work "Fortalecimiento de la Reducción Directa del Mineral de Hierro y Generación de Briquetas en Caliente que Contribuyan con el Sector Industrial Siderúrgico" ("Strengthening of Iron Ore Direct Reduction and Hot Briquettes Generation that Contribute to the Iron and Steel Industrial Sector") (the "Acquisition Decrees").

Within the timeframe set forth in Article 22 of the Expropriation Law and in the text of the aforementioned notices, the attorneys and judicial representatives of IBH and its subsidiary IBH de Venezuela, C.A., appeared before the Office of the Attorney General of the Republic in accordance with the provisions of the said article and presented their written allegations in two separate documents (one for each of the aforementioned Acquisition Decrees) laying out the legal and factual arguments that, in their opinion, justified the unenforceability of such Decrees under the terms in which they were framed, considering that in February 2010 the Venezuelan State assumed, unilaterally and exclusively, the operational control and management of Venprecar and Orinoco Iron for the purposes of their transformation into State-owned companies.

On June 10, 2014, IBH de Venezuela, C.A., holder of legitimate interests as owner of 79.649740% of the equity interest in Venprecar and Orinoco Iron, filed before the Political Administrative



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Chamber of the Supreme Court of Justice two judicial recourses for the annulment of the aforesaid Acquisition Decrees.

On December 11, 2014, the aforementioned Chamber of the Supreme Court of Justice, as a result of the request for joint trials presented by the representative of the State, suspended the trial hearings schedule for both cases. Subsequently, on August 3, 2017, the aforementioned Chamber held that the request for joint trials should proceed as requested. On a later date, on June 12, 2018, the aforementioned chamber of the Supreme Court set the Trial Hearing for July 12, 2018, which was held on the established date and where the attorneys of IBH de Venezuela, C.A., presented the arguments and evidence they deemed pertinent in agreement with the Judicial Representative of said affiliate, filing the corresponding written arguments.

On August 7, 2018, an interlocutory ruling was issued by the Substantiation Court of the Political-Administrative Chamber of the Supreme Court of Justice, which admitted certain evidence promoted by the aforementioned attorneys, who on September 18, 2018 and in agreement with the judicial representation of the subsidiary IBH de Venezuela, C.A., partially appealed the aforementioned judgment before the Political-Administrative Chamber of the Supreme Court of Justice. On May 2019, the aforementioned Chamber of the Supreme Court of Justice issued a judgement dismissing the referred partial appeal.

To date, there has been no judicial decision on the merits of the judicial recourses for the annulment of Acquisition Decrees.

#### OTHER BUSINESSES

After the nationalization of the Orinoco Iron and Venprecar affiliates, IBH has continued with its international marketing of products addressed to the industrial sectors. At the beginning of January 2018, the company decided to reduce its operations and paid a settlement to some of the employees. SDP International Corporate (SDP) is an exclusive representative of several products and has identified some products required by traditional customers, especially those located in Venezuela. In this way SDP subsidiary of IBH reduces the management expenses and guarantees its permanence.





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## SOCIAL RESPONSIBILITY

During this quarter, the country remained confronting the same level of economic, political and social uncertainty; however, FUNDAMETAL continued its educational activities, based on the creation of new services and the updating of those already existing, as well as the capture of new customers. This third quarter may be summed in the following activities:

VOCACIONAL TRAINING: 49 courses were conducted with a total of 722 participants and 592 training hours. The areas in greater demand were:

✓ Operational Risk Management	43%
✓ Human and Organizational Management	18%
✓ Information Technology	28%
✓ Quality and Productivity	4%
✓ Others	7%

NATIONAL LEARNING PROGRAM: During this quarter no new cohorts entered; four cohorts graduate from the Commercial Area with 61 apprentices, and 81 apprentices from the Commercial Area and 57 from the Technical Area, are waiting for the closing of the quarter, for a total of 138 trainees.

UNIVERSITY PROGRAMS: At this moment and within the Institutional Agreement subscribed with the Universidad Panamericana del Puerto (UNIPAP), there are 480 students: 88 belong to the Faculty of Engineering and 392 study in the Faculty of Economic and Social Sciences.

## THE BOARD OF DIRECTORS

Caracas, July 31, 2019

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**SIDERURGICA VENEZOLANA "SIVENSA", S.A AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
JUNE 30, 2019 AND 2018**

(Millions of constant bolivars)

(Based on the last National Consumer Price Index published by the Central Bank of Venezuela)

	<b>2019</b>	<b>2018 *</b>
<b>Assets</b>		
Non-current Assets		
Available for-sale investment		
Investments in companies under "nationalization"	6,080,570	710,611
Net assets in process of expropriation and assets subject to appropriation	76,692	97
Accounts receivable from companies under "nationalization", net	752,278	82,697
Property, plant and equipment, net	1,024	2
Other non-current assets	52	-
Total non-current assets	<u>6,910,616</u>	<u>793,407</u>
Current assets		
Prepaid expenses and other current assets	252	48
Advances to suppliers	164	22
Accounts receivables		
Other accounts receivable	88,949	9,848
Related companies	-	-
Investments in trading securities	41,485	5,377
Cash	10,169	1,288
Total current assets	<u>141,019</u>	<u>16,583</u>
Total assets	<u>7,051,635</u>	<u>809,990</u>
<b>Equity and Liabilities</b>		
Equity		
Capital stock		
Nominal	-	-
Inflation adjustment	81,236	104
Share premium	8,070	10
Net effect of combination (merger) of subsidiaries	-	2
Surplus from revaluation associated with investments in companies under "nationalization"	-	2
Difference between fair value and cost of shares of subsidiary	-	5
Income from translation of foreign subsidiaries	4,131,463	486,988
Retained earnings (deficit)		
Legal reserve	8,070	10
Deficit	(67,276)	(5,330)
Total equity of Sivensa shareholders	<u>4,161,563</u>	<u>481,791</u>
Non-controlling interests	1,912,946	223,517
Total equity	<u>6,074,509</u>	<u>705,308</u>
Liabilities		
Non-current liabilities		
Accrual for length-of-service benefits, net of advances and loans to employees	169	49
Other long-term liabilities and accruals	1	-
Deferred income tax	27,889	18
Total non-current liabilities	<u>28,059</u>	<u>67</u>
Current liabilities		
Short-term bank loans	39,888	4,662
Financial obligation	496,580	58,033
Profit sharing, vacation bonus and other employee accruals	58	21
Taxes	-	-
Other liabilities and accruals	401,084	40,861
Accounts payable		
Suppliers	5,279	408
Related companies	6,178	630
Total current liabilities	<u>949,067</u>	<u>104,615</u>
Total liabilities	<u>977,126</u>	<u>104,682</u>
Total equity and liabilities	<u>7,051,635</u>	<u>809,990</u>



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**SIDERURGICA VENEZOLANA "SIVENSA", S.A AND SUBSIDIARIES**  
**CONSOLIDATED INCOME STATEMENT**  
**QUARTERS ENDED JUNE 30, 2019 AND 2018**

(Millions of constant bolivars)

Based on the last National Consumer Price Index published by the Central Bank of Venezuela

	<b>2019</b>	<b>2018 *</b>
General and administrative expenses	(2,292)	(182)
Other operating income, net	1,551	95
Operating loss	(741)	(87)
Financial expenses	(19,149)	(967)
Financial income	16,462	824
Exchange loss, net	(156,408)	(2,940)
Gain from net monetary position	178,580	-
Gain (loss) before tax	18,744	(3,170)
<b>Income tax</b>		
Deferred	(24,294)	-
Net loss for the quarters	(5,550)	(3,170)
<b>Net loss attributable to Sivensa shareholders</b>		
Sivensa shareholders	(5,497)	(3,155)
Non-controlling interest	(53)	(15)
Net loss for the quarters	(5,550)	(3,170)

(\*) Amount expressed in the new currency unit



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**SIDERURGICA VENEZOLANA "SIVENSA", S.A AND SUBSIDIARIES**  
**CONSOLIDATED INCOME STATEMENT**  
**NINE MONTH ENDED JUNE 30, 2019 AND 2018**

(Millions of constant bolivars)

(Based on the last National Consumer Price Index published by the Central Bank of Venezuela)

	<b>2019</b>	<b>2018 *</b>
General and administrative expenses	(2,820)	(271)
Other operating income, net	3,080	62
Operating gain (loss)	260	(209)
Financial expenses	(26,434)	(1,316)
Financial income	22,748	1,120
Exchange loss, net	(191,723)	(4,836)
Gain from net monetary position	178,580	-
Loss before tax	(16,569)	(5,241)
<b>Income tax</b>		
Current	-	(2)
Deferred	(24,294)	-
Net loss of the periods	(40,863)	(5,243)
<b>Net loss the period attributable to Sivensa shareholders</b>		
Sivensa shareholders	(40,806)	(5,210)
Non-controlling interest	(57)	(33)
Net loss for the periods	(40,863)	(5,243)

(\*) Amount expressed in the new currency unit



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SIDERURGICA VENEZOLANA "SIVENSA", S.A AND SUBSIDIARIES  
CONSOLIDATED FINANCIAL INDICATORS  
AS OF JUNE 30, 2019 AND 2018

		2019	2018
<b>Solvency</b>	<u>Current assets</u>	0.15	0.16
	Current liabilities		
<b>Working capital</b>	Current assets - Current liabilities (thousands bolívares)	(808,048)	(88,032)
<b>Short term debt</b>	<u>Short term financial liability</u>	0.13	0.13
	Total equity of Sivensa shareholders		
<b>Total debt</b>	<u>Financial liabilities short and long term</u>	0.13	0.13
	Total equity of Sivensa shareholders		
<b>Return over assets</b>	<u>Annualized net loss attributable to Sivensa shareholders</u>	-0.06%	-0.07%
	Total assets		
<b>Return over equity</b>	<u>Annualized net loss attributable to Sivensa shareholders</u>	-0.11%	-0.12%
	Total equity of Sivensa shareholders		