

# Current Report

No. 65/10.10.2018

To: **Financial Supervisory Authority  
Bucharest Stock Exchange**

**Current report in compliance with the stipulations of article no. 122 from the Law no. 24/2017 regarding Issuers of financial instruments and market operations and with the stipulations of the art. 234 from the Regulation no. 5/2018 issued by the Financial Supervisory Authority regarding Issuers of financial instruments and market operations**

Date of report: **October 10, 2018**

Name of issuer: **Alro S.A.**

Headquarters: **Slatina, 116 Pitesti Street, Olt County**

Telephone/ fax number: **+40 249 431 901 / +40 249 437 500**

Sole registration number at the Trade Register Office: **RO 1515374**

Trade Register Number: **J28/8/1991**

The European Unique Identifier (EUID): **ROONRCJ28/8/1991**

Legal Entity Identifier (LEI): **5493008G6W6SORM2JG98**

Subscribed and paid-in share capital: **356,889,567.5 RON**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange – Premium Category** (market symbol: **ALR**)

We hereby inform all persons who may be interested in the summoning of the Ordinary and Extraordinary General Shareholders' Meetings of Alro S.A., as follows:

- I. Further to its Resolution no. 1426 dated October 10, 2018, the Board of Directors of Alro S.A. (hereinafter referred to as the "Company"), with registered office in Slatina, 116 Pitesti Street, Olt County, Romania, registered with the Trade Registry under no. J28/8/1991, Sole Registration Code RO1515374, on the basis of art. 117 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, hereby convenes the Ordinary and Extraordinary General Meetings of Shareholders registered in the Shareholders' Registry at the end of the day of **November 2<sup>nd</sup>, 2018**, considered reference date, for the date of **November 13, 2018, at 11,00 AM and respectively at 11.30 AM** at the registered office of the Company in Slatina, 116 Pitesti Street, Olt County, Romania.

Should, on the above-mentioned date, the attendance quorum provided by the Articles of Incorporation of the Company be not met, according to art. 118 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, the second Ordinary and the second Extraordinary General Meetings of the Shareholders are convened and set for the date of **November 14, 2018, at 11,00 AM** at the Company's registered office in Slatina, 116 Pitesti Street, Olt County, Romania.

- II. The agenda of the Ordinary General Meeting of the Shareholders is the following:
  1. Appointment of 4 (four) directors, following to the expiry of the mandates of: Mr. Marian Daniel Nastase, Mr. Pavel Machitski, Mr. Aleksandr Barabanov and Mrs. Svetlana Pinzari
  2. Approval to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders' resolutions
  3. Approval of the date of **December 5, 2018** as registration date, for the opposability of all the decisions made by the Ordinary General Meeting of the Shareholder, in accordance with the provisions of art. 86 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations

4. Approval of the date of **December 4, 2018** as ex date in accordance with the provisions of art. 187 point 11 of Regulation no. 5/2018 regarding the issuers of the financial instruments and market operations issued by the Financial Supervisory Authority

**III.** The agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. Approval of the amendment of the art. 15 paragraph (5) from the Articles of Incorporation of the Company following to the appointment of 4 (four) members of the Board of Directors, as follows:

“(5) The structure of the Board of Directors is the following:

- Serghei Gheorghe - [personal data] - Vicepresident;
- Gheorghe Dobra - [personal data] - member;
- Adrian Manaicu - [personal data] - member;
- ♦♦♦ *(the Company’s Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders;*
- ♦♦♦ *(the Company’s Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders;*
- ♦♦♦ *(the Company’s Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders;*
- ♦♦♦ *(the Company’s Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders;*

2. Approval to empower the president of the Board of Directors for signing the Articles of Incorporation of the Company modified according to the resolution of the Extraordinary General Meeting of Shareholders and to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders’ resolutions
3. Approval of the date of **December 5, 2018** as registration date, for the opposability of all the decisions made by the Extraordinary General Meeting of the Shareholder, in accordance with the provisions of art. 86 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations
4. Approval of the date of **December 4, 2018** as ex date in accordance with the provisions of art. 187 point 11 of Regulation no. 5/2018 regarding the issuers of the financial instruments and market operations issued by the Financial Supervisory Authority

**IV.** One or more shareholders, holding, individually or together, at least 5% from the share capital of the Company, has/have the right:

- (a) to include new items on the agenda of the General Meetings of the Shareholders (each new item shall be submitted together with an explanation or a draft resolution in order to be adopted in the General Meetings) and
- (b) to submit draft resolutions for items included or to be included on the agenda of the two General Meetings of the Shareholders, not later than 15 days from the date this summons has been published, i.e. not later than **October 29, 2018**.

The shareholders rights mentioned at points (a) and (b) shall be exercised only in writing.

- V. The shareholders are entitled to ask questions related to items on the agenda of the above mentioned general meetings; the answers to be published on the Company's Internet website page [www.alro.ro](http://www.alro.ro).  
The questions shall be submitted or sent at the registered office of the Company in such way to be registered at the Registration Office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, not later than **November 5, 2018, hours 3,00 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS FROM NOVEMBER 13/14, 2018"**.
- VI. The registered shareholders at the reference date shall exercise the right to participate and vote in the Ordinary and Extraordinary General Meetings of the Shareholders personally, via correspondence or through a representative with special/general proxy. The general proxy will be awarded by the shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 20 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations, or to an attorney-at-law.
- VII. In case the shareholders appoint representatives for participation and voting in the Ordinary and Extraordinary General Meetings of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.
- VIII. The bulletin forms for vote via correspondence and the special proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings of the Shareholders are made available at the registered office of the Company, as well as on the website of the Company [www.alro.ro](http://www.alro.ro).
- IX. Correspondence vote forms filled in by the shareholders either in Romanian or English shall be submitted or sent in original, through certified mail, to the Registration Office of the Company, together with the copy of the identity document for shareholders - natural person or with the copy of the identity document of the legal representative of the shareholder - legal person, signatory of the Correspondence vote form, in such way to be registered at the Registration Office of the Company as follows:
- not later than **November 11, 2018, hours 9,00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM NOVEMBER 13/14, 2018"** "In case of correspondence voting forms for secret vote, the correspondence voting forms shall be enclosed in a distinct envelope on which it shall be mentioned: **"SECRET VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM NOVEMBER 13/14, 2018"**;
  - not later than **November 11, 2018, hours 9,30 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM NOVEMBER 13/14, 2018"**.
- X. The correspondence vote forms which shall not have been received in the form and within the term provided for under art. IX of this Summons shall not be taken into account when the presence and the voting quorum are established and when the votes are counted in Ordinary and Extraordinary General Meetings of the Shareholders.

**XI.** The proxies for shareholders' representation in the General Meetings, filled in by the shareholders either in Romanian or in a widely used language in the international financial area, together with the copy of the identity document of the appointed representative, shall be submitted or sent in copy, containing the remark of true copy of the original under the representative's signature, through certified mail, to the Registration Office of the Company in such way to be registered at the registry of the Company as follows:

- not later than **November 11, 2018, hours 9,00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM NOVEMBER 13/14, 2018 “**;
- not later than **November 11, 2018, hours 9,30 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM NOVEMBER 13/14, 2018 “**

The proxies can also be sent by e-mail to the address [cstoian@alro.ro](mailto:cstoian@alro.ro).

**XII.** Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Ordinary and Extraordinary General Meetings of the Shareholders convened for **November 13/14, 2018** personally, via correspondence or through a representative with proxy.

**XIII.** The nominations for the director position may be deposited until **November 5, 2018** and will include at least information regarding name, hometown and professional skills of the persons nominated for the director position.

The nominations for the director position will be posted at the Company's website starting from the date of their registration at the Company. The Company will draft the list containing the name, hometown and professional skills of the persons nominated for the director position and will make it available for the shareholders, at the Company's registered office or on its website and can be consulted or amended by the shareholders.

**XIV.** The documents and information related to the items of the agenda of the Ordinary and Extraordinary General Meetings of the Shareholders, as well as the draft decisions related to the items on the agenda of the two General Meetings, the Correspondence vote forms and the proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings by Alro's shareholders are made available for the shareholders at the registered office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, and are posted on the website of the Company [www.alro.ro](http://www.alro.ro) starting from the date of **October 13, 2018**.

Any additional information may be obtained at phone no. 0249-434.302.

**Marian-Daniel Năstase**  
**Chairman of the Board of Directors**

**Gheorghe Dobra, Ph.D.**  
**General Manager**