

To,

**Bucharest Stock Exchange**

**Financial Supervisory Authority**

**Current Report according to the ASF Regulation no. 5/2018**

Report date: 24.04.2019

Company name - **ELECTROPUTERE SA**

Head office - **CRAIOVA, DOLJ, 80. CALEA BUCURESTI Street**

Telephone/fax: 0372 703 450/0372 003056

Sole Registration Code at the Trade Register Office - 6312800

Trade Register Office Number - J16/12/1991

The regulated market on which the issued securities are traded - BSE

Subscribed and paid-up share capital – 103,760,291.3 lei

Main characteristics of the securities issued by the joint stock company

Class A, registered shares, in number of 1,037,602,913, nominal value 0.1 lei.

**Important events to report:**

**Decisions of the Ordinary General Assembly of Shareholders and Extraordinary General Assembly of Shareholders dated 24.04.2019**

On 24.04.2019, 11.00 a.m. at the company headquarters in Craiova, 80 Calea Bucuresti street, it was held the Ordinary General Assembly of Shareholders and at 12.00 a.m., the Extraordinary General Assembly of Shareholders of Electroputere S.A., both at the first call. 4 (four) shareholders attended at the Ordinary General Assembly of Shareholders, holding a number of 991,296,890 shares, representing 95.54% of the share capital, having as reference date the end of the day 15.04.2019. 4 (four) shareholders attended at the Extraordinary General Assembly of Shareholders, holding a number of 991,297,015 shares, representing 95.54% of the share capital, having as reference date the end of the day 15.04.2019.

They voted, deciding the followings:

**In the Ordinary General Assembly of Shareholders, by:**

**DECISION NO. 80/24.04.2019**

**There were approved** by a total no. of 991,296,890 valid expressed votes, accounting for 991,296,890 shares and 95.54% of the Company's registered capital, out of which 991,296,890 "affirmative" votes accounting for 95.54% of the total share capital, no "negative" votes and no "abstain" votes, the followings:

**Art. 1** To approve the Report of the Board of Directors for the fiscal year 2018.

**Art. 2** To approve the Financial Auditor's Report for the financial statements of Electroputere S.A., for the fiscal year of 2018.

**Art. 3** To approve the individually financial statements, drawing up in accordance with the International Financial Reporting Standards (IFRS) for the year ended on December 31, 2018.

**Art. 4** To discharge of administration of the Board of Directors for the fiscal year 2018.

**Art. 5** To approve the budget of revenues and expenditures for the fiscal year 2019.

#### **DECISION NO. 81/24.04.2019**

By a total no of 991,296,890 valid expressed votes, accounting for 991,296,890 shares and 95.54% of the Company's registered capital, out of which 991,296,890 "affirmative" votes accounting for 95.54% of the total share capital, no "negative" votes and no "abstain" votes, **the followings were approved:**

**Art. 1** To acknowledge the resignation of Mr. Ahmed Ibrahim AL BASSAM from the member of the Board of Director position.

**Art. 2** To appoint as member of the Board of Directors of Electroputere S.A., the following person: Mr **Syed Nadeem Uddin AHMED**, Pakistani citizen, born on 18.12.1965 in Quetta, Pakistan, domiciled in Villa No 32, Rio Compound, Al Khozama, Riyadh, 12582, Saudi Arabia, having citizenship number 42201-0189769-9, identified with passport no BM1157693, issued by authorities from Pakistan on 03.06.2015. His mandate will expire 11.12.2019.

#### **DECISION NO. 82/24.04.2019**

By a total no of 991,296,890 valid expressed votes, accounting for 991,296,890 shares and 95.54% of the Company's registered capital, out of which 991,296,890 "affirmative" votes accounting for 95.54% of the total share capital, no "negative" votes and no "abstain" votes, with regard the first, the third, the forth and fifth paragraph hereby, respectively,

By a total no of 991,296,890 valid expressed votes, accounting for 991,296,890 shares and 95,54% of the Company's registered capital, out of which 991.295.390 "affirmative" votes accounting for 95.537% of the total share capital, 500 "negative" votes accounting for 0.00001% of the total share capital and 1000 "abstain" votes accounting for 0.00001% of the total share capital, with regard the second paragraph,

**the followings were approved:**

**Art. 1** To acknowledge the resignation of Mrs. Mona Mohamed Moneeb AGHA from the member of the Board of Director position.

**Art. 2** To appoint as member of the Board of Directors of Electroputere S.A., the following person: Mr **AL-KHATIB AMER ABDEL JABER ABDALLATIF**, Jordanian citizen, born on 13.11.1970 in Riyadh, Saudi Arabia, domiciled in apartment number 9, building number 1, Madareem Suites Compound, Riyadh, Saudi Arabia, having national no 9701033154, identified with passport no N601666, issued by the authorities from Amman on 10.11.2015. His mandate will expire 11.12.2019.





# ELECTROPUTERE

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In EXTRAORDINARY GENERAL MEETING, by

DECISION NO. 83/24.04.2019

There were approved by a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company's registered capital, out of which 991,297,015 "affirmative" votes accounting for 95.54% of the total share capital, no "negative" votes and no "abstain" votes, **the followings:**

**Art. 1** To approve renunciation on property (as per the provisions of article 562 paragraph 2 from Romanian Civil Code) of 39% quota of ownership on the following plots of land the Company currently owns in Mogosoaia, Ilfov County (as per the provisions of article 553 paragraph 2 second sentence from Romanian Civil Code, the quota of ownership subject to such renunciation shall be acquired by Mogosoaia Municipality and will become private property based on Mogosoaia Local Council decision):

- (1) A plot of land with the surface of 9,000 sqm, identified with cadastral no 32 (former cadastral number 1272), registered within the Land Book no 32 (sporadic land book number 52061, former land book number 1133) of Mogosoaia, Ilfov County;
- (2) A plot of land with the surface of 1,000 sqm, identified with cadastral no 74 (former cadastral number 1273), registered within the Land Book no 74 (sporadic land book number 52903, former land book number 3413) of Mogosoaia, Ilfov County;
- (3) A plot of land with the surface of 13,000 sqm, identified with cadastral no 63 (former cadastral number 1277), registered within the Land Book no 63 (sporadic land book number 52060, former land book number 1132) of Mogosoaia, Ilfov County;
- (4) A plot of land with the surface of 12,000 sqm, identified with cadastral no 47 (former cadastral number 1279), registered within the Land Book no 47 (sporadic land book number 52063, former land book number 1135) of Mogosoaia, Ilfov County;
- (5) A plot of land with the surface of 9,000 sqm, identified with cadastral no 35 (former cadastral number 1276), registered within the Land Book no 35 (sporadic land book number 52062, former land book number 1134) of Mogosoaia, Ilfov County;
- (6) A plot of land with the surface of 40,000 sqm, identified with cadastral no 20 (former cadastral number 1187), registered within the Land Book no 20 (sporadic land book number 52033, former land book number 1037) of Mogosoaia, Ilfov County;
- (7) A plot of land with the surface of 88,552 sqm, identified with cadastral no 7, registered within the Land Book no 7 of Mogosoaia, Ilfov County; and a plot of land with a surface of 11,448 sqm, identified with cadastral no 16, registered within Land Book no 16 of Mogosoaia, Ilfov County (both plots previously forming the plot of land with a total surface of 100,000 sqm having cadastral number 1188, registered within the Land Book no 52032 – former land book number 1036 – of Mogosoaia, Ilfov County.

Given the provisions of article 562 paragraph 2 from Romanian Civil Code corroborated with the provisions of article 889 paragraph 1 from Romanian Civil Code, the ownership right on the 39% (thirty nine percent) quota form the immovables subject to renunciation is extinguished by the registration of the waiver statement in the land book of the plots, so that the Company will remain owner of a 61% (sixty one percent) quota of ownership on the above-mentioned plots.

We undertake to inform Mogosoaia Municipality, Ilfov County on issuance of our renunciation statement to the 39% (thirty nine percent) quota of ownership on the above-mentioned plots of land, as the administrative body on which territorial range are located the plots being subject to quota renunciation and





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we hereby state we are aware of the provisions of article 553 paragraph 2, second sentence form the Romanian Civil Code.

**Art.2** To approve the empowerment of Mr. Osama AL HALABI, CEO of the Company, for carrying out any formalities, negotiations or transactions and signing any intermediary documents necessary for preparing and concluding, as well as to sign all relevant document regarding the project “Development Area of Mogosoaia Commune, Ilfov County, Stage 1”: Bilateral Convention attached to Local Council Decision no 233/30.05.2018 and the statement for renunciation on the 39% quota of ownership of the above-mentioned plots of land and to represent the company in front of a notary public to authenticate such documents (when legislation in force provides such formality). Mr. Osama AL HALABI, CEO of the Company, will be allowed to delegate its conferred powers to Mogosoaia City Hall in relation to the performance of the cadastral and notary operations (dismantling, joining, sharing, relocating) of the tax operations for the payment of taxes and legal fees, operations specified in the above-mentioned Bilateral Convention).

## DECISION NO. 84/24.04.2019

**There were approved** By a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company’s registered capital, out of which 991,284.640 “affirmative” votes accounting for 95.537% of the total share capital, 8,875 “negative” votes accounting for 0.00001% of the total share capital and 3,500 “abstain” votes accounting for 0.00001% of the total share capital, with regard the first paragraph, respectively,

By a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company’s registered capital, out of which 991,293,640 “affirmative” votes accounting for 95.538% of the total share capital, 4,375 “negative” votes accounting for 0.00001% of the total share capital and 4,500 “abstain” votes accounting for 0.00001% of the total share capital, with regard the second paragraph, respectively,

By a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company’s registered capital, out of which 991,298.140 “affirmative” votes accounting for 95.539% of the total share capital, 4,375 “negative” votes accounting for 0.00001% of the total share capital and no “abstain” votes, with regard the third paragraph, respectively,

By a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company’s registered capital, out of which 991,297,015 “affirmative” votes accounting for 95.54% of the total share capital, no “negative” votes and no “abstain” votes, with regard the fourth, fifth and sixth paragraph, **the followings:**

**Art. 1** To approve, in accordance with article 90 paragraph 1 of Law no 24/2017 on issuers of financial instruments and market operations, the conditions for the conclusion of one or more contracts for sale of company’s immoveable assets (non-current-assets), whose value exceeds 20% of total non-current assets, except for claims.

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Registrations: J 16/12/1991  
CUI: 6312800  
TVA/VAT: RO6312800  
Share capital: 103.760.291 LEI

Bank accounts:  
Blom Bank France SA Paris - Romania Branch  
Acc. RO43BLOM6304912946260014/RON  
Acc. RO62BLOM6304912840260012/USD  
Acc. RO38BLOM6304912978260016/EUR





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Such approval is given for the sale of a Property (land with the existing buildings erected on it) having an area of around 26.32 ha located in 80 Calea Bucuresti, Craiova, Dolj County (hereinafter the "Transaction"). Selling of the Property shall not affect the Company's current activity (MER Division shall only be relocated).

The Property to be sold is composed out of the following plots:

- (1) A plot with the surface of 6,716 Sqm, registered within the Land Book no 205684, including the existing buildings erected on this plot;
- (2) A plot with the surface of 6,463 Sqm, registered within the Land Book no 206147, including the existing buildings erected on this plot;
- (3) A plot with the surface of 2,342 Sqm, registered within the Land Book no 205158, including the existing buildings erected on this plot;
- (4) A plot with the surface of 79 Sqm, registered within the Land Book no 205453, including the existing buildings erected on this plot;
- (5) A plot with the surface of 4,352 Sqm, registered within the Land Book no 211970, including the existing buildings erected on this plot;
- (6) A plot with the surface of 571 Sqm, registered within the Land Book no 205150, including the existing buildings erected on this plot;
- (7) A plot with the surface of 59 Sqm, registered within the Land Book no 211971, including the existing buildings erected on this plot;
- (8) A plot with the surface of 2,034 Sqm, registered within the Land Book no 210064, including the existing buildings erected on this plot;
- (9) A plot with the surface of 230 Sqm, registered within the Land Book no 210199, including the existing buildings erected on this plot;
- (10) A plot with the surface of 767 Sqm, registered within the Land Book no 210019, including the existing buildings erected on this plot;
- (11) A plot with the surface of 274 Sqm, registered within the Land Book no 211930, including the existing buildings erected on this plot;
- (12) A plot with the surface of 2,292 Sqm, registered within the Land Book no 232569, including the existing buildings erected on this plot;
- (13) A plot with the surface of 1,483 Sqm, registered within the Land Book no 232568, including the existing buildings erected on this plot;
- (14) A plot with the surface of 1,192 Sqm, registered within the Land Book no 230923, including the existing buildings erected on this plot;
- (15) A plot with the surface of 822 Sqm, registered within the Land Book no 211670, including the existing buildings erected on this plot;
- (16) A plot with the surface of 561 Sqm, registered within the Land Book no 230920, including the existing buildings erected on this plot;
- (17) A plot with the surface of 3,101 Sqm, registered within the Land Book no 230921, including the existing buildings erected on this plot;
- (18) A plot with the surface of 2,331 Sqm, registered within the Land Book no 205882, including the existing buildings erected on this plot;
- (19) A plot with the surface of 1,660 Sqm, registered within the Land Book no 210066, including the existing buildings erected on this plot;
- (20) A plot with the surface of 185 Sqm, registered within the Land Book no 206865, including the existing buildings erected on this plot;
- (21) A plot with the surface of 3,789 Sqm, registered within the Land Book no 211950, including the existing buildings erected on this plot;

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- (22) A plot with the surface of 7,587 Sqm, registered within the Land Book no 211949, including the existing buildings erected on this plot;
- (23) A plot with the surface of 5,532 Sqm, registered within the Land Book no 211948, including the existing buildings erected on this plot;
- (24) A plot with the surface of 6,626 Sqm, registered within the Land Book no 211947, including the existing buildings erected on this plot;
- (25) A plot with the surface of around 13,651 Sqm, part of a plot with the total surface of 16,251 Sqm currently registered within the Land Book no 211666, including the existing buildings erected on this plot; exact surface and Land Book number shall be established by the Board of Directors after the demerger procedures;
- (26) A plot with the surface of 13,260 Sqm, registered within the Land Book no 211953, including the existing buildings erected on this plot;
- (27) A plot with the surface of 68,552 Sqm, registered within the Land Book no 213016, including the existing buildings erected on this plot; this plot currently hosts MER Division to be relocated as per Board of Directors decision;
- (28) A plot with the surface of 4,706 Sqm, registered within the Land Book no 213017, including the existing buildings erected on this plot;
- (29) A plot with the surface of 2,067 Sqm, registered within the Land Book no 211946, including the existing buildings erected on this plot;
- (30) A plot with the surface of 278 Sqm, registered within the Land Book no 211367, including the existing buildings erected on this plot;
- (31) A plot with the surface of 1,426 Sqm, registered within the Land Book no 211672, including the existing buildings erected on this plot;
- (32) A plot with the surface of 73,687 Sqm, registered within the Land Book no 211954, including the existing buildings erected on this plot;
- (33) A plot with the surface of 13,638 Sqm, registered within the Land Book no 223464, including the existing buildings erected on this plot;
- (34) A plot with the surface of around 5,879 Sqm, registered within the Land Book no 228961, including the existing buildings erected on this plot;
- (35) A plot with the surface of 2,257 Sqm, registered within the Land Book no 211368, including the existing buildings erected on this plot;
- (36) A plot with the surface of 249 Sqm, registered within the Land Book no 229488, including the existing buildings erected on this plot.

The minimum selling price of the Property shall be of 260 Euro/Sqm.

The CEO of the Company is empowered to negotiate with the potential buyers of the Property, to establish the selling price for the Property, with the observance of the minimum selling price.

The Transaction may be made by concluding several sale-purchase agreements (hereinafter the “**Sale-Purchase Agreements**”). The payment of the selling price may be agreed to be made in maximum 5 yearly instalments.

The CEO of the Company shall be empowered to negotiate with the Company’s creditors, including, without limitation, Blom Bank, the price payment modalities, so as to ensure the clearance of the Property of any existing encumbrances and to ensure the successful conclusion of the Transaction.

**Art.2** To approve the destination of the amounts received from selling of the Property, as described at article 1 from the current Decision. The price to be obtained from the transfer of the Property shall be used for:

- (a) Reimbursement of loans received by the Company from its majority shareholder;
- (b) reimbursement of loans granted to the Company by Blom Bank;

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(c) financing major capex investments like relocation of Motor plant and relocation/modernization of Transformer testing facility.

**Art. 3** To approve the empowerment of Mr. Osama AL HALABI, CEO of the Company, for carrying out any formalities, negotiations or transactions and signing any intermediary documents necessary for concluding the Transaction and for signing the Sale-Purchase Agreements having as object the Property (non-current assets) and to represent the Company in front of the notary public for authenticating the Transaction documents (when legislation in force provides such formality), with the observance of the conditions set under the present Decision.

## FOR ALL THE DECISIONS:

**There were approved,**

**For Ordinary General Assembly of Shareholders** By a total no of 991,296,890 valid expressed votes, accounting for 991,296,890 shares and 95.54% of the Company's registered capital, out of which 991,296,890 "affirmative" votes accounting for 95.54% of the total share capital, no "negative" votes and no "abstain" votes, and

**For Extraordinary General Assembly of Shareholders** By a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company's registered capital, out of which 991,297,015 "affirmative" votes accounting for 95.54% of the total share capital, no "negative" votes and no "abstain" votes,

**the followings:**

- It was established the date of **21<sup>st</sup> of May 2019**, as the registration date of the shareholders who will be affected by the decisions of the Ordinary and Extraordinary General Assembly of Shareholders.
- It was established the date of **20<sup>th</sup> of May 2018**, as ex-date"for the decisions of the Ordinary and Extraordinary General Assembly of Shareholders.
- It was approved the authorization of the natural person that will complete the formalities of advertising and registration of the Assembly decisions. To this purpose, there was authorized Mr. Osama AL HALABI – President, identified with Passport no. 009848120 issued by the Syrian authorities on 18.03.2015, to complete the formalities of advertising and registration of the present decision, including to sign the updated Act of Incorporation. Mr. Osama AL HALABI may mandate third parties, including the legal advisor of the company, to complete the formalities of advertising and registration of the Extraordinary General Assembly decision.

Additional information may be obtained at: 0372 703 450.

**General Manager**

**OSAMA AL HALABI**



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