

**CURRENT REPORT** (under FSA Regulation No. 5/2018)

Report date: **09.10.2020**

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

Social headquarters: **Sibiu, 156 Stefan cel Mare Str., Sibiu county**

Tel / fax: **0269/253269; 0269/253279**

No. and date of registration with the Trade: **J32/16/1993**

VAT no.: **RO 3906360**

LEI Code: **529900TXOYD26GV5QE65**

Subscribed and paid up capital: **121,521.2 lei**

Regulated market where the issued securities of RETRASIB S.A. are traded is **Bucharest Stock Exchange** symbol **RTRA**.

**I. Important event to report:**

Ordinary Shareholders Meeting of RETRASIB S.A. was held at the first calling, on 09<sup>th</sup> of October 2020, starting 10:00 a.m., at the Company's headquarters, being duly convened in accordance with the Law.

General Director,

Claudia Adela Gherghel-Diaconeasa

## Resolution of the Ordinary General Meeting of Shareholders of Retrasib S.A.

No. 93/ 9 October 2020

The Ordinary General Meeting of Shareholders of Retrasib S.A. (the “**Company**”), was held at the first calling, on 9 October 2020, starting with 10:00 a.m., at the Company’s headquarters, being duly convened in accordance with the provisions of Law no. 31/1990 concerning companies, republished, as subsequently amended and supplemented, of Law no. 24/21 March 2017, relating to the issuers of financial instruments and market operations, of Regulation no. 5/2018 regarding issuers of financial instruments and market operations of the Financial Supervisory Authority and of the Company’s Articles of Association.

At the Ordinary General Meeting of the Shareholders participated or were represented through their attorneys-in-fact empowered under the special power of attorney a number of 2 shareholders, holding a number of 1,138,028 shares of the total number of 1,215,212 shares and 1,138,028 voting rights of the total number of 1,215,212 voting rights, representing 93.64851565% of the share capital and of the voting rights.

The meeting was chaired by Mrs. Claudia Gherghel-Diaconeasa, empowered person of Mr. Tilo Dorn, President of the Board of Directors (Special Power of attorney dated 1st of October 2020), who notified, under the conditions of art. 2023 Civil Code, the principal regarding the substitution of a third party, being unable to personally fulfil his entrusted mandate, in the context of the alert state decreed and prolonged on the Romanian territory due to the COVID-19 pandemic and given the evolution of infection cases with the SARS COV-2 virus; Mr. Marinel Popa, was appointed secretary of the meeting with unanimity of votes, while Mrs. Livia Bordei was appointed as technical secretary in the same conditions.

The president and the secretaries of the meeting certified that the legal and statutory conditions are fulfilled in order to hold the Ordinary General Meeting of the Shareholders, that the list of shareholders was prepared and that the quorum conditions were fulfilled.

The agenda of the meeting was established through the convening notice published with the Official Gazette no. 3022 dated 4<sup>th</sup> September 2020 and the newspaper „Sibiu 100%” no. 568, same date.

Following deliberations, the Company’s shareholders approve the following:

**1. Appoints JP Auditors & Advisers as financial auditor for the audit of the Company's financial statements. The term of office of the financial auditor will be 2 years.**

The decision was adopted being expressed a total of 1.138.028 valid votes, representing 93,64851565% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 1.138.028 votes representing 93,64851565% of the total number of voting rights, representing 100% of the votes validly cast;

**-Against:** 0 votes representing 0% of the total number of voting rights; and

**-Retained:** 0 votes accounting for 0% of the total number of voting rights.

**2. Approves the extension of the period of withdrawal/use of the Global Multi-Currency Operating Limit amounting to Lei 51,925,000 on the basis of the credit agreement no. 182/06.05.2010 and all the subsequent addenda thereto, concluded by and between the Company, as borrower and Transilvania Bank, the extension of the period for the drawdown/ use of the Overall Credit Limit by further 12 months, the extension of the credit line of the Limit by 12 months; short- term and medium-term Credits for working capital drawdown within the limit will be granted for maximum of 24 months without exceeding the new due date of the limit, correlated with the agreements assigned in favour of the Bank; the Validity' of the letters of bank guarantee will not exceed the final due date of the Limit and in case of the enforcement of the letters of bank guarantee the credits resulting from the enforcement of the letters of bank guarantee will be granted for maximum of 12 months, in**

**Lei, under negotiated conditions in 2019.**

The decision was adopted being expressed a total of 1.138.028 valid votes, representing 93,64851565% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 1.138.028 votes representing 93,64851565% of the total number of voting rights, representing 100% of the votes validly cast;

**-Against:** 0 votes representing 0% of the total number of voting rights; and

**-Retained:** 0 votes accounting for 0% of the total number of voting rights.

- 3. Approves the empowerment of the general manager of the Company, Mrs. Gherghel-Diaconeasa Claudia-Adela, for negotiating, establishing, approving the contractual conditions of the amending acts of the credit agreement from point 2, for approving the rules for making withdrawals under this contract and approving the guarantee of the Company's assets, as well as modification of existing guarantee packages (except for the establishment of additional real estate guarantees, for which a specific, prior approval of the general meeting of shareholders will be required). In order to guarantee the obligations of the Company resulting from this contract, the general manager, Mrs. Gherghel-Diaconeasa Claudia-Adela, will be the signatory of any deeds, being able to appoint proxies as she deems appropriate.**

The decision was adopted being expressed a total of 1.138.028 valid votes, representing 93,64851565% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 1.138.028 votes representing 93,64851565% of the total number of voting rights, representing 100% of the votes validly cast;

**-Against:** 0 votes representing 0% of the total number of voting rights; and

**-Retained:** 0 votes accounting for 0% of the total number of voting rights.

- 4. Ratifies the Board of Directors Resolution no. 328 / 27.03.2020, approving that the cash use in the limit value will be limited during the time of facility to the maximum of RON 45 million, there being the possibility that, in justified cases, the maximum value of the cash uses from the facility will reach the limit of the facility.**

The decision was adopted being expressed a total of 1.138.028 valid votes, representing 93,64851565% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 1.138.028 votes representing 93,64851565% of the total number of voting rights, representing 100% of the votes validly cast;

**-Against:** 0 votes representing 0% of the total number of voting rights; and

**-Retained:** 0 votes accounting for 0% of the total number of voting rights.

- 5. Ratifies the Board of Directors Resolutions adopted in 2020 in connection with the extension of the period of withdrawal / use of the Global Multi-Currency Operating Limit by another 12 months, extension of the credit line within the limit by 12 months; Short / medium term loans for working capital drawn from the limit will be granted on max. 24 months, without exceeding the new maturity of the limit, correlated with the contracts assigned in favour of the Bank; The validity of the Bank Guarantee Letters will not exceed the final maturity of the Limit, and in case of execution of the bank guarantee letters, the credits resulting from the execution of the letters are granted for a maximum of 12 months, in lei.**

The decision was adopted being expressed a total of 1.138.028 valid votes, representing 93,64851565% of the

total number of voting rights and of the share capital, as follows:

**-In favour:** 1.138.028 votes representing 93,64851565% of the total number of voting rights, representing 100% of the votes validly cast;

**-Against:** 0 votes representing 0% of the total number of voting rights; and

**-Retained:** 0 votes accounting for 0% of the total number of voting rights.

- 6. Establishes the date of 29 October 2020 as registration date for the identification of shareholders on which the effects of the resolution of the General Ordinary Meeting of Shareholders apply, according to provisions of Law no. 24/2017, and the date of 28 October 2020, as ex-date. Whereas there is no proposed resolution that would imply payments towards the shareholders, the shareholders do not decide with respect to the payment date, as defined by Regulation no. 5/2018.**

The decision was adopted being expressed a total of 1.138.028 valid votes, representing 93,64851565% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 1.138.028 votes representing 93,64851565% of the total number of voting rights, representing 100% of the votes validly cast;

**-Against:** 0 votes representing 0% of the total number of voting rights; and

**-Retained:** 0 votes accounting for 0% of the total number of voting rights.

- 7. Empowers each of Mr. Tilo Dorn, Mr. Ulrich Voss, Mr. Markus Spliethoff and/or of Mrs. Claudia-Adela Gherghel-Diaconeasa and/or any other persons designated by the aforementioned persons, to sign on behalf of the of the Company's shareholders the resolution of the General Ordinary Meeting of Shareholders (including an excerpt of this Resolution for its publishing), affidavits, applications, as the case may be, any other necessary documents and to fulfil all formalities required by the law in front of the competent authorities, and any third parties, including the Bucharest Stock Exchange, the Financial Supervisory Authority, the Central Depository, the Trade Registry in order to carry out the resolutions taken in the Ordinary General Meeting of Shareholders, to publish and register them wherever necessary.**

The decision was adopted being expressed a total of 1.138.028 valid votes, representing 93,64851565% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 1.138.028 votes representing 93,64851565% of the total number of voting rights, representing 100% of the votes validly cast;

**-Against:** 0 votes representing 0% of the total number of voting rights; and

**-Retained:** 0 votes accounting for 0% of the total number of voting rights.

This resolution was drafted and executed in Romanian and English, today 9 October 2020, at the Company's headquarters.

President of the General Ordinary Meeting of Shareholders

Claudia Gherghel-Diaconeasa

Secretary

Marinel Popa

Technical Secretary

Livia Bordei

