

To:

- **Financial Supervisory Authority**
- **Bucharest Stock Exchange**

### **CURRENT REPORT**

**in accordance with the Regulation of the Romanian National Securities Commission No. 1/2006 on issuers and operations with securities and Law No. 297/2004 on capital market**

**Report date:** 12.04.2017

**Name of issuing entity:** CEMACON S.A.

**Registered office:** Cluj-Napoca, Calea Dorobantilor, nr. 48, etaj 1, Cluj county

**Phone/Fax:** 0260/602.408

**Tax identification number with the Trade Registry:** RO 677858

**Order number in the Trade Register:** J12/2466/2012

**Subscribed and paid-up share capital:** RON 11,399,021.8

**Regulated market on which the issued securities are traded:** Bucharest Stock Exchange - Standard category.

**Important events to be reported:** CEMACON S.A. Board of Directors, joint stock company, headquartered in Cluj-Napoca, 48 Calea Dorobantilor St., 1st floor, Cluj county, registered in the Trade Register under no. J12 / 2466/2012, EN 677 858, in accordance with Art. 111, art. 117<sup>1</sup> of Law 31/1990, Regulation no. 6/2009 of CNVM on the exercise of certain rights of shareholders in OGSM and Law. 297/2004, at the request of the shareholder CONSULTANTA ANDREI & ANDREI SRL, based in Bucharest, 4 Gara Herastrau St., 3<sup>rd</sup> floor, district 2, Green Court, J40 / 14670/2011, RO 17345454, which owns 17.586.728 shares, representing a rate of 15,4283% shares of the company, registered under no. 3681 / 31.03.2017, announces the completion of the OGSM agenda for 27.04.2017, 12:00, and in case of failure of any statutory or other conditions of validity, OGSM will be held on 28.04.2017, 12.00, in the same place with the same agenda to all shareholders registered in the Register of shareholders at the same time reference, published in "Monitorul Oficial al Romaniei, part IV" and "Ziua de Cluj" local newspaper on 27.03.2017 and communicated to BSE, the following points are required:

1. The approval to conclude a transaction between CEMACON SA and VMM covering the settling of the dispute registered under no. 1674/1285/2015. The main obligations of the transaction are the payment, within five days from the time the deal was signed, by CEMACON SA, of the amount of EUR 300,000 according to the Court decision no. 2238/2016 of 09.11.2016 and correspondingly, the renunciation of VIZENTAL MONEY MANAGEMENT SRL (VMM) company (based in Arad, str. Poetului, nr. 61A, bl. Z4, sc. C, ap. 14, jud. Arad, registered in the Trade Register from near Arad Court under no. J02/2004/2008, CIF RO 24756193, legally represented by Mr. Raoul Vizental, as administrator) to the trial costs amounting to 17,136.50 RON, to the attorney costs caused to VMM in the dispute, as well as any other penalties and other accessories that were generated under the Service Contract CEMACON - VMM, concluded on 20.05.2012.
2. Supplementation of point 2 on the agenda of the convening notice for the General Meeting of Shareholders dated 27.04.2017, i.e.

*“or*

*Approval of the 2016 net profit distribution in amount of RON 8,357,813, as follows:*

- *Statutory reserve - RON 517,189;*
- *Reserves related to reinvested profit - RON 78,526;*
- *The difference of RON 7,762,098 representing undistributed profits”,*

The shareholders are to vote one of the two previously mentioned variants.

OGSM CEMACON SA will be on the agenda (supplemented and revised) these points :

1. Approval of the annual financial statements, individual and consolidated, based on the Report of the Board of Directors and the External Financial Auditor's Report for the fiscal year 2016.
2. Approval of the net profit distribution for 2016, amounting to 8,357,813 RON as follows:
  - for the establishment of statutory reserve - 517,189 RON;
  - for covering losses from previous years - 6,771,366 RON;
  - for other reserves, representing company development own sources- 1,069,258 RON.

*“or*

*Approval of the 2016 net profit distribution in amount of RON 8,357,813, as follows:*

- *Statutory reserve - RON 517,189;*
- *Reserves related to reinvested profit - RON 78,526;*
- *The difference of RON 7,762,098 representing undistributed profits”,*

The shareholders are to vote one of the two previously mentioned variants.

3. Approval of discharge for the directors, for the fiscal year 2016.
4. Approval of the Income and Expenditure Budget and of the work program for 2017.
5. Approval of the investment plan for 2017.
6. Election of members of the Board of Directors of Cemacon SA for a term of four years, following the termination of previous mandates.
7. Approval of appointing Mr. ȘOLOGON DANIEL, identified with ID series KX, no. 887759, acting as Chief Financial Officer, for signing the management contracts on behalf of the shareholders.
8. Approval of fixed remuneration payable to Board members during the new mandate and of the maximum limit for the variable remunerations according to art. 153<sup>18</sup> of Law 31/1990.
9. Repeal of Cemacon AGA decision no. 3 of 27.04.2011.
10. Approval of the date of 16 of May 2017 as registration date to identify the shareholders who are affected by OGAS resolutions, according to art. 238 of Law 297/2004 on the capital market;
11. Approval of the date of 15 of May 2017 as exdate;
12. The approval to conclude a transaction between CEMACON SA and VMM covering the settling of the dispute registered under no. 1674/1285/2015. The main obligations of the transaction are the payment, within five days from the time the deal was signed, by CEMACON SA, of the amount of EUR 300,000 according to the Court decision no. 2238/2016 of 09.11.2016 and correspondingly, the renunciation of VIZENTAL MONEY MANAGEMENT SRL (VMM) company (based in Arad, str. Poetului, nr. 61A, bl. Z4, sc. C, ap. 14, jud. Arad, registered in the Trade Register from near Arad Court under no. J02/2004/2008, CIF

RO 24756193, legally represented by Mr. Raoul Vizental, as administrator) to the trial costs amounting to 17,136.50 RON, to the attorney costs caused to VMM in the dispute, as well as any other penalties and other accessories that were generated under the Service Contract CEMACON - VMM, concluded on 20.05.2012.

13. Empowering the President of the Board of Directors, ORION STRATEGY SOLUTION SRL, represented by Mr. Stoleru Liviu-Ionel, identified with ID series ZC no. 142900, issued on 29th of September 2015 by SPCLEP (Local Public Community Service of Personal Records) Bacau, having CNP (personal identification number) 1711020040049, domiciled in Bacau, 10 Mioritei street, entrance D, ap. 4, county of Bacau, to sign on behalf of the shareholders all the resolutions to be adopted by OGAS and to fulfil all the legal formalities for the execution and registration of the adopted resolutions and decisions, with the possibility of sub-empowerment towards third parties. Within the granted mandate, SC ORION STRATEGY SOLUTION SRL represented by Mr. Stoleru Liviu-Ionel and any of its sub-mandatory may, without limitation, fulfil all the needed formalities for signing in the name and on behalf of the shareholders the OGAS Resolutions, and to carry out any steps and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders before the Financial Supervisory Authority, the Central Depository, Bucharest Stock Exchange, the Trade Register Office and any other authorities and any natural or legal persons involved.

14. Empowering Mr. Pușcaș Bogdan, legal adviser of the Company, domiciled in Cluj-Napoca, 4 Fabricii Street, apartment 91, identified by ID Series CJ no. 178807 issued by SPCLEP (Local Public Community Service of Personal Records) Cluj Napoca on 06th of January 2016, for the fulfilment of all the formalities for entry and registration with the Trade Register Office of the mentions corresponding to the resolutions adopted by the Ordinary General Assembly of the Company.

### REMARKS ON AGOA MEETING

Only shareholders registered in the shareholders register on the reference date, 14.04.2017, can participate in the General Meeting in person, by legal representatives (for legal persons) or by proxy based on a special power of attorney or general power of attorney, or may vote by written or electronic ballot.

Verification and centralization of votes by correspondence and by special or general POWs is performed by a technical committee appointed by the Board of Directors, made up of people who shall keep safe and ensure the confidentiality of votes till taking a vote on the resolutions submitted on the agenda.

#### **Shareholders may propose persons for the position of administrator.**

The deadline for submission of nominations for administrators is 12.04.2017, 12:00 a.m. The candidacy file shall contain the candidacy proposal, professional qualification and the candidate's resume. The list of information about the name, domicile and personal qualifications of the persons proposed for the position of administrator is available to shareholders, and it can be reviewed on website [www.cemacon.ro](http://www.cemacon.ro).

#### **I. Necessary documents for participation in the OGAS**

Necessary documents for participation in the OGAS of shareholders natural persons are: - ID (identity bulletin or identity card for Romanian citizens or, as applicable, passport for foreign citizens); - special power of attorney and ID of the representative (if the shareholder is represented by another person) - where there shall be mentioned specific voting instructions. Necessary documents for participation in

the OGAS of shareholders legal persons are: - official document attesting this capacity of legal representative with the ID (ex : articles of incorporation, extract / certificate of good standing issued by the Trade Register or other evidence issued by a competent authority) to be issued not more than three months before the publication of the convening notice of general meeting; Besides the aforementioned document (certifying the legal representative capacity of the person signing the power of attorney), the representative will present also the special power of attorney signed by the legal representative of the respective legal person in case the person representing the shareholder legal person is not exactly legal representative. The natural person designated as representative of a shareholder legal person shall be identified on the basis of the ID.

Documents attesting the capacity of legal representative, drawn up in a foreign language, other than English shall be accompanied by a translation made by a sworn translator in Romanian or English.

## **II. Participation to the OGAS through representative**

Shareholders may participate to OGAS in person or by representative, as provided by art. 243 para. 3 of Law no. 297/2004 on the capital market ("Law 297/2004") and the related measures. Representation of the shareholders can be made also by anyone other than shareholders, based on special or general power of attorney, according to art. 243 para. 3 of Law no. 297/2004. Special proxies will be used under the terms established by the NSC (National Securities Commission) Regulation no. 6/2009 and their sample may be obtained on the Company's website [www.cemacon.ro](http://www.cemacon.ro) or from the Company's headquarters in Cluj-Napoca, 48 Calea Dorobantilor, first floor, county of Cluj. The special power of attorney will be drawn up in three original counterparts (one for the shareholder, one for the representative and one for the issuer). After signing, the copy for the issuing, accompanied by a copy of the identity document of the represented shareholder legal entity, a copy of the identity document of the legal representative, extract / certificate issued by the Trade Register or other evidence issued by a competent authority which establishes quality legal representative, to be issued later than three months before the publication of the convening notice for the General meeting of legal persons and children, but the proxy will be sent to the Company's registration at the latest on 25.04.2017 at 12.00 with 48 hours before the AGOA, it can be sent by fax (no. fax: 0264/704 050) or e-mail: [office@cemacon.ro](mailto:office@cemacon.ro), the shareholder is obliged to carry a date AGOA attorney in the original. If the special power of attorney is given to a credit institution which provides trustee services, the power of attorney having the content mentioned in this Notice, signed by the shareholder, it must be accompanied by affidavit, in original (signed and stamped), given by the credit institution which establishes that: (i) The credit institution provides trustee services for the respective shareholder; (ii) The instructions in the special power of attorney are identical to the instructions within the SWIFT message received by the credit institution to vote on behalf of that shareholder; (iii) The special power of attorney is signed by the shareholder.

Representation of shareholders in the general assembly by other persons can be done also under a general power of attorney, accompanied by affidavit given by the legal representative of the intermediary (defined according to Art. 2 para. (1) pt. 14 of Law 297 / 2004) or the lawyer who received power of attorney for representation in applicable legal conditions and procedures of OGAS Cemacon S.A. The general power of attorney is granted by the shareholder for the entire holding on the reference date and shall be submitted to the company in copy, comprising the mention regarding the compliance with the original under the signature of the representative.

Proxy can be substituted by another person. Given that the authorized person is a legal person, it may exercise the mandate received by everyone who is part of the administrative or management body or of its employees. General proxies shall be submitted / sent, accompanied by documents in accordance with the procedures, at the company's registered office (Cluj-Napoca, 48 Calea Dorobantilor, county of Cluj; in the business days (Monday - Friday 9.00 -16.00) or shall be sent as electronic document with extended electronic signature, according to Law No. 455/2001 on the electronic signature, by e-mail at the address [office@cemacon.ro](mailto:office@cemacon.ro) until the deadline - 25 of April 2017, 12.00.

General / Special proxies having a later date (registered until deadline 25 of April 2017, 12.00) leads to revocation of the powers previously dated. The Shareholders who voted by special proxies or ballots may modify their initial voting option, being considered valid the last vote cast and registered by the deadline 25 of April 2017, 12.00. In case the shareholder who has voted by mail participates in person or through a representative to the general assembly, the vote by mail is cancelled, being considered only the vote cast in person or by representative. If the person attending the General Assembly is different than the one who has voted by mail, for the validity of the vote or he/she will submit to the General Assembly a written revocation of the vote by mail signed by the shareholder or the representative who has voted by mail. The direct participation of the shareholder at the General Assembly personally or through the legal representative removes any other previously submitted voting options.

The shareholders registered on the Reference Date may vote by mail prior to the general assembly by using the voting form by mail made available on the website of the Company at [www.cemacon.ro](http://www.cemacon.ro).

### **III. Vote by mail**

In case of voting by mail, the voting form, completed and signed, and a copy of valid identification documents of the shareholder (bulletin /identity card for natural persons, or certificate of incorporation for legal persons) may be submitted as follows:

1. transmitted to the registered office in Cluj-Napoca, 48 Calea Dorobantilor, 1<sup>st</sup> floor, county of Cluj; through any form of courier with acknowledgment of receipt, so that to be recorded as received at the registry of the Company at the latest on 25 of April 2017, 12.00, mentioning "FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS from 27 of April 2017".
2. transmitted by e-mail with embedded extended electronic signature according to Law no. 455/2001 on electronic signature, at the latest on 25 of April 2017, 12.00 at the e-mail address office@cemacon.ro inserting the topic „FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS from 27 of April 2017”. Both the voting form and the proxies can be sent either in Romanian or English.

According to art. 11 index 1 of NSC (National Securities Commission) Regulation no. 6/2009 on the exercise of certain rights of the shareholders within general assemblies of companies, in case of shareholders legal persons or entities without legal personality, the capacity of legal representative is found in the bottom of the list of shareholders on the reference date, received from the central depository. Documents attesting the capacity of legal representative, drawn up in a foreign language, other than English shall be accompanied by a translation made by a sworn translator in Romanian or English. The provisions of NSC Regulation no. 6/2009 on the exercise of certain rights of the shareholders within general assemblies of companies applies properly also for proving the capacity of legal representative of the shareholder proposing the introduction of new items on the agenda of the general assembly of shareholders or addressing questions to the issuer regarding the items on the agenda of the general assembly of the shareholders. According to the NSC Regulation no. 6/2009 on the exercise of certain rights of the shareholders within general assemblies of companies, a shareholder may appoint a single person to represent him at a certain general assembly. However, if a shareholder holds shares of a company in several securities accounts, this restriction will not prevent him to appoint a separate representative for the shares held in each securities account in respect of a certain general assembly. This provision does not prejudice the provisions of para. (5) art. 14 of NSC Regulation no. 6/2009 on the exercise of certain rights of the shareholders within general assemblies of companies. According to the provisions of the NSC Regulation no. 6/2009 on the exercise of certain rights of the shareholders within general assemblies of companies, a shareholder may appoint by power of attorney



one or more alternate representatives to assure representation at the general assembly if the designated representative is unable to fulfil its mandate. If by power of attorney there are designated several alternate representatives, there shall be establish also the order in which they shall exercise their mandate. If the shareholders who voted by mail participate in person or through a representative to the general assembly, the vote by mail for that general assembly will be cancelled. In this case, it shall be considered only the vote cast in person or by representative.

#### **IV. Shareholders' right to introduce new items on the agenda of the OGAS meeting and to make resolutions proposals for existing or proposed items to be included on the agenda.**

The shareholders may exercise their rights provided under art. 7 of NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders, namely: one or more shareholders representing individually or jointly at least 5% of share capital are entitled, within maximum 15 days from the publication date of the Convening notice in the Official Gazette of Romania, including:

- to insert items on the agenda of the general assembly, provided that each such item is accompanied by a justification or a draft resolution proposed for approval by the general assembly.
- to submit draft resolutions for the items included or proposed to be included on the agenda of the general assembly.

These requests must cumulative meet the following conditions: •proving the quality of shareholder in the previously mentioned conditions for natural persons and / or representatives of legal• persons; to be addressed to the Board of Directors of the Company and to be submitted in writing in due time, either (i) in hard copy at the Company's headquarters (in person or by courier with acknowledgment of receipt), or (ii) by e-mail with embedded extended electronic signature, according to Law no. 455/2001, at [office@cemacon.ro](mailto:office@cemacon.ro). Both modes of transmission should contain clear and written in capital letters „PROPOSAL FOR NEW ITEMS ON THE AGENDA - FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED 27 OF APRIL 2017". The documents justifying proposals to introduce new items on the agenda and draft resolution for these and the completed convening notice, will be available to the shareholders at the headquarters of the Company and on the Company's website at [www.cemacon.ro](http://www.cemacon.ro) and the completed convening notice shall be published also in the Official Gazette of Romania and in a newspaper of wide circulation, according to the legal provisions.

#### **V. Questions on the agenda / activity of the Company**

Each shareholder has the right to ask questions in writing to the Board of Directors, before the general assembly date, regarding the items on the agenda, according to art. 13 of NSC Regulation 6/2009. The answer is deemed given if the requested information is published on the Company's website. The questions will be sent either (i) in hard copy at the Company's headquarters (in person or by courier with acknowledgment of receipt), or (ii) by e-mail with embedded extended electronic signature, according to Law no. 455/2001, at [office@cemacon.ro](mailto:office@cemacon.ro), so that they are received until the date of 25 of April 2017, 12:00 (Romania's local time). Both modes of transmission should contain clear and written in capital letters „QUESTIONS ON THE AGENDA - FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED 27 of April 2017". Any shareholder has guaranteed the free exercise of his rights according to the applicable legal provisions and the Articles of Incorporation of the Company.

#### **VI. Informative materials on the agenda**

Starting on the 27 of March 2017, the forms for special and general proxies, the voting form by mail, the informative documents and materials regarding the items included on the agenda of the OGAS, the draft

resolutions and any other OGAS related information can be obtained from the registered office of CEMACON S.A., between 9:30-17:00, at telephone: 0260 602 409 or 0360 711 030, fax: 0260 602 408 or 0264/704 050, being also available on the Company's website: [ww.cemacon.ro](http://ww.cemacon.ro).

According to Article 243 para. (6) of the Law 297/2004 the representation of the shareholders in general assembly of shareholders in the case of companies whose shares are admitted to trading can be performed also by other persons than shareholders, based on a special or general power of attorney, with the implementation and observance of the legal provisions in force.

This convening notice shall be completed with the applicable legal provisions.

**There are no further events to report.**

**Chairman of the Board of Directors**

**ORION STRATEGY SOLUTION SRL**

**by Mr. Stoleru Liviu-Ionel**