

## CURRENT REPORT

### According to the Rules of the Romanian National Commission for Transferable Securities (CNVM) no. 1 / 2006

Issued on: 21.04.2017

Company Name: COMELF SA

Head Office: Bistrita, str. Industriiei nr. 4

Telephone / fax number: 0263.234.462 ; 0263.238.092

Tax Identification no.: 568656

Registry of Commerce no.: J06/02/1991

Subscribed and paid-up share capital: 13579505 lei

Regulated Market on which the securities issued are transacted: Bucharest Stock Exchange (BVB)

Reported Event: OGMS reunited on April 20<sup>th</sup>, 2017 .

The Ordinary General Meeting of the Shareholders has convened on April 20<sup>th</sup>, 2017 at the first/second summons, at the Company's Head Office, following all the legal requirements and the Articles of Association. At the meeting shareholders were present who at the reference date of April 11<sup>th</sup>, 2017 a number of 18.220.229 shares, representing 77,82 % of the registered capital, as detailed by the Attendance List.

As the quorum required by the art.17 in the Articles of Association, i.e. at least a fourth of the of the total vote rights, has been met, the legal status of the meeting has been acknowledged and the points included on the order of the day have been presented, discussed and voted, as notified in the Convener published in the local newspaper Rasunetul no. 7477/15.03.2017, the Official Journal of Romania no.879 part IV of 16.03.2017, the national newspaper "Bursa" no. 49/15.03.2017 and COMELF website.

The Ordinary General Meeting of the Shareholders has approved with unanimous votes of the Registered Capital represented at the meeting, the following:

1. The Managing Board Report, the Internal Auditor Report, the Independent Auditor Report and the Discharge of Administration of the Managing Board, its chairman and of the General Manager of the Company for the year 2016.

Status of financial position for 2016 with its appendices and accounting policies for 2017, that is:

- Fixed assets	total	103.660.210 lei
- Current assets	total	78.613.135 lei
Total assets		182.273.345 lei
- Equity ownership	total	71.862.676 lei
- Non-current liabilities		30.443.448 lei
- Current liabilities	total	79.967.221 lei
Total liabilities		110.410.669 lei
Total equity ownership and liabilities		182.273.345 lei

Comprehensive income status for the year 2016, that is:

- Operating Income	181.268.061 lei
- Operating expenses	174.772.167 lei
- Operating profit	6.495.893 lei
- Financial revenues	2.950.572 lei
- Financial expenses	4.882.217 lei
- Financial loss	1.931.645 lei
- Pre-tax accounting income	4.564.248 lei
- Net Profit	4.014.685 lei

2. The Net Profit amounting to 4.014.685 lei for 2016, will be distributed as follows:

- Legal Reserve	147.238 lei
- Dividends	3.867.447 lei

Therefore, the gross value of dividends awarded for 2016 amounts to 0,165 lei/share. Dividends will be paid through the Depozitarul Central (Central Depository), in a way similar to that of the previous year, beginning with July 17<sup>th</sup>, 2017 as payment date, according to law requirements.

3. The Income and Expenditure Budget for the year 2017, that is:
- |                  |                            |
|------------------|----------------------------|
| - Total income   | 42.000.000 €               |
|                  | 189.000.000 lei equivalent |
| - Total expenses | 40.000.000 €               |
|                  | 180.000.000 lei equivalent |
| - Gross Profit   | 2.000.000 €                |
|                  | 9.000.000 lei equivalent   |

4. The Organisational Chart for 2017 for a number of 1.140 positions at the 30<sup>th</sup> June 2017.

5. The Investments Programme for the year 2017 the funds allotted amount to 306.500 €, for purchasing.

The Managing Board will have the authority to review the performance of the Investments Programme, assess new opportunities / needs and decide, where required, to add new items and / or redistribute any amounts.

6. For the year 2017 and the beginning of 2018, until the OGMS of April 2018, the authority of the General Manager and of the Financial Manager for undertaking banking commitments remains similar to that in force, i.e.:

- banking loans up to the amount of 7,000,000.00 €
- mortgages and bonds for the undertaken loans.

The Managing Board is empowered to assess and approve the change of the commitments at the company's request.

7. Extension of the appointment interval for the internal auditor for the company G2 Expert SRL and for the G5 Consulting SRL as external auditor according to the agreements in place, for a period of two (2) years.

8. Empowering the Company's General Manager, Mr. Stoian Dorin, to take all the necessary steps to register the Decision of the OGMS to the Trade Register Office in Bistrita-Năsăud, and also to publish the Decision in the Official Gazette of Romania and to sign the Report regarding the OGMS.

9. The Registration Date is June 29<sup>th</sup>, 2017. According to the requirements of art. 238 par. 1 of Law 297 / 2004, such date is used for the identification of the shareholders upon which the OGMS decisions take effect.

June 28<sup>th</sup>, 2017 is established as ex date, according to art. 129 of the Romanian National Commission for Transferable Securities (CNVM) Rules no. 1 / 2006.

General Manager,  
eng. Dorin Stoian

## DECISION

The Ordinary General Meeting of COMELF SA Shareholders, reunited on 21.04.2017, duly summoned according to the Articles of Association and in observance of Law no. 31/1990, republished, with subsequent amendments and additions, at the Company's Head Office, upon second summons, attended by shareholders who own 77,82 % of registered capital, has approved / adopted, with the unanimous vote of those in attendance, the following:

1. The Report of the Managing Board, the Report of the Internal Auditor, the Report of the Independent Financial Auditor and the discharge of administration of the Managing Board, of its chairman and of the General Manager of the Company for the 2016.

Status of financial position for 2016 with its appendices and accounting policies for 2017, that is:

- Fixed assets	total	103.660.210 lei
- Current assets	total	78.613.135 lei
- Total assets		182.273.345 lei
- Equity ownership	total	71.862.676 lei
- Non-current liabilities		30.443.448 lei
- Current liabilities	total	79.967.221 lei
- Total liabilities		110.410.669 lei
- Total equity ownership and liabilities		182.273.345 lei

Status of the global result for the year 2016, that is :

- Operating Income	181.268.061 lei
- Operating expenses	174.772.167 lei
- Operating profit	6.495.893 lei
- Financial revenues	2.950.572 lei
- Financial expenses	4.882.217 lei
- Financial loss	1.931.645 lei
- Pre-tax accounting income	4.564.248 lei
- Net Profit	4.014.685 lei

2. The Net Profit amounting to 4.014.685 lei for 2016, will be distributed as follows:

- Legal Reserve	147.238 lei
- Dividends	3.867.447 lei

Therefore, the gross value of dividends awarded for 2016 amounts to 0,165 lei/share. Dividends will be paid through the Depozitarul Central (Central Depository), in a way similar to that of the previous year, beginning with July 17<sup>th</sup>, 2017 as payment date, according to law requirements.

3 The Income and Expenditure Budget for the year 2017, that is:

- Total Income	42.000.000 €	189.000.000 lei equivalent
- Total expenses	40.000.000 €	180.000.000 lei equivalent
- Gross Profit	2.000.000 €	9.000.000 lei equivalent

4. The Organisational Chart for 2017 for a number of 1.140 positions at the 30<sup>th</sup> June 2017.

5. The Investments Programme for the year 2017 the funds allotted amount to 306.500 €, for purchasing.

The Managing Board will have the authority to review the performance of the Investments Programme, assess new opportunities / needs and decide, where required, to add new items and / or redistribute any amounts.

6. For the year 2017 and the beginning of 2018, until the OGMS of April 2018, the authority of the General Manager and of the Financial Manager for undertaking banking commitments remains similar to that in force, i.e.:

- banking loans up to the amount of 7,000,000.00 €
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The Managing Board is empowered to assess and approve the change of the commitments at the company's request.

7. Extension of the appointment interval for the internal auditor for the company G2 Expert SRL and for the G5 Consulting SRL as external auditor according to the agreements in place, for a period of two (2) years.

8. Empowering the Company's General Manager, Mr. Stoian Dorin, to take all the necessary steps to register the Decision of the OGMS to the Trade Register Office in Bistrita-Năsăud, and also to publish the Decision in the Official Gazette of Romania and to sign the Report regarding the OGMS.

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June 28<sup>th</sup>, 2017 is established as ex date, according to art. 129 of the Romanian National Commission for Transferable Securities (CNVM) Rules no. 1 / 2006.

Chairman of the Meeting,  
eng. Savu Constantin

Secretary,  
c.j. Coltea Lucian