



# Electroputere

## ELECTROPUTERE S.A.

Romanian Legal Person, Headquartered at Craiova, No 80 Calea Bucuresti, Dolj County  
Registered with the Trade Registry under no J16/12/1991, Fiscal Identification Code RO6312800  
Share Capital 103,760,291.3 Ron

### DECISION NO. 72/ 26.04.2018 OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ELECTROPUTERE S.A. ("The Assembly")

The Ordinary General Assembly of the shareholders of **Electroputere S.A.** („the Company”), convened according provisions of art.117 corroborated with art.111 from Law no 31/1990 concerning companies, as republished and modified, of art.92 of Law no 24/2017 on issuers of financial instruments and market operations, of National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies and art.14 of the Company’s Act of Incorporation, pursuant to the publication of the convening announcement in the Official Gazette of Romania, Part IV no. 1227/26.03.2018, as well as in the Gazeta de Sud journal, 26.03.2018 edition, and to its being transmitted to the Stock Exchange Bucharest and to the Financial Supervisory Authority – Financial Instruments and Investments Sector,

Duly held, under the law and the Act of Incorporation, on 26 April 2018, 11:00 hours, upon the first convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended, either in person or by proxy, a number of 3 (three) shareholders holding together 999,533,890 shares, representing 96.33% of the total Company share capital,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company’s registered capital, out of which **991.284.640** “affirmative” votes accounting for 95.53% of the total share capital, 8,249,250 “negative” votes accounting for 0.80% of the total share capital and no “abstain” votes, with regard the first, second, third and forth paragraph hereby, respectively,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company’s registered capital, out of which **999.533,890** “affirmative” votes accounting for 96.33% of the total share capital, no “negative” votes and no “abstain” votes, with regard the fifth, sixth, seventh and eighth paragraph hereby,

#### DECIDES:

**Art. 1** To approve the Report of the Board of Directors for the fiscal year 2017.

**Art. 2** To approve the Financial Auditor’s Report for the financial statements of Electroputere S.A., for the financial year of 2017.

SC Electroputere S A  
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200440 Craiova  
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+40251 438190  
Fax: +40372 003056  
www.electroputere.ro

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



# Electroputere

**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, 2017.

**Art. 4** To discharge of administration of the Board of Directors for the fiscal year 2017.

**Art. 5** To approve the budget of revenues and expenditures for the fiscal year 2018.

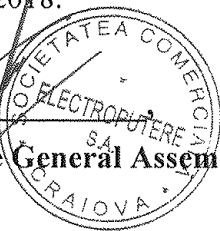
**Art. 6** The date of 16.05.2018 is set as “Registration Date” by reference to the resolutions adopted in the shareholders’ Meeting, in the meaning of art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying of the shareholders which are subject to the effects of the resolution taken by the Assembly.

**Art. 7** The date of 15.05.2018 is set as “ex-date”, namely the date prior to the registration date on which the financial instruments which make the object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art.2, letter (f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies, as subsequently amended.

**Art. 8** This decision shall be filed at the Trade Register Office of Bucharest in order to be mentioned into register and published in the Official Gazette of Romania, Part IV. To this purpose, Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015, is empowered to carry out the publishing and registration formalities hereof. Mr. Osama AL HALABI can appoint third parties, legal adviser of the Company included, in order to carry out the said formalities.

This Decision was drawn up and executed in Craiova, in four original counterparts, 2 (two) pages long each, this day of April 26, 2018.

\_\_\_\_\_  
Chairman of the General Assembly



\_\_\_\_\_  
Secretary of the General Assembly



# Electroputere

## ELECTROPUTERE S.A.

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Share Capital 103,760,291.3 Ron

### DECISION NO. 73/ 26.04.2018 OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ELECTROPUTERE S.A. ("The Assembly")

The Ordinary General Assembly of the shareholders of **Electroputere S.A.** („the Company”), convened according provisions of art.117 corroborated with art.111 from Law no 31/1990 concerning companies, as republished and modified, of art.92 of Law no 24/2017 on issuers of financial instruments and market operations, of National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies and art.14 of the Company’s Act of Incorporation, pursuant to the publication of the convening announcement in the Official Gazette of Romania, Part IV no. 1227/26.03.2018, as well as in the Gazeta de Sud journal, 26.03.2018 edition, and to its being transmitted to the Stock Exchange Bucharest and to the Financial Supervisory Authority – Financial Instruments and Investments Sector,

Duly held, under the law and the Act of Incorporation, on 26 April 2018, 11:00 hours, upon the first convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended, either in person or by proxy, a number of 3 (three) shareholders holding together 999,533,890 shares, representing 96.33% of the total Company share capital,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company’s registered capital, out of which 8,249,250 “affirmative” votes, representing 0.80% from the total share capital, 991,284,640 “negative” votes accounting for 95.53% of the total number of votes and no “abstention” votes with regard the first paragraph hereby, respectively,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company’s registered capital, out of which **999.533,890** “affirmative” votes accounting for 96.33% of the total share capital, no “negative” votes and no “abstain” votes, with regard the second, third and fourth paragraph hereby,

#### DECIDES:

**Art. 1** Rejects the appointment as member of the Board of Directors of Electroputere S.A. of the following person: Mr. Florin DUMITRESCU. The position shall remain vacant due to the fact there are no other proposals for the appointment of new Board of Directors member.

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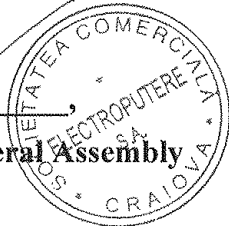
**Art. 2** The date of 16.05.2018 is set as “Registration Date” by reference to the resolutions adopted in the shareholders’ Meeting, in the meaning of art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying of the shareholders which are subject to the effects of the resolution taken by the Assembly.

**Art. 3** The date of 15.05.2018 is set as “ex-date”, namely the date prior to the registration date on which the financial instruments which make the object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art.2, letter (f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies, as subsequently amended.

**Art. 4** This decision shall be filed at the Trade Register Office of Bucharest in order to be mentioned into register and published in the Official Gazette of Romania, Part IV. To this purpose, Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015, is empowered to carry out the publishing and registration formalities hereof. Mr. Osama AL HALABI can appoint third parties, legal adviser of the Company included, in order to carry out the said formalities.

This Decision was drawn up and executed in Craiova, in four original counterparts, 2 (two) pages long each, this day of April 26, 2018.

\_\_\_\_\_  
**Chairman of the General Assembly**



\_\_\_\_\_  
**Secretary of the General Assembly**



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### DECISION NO. 74/ 26.04.2018 OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ELECTROPUTERE S.A. ("The Assembly")

The Ordinary General Assembly of the shareholders of **Electroputere S.A.** („the Company”), convened according provisions of art.117 corroborated with art.111 from Law no 31/1990 concerning companies, as republished and modified, of art.92 of Law no 24/2017 on issuers of financial instruments and market operations, of National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies and art.14 of the Company’s Act of Incorporation, pursuant to the publication of the convening announcement in the Official Gazette of Romania, Part IV no. 1227/26.03.2018, as well as in the Gazeta de Sud journal, 26.03.2018 edition, and to its being transmitted to the Stock Exchange Bucharest and to the Financial Supervisory Authority – Financial Instruments and Investments Sector,

Duly held, under the law and the Act of Incorporation, on 26 April 2018, 11:00 hours, upon the first convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended, either in person or by proxy, a number of 3 (three) shareholders holding together 999,533,890 shares, representing 96.33% of the total Company share capital,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company’s registered capital, out of which **999.533,890** “affirmative” votes accounting for 96.33% of the total share capital, no “negative” votes and no “abstain” votes, hereby,

#### DECIDES:

**Art. 1.** (1) To replace DELOITTE AUDIT SRL as Financial Auditor of the Company.  
(2) To appoint BDO AUDIT SRL, Romanian company headquartered at Victory Business Center, no 24 Invingatorilor street, district 3, Bucharest, Romania, registered with Trade Registry under no J40/22485/1994, fiscal identification code RO6546223, holder of Authorization no.18 from 02.08.2001, issued by the Romanian Chamber of Financial Auditors, legally represented in relation with Electroputere S.A. by Mr. IRICIUC IULIAN-CRISTIAN, Romanian Citizen, born on 09.07.1977, in Suceava, Romania, domiciled in Bucharest, no 6 Dr. Zaharia Petrescu street, District 5, identified with ID series RD no 610340, PIN 1770709335033, holder of the financial auditor certificate no. 4090/21.10.2011, as new Financial Auditor of the Company starting with 26.06.2018.

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(3) The duration of the financial audit rendering service contract will be of 2 years. The yearly fees of the financial auditor will be settled by the board of directors and will be limited to the remuneration paid in 2017 to the financial auditor.

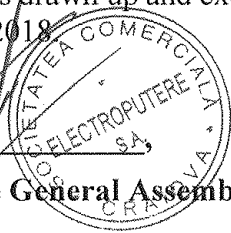
**Art. 2** The date of 16.05.2018 is set as “Registration Date” by reference to the resolutions adopted in the shareholders’ Meeting, in the meaning of art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying of the shareholders which are subject to the effects of the resolution taken by the Assembly.

**Art. 3** The date of 15.05.2018 is set as “ex-date”, namely the date prior to the registration date on which the financial instruments which make the object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art.2, letter (f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies, as subsequently amended.

**Art. 4** This decision shall be filed at the Trade Register Office of Bucharest in order to be mentioned into register and published in the Official Gazette of Romania, Part IV. To this purpose, Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015, is empowered to carry out the publishing and registration formalities hereof. Mr. Osama AL HALABI can appoint third parties, legal adviser of the Company included, in order to carry out the said formalities.

This Decision was drawn up and executed in Craiova, in four original counterparts, 2 (two) pages long each, this day of April 26, 2018.

  
\_\_\_\_\_  
Chairman of the General Assembly



  
\_\_\_\_\_  
Secretary of the General Assembly



# Electroputere

## ELECTROPUTERE S.A.

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Registered with the Trade Registry under no J16/12/1991, Fiscal Identification Code RO6312800  
Share Capital 103,760,291.3 Ron

### DECISION NO. 75/ 26.04.2018 OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ELECTROPUTERE S.A. ("The Assembly")

The Ordinary General Assembly of the shareholders of **Electroputere S.A.** („the Company”), convened according provisions of art.117 corroborated with art.111 from Law no 31/1990 concerning companies, as republished and modified, of art.92 of Law no 24/2017 on issuers of financial instruments and market operations, of National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies and art.14 of the Company’s Act of Incorporation, pursuant to the publication of the convening announcement in the Official Gazette of Romania, Part IV no. 1227/26.03.2018, as well as in the Gazeta de Sud journal, 26.03.2018 edition, and to its being transmitted to the Stock Exchange Bucharest and to the Financial Supervisory Authority – Financial Instruments and Investments Sector,

Duly held, under the law and the Act of Incorporation, on 26 April 2018, 11:00 hours, upon the first convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended, either in person or by proxy, a number of 3 (three) shareholders holding together 999,533,890 shares, representing 96.33% of the total Company share capital,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company’s registered capital, out of which **999.533,890** “affirmative” votes accounting for 96.33% of the total share capital, no “negative” votes and no “abstain” votes, hereby,

#### DECIDES:

**Art. 1.** (1) To replace KPMG AUDIT SRL as Internal Auditor of the Company.

(2) To appoint AUDIT CONSULTING SRL, a Romanian company headquartered in Craiova, no 42 A.I. Cuza street, bl. 6A, apt.15, Dolj county, registered with the Trade Registry under number J16/410/2003, fiscal identification number RO15313758, holder of Authorization no.351 from 04.04.2003, issued by the Romanian Chamber of Financial Auditors, legally represented in relation with Electroputere S.A. by Mrs DUMITRU Daniela, Romanian Citizen, born on 23.09.1975, in Daneti, Romania, domiciled in Craiova, no 126 Dacia Blvd, bl. E1, sc.2, ap.9, Dolj County, identified with ID series DX no 903282, PIN 2750923161036, holder of the financial auditor certificate no. 4671/31.03.2014, as new Internal Auditor of the Company starting with 26.04.2018.

(3) The mandate duration shall be three years. The monthly remuneration to be paid to the internal auditor shall amount to 150 Euro plus VAT, payable in Ron at the NBR exchange rate valid at the invoicing date.

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Registrations: J 16/12/1991  
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Share capital: 103.760.291 LEI

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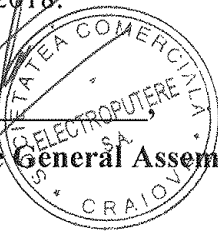
**Art. 2** The date of 16.05.2018 is set as “Registration Date” by reference to the resolutions adopted in the shareholders’ Meeting, in the meaning of art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying of the shareholders which are subject to the effects of the resolution taken by the Assembly.

**Art. 3** The date of 15.05.2018 is set as “ex-date”, namely the date prior to the registration date on which the financial instruments which make the object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art.2, letter (f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies, as subsequently amended.

**Art. 4** This decision shall be filed at the Trade Register Office of Bucharest in order to be mentioned into register and published in the Official Gazette of Romania, Part IV. To this purpose, Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015, is empowered to carry out the publishing and registration formalities hereof. Mr. Osama AL HALABI can appoint third parties, legal adviser of the Company included, in order to carry out the said formalities.

This Decision was drawn up and executed in Craiova, in four original counterparts, 2 (two) pages long each, this day of April 26, 2018.

\_\_\_\_\_  
**Chairman of the General Assembly**



\_\_\_\_\_  
**Secretary of the General Assembly**





# Electroputere

## ELECTROPUTERE S.A.

Romanian Legal Person, Headquartered at Craiova, No 80 Calea Bucuresti, Dolj County  
Registered with the Trade Registry under no J16/12/1991, Fiscal Identification Code RO6312800  
Share Capital 103,760,291.3 Ron

### DECISION NO. 76/ 26.04.2018 OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ELECTROPUTERE S.A. ("The Assembly")

The Ordinary General Assembly of the shareholders of **Electroputere S.A.** („the Company”), convened according provisions of art.117 corroborated with art.111 from Law no 31/1990 concerning companies, as republished and modified, of art.92 of Law no 24/2017 on issuers of financial instruments and market operations, of National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies and art.14 of the Company’s Act of Incorporation, pursuant to the publication of the convening announcement in the Official Gazette of Romania, Part IV no. 1227/26.03.2018, as well as in the Gazeta de Sud journal, 26.03.2018 edition, and to its being transmitted to the Stock Exchange Bucharest and to the Financial Supervisory Authority – Financial Instruments and Investments Sector,

Duly held, under the law and the Act of Incorporation, on 26 April 2018, 11:00 hours, upon the first convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended, either in person or by proxy, a number of 3 (three) shareholders holding together 999,533,890 shares, representing 96.33% of the total Company share capital,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company’s registered capital, out of which **991.284.640** “affirmative” votes accounting for 95.53% of the total share capital, 8,249,250 “negative” votes accounting for 0.80% of the total share capital and no “abstain” votes, with regard the first paragraph hereby, respectively,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company’s registered capital, out of which **999.533,890** “affirmative” votes accounting for 96.33% of the total share capital, no “negative” votes and no “abstain” votes, with regard the second, third and fourth paragraph hereby,

#### DECIDES:

**Art. 1.** Approves maximum limits of the monthly remuneration and yearly bonus to be paid to the CEO of the Company, as stipulated within the minutes of this GSM meeting. The remuneration of the CEO shall be established by the Board of Directors, not to exceed the maximum limits established hereby.

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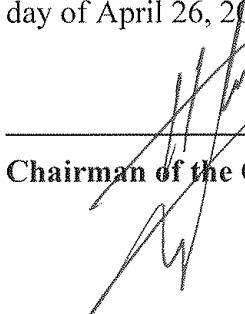
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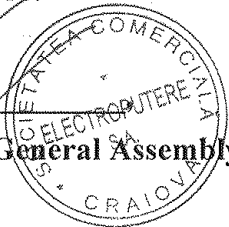
**Art. 2** The date of 16.05.2018 is set as “Registration Date” by reference to the resolutions adopted in the shareholders’ Meeting, in the meaning of art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying of the shareholders which are subject to the effects of the resolution taken by the Assembly.

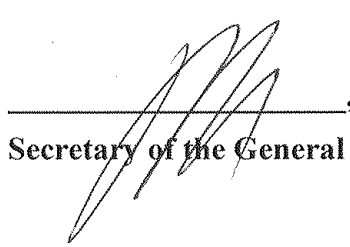
**Art. 3** The date of 15.05.2018 is set as “ex-date”, namely the date prior to the registration date on which the financial instruments which make the object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art.2, letter (f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies, as subsequently amended.

**Art. 4** This decision shall be filed at the Trade Register Office of Bucharest in order to be mentioned into register and published in the Official Gazette of Romania, Part IV. To this purpose, Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015, is empowered to carry out the publishing and registration formalities hereof. Mr. Osama AL HALABI can appoint third parties, legal adviser of the Company included, in order to carry out the said formalities.

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Chairman of the General Assembly



  
Secretary of the General Assembly



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Registered with the Trade Registry under no J16/12/1991, Fiscal Identification Code RO6312800  
Share Capital 103,760,291.3 Ron

### DECISION NO. 77/ 26.04.2018 OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ELECTROPUTERE S.A. (the "Assembly")

The Extraordinary General Assembly of the shareholders of **Electroputere S.A.** (the "**Company**"), convened according to the provisions of art.117 corroborated with art.111 from Law no 31/1990 concerning companies, as republished and modified, of art.92 of Law no 24/2017 on issuers of financial instruments and market operations, of National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies and of art.14 of the Company's Act of Incorporation, pursuant to the publication of the convening announcement in the Official Gazette of Romania, Part IV no. 1227/26.03.2018, as well as in the Gazeta de Sud journal, 26.03.2017 edition, and to the transmittal thereof to the Bucharest Stock Exchange and to the Financial Supervisory Authority – Financial Instruments and Investments Sector,

Duly held, under the law and the Act of Incorporation, on 26 April 2018, 12:00 hours, upon the first convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended, either in person or by proxy, a number of 4 (four) shareholders holding together 999,546,130 shares, representing 96.33% of the total Company share capital,

By a total no of 999,546,130 valid expressed votes, accounting for 999,546,130 shares and 96.33% of the Company's registered capital, out of which **991,296,880** "affirmative" votes accounting for 95.54% of the total share capital, 8,249,250 "negative" votes accounting for 0.80% of the total share capital and no "abstain" votes, with regard the first, second and third paragraph hereby, respectively,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company's registered capital, out of which **999.533,890** "affirmative" votes accounting for 96.33% of the total share capital, no "negative" votes and no "abstain" votes, with regard the fourth paragraph hereby,

#### DECIDES:

**Art. 1 (1)** To approve supplementing of the secondary object of the Company with the following activities (numbers represents NACE Code): 3311 – Repair of fabricated metal products; 3314 – Repair of electrical equipment.

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# Electroputere

(2) To approve the Company's Act of Incorporation, updated with the above-mentioned changes. The updated Act of Incorporation to be submitted and registered with the Trade Registry, according the Romanian company Law no 31/1990, republished, as further amended and supplemented. The new Act of Incorporation shall enter into force as of its submission to the Trade Registry, in authentic format, and will replace the Act of Incorporation updated at 29.04.2016, which validity will end that date.

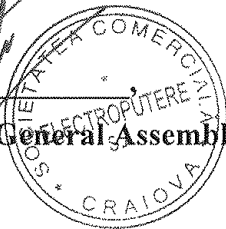
**Art. 2** The date of 16.05.2018 is set as "Registration Date", in the meaning of art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying the shareholders which are subject to the effects of the resolution taken by the present Assembly.

**Art. 3** The date of 15.05.2018 is set as "ex-date", namely the date prior to the Registration Date on which the financial instruments which make the object of the company's resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art.2, letter (f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies, as subsequently amended.

**Art. 4** This decision shall be filed at the Trade Register Office of Bucharest in order to be mentioned into register and published in the Official Gazette of Romania, Part IV. To this purpose Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015, is empowered to carry out the publishing and registration formalities hereof, including to sign the updated Act of Incorporation of the Company. Mr. Osama AL HALABI can appoint third parties, legal adviser of the Company included, in order to carry out the said formalities.

This Decision was drawn up and executed in Craiova, in four original counterparts, 2 (two) pages long each, this day of April 26, 2018, in Romanian and English versions. In case of any discrepancies between the two versions, the Romanian version shall prevail.

\_\_\_\_\_  
Chairman of the General Assembly



\_\_\_\_\_  
Secretary of the General Assembly



# Electroputere

## ELECTROPUTERE S.A.

Romanian Legal Person, Headquartered at Craiova, No 80 Calea Bucuresti, Dolj County  
Registered with the Trade Registry under no J16/12/1991, Fiscal Identification Code RO6312800  
Share Capital 103,760,291.3 Ron

### DECISION NO. 78/ 26.04.2018 OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ELECTROPUTERE S.A. (the "Assembly")

The Extraordinary General Assembly of the shareholders of **Electroputere S.A.** (the "**Company**"), convened according to the provisions of art.117 corroborated with art.111 from Law no 31/1990 concerning companies, as republished and modified, of art.92 of Law no 24/2017 on issuers of financial instruments and market operations, of National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies and of art.14 of the Company's Act of Incorporation, pursuant to the publication of the convening announcement in the Official Gazette of Romania, Part IV no. 1227/26.03.2018, as well as in the Gazeta de Sud journal, 26.03.2017 edition, and to the transmittal thereof to the Bucharest Stock Exchange and to the Financial Supervisory Authority – Financial Instruments and Investments Sector,

Duly held, under the law and the Act of Incorporation, on 26 April 2018, 12:00 hours, upon the first convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended, either in person or by proxy, a number of 4 (four) shareholders holding together 999,546,130 shares, representing 96.33% of the total Company share capital,

By a total no of 999,546,130 valid expressed votes, accounting for 999,546,130 shares and 96.33% of the Company's registered capital, out of which **991,284,640** "affirmative" votes accounting for 95.53% of the total share capital, 8,261,490 "negative" votes accounting for 0.80% of the total share capital and no "abstain" votes, with regard the first, and second paragraph hereby, respectively,

By a total no of 999,546,130 valid expressed votes, accounting for 999,546,130 shares and 96.33% of the Company's registered capital, out of which **991,296,880** "affirmative" votes accounting for 95.54% of the total share capital, 8,249,250 "negative" votes accounting for 0.80% of the total share capital and no "abstain" votes, with regard the third and fourth paragraph hereby, respectively,

By a total no of 999,533,890 valid expressed votes, accounting for 999,533,890 shares and 96.33% of the Company's registered capital, out of which **999.533,890** "affirmative" votes accounting for 96.33% of the total share capital, no "negative" votes and no "abstain" votes, with regard the fifth paragraph hereby,

#### DECIDES:

**Art. 1** To approve free assignment (donation) to the Mogosoia Municipality of 39% quota of ownership on the following plots of land the Company currently owns in Mogosoia, Ilfov County:

- (1) A plot of land with the surface of 100,000 sqm, identified with cadastral no 1188, registered within the Land Book no 1036 of Mogosoia, Ilfov County;

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Registrations: J 16/12/1991  
CUI: 6312800  
TVAVAT: 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



# Electroputere

- (2) A plot of land with the surface of 40,000 sqm, identified with cadastral no 1187, registered within the Land Book no 1037 of Mogosoiaia, Ilfov County;
- (3) A plot of land with the surface of 13,000 sqm, identified with cadastral no 1277, registered within the Land Book no 1132 of Mogosoiaia, Ilfov County;
- (4) A plot of land with the surface of 12,000 sqm, identified with cadastral no 1279, registered within the Land Book no 1035 of Mogosoiaia, Ilfov County;
- (5) A plot of land with the surface of 9,000 sqm, identified with cadastral no 1272, registered within the Land Book no 1133 of Mogosoiaia, Ilfov County;
- (6) A plot of land with the surface of 9,000 sqm, identified with cadastral no 1276, registered within the Land Book no 1134 of Mogosoiaia, Ilfov County;
- (7) A plot of land with the surface of 1,000 sqm, identified with cadastral no 1273, registered within the Land Book no 3413 of Mogosoiaia, Ilfov County.

**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 the donations and to sign the donation contracts and to represent the company in front of a notary public to authenticate such contracts (when legislation in force provides such formality).

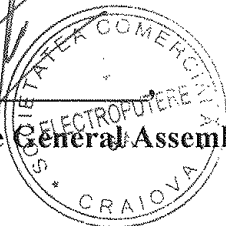
**Art. 3** The date of 16.05.2018 is set as “Registration Date”, in the meaning of art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying the shareholders which are subject to the effects of the resolution taken by the present Assembly.

**Art. 4** The date of 15.05.2018 is set as “ex-date”, namely the date prior to the Registration Date on which the financial instruments which make the object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art.2, letter (f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies, as subsequently amended.

**Art. 5** This decision shall be filed at the Trade Register Office of Bucharest in order to be mentioned into register and published in the Official Gazette of Romania, Part IV. To this purpose Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015, is empowered to carry out the publishing and registration formalities hereof, including to sign the updated Act of Incorporation of the Company. Mr. Osama AL HALABI can appoint third parties, legal adviser of the Company included, in order to carry out the said formalities.

This Decision was drawn up and executed in Craiova, in four original counterparts, 2 (two) pages long each, this day of April 26, 2018, in Romanian and English versions. In case of any discrepancies between the two versions, the Romanian version shall prevail.

\_\_\_\_\_  
**Chairman of the General Assembly**



\_\_\_\_\_  
**Secretary of the General Assembly**

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www.electroputere.ro

Registrations: J 16/12/1991  
CUI: 6312800  
TVAVAT: 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



# Electroputere

## ELECTROPUTERE S.A.

Romanian Legal Person, Headquartered at Craiova, No 80 Calea Bucuresti, Dolj County  
Registered with the Trade Registry under no J16/12/1991, Fiscal Identification Code RO6312800  
Share Capital 103,760,291.3 Ron

### DECISION NO. 79/ 26.04.2018 OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ELECTROPUTERE S.A. (the "Assembly")

The Extraordinary General Assembly of the shareholders of **Electroputere S.A.** (the "**Company**"), convened according to the provisions of art.117 corroborated with art.111 from Law no 31/1990 concerning companies, as republished and modified, of art.92 of Law no 24/2017 on issuers of financial instruments and market operations, of National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies and of art.14 of the Company's Act of Incorporation, pursuant to the publication of the convening announcement in the Official Gazette of Romania, Part IV no. 1227/26.03.2018, as well as in the Gazeta de Sud journal, 26.03.2017 edition, and to the transmittal thereof to the Bucharest Stock Exchange and to the Financial Supervisory Authority – Financial Instruments and Investments Sector,

Duly held, under the law and the Act of Incorporation, on 26 April 2018, 12:00 hours, upon the first convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended, either in person or by proxy, a number of 4 (four) shareholders holding together 999,546,130 shares, representing 96.33% of the total Company share capital,

By a total no of 999,546,130 valid expressed votes, accounting for 999,546,130 shares and 96.33% of the Company's registered capital, out of which **991,284,640** "affirmative" votes accounting for 95.53% of the total share capital, 8,261,490 "negative" votes accounting for 0.80% of the total share capital and no "abstain" votes, with regard the first, and second paragraph hereby, respectively,

By a total no of 999,546,130 valid expressed votes, accounting for 999,546,130 shares and 96.33% of the Company's registered capital, out of which **991,296,880** "affirmative" votes accounting for 95.54% of the total share capital, 8,249,250 "negative" votes accounting for 0.80% of the total share capital and no "abstain" votes, with regard the third and fourth paragraph hereby, respectively,

By a total no of 999,546,130 valid expressed votes, accounting for 999,546,130 shares and 96.33% of the Company's registered capital, out of which **999.546,130** "affirmative" votes accounting for 96.33% of the total share capital, no "negative" votes and no "abstain" votes, with regard the fifth paragraph hereby,

#### DECIDES:

**Art. 1** To approve free assignment (donation) to the Oltenia Mitropoly (or the entity designated by the Mitropoly) of the plot of land with the surface of 3,600 sqm, identified with cadastral no 10493/8/8, registered within the Land Book no 204972 (old Land Book no 68848), located at no 144 Calea Bucuresti, Craiova, Dolj County.

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

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# Electroputere

**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 the donations and to sign the donation contracts and to represent the company in front of a notary public to authenticate such contracts (when legislation in force provides such formality).

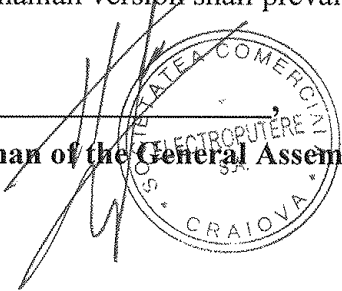
**Art. 3** The date of 16.05.2018 is set as “Registration Date”, in the meaning of art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying the shareholders which are subject to the effects of the resolution taken by the present Assembly.

**Art. 4** The date of 15.05.2018 is set as “ex-date”, namely the date prior to the Registration Date on which the financial instruments which make the object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art.2, letter (f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies, as subsequently amended.

**Art. 5** This decision shall be filed at the Trade Register Office of Bucharest in order to be mentioned into register and published in the Official Gazette of Romania, Part IV. To this purpose Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015, is empowered to carry out the publishing and registration formalities hereof, including to sign the updated Act of Incorporation of the Company. Mr. Osama AL HALABI can appoint third parties, legal adviser of the Company included, in order to carry out the said formalities.

This Decision was drawn up and executed in Craiova, in four original counterparts, 2 (two) pages long each, this day of April 26, 2018, in Romanian and English versions. In case of any discrepancies between the two versions, the Romanian version shall prevail.

\_\_\_\_\_  
**Chairman of the General Assembly**



\_\_\_\_\_  
**Secretary of the General Assembly**