

Current report (according FSA no.5/2018 Regulation)

Date of report: **06.03.2019**

Name of issuer: **RETRASIB SA**

Social headquarters: **Sibiu, Ștefan cel Mare Street, no. 156, Sibiu county**

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

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

VAT no.: **RO 3906360**

Capital subscribed and paid up: **10.001.205,40 lei**

LEI CODE: **529900TXOYD26GV5QE65**

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

I. Important event to report: calling notice for the Ordinary General Meeting of Shareholders 11/12 April 2019

In the Board of Directors Meeting from 5th of March 2019, the members of the Board of Directors of RETRASIB S.A., approved the calling notice for the Ordinary General Meeting of Shareholders on 11 April 2019, 09:00 a.m. (the „**Ordinary General Meeting of Shareholders**”) at Company headquarters, having the agenda attached.

The reference date for the Ordinary General Meeting of Shareholders is 29 March 2019.

If on 11 April 2019, for any reason whatsoever the Ordinary General Meeting of Shareholders cannot be held, or no valid resolution can be taken, the next meeting shall take place on 12 April 2019, at the same hours, at the same venue, having the same agenda and reference date.

Claudia-Adela Gherghel-Diaconeasa

General Director



Retrasib S.A.
156 Ștefan cel Mare, Sibiu, Sibiu County
Sibiu Trade Registry J32/16/1993
Sole Registration Code 3906360
Subscribed and paid up share capital RON 10.001.205,4
office@retrasib.ro; www.retrasib.ro

CALLING NOTICE

The board of directors of Retrasib S.A., having the registered office in Sibiu, 156 Ștefan cel Mare Street, Sibiu County, registered with Sibiu Trade Registry under No. J32/16/1993, Sole Registration Code 3906360, subscribed and paid up share capital RON 10.001.205,4 („Retrasib” or „Company”),

In accordance with the provisions of Law no. 31/1990 regarding companies, republished, as further amended and supplemented, Law no. 24/2017 on issuers of financial instruments and market operations, the Regulation of the Financial Supervisory Authority no. 5/2018 regarding the financial issuers and market operations and with the articles of association of Retrasib S.A, hereby

CALLS

The ordinary general meeting of shareholders (the „**Ordinary General Meeting of Shareholders**”) on **11 April 2019, 09:00 a.m.**, at the Company’s headquarters, for all shareholders registered in the Shareholders’ Registry held by the Central Depository by the end of 29th of March 2019, deemed as the reference date for the meeting. If on 11 April 2019, for any reason whatsoever the Ordinary General Meeting of Shareholders cannot be held or not valid resolution can be taken, the next meeting shall take place on **12 April 2019**, at the same hour, the same venue, having the same agenda and reference date.

Only the shareholders registered on **29 March 2019**, which is the reference date, in the shareholders register kept by the Central Depository have the right to participate to and vote in the Ordinary General Meeting of Shareholders.

The Ordinary General Meeting of Shareholders has the following AGENDA:

1. Approval of the management report of the Board of Directors for the financial year 2018.
2. Presentation, analysis and approval of the annual financial statements for the 2018 financial exercise, based on the report of the financial auditor regarding the verification and the certification of the financial statements as at 31.12.2018 and the management report of the Board of Directors for the financial year 2018.
3. Approval of the discharge from liability of the directors for the 2018 financial exercise.
4. Discussing and approving the manner in which the loss afferent to the 2018 financial exercise will be covered, in accordance with the proposal made by the board of directors in the management report for the 2018 financial year.
5. Presenting, debating upon and approving of the draft of budget of revenues and expenses for the year 2019.
6. Presenting, debating upon and approving the investment program for the year 2019.
7. Approving the list of fixed assets which will be taken out of use.
8. Approving the re-evaluation of fixed assets from “Terrain and Constructions” group as at 31.12.2018.

9. Appointing a new member of the Board of Directors for a mandate equal to the other members of the Board of Directors, respectively until 25.04.2020. (*secret vote*)
10. Approving the extension of the mandate of the financial auditor JP Auditors & Advisors S.R.L, according to the contract concluded with the Company, until the date of finalization of the audit of the financial situation that will end on 31.12.2019. (*secret vote*)
11. Establishing the date of 7 May 2019 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 6 May 2019 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.
12. Empowering each of Jan Ölscher, Tilo Dorn 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, 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 General Ordinary Meeting of Shareholders, to publish and register them wherever necessary.
13. Approving, confirming and/or ratifying the conclusion by the Company, as borrower and SGB-Smit International GmbH, as creditor, of a loan agreement whereby the company received/will receive a loan amount of maximum 1 million EURO for the Extension and Modernization of the high-voltage laboratory, respecting the conditions agreed by the Parties through the loan agreement.
14. Approving the extension of the Overall Credit Limit many currencies amounting to Lei 60,000,000 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.
15. Empowering Mrs. Gherghel-Diaconeasa Claudia-Adela, the General Director of the Company to negotiate, determine, approve the terms and conditions of the amending documents of the credit agreement as per item 13 above, to approve the rules for drawdowns under such agreement and to approve the establishment as security of the Company's assets, as well as to amend the existing security packages (except for creating additional securities on immovable assets, for which a prior, specific approval of the General Meeting of Shareholders will be required). For securing the Company's obligations under such agreement the general director, Mrs. Gherghel-Diaconeasa Claudia-Adela will sign any related documents and appoint proxies as appropriate.
16. Approval of the ratification of acts concluded by the management of the company in order to implement the extensions mentioned above in point 13 (including Resolutions of the Board of Directors), including the amendments and the lodging of collateral in this purpose

GENERAL INFORMATION IN RELATION TO THE ORDINARY/EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS

Only shareholders registered with the Company's Shareholders Registry at the Reference Date (**29 March 2019**) are entitled to attend and cast their votes in the Ordinary General Meeting of Shareholders of the Company, according to the legal provisions and Articles of Association provisions, in person (by the legal representatives) or by proxy (based on a special or general Power of Attorney), or by correspondence, prior to the Ordinary General Meeting of Shareholders (based on a correspondence voting forms).

The access and/or the vote through correspondence of the shareholders entitled to attend the Ordinary General Meeting of Shareholders is allowed by the **simple proof of their identity** made by, in case of shareholders who are natural persons, their identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for foreign citizens).

The capacity as legal representative is proved by a certificate issued by the trade registry or any other document issued by a competent authority of the country in which the shareholder is registered, attesting the capacity as legal representative, presented in original or certified copy. Documents certifying the legal representative of the shareholder - legal person shall be issued no later than **3 months** before publication of the convening notice of the Ordinary General Meeting of Shareholders. The capacity as legal representative is acknowledged based on the list of the Company's shareholders at the reference date, received from the Central Depository. Nevertheless, if the shareholder has not informed the Central Depository in relation to its legal representative or if this information is not included in the Company's list of shareholders at the reference date, then the certificate issued by the trade registry/similar documents mentioned above must prove the quality of the legal representative.

The representatives of natural persons shall be identified based on their identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for foreign citizens), accompanied by the special power of attorney signed by the shareholder - natural person.

The representatives of shareholders - legal persons shall prove their capacity based on their identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for foreign citizens), accompanied by the special power of attorney signed by the legal representative of the respective legal person. The capacity of legal representative of the shareholders - legal persons shall be acknowledged based on the Company's list of shareholders at the reference date, received from the Central Depository. Nevertheless, if the shareholder has not informed the Central Depository in relation to its legal representative or if this information is not included in the Company's list of shareholders at the reference date, then they must present an official document attesting their capacity as legal representative of the signatory of the special power of attorney (proof issued by the competent authority, presented in original or certified copy, issued no later than **3 months** before publication of the convening notice of the Ordinary/Extraordinary General Meeting of Shareholders).

Starting with **11 March 2019**, the shareholders may obtain from the Company's headquarters, from Monday to Friday, on business days, between 09.00 - 16.00 or from the Company's website (www.retrasib.ro) documents and materials related to the matters included on the agenda of the Ordinary General Meeting of Shareholders.

The special powers of attorney and the correspondence voting forms may be sent to the Company both in English and Romanian language. Documents transmitted to the Company in a foreign language, other than English, shall be accompanied by a translation into Romanian, performed by an authorized translator.

A credit institution acting as custodian on behalf of a shareholder may send special powers and cast their voting right through correspondence, as indicated by the Regulation no. 5/2018.

One or several shareholders representing, individually or together, at least 5% of the Company's share capital (hereinafter referred to as the "initiators") have the right (i) to introduce matters on the agenda of the Ordinary General Meeting of Shareholders and (ii) to propose drafts of resolutions for the points

already on the agenda or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders

The proposals regarding the insertion of new matters on the agenda of the Ordinary General Meeting of Shareholders, must be accompanied by copies of the identity documents of the initiating shareholders (as indicated above), being also necessary that each new matter proposed be accompanied by a justification or by a project resolution to be passed by the Ordinary General Meeting of Shareholders as well as by additional information with respect to the proposed matters, to ensure the adequate information of all shareholders regarding the matters subject to discussions

The proposals on the introduction of new matters on the agenda of the Ordinary General Meeting of Shareholders may be submitted so that these are registered as received at the Company's registration desk located at its headquarters by **25 March 2019**, in a sealed envelope, delivered through courier services, clearly mentioning in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12 APRIL 2019".

The project resolutions for the matters already included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders, accompanied by copies of the identity documents of the shareholders making the proposals (as indicated above) may be submitted so that these are registered as received at the Company's registration desk located at its headquarters by **25 March 2019** in a sealed envelope, delivered personally or through courier services, specifying clearly and in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12 APRIL 2019".

The proposals regarding the insertion of new matters on the agenda of the Ordinary General Meeting of Shareholder as well as the project resolutions may also be transmitted electronically to the address office@retrasib.ro having an extended electronic signature attached, with the observance of the deadlines indicated above.

The Company's shareholders, irrespective of their participation to the share capital can submit enquiries in writing with respect to the matters on the agenda of the Ordinary General Meeting of Shareholders that will receive answers during the meetings. The shareholders may submit such enquiries only accompanied by documents attesting their identity (as indicated above) in a sealed envelope, specifying clearly and in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12 APRIL 2019". Given that the appointment of an administrator is on the agenda, we mention that the list of information on the name, domicile and professional qualification of the persons proposed for the position of administrator is at the disposal of the shareholders on the website www.retrasib.ro, starting March 11, 2019, to be consulted and completed by **April 3, 2019 at 16:00**.

An original special power of attorney, completed and signed by the shareholder, together with proof of the identity of the shareholder and of the attorney in fact (as indicated above) shall be submitted in person or by post or courier with confirmation of receipt, so that it may be registered as received at the Company's registration desk located at its headquarters by **8 April 2019, 16:00 p.m.** hours, in a sealed envelope, specifying clearly and in capital letters: "POWER OF ATTORNEY FOR THE ORDINARY GENERAL MEETING OR SHAREHOLDERS OF 11/12 APRIL 2019". The special powers of attorney and, respectively, the correspondence voting forms, may also be transmitted by electronic means to the address office@retrasib.ro having an extended electronic signature attached, observing the deadlines included herein.

The shareholders may be represented by other persons under a general power of attorney granted in accordance with Law no. 24/2017. Before the first utilization of the general powers of attorney a certified copy thereof shall be submitted so as to be recorded at the Company's headquarters, following the procedure and the deadline for submission of special powers of attorneys indicated in the previous paragraph. In accordance with provisions of Law no. 24/2017, the shareholder's representative appointed in the general power of attorney, shall submit, upon entering the meeting room, before receiving the ballot form, a statement, which will be updated at each general meeting conducted by the Company during the validity of the general empowerment, showing that they are not in a situation of conflicts of interest according to the mentioned legal provisions.

In case the vote is casted by correspondence, the voting forms, completed and signed, together with the proof of the identity of the shareholder (as mentioned above) may be transmitted at the Company's headquarters, through courier services, so that it is registered as received at the Company's registration desk located at its headquarters by **8 April 2019**, 16:00 hours, in a sealed envelope, specifying clearly and in capital letters: "VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12 APRIL 2019".

The voting forms which are not received at the Company's registration desk located at its headquarters by the aforementioned term shall not be taken into consideration when determining the quorum and the majority in the Ordinary/Extraordinary General Meeting of Shareholders.

If the case, the updated special power of attorney forms and voting forms through correspondence can be obtained upon request every business day, between 09.00-16.00, at the Company's headquarters, by fax or post, starting with the next business day after the publication of the agenda updated with proposals received from shareholders or directly from the Company's website.

At the date of the convening, the Company's share capital is of RON 10,001,2054, divided into 100,012,054 ordinary, nominative, dematerialized shares, with a nominal value of RON 0.1 each, each share granting the right to a vote in the General Meeting of Shareholders.

Jan Ölscher

President of the Board of Directors

