

# Current Report

No. 15/26.03.2020

To: **Financial Supervisory Authority**  
**Bucharest Stock Exchange**

**Current report in compliance with the stipulations of article no. 122 from the Law no. 24/2017 regarding Issuers of financial instruments and market operations and with the stipulations of the art. 234 from the Regulation no. 5/2018 issued by the Financial Supervisory Authority regarding Issuers of financial instruments and market operations**

Date of report: **March 26, 2020**

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

Headquarters: **Slatina, 116 Pitesti Street, Olt County**

Telephone/ fax number: **+40 249 431 901 / +40 249 437 500**

Sole registration number at the Trade Register Office: **RO 1515374**

Trade Register Number: **J28/8/1991**

The European Unique Identifier (EUID): **ROONRCJ28/8/1991**

Legal Entity Identifier (LEI): **5493008G6W6SORM2JG98**

Subscribed and paid-in share capital: **356,889,567.5 RON**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange – Premium Category** (market symbol: **ALR**)

We hereby inform all persons who may be interested in the summoning of the Ordinary General Shareholders' Meeting of Alro S.A., as follows:

**I.** Further to its Resolution no. 1533 dated March 26, 2020, The Board of Directors of Alro S.A. (hereinafter referred to as the "Company"), with registered office in Slatina, 116 Pitesti Street, Olt County, Romania, registered with the Trade Registry under no. J28/8/1991, Sole Registration Code RO1515374, on the basis of art. 117 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, hereby convenes the Ordinary General Meeting of Shareholders registered in the Shareholders' Registry at the end of the day of **April 16, 2020**, considered reference date, for the date of **April 28, 2020, starting at 11:00 AM** at the registered office of the Company in Slatina, 116 Pitesti Street, Olt County, Romania.

Should, on the above-mentioned date, the attendance quorum provided by the Articles of Incorporation of the Company be not met, according to art. 118 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, the second Ordinary General Meeting of the Shareholders is convened and set for the date of **April 29, 2020, starting at 11:00 AM** at the Company's registered office in Slatina, 116 Pitesti Street, Olt County, Romania.

**II.** The agenda of the Ordinary General Meeting of the Shareholders is the following:

1. Approval of the consolidated and separate financial statements for the year ended 31 December 2019 prepared in accordance with the Ministry of Public Finance Order no. 2844/2016 with subsequent changes, which is in accordance with the International Financial Reporting Standards (IFRS), as adopted by the European Union, based on the Annual Report of the Directors for the year 2019 and on the Independent Auditor's Report for the year 2019
2. Approval of the directors' discharge from liability for year 2019
3. Approval of the Annual Report of the Directors for year 2019
4. Approval of the Income and Expenditures Budget for year 2020

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Slatina, Romania

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[www.alro.ro](http://www.alro.ro)

5. Approval of the Investments Plan for year 2020
  6. Approval of the Activity Program for 2020
  7. Approval of the remuneration of the Board of Directors members for 2020
  8. Approval of the general limit of all the remunerations granted to the Board of Directors members with special functions and to the managers, for 2020
  9. Appointment of the financial auditor that shall act as the Company's financial auditor as of August 15, 2020 and establishing the duration of the financial audit contract
  10. Appointment of the persons empowered to sign the financial audit contract
  11. Approval to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders' resolutions
  12. Approval of the date of **May 22, 2020** as registration date, for the opposability of all the decisions made by the Ordinary General Meeting of the Shareholder, in accordance with the provisions of art. 86 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations
  13. Approval of the date of **May 21, 2020** as *ex date* in accordance with the provisions of art. 187 point 11 of Regulation no. 5/2018 regarding the issuers of the financial instruments and market operations issued by the Financial Supervisory Authority
- III.** One or more shareholders, holding, individually or together, at least 5% from the share capital of the Company, has/have the right:
- (a) to include new items on the agenda of the General Meeting of the Shareholders (each new item shall be submitted together with an explanation or a draft resolution in order to be adopted in the General Meeting) and
  - (b) to submit draft resolutions for items included or to be included on the agenda of the General Meeting of the Shareholders, not later than 15 days from the date this summons has been published, i.e. not later than **April 13, 2020**.
- The shareholders rights mentioned at points (a) and (b) shall be exercised only in writing.
- IV.** The shareholders are entitled to ask questions related to items on the agenda of the above mentioned general meeting; the answers to be published on the Company's Internet website page [www.alro.ro](http://www.alro.ro).  
The questions shall be submitted or sent at the registered office of the Company in such way to be registered at the Registration Office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, not later than **April 21, 2020, hours 3:00 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 28/29, 2020"**.
- V.** The registered shareholders at the reference date shall exercise the right to participate and vote in the Ordinary General Meeting of the Shareholders personally, via correspondence or through a representative with special/general proxy. The general proxy will be awarded by the shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 20 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations, or to an attorney-at-law.
- VI.** In case the shareholders appoint representatives for participation and voting in the Ordinary General Meeting of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.

- VII.** The bulletin forms for vote via correspondence and the special proxy forms for representation of the shareholders in the Ordinary General Meeting of the Shareholders are made available at the registered office of the Company, as well as on the website of the Company [www.alro.ro](http://www.alro.ro).
- VIII.** Correspondence vote forms filled in by the shareholders either in Romanian or English shall be submitted or sent in original, through certified mail, to the Registration Office of the Company, or shall be sent by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature, republished, to [cstoian@alro.ro](mailto:cstoian@alro.ro) - **with a read receipt request**, together with the copy of the identity document for shareholders - natural person or with the copy of the identity document of the legal representative of the shareholder - legal person, signatory of the Correspondence vote form, in such way to be registered at the Registration Office of the Company /received at the e-mail address [cstoian@alro.ro](mailto:cstoian@alro.ro), not later than **April 26, 2020, hours 9:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 28/29, 2020”**; In case of correspondence voting forms for secret vote, the correspondence voting forms shall be enclosed in a distinct envelope on which it shall be mentioned: **“SECRET VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 28/29, 2020”**;

**In case of the correspondence vote forms sent with incorporated extended electronic, Alro makes available to the senders the phone number +40 (0)249 431 901, interior 1291 for verification of the receiving of the e-mail containing the vote expressed.**

- IX.** The correspondence vote forms which shall not have been received in the form and within the term provided for under art. VIII of this Summons shall not be taken into account when the presence and the voting quorum are established and when the votes are counted in Ordinary General Meeting of the Shareholders.
- X.** The proxies for shareholders' representation in the General Meeting, filled in by the shareholders either in Romanian or in a widely used language in the international financial area, together with the copy of the identity document of the appointed representative, shall be submitted or sent in copy, containing the remark of true copy of the original under the representative's signature, through certified mail, to the Registration Office of the Company or shall be sent by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature, republished, to [cstoian@alro.ro](mailto:cstoian@alro.ro) - **with a read receipt request**, in such way to be registered at the registry of the Company//received at the e-mail address [cstoian@alro.ro](mailto:cstoian@alro.ro), not later than **April 26, 2020, hours 9:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 28/29, 2020.**

**In case of the proxies sent with incorporated extended electronic, Alro makes available to the senders the phone number +40 (0)249 431 901, interior 1291 for verification of the receiving of the e-mail containing the vote expressed.**

- XI.** Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Ordinary General Meeting of the Shareholders convened for **April 28/29, 2020** personally, via correspondence or through a representative with proxy.
- XII.** The documents and information related to the items of the agenda of the Ordinary General Meeting of the Shareholders, as well as the draft decisions related to the items on the agenda of the General Meeting, the Correspondence vote forms and the proxy forms for representation of the shareholders in the Ordinary General Meeting of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings by Alro's shareholders are made available for the shareholders at the registered office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, and are posted on the website of the Company [www.alro.ro](http://www.alro.ro) starting from the date of **March 26, 2020, starting with hours 18:30.**

Any additional information may be obtained at phone no. 0249-434.302.

**Marian-Daniel Năstase**  
**Chairman of the Board of Directors**

**Gheorghe Dobra, Ph.D.**  
**General Manager**