



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. 68/ 29.04.2016 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 provisions of art.117 corroborated with art.111 from Law no 31/1990 concerning companies, as republished and modified, of art.243 of Law no 297/2004 concerning the capital market, 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. 1272/29.03.2016, as well as in the Gazeta de Sud journal, 29.03.2016 edition, and to its being transmitted to the Stock Exchange Bucharest and to the Financial Supervisory Authority – Financial Instruments and Investments Sector as part of current report from 29.03.2016,

Duly held, under the law and the Act of Incorporation, on 29 April 2016, 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 2 shareholders holding a number of 992,370,095 voting shares, accounting for 95.640642732% of the total voting rights, respectively 95.640642732% of the Company’s registered capital,

By a total no of 992,370,095 valid expressed votes, accounting for 992,370,095 shares and 95.640642732% of the Company’s registered capital, out of which 992,370,095 „affirmative” votes accounting for 95.640642732% of the total number of votes held by the shareholders attending to the meeting, no “negative” votes and no “abstention”,

DECIDES:

Art. 1 To approve amending article 18.1 paragraph 1 from the Company’s Act of Incorporation, updated at 28.04.2015 by eliminating letter m) with the following content:

“m) to conclude documents regarding the procurement, alienation, exchange, constitution under guarantee of the company’s assets, without exceeding the limit of 20% of the total value of the intangible assets, excepting the debts; furthermore, to approve associations, for no more than 1 year, without exceeding the limit of 20% of the total value of the total tangible assets, as well as renting and/or leasing of the fixed assets whose value does not exceed 20% of the total tangible assets; in case of exceeding the aforesaid value, it is necessary to get a prior approval from the General Assembly of the Shareholders, according to art. 13.3, letter o;”

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200440 Craiova Fax: +40251 437730 TVA/VAT: RO6312800
Romania +40251 437077 Share capital: 103,760,291.3 LEI
www.electroputere.ro

Bank accounts:
Blom Bank France SA Paris - Romania Branch
Acc. RO43BLOM6304912946260014/ROM
Acc. RO62BLOM6304912840260012/USD
Acc. RO38BLOM6304912978260016/EUR



Art. 2 To approve supplementing article 18.1 paragraph 2 from the Company's Act of Incorporation, updated at 28.04.2015, by adding new letter k) with the following content:

“k) to conclude any acts acquiring, alienating, exchanging or establishing as guarantee certain assets included in the category of company's non-current assets, without exceeding, individually or cumulatively, during a fiscal year, 20% of the total value of non-current assets, except for claims; furthermore, to approve any leases of tangible assets for a period exceeding one (1) year whose individual or cumulated value in connection with the same co-contractor or persons involved or acting in concert does not exceed 20% of the total value of non-current assets, less the claims on the conclusion date of the legal document; to approve any associations for a period longer than one (1) year, not exceeding 20% of the total value of non-current assets, less the claims on the conclusion date of the legal document; in case of exceeding the aforesaid value or period, it is necessary to get a prior approval from the General Extraordinary Assembly of the Shareholders, according to art. 13.3, letter o;”

Art. 3 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 28.04.2015, which validity will end that date.

Art. 4 The date of 19.05.2016 is set as “Registration Date” by reference to the resolutions adopted in the shareholders' Meeting, in the meaning of Art. 238 paragraph (1) of the Law no. 297/2004 regarding capital market, date which will be used for identifying of the shareholders which are subject to the effects of the resolution taken by the Assembly.

Art. 5 The date of 18.05.2016 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. 6 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 29, 2016.

Chairman of the General Assembly

Secretary of the General Assembly

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