



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

Informative materials for the Ordinary and the Extraordinary General Assembly of the Shareholders of ELECTROPUTERE S.A. ("The Assembly") convened for 29h/30th of April 2016

At the Convening date of the Ordinary and Extraordinary General Assembly Electroputere S.A. has issued a total number of 1,037,602,913 nominative and dematerialized shares, with a nominal value of 0,1 Ron/share.

Date of April 18th, 2016 is set as **Reference Date** by the Board of Directors, pursuant to art. 123 paragraph (2) of Romanian Law no. 31/1990 on trading companies, republished and modified, to art. 2 letter d), art. 9, art. 10 of Romanian National Securities Commission Regulation no. 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies. Only the persons acting as shareholders upon the reference date may exert their right of participating to the Assembly, as well as the right to vote in the Assembly.

Data of May 19th, 2016 is the **registration date** proposed by the Board of Directors, pursuant to art. 238 paragraph (1) of Law no. 297/2004 on the capital market, date which will be used for identifying of the shareholders who are impacted by the resolution of the Assembly.

At the Convening date of the Assembly, the synthetic shareholders structure is the following:

No	Shareholder	Shares Number	Percent
1.	AL-ARRAB CONTRACTING COMPANY LIMITED	991,284,640	95.5360309402%
2.	Other shareholders	46,318,273	4.4639690598%
	TOTAL	1,037,602,913	100.000000%

The agenda of the assembly is the following:

I. THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

1. The approval of the Report of the Board of Directors for the fiscal year 2015;
2. The approval of the Financial Auditor's Report for the financial statements of Electroputere SA, for the fiscal year 2015;
3. The approval of the individually financial statements, drawing up in accordance with the International Financial Reporting Standards (IFRS) for the fiscal year 2015;
4. The discharge of administration of the Board of Directors for the fiscal year 2015;

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5. The approval of the budget of revenues and expenditures for the fiscal year 2016;
6. Following the expiry of the current contract, the appointment of the financial auditor of the Company and to establish the minimum duration of the financial audit services contract;
7. To acknowledge the resignation of Mr. Fathi Taher Mohd Ahmad from the member of the Board of Directors position.
8. To appoint a new member of the Board of Directors, as a result of the resignation of Mr. Fathi Taher Mohd Ahmad from the member of the Board of Director position.
9. Settle **May 19th, 2016** as **Date of Registration** for the shareholders who will be affected by the decisions of the Ordinary General Assembly of Shareholders.
10. Setting the date of **May 18th, 2016** as “**ex-date**”, namely the date prior to the registration date on which the financial instruments which make 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.
11. The empowerment of the natural person who will accomplish the publicity and registering formalities of the Assembly’s decisions.

II. THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

1. 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;”
2. 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;”
3. To approve the Company’s Act of Incorporation, updated with the above-mentioned changes, 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.

4. Settle **May 19th, 2016** as **Date of Registration** for the shareholders who will be affected by the decisions of the Extraordinary General Assembly of Shareholders.
5. Setting the date of **May 18th, 2016** as “**ex-date**”, namely the date prior to the registration date on which the financial instruments which make 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.
6. The empowerment of the natural person who will accomplish the publicity and registering formalities of the Assembly’s decisions.

I. ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

1) The approval of the Report of the Board of Directors for the fiscal year 2015;

Note : See the attached file pdf. “**EP_Report of the Board of Directors 2015**” on the company website (www.electroputere.ro).

2) The approval of the Financial Auditor’s Report for the financial statements of Electroputere SA, for the fiscal year 2015;

Note : See the attached file pdf. “**EP_Financial Auditor’s Report 2015**” on the company website (www.electroputere.ro).

3) The approval of the individually financial statements, drawing up in accordance with the International Financial Reporting Standards (IFRS) for the fiscal year 2015;

Note : See the attached file pdf. “**EP_Financial Statements 2015**” on the company website (www.electroputere.ro).

4) The discharge of administration of the Board of Directors for the fiscal year 2015;

5) The approval of the budget of revenues and expenditures for the fiscal year 2016;

Note : See the attached file pdf. “**EP_Budget of revenues and expenditures 2016**” on the company website (www.electroputere.ro).

6) Following the expiry of the current contract, the appointment of the financial auditor of the Company and to establish the minimum duration of the financial audit services contract;

Proposal is for the Assembly to approve two-year prolongation of the external auditor’s mandate (Deloitte Audit SRL). The remuneration to be paid to the external auditor shall be yearly negotiated by the Board of Directors and will be limited to the amount paid for 2015.

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7) To acknowledge the resignation of Mr. Fathi Taher Mohd Ahmad from the member of the Board of Director position.

Note: The resignation is unilateral deed and is requested to the Assembly to acknowledge it. Following such resignation, in accordance with the provisions of art.137² paragraph (1) of Companies Law no 31/1990 republished and modified, the Board of Directors proceeded to the appointment of interim administrators, until ordinary general meeting of the shareholders is convened.

8) To appoint a new member of the Board of Directors, as a result of the resignation of Mr. Fathi Taher Mohd Ahmad from the member of the Board of Director position.

Note: Board currently has no proposal for such appointment.

Other proposals for this positions may be presented by the Board of Directors or by the shareholders of the company by April 13th 2016, 15:00 hours, close of business day for the Company.

The list of the candidates for the Company's administrator position shall be updated as receipt of proposals of candidates and communicated on 13.04.2016, starting at 18.00.

9) Settle May 19th, 2016 as Date of Registration for the shareholders who will be affected by the decisions of the Ordinary General Assembly of Shareholders.

Note: Electroputere S.A. is a public owned company, its shares are listed on the Bucharest Stock Exchange, and Date of May 19, 2016 is the registration date proposed by the Board of Directors, pursuant to art. 238 paragraphs (1) of Law no. 297/2004 on the 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.

10) Setting the date of May 18th, 2016 as “ex-date”, namely the date prior to the registration date on which the financial instruments which make 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.

NOTE: Under the circumstances that the date of 19.05.2016 is proposed as the Registration Date to the resolutions adopted in the shareholders’ Meeting, "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, is 18.05.2016.

11) The empowerment of the natural person who will accomplish the publicity and registering formalities of the Assembly’s decisions.

Note: The decision which will be adopted by the Assembly, following debate of the proposal submitted on the agenda of the Assembly, shall be published in the Official Gazette of Romania and it shall be registered with the Trade Register Office of Dolj County. To this purpose, a power-of-attorney is hereby granted to Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, born on 22.08.1971, in Homs, domiciled in Yammama Str., Jeddah, 21412, Kingdom of Saudi Arabia, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015. Mr. Osama AL HALABI 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.

II. EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

1) 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;"

Note: Whereas the CEO of the company is currently representing the company, the BoD proposal is for the Assembly to approve amendment of the Company Act of Incorporation in order to allow delegation to CEO of the above mentioned competencies.

2) 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;"

Note: Whereas the CEO of the company is currently representing the company, the BoD proposal is for the Assembly to approve supplementing of the Company Act of Incorporation in order to allow delegation to CEO of the above mentioned competencies.

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.

Note : See the attached file pdf. "EP _ Act of Incorporation _29 April 2016" on the company website (www.electroputere.ro).

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4) Settle May 19th, 2016 as Date of Registration for the shareholders who will be affected by the decisions of the Extraordinary General Assembly of Shareholders.

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NOTE: Under the circumstances that the date of 19.05.2016 is proposed as the Registration Date to the resolutions adopted in the shareholders’ Meeting, "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, is 18.05.2016.

6) The empowerment of the natural person who will accomplish the publicity and registering formalities of the Assembly’s decisions.

The decision which will be adopted by the Assembly, following debate of the proposal submitted on the agenda of the Assembly, shall be published in the Official Gazette of Romania and it shall be registered with the Trade Register Office of Dolj County. To this purpose, a power-of-attorney is hereby granted to Mr Osama AL HALABI – Electroputere CEO –, Syrian citizen, born on 22.08.1971, in Homs, domiciled in Yammama Str., Jeddah, 21412, Kingdom of Saudi Arabia, identified with passport no 009848120, issued by Syrian authorities on 18.03.2015. Mr. Osama AL HALABI 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.

Additional information can be obtained at the telephone number: 0372 703 450 or at the e-mail address brotaru@electroputere.ro.

Chairman of the Board of Directors

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