



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. 71/ 26.04.2017

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.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 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. _____/24.03.2017, as well as in the Gazeta de Sud journal, 24.03.2017 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 Company's Act of Incorporation, on 26/27 April 2017, 12:00 hours, upon the first/second convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended, either in person or by proxy, by a number of _____ shareholders holding a number of _____ voting shares, accounting for _____ of the total voting rights, respectively _____% of the Company's registered capital,

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

[Note: In the event that will register the different votes for/against and abstentions on matters below majority voting will be expressed at the beginning of each article]

DECIDES:

Art. 1 To approve, in accordance with article 241 paragraph 1 of Law no 297/2004 on the capital market, as further amended and supplemented, the conditions for the conclusion of one or more contracts for sale of company's immovable assets (non-current-assets), whose value exceeds 20% of total non-current assets, except for claims.

Such approval is given for the sale of a Property (land with the existing buildings erected on it) having an area of around 30 ha located in 80 Calea Bucuresti, Craiova, Dolj County (hereinafter the "**Transaction**"). Selling of the Property shall not affect the Company's current activity (MER Division shall only be relocated).

SC Electroputere S A
80 Calea Bucuresti street
200440 Craiova
Romania
Tel: +40372 703450
+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

The Property to be sold is composed out of the following plots:

- (1) A plot with the surface of 2,342 Sqm, identified with cadastral no. 10493/13/1/2, registered within the Land Book no 205158, including the existing buildings erected on this plot;
- (2) A plot with the surface of 79 Sqm, identified with cadastral no. 10493/13/1/5, registered within the Land Book no 205453, including the existing buildings erected on this plot;
- (3) A plot with the surface of 4,352 Sqm, identified with cadastral no. 211970, registered within the Land Book no 211970, including the existing buildings erected on this plot;
- (4) A plot with the surface of 571 Sqm, identified with cadastral no. 10493/6/1/2, registered within the Land Book no 205150, including the existing buildings erected on this plot;
- (5) A plot with the surface of 59 Sqm, identified with cadastral no. 211971, registered within the Land Book no 211971, including the existing buildings erected on this plot;
- (6) A plot with the surface of 2,034 Sqm, identified with cadastral no. 210064, registered within the Land Book no 210064, including the existing buildings erected on this plot;
- (7) A plot with the surface of 230 Sqm, identified with cadastral no. 10493/11/2/2, registered within the Land Book no 210199, including the existing buildings erected on this plot;
- (8) A plot with the surface of 767 Sqm, identified with cadastral no. 210019, registered within the Land Book no 210019, including the existing buildings erected on this plot;
- (9) A plot with the surface of 274 Sqm, identified with cadastral no. 211930, registered within the Land Book no 211930, including the existing buildings erected on this plot;
- (10) A plot with the surface of 4,967 Sqm, identified with cadastral no. 211929, registered within the Land Book no 211929, including the existing buildings erected on this plot;
- (11) A plot with the surface of 822 Sqm, identified with cadastral no. 10493/12/3/1/9, registered within the Land Book no 211670, including the existing buildings erected on this plot;
- (12) A plot with the surface of around 6,000 Sqm, identified with cadastral no. 211298, part of a plot with the total surface of 10,205 Sqm currently registered within the Land Book no 211298, including the existing buildings erected on this plot; exact surface and Land Book number shall be established by the Board of Directors after the demerger procedures;
- (13) A plot with the surface of 2,331 Sqm, identified with cadastral no. 205882, registered within the Land Book no 205882, including the existing buildings erected on this plot;
- (14) A plot with the surface of 1,660 Sqm, identified with cadastral no. 210066, registered within the Land Book no 210066, including the existing buildings erected on this plot;
- (15) A plot with the surface of 185 Sqm, identified with cadastral no. 10493/13/3, registered within the Land Book no 206865, including the existing buildings erected on this plot;
- (16) A plot with the surface of 6,716 Sqm, identified with cadastral no. 205684, registered within the Land Book no 205684, including the existing buildings erected on this plot;
- (17) A plot with the surface of 6,463 Sqm, identified with cadastral no. 10493/6/1/1, registered within the Land Book no 206147, including the existing buildings erected on this plot;
- (18) A plot with the surface of 3,789 Sqm, identified with cadastral no. 211950, registered within the Land Book no 211950, including the existing buildings erected on this plot;
- (19) A plot with the surface of 7,587 Sqm, identified with cadastral no. 211949, registered within the Land Book no 211949, including the existing buildings erected on this plot;
- (20) A plot with the surface of 5,532 Sqm, identified with cadastral no. 211948, registered within the Land Book no 211948, including the existing buildings erected on this plot;
- (21) A plot with the surface of 6,626 Sqm, identified with cadastral no. 211947, registered within the Land Book no 211947, including the existing buildings erected on this plot;
- (22) A plot with the surface of around 13,651 Sqm, part of a plot with the total surface of 16,251 Sqm, identified with cadastral no. 211666, currently registered within the Land Book no 211666, including

SC Electroputere S A
80 Calea Bucuresti street
200440 Craiova
Romania

Tel: +40372 703450
+40251 438190
Fax: +40372 003056
www.electroputere.ro

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

the existing buildings erected on this plot; exact surface and Land Book number shall be established by the Board of Directors after the demerger procedures;

- (23) A plot with the surface of 13,260 Sqm, identified with cadastral no. 10493/12/3//1/6, registered within the Land Book no 211953, including the existing buildings erected on this plot;
- (24) A plot with the surface of 68,552 Sqm, identified with cadastral no. 213016, registered within the Land Book no 213016, including the existing buildings erected on this plot; this plot currently hosts MER Division to be relocated as per the Board of Directors' decision;
- (25) A plot with the surface of 4,706 Sqm, identified with cadastral no. 213017, registered within the Land Book no 213017, including the existing buildings erected on this plot;
- (26) A plot with the surface of 2,067 Sqm, identified with cadastral no. 10493/12/3/1/3, registered within the Land Book no 211946, including the existing buildings erected on this plot;
- (27) A plot with the surface of 278 Sqm, identified with cadastral no. 211367, registered within the Land Book no 211367, including the existing buildings erected on this plot;
- (28) A plot with the surface of 1,426 Sqm, identified with cadastral no. 10493/12/3/1/2, registered within the Land Book no 211672, including the existing buildings erected on this plot;
- (29) A plot with the surface of 38,030 Sqm, identified with cadastral no. 10493/12/3/1/8, registered within the Land Book no 214536, including the existing buildings erected on this plot;
- (30) A plot with the surface of 73,687 Sqm, identified with cadastral no. 10493/12/3/1/11, registered within the Land Book no 211954, including the existing buildings erected on this plot;
- (31) A plot with the surface of 13,638 Sqm, identified with cadastral no. 10493/12/3/1/10, registered within the Land Book no 223464, including the existing buildings erected on this plot;
- (32) A plot with the surface of around 8,000 Sqm, part of a plot with the total surface of 11,506 Sqm, identified with cadastral no. 211366, currently registered within the Land Book no 211366, including the existing buildings erected on this plot; exact surface and Land Book number shall be established by the Board of Directors after the demerger procedures;
- (33) A plot with the surface of 2,257 Sqm, identified with cadastral no. 211368, registered within the Land Book no 211368, including the existing buildings erected on this plot;

The minimum selling price of the Property shall be of 150 Euro/Sqm.

The CEO of the Company is empowered to negotiate with the potential buyers of the Property, to establish the selling price for the Property, with the observance of the minimum selling price.

The Transaction may be made by concluding several sale-purchase agreements (hereinafter the “**Sale-Purchase Agreements**”). The payment of the selling price may be agreed to be made in maximum 5 yearly instalments.

The CEO of the Company shall be empowered to negotiate with the Company's creditors, including, without limitation, Blom Bank, the price payment modalities, so as to ensure the clearance of the Property of any existing encumbrances and to ensure the successful conclusion of the Transaction.

Art. 2 To approve the destination of the amounts received from selling of the Property, as described at article 1 from the current Decision. The price to be obtained from the transfer of the Property shall be used for:

- (a) Reimbursement of loans received by the Company from its majority shareholder;
- (b) reimbursement of loans granted to the Company by Blom Bank;
- (c) financing major capex investments like relocation of Motor plant and relocation/modernization of Transformer testing facility.

Art. 3 To ratify any acts and transactions signed or implemented by the Company's management (Board of Directors and/or CEO) with a view to creating conditions for implementing the envisaged Transaction, previous to the present Assembly. Such ratification includes, without limitation: the non-binding Memorandum of Understanding (MOU) concluded on January 2017 by and between Electroputere SA and The Office EPC SRL and any other documents/documentation signed in connection with the Transaction, procedures for dismantling

SC Electroputere S A Tel: +40372 703450
80 Calea Bucuresti street +40251 438190
200440 Craiova Fax: +40372 003056
Romania 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

the Property, procedures for obtaining zoning plans and procedures on identifying potential buyers for the Property.

Art. 4 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 concluding the Transaction and for signing the Sale-Purchase Agreements having as object the Property (non-current assets) and to represent the Company in front of the notary public for authenticating the Transaction documents (when legislation in force provides such formality), with the observance of the conditions set under the present Decision.

Art. 5 The date of 16.05.2017 is set as “Registration Date”, in the meaning of Art. 238 paragraph (1) of the Law no. 297/2004 regarding capital market, date which will be used for identifying the shareholders which are subject to the effects of the resolution taken by the present Assembly.

Art. 6 The date of 15.05.2017 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. 7 This decision shall be filed at the Trade Register Office of Bucharest in order to be mentioned into the 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 the registration formalities hereof. Mr. Osama AL HALABI can appoint third parties, the 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, 2017, 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