



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

Informative materials for the Ordinary and the Extraordinary General Assembly of the Shareholders of ELECTROPUTERE S.A. ("The Assembly") convened for 26h/27th of April 2018

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 16th, 2018 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 16th, 2018 is the registration date proposed by the Board of Directors, pursuant to art. 86 paragraph (1) of Law no. 24/2017 on issuers of financial instruments and market operations, 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	100.00000%

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 2017;
2. The approval of the Financial Auditor's Report for the financial statements of Electroputere SA, for the fiscal year 2017;
3. The approval of the individually financial statements, drawing up in accordance with the International Financial Reporting Standards (IFRS) for the fiscal year 2017;
4. The discharge of administration of the Board of Directors for the fiscal year 2017;
5. The approval of the budget of revenues and expenditures for the fiscal year 2018;

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6. Filling the structure of the Board of Directors, by appointing a new member of the Board of Directors, its mandate duration being limited to the duration of the mandate of the current Board of Directors.
7. 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;
8. Following the expiry of the current contract, the appointment of the internal auditor of the Company and to establish the minimum duration of the internal audit services contract;
9. Approval of the remuneration of the CEO of the Company.
10. Settle **May 16th, 2018** as **Date of Registration** for the shareholders who will be affected by the decisions of the Ordinary General Assembly of Shareholders.
11. Setting the date of **May 15th, 2018** 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.
12. 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. Supplementing the secondary activity of the Company.
2. Approval of the proposal received from the Mogosoia Municipality regarding the donation of a quota of ownership on the Company land located in Mogosoia.
3. Approval of donation to Oltenia Mitropoly – Revolution Heroes Parish (or to an entity designated by the Oltenia Mitropoly) of the plot of land with a surface of 3,000 sqm which has a church erected on it.
4. 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 preparing the donations and to sign the donation contracts and to represent the company in front of a notary public to authenticate the transaction documents (when legislation in force provides such formality).
5. Settle **May 16th, 2018** as **Date of Registration** for the shareholders who will be affected by the decisions of the Extraordinary General Assembly of Shareholders.
6. Setting the date of **May 15th, 2018** 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.
7. 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 2017;

Note : See the attached file pdf. “**EP_Report of the Board of Directors 2017**” 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 2017;

Note : See the attached file pdf. “**EP_Financial Auditor’s Report 2017**” on the company website (www.electroputere.ro).

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3) The approval of the individually financial statements, drawing up in accordance with the International Financial Reporting Standards (IFRS) for the fiscal year 2017;

Note : See the attached file pdf. “EP_Financial Statements 2017” on the company website (www.electroputere.ro).

4) The discharge of administration of the Board of Directors for the fiscal year 2017;

5) The approval of the budget of revenues and expenditures for the fiscal year 2018;

Note : See the attached file pdf. “Budget 2018” on the company website (www.electroputere.ro).

6) Filling the structure of the Board of Directors, by appointing a new member of the Board of Directors, its mandate duration being limited to the duration of the mandate of the current Board of Directors;

There is a vacant position of member in the Board of Directors of the Company, following resignation of Mr. Fathi Taher Mohd Ahmad.

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 10th 2018, 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 10.04.2018, starting at 18.00.

7) 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 appointment of the financial auditor's for a two-year mandate. The remuneration to be paid to the financial auditor shall be yearly negotiated by the Board of Directors and will be limited to the amount paid for 2017.

8) Following the expiry of the current contract, the appointment of the internal auditor of the Company and to establish the minimum duration of the internal audit services contract

Proposal is for the Assembly to approve the appointment as an internal auditor of AUDIT CONSULTING SRL a Romanian company headquartered in Craiova, no 42 A.I. Cuza street, bl. 6A, apt.15, Dolj county, registered with the Trade Registry under number J16/410/2003, fiscal identification number RO15313758. The mandate duration shall be three years. The monthly remuneration to be paid to the internal auditor shall amount to 150 Euro plus VAT, payable in Ron at the NBR exchange rate valid at the invoicing date.

9) Approval of the remuneration of the CEO of the Company

As per the provisions of clause 13.2. letter f) from the Company's Act of Incorporation, it is the competency of the Ordinary General Assembly of Shareholders to set the minimum and maximum limits of the remuneration of the Directors and of the managers of the Company.



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10) Settle May 16th, 2018 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 Data of May 16, 2018 is the registration date proposed by the Board of Directors, pursuant to art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying of the shareholders which are subject to the effects of the resolution taken by the Assembly.

11) Setting the date of May 15th, 2018 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 16.05.2018 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 15.05.2018.

12) 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) Supplementing the secondary activity of the Company

Note: Proposal is for the Assembly to approve supplementing the secondary activity of the Company with the following activity (number represents NACE Code): 3311 – Repair of fabricated metal products.

2) Approval of the proposal received from the Mogosoia Municipality regarding the donation of a quota of ownership on the Company land located in Mogosoia.

Note: The Company is the owner of 6 plots of agricultural land located in the *extra-muros* area of Mogosoia, Ilfov county, having a total area of 184,000 sqm. Such land is located in an area where Mogosoia commune is currently running a topographic re-routing project. Following such project, the land shall be transformed into buildable land and Mogosoia commune shall invest into the general infrastructure of the area (water, sewerage, electricity, road systematization). Such project should increase the value of the land in the area around 10 times. For such project request is for the Company to agree for free assignment to the Mogosoia Municipality of a 39% quota of the ownership.

Proposal is for the Assembly to approve free assignment of 39% quota of ownership from the Mogosoia land and to empower Company CEO to fully negotiate and agree the terms and conditions for such free assignment.

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3) Approval of donation to Oltenia Mitropoly – Revolution Heroes Parish (or to an entity designated by the Oltenia Mitropoly) of the plot of land with a surface of 3,000 sqm which has a church erected on it.

Note: The Company is the owner of a 3,600 sqm plot of land, located in Craiova, Calea Bucuresti no 80 (former 144). Since 1991 (with the Company and Craiova Municipality proper approvals) there is a church erected on such land by the Oltenia Mitropoly. The Company is not using such land since 1991.

Proposal is for the Assembly to approve free assignment such plot of land to the Oltenia Mitropoly (or the entity designated by the Mitropoly) and to empower Company CEO to fully negotiate and agree the terms and conditions for such free assignment.

4) 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 preparing the donations and to sign the donation contracts and to represent the company in front of a notary public to authenticate the transaction documents (when legislation in force provides such formality).

Note : Proposal is for GSM to approve fully empowerment of Mr Osama AL HALABI to carry out any formalities, negotiations or transactions and signing any required documents, including donation contracts.

5) Settle May 16th, 2018 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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6) Setting the date of May 15th, 2018 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 16.05.2018 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 15.05.2018.

7) 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.



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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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