

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. 84/ 24.04.2019
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.92 of Law no 24/2017 on issuers of financial instruments and market operations, of ASF Regulation no 5/2018 on issuers of financial instruments and market operations 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. 1313/22.03.2019, as well as in the Gazeta de Sud journal, 22.03.2019 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 Act of Incorporation, on 24 April 2019, 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 4 (four) shareholders holding together 991,297,015 shares, representing 95.54% of the total Company share capital,

By a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company's registered capital, out of which 991,284.640 "affirmative" votes accounting for 95.537% of the total share capital, 8,875 "negative" votes accounting for 0.00001% of the total share capital and 3,500 "abstain" votes accounting for 0.00001% of the total share capital, with regard the first paragraph, respectively,

By a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company's registered capital, out of which 991,293,640 "affirmative" votes accounting for 95.538% of the total share capital, 4,375 "negative" votes accounting for 0.00001% of the total share capital and 4,500 "abstain" votes accounting for 0.00001% of the total share capital, with regard the second paragraph, respectively,

By a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company's registered capital, out of which 991,298.140 "affirmative" votes accounting for 95.539% of the total share capital, 4,375 "negative" votes accounting for 0.00001% of the total share capital and no "abstain" votes, with regard the third paragraph, respectively,

By a total no of 991,297,015 valid expressed votes, accounting for 991,297,015 shares and 95.54% of the Company's registered capital, out of which 991,297,015 "affirmative" votes accounting for 95.54% of the total share capital, no "negative" votes and no "abstain" votes, with regard the fourth, fifth and sixth paragraph hereby,

DECIDES:

Art. 1 To approve, in accordance with article 90 paragraph 1 of Law no 24/2017 on issuers of financial instruments and market operations, 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 26.32 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).

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

- (1) A plot with the surface of 6,716 Sqm, registered within the Land Book no 205684, including the existing buildings erected on this plot;
- (2) A plot with the surface of 6,463 Sqm, registered within the Land Book no 206147, including the existing buildings erected on this plot;
- (3) A plot with the surface of 2,342 Sqm, registered within the Land Book no 205158, including the existing buildings erected on this plot;
- (4) A plot with the surface of 79 Sqm, registered within the Land Book no 205453, including the existing buildings erected on this plot;
- (5) A plot with the surface of 4,352 Sqm, registered within the Land Book no 211970, including the existing buildings erected on this plot;
- (6) A plot with the surface of 571 Sqm, registered within the Land Book no 205150, including the existing buildings erected on this plot;
- (7) A plot with the surface of 59 Sqm, registered within the Land Book no 211971, including the existing buildings erected on this plot;
- (8) A plot with the surface of 2,034 Sqm, registered within the Land Book no 210064, including the existing buildings erected on this plot;
- (9) A plot with the surface of 230 Sqm, registered within the Land Book no 210199, including the existing buildings erected on this plot;
- (10) A plot with the surface of 767 Sqm, registered within the Land Book no 210019, including the existing buildings erected on this plot;
- (11) A plot with the surface of 274 Sqm, registered within the Land Book no 211930, including the existing buildings erected on this plot;
- (12) A plot with the surface of 2,292 Sqm, registered within the Land Book no 232569, including the existing buildings erected on this plot;
- (13) A plot with the surface of 1,483 Sqm, registered within the Land Book no 232568, including the existing buildings erected on this plot;
- (14) A plot with the surface of 1,192 Sqm, registered within the Land Book no 230923, including the existing buildings erected on this plot;
- (15) A plot with the surface of 822 Sqm, registered within the Land Book no 211670, including the existing buildings erected on this plot;
- (16) A plot with the surface of 561 Sqm, registered within the Land Book no 230920, including the existing buildings erected on this plot;
- (17) A plot with the surface of 3,101 Sqm, registered within the Land Book no 230921, including the existing buildings erected on this plot;
- (18) A plot with the surface of 2,331 Sqm, registered within the Land Book no 205882, including the existing buildings erected on this plot;
- (19) A plot with the surface of 1,660 Sqm, registered within the Land Book no 210066, including the existing buildings erected on this plot;
- (20) A plot with the surface of 185 Sqm, registered within the Land Book no 206865, including the existing buildings erected on this plot;



ELECTROPUTERE

Power Provider

- (21) A plot with the surface of 3,789 Sqm, registered within the Land Book no 211950, including the existing buildings erected on this plot;
- (22) A plot with the surface of 7,587 Sqm, registered within the Land Book no 211949, including the existing buildings erected on this plot;
- (23) A plot with the surface of 5,532 Sqm, registered within the Land Book no 211948, including the existing buildings erected on this plot;
- (24) A plot with the surface of 6,626 Sqm, registered within the Land Book no 211947, including the existing buildings erected on this plot;
- (25) A plot with the surface of around 13,651 Sqm, part of a plot with the total surface of 16,251 Sqm currently registered within the Land Book no 211666, 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;
- (26) A plot with the surface of 13,260 Sqm, registered within the Land Book no 211953, including the existing buildings erected on this plot;
- (27) A plot with the surface of 68,552 Sqm, 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 Board of Directors decision;
- (28) A plot with the surface of 4,706 Sqm, registered within the Land Book no 213017, including the existing buildings erected on this plot;
- (29) A plot with the surface of 2,067 Sqm, registered within the Land Book no 211946, including the existing buildings erected on this plot;
- (30) A plot with the surface of 278 Sqm, registered within the Land Book no 211367, including the existing buildings erected on this plot;
- (31) A plot with the surface of 1,426 Sqm, registered within the Land Book no 211672, including the existing buildings erected on this plot;
- (32) A plot with the surface of 73,687 Sqm, registered within the Land Book no 211954, including the existing buildings erected on this plot;
- (33) A plot with the surface of 13,638 Sqm, registered within the Land Book no 223464, including the existing buildings erected on this plot;
- (34) A plot with the surface of around 5,879 Sqm, registered within the Land Book no 228961, including the existing buildings erected on this plot;
- (35) A plot with the surface of 2,257 Sqm, registered within the Land Book no 211368, including the existing buildings erected on this plot;
- (36) A plot with the surface of 249 Sqm, registered within the Land Book no 229488, including the existing buildings erected on this plot.

The minimum selling price of the Property shall be of 260 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:

Electroputere SA
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

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

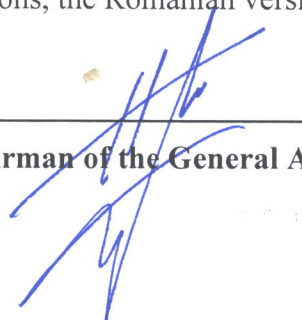
Art. 3 To approve the empowerment of Mr. Osama AL HALABI, CEO of the Company, for carrying out any formalities, negotiations or transactions and signing any intermediary documents necessary for concluding the Transaction and for signing the Sale-Purchase Agreements having as object the Property (non-current 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. 4 The date of 21.05.2019 is set as “Registration Date”, in the meaning of art. 86 paragraphs (1) of Law no. 24/2017 on issuers of financial instruments and market operations, date which will be used for identifying the shareholders which are subject to the effects of the resolution taken by the present Assembly.

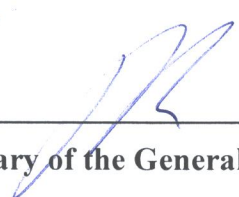
Art. 5 The date of 20.05.2019 is set as “ex-date”, namely the date prior to the Registration Date on which the financial instruments which make the object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art. 2, paragraph 2, letter l) from the ASF Regulation no 5/2018 on issuers of financial instruments and market operations.

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, including to sign the updated Act of Incorporation of the Company. 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, 4 (four) pages long each, this day of April 24, 2019, 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