

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 24h/25th of April 2019**

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 15th, 2019 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, paragraph 2, letter g) from the ASF Regulation no 5/2018 on issuers of financial instruments and market operations. 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 21st, 2019 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 2018;
2. The approval of the Financial Auditor's Report for the financial statements of Electroputere SA, for the fiscal year 2018;
3. The approval of the individually financial statements, drawing up in accordance with the International Financial Reporting Standards (IFRS) for the fiscal year 2018;
4. The discharge of administration of the Board of Directors for the fiscal year 2018;
5. The approval of the budget of revenues and expenditures for the fiscal year 2019;



6. To acknowledge the resignation of Mr. Ahmed Ibrahim AL BASSAM from the member of the Board of Directors position.
7. To appoint a new member of the Board of Directors, as a result of the resignation of Mr. Ahmed Ibrahim AL BASSAM from the member of the Board of Director position.
8. To acknowledge the resignation of Mrs. Mona Mohamed Moneeb AGHA from the member of the Board of Directors position.
9. To appoint a new member of the Board of Directors, as a result of the resignation of Mrs. Mona Mohamed Moneeb AGHA from the member of the Board of Director position.
10. 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.
11. Settle **May 21th, 2019** as **Date of Registration** for the shareholders who will be affected by the decisions of the Ordinary General Assembly of Shareholders.
12. Setting the date of **May 20th, 2019** 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, paragraph 2, letter l) from the ASF Regulation no 5/2018 on issuers of financial instruments and market operations.
13. 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. Confirmation on the approval of the proposal received from the Mogosoia Municipality regarding the donation of a quota of ownership on the Company land located in Mogosoia.
2. 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 donation 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).
3. Approval, in accordance with article 90 paragraph 1 of Law no 24/2017 on issuers of financial instruments and market operations, of the conditions for the conclusion of a contract for sale of company immovable property (non-current-assets), whose value exceeds 20% of total non-current assets, except for claims. Approval of Extraordinary General Meeting of Shareholders will refer in particular, but without limitation, to: identify the object of sale (including surfaces), the minimum selling price, any specific conditions that may affect the transaction.
4. Approval of destination of the amounts received from selling transaction of the immovable property (non-current assets) of the company, as described at item 3 of this agenda.
5. 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 final sale and to sign the contract/contracts of sale of the immovable property (non-current assets) and to represent the company in front of a notary public to authenticate the transaction documents (when legislation in force provides such formality).
6. Settle **May 21th, 2019** as **Date of Registration** for the shareholders who will be affected by the decisions of the Extraordinary General Assembly of Shareholders.
7. Setting the date of **May 20th, 2019** 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, paragraph 2, letter l) from the ASF Regulation no 5/2018 on issuers of financial instruments and market operations.
8. 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 2018;

Note : See the attached file pdf. “EP_Report of the Board of Directors 2018” 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 2018;

Note : See the attached file pdf. “EP_Financial Auditor’s Report 2018” 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 2018;

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

4) The discharge of administration of the Board of Directors for the fiscal year 2018;

5) The approval of the budget of revenues and expenditures for the fiscal year 2019;

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

6) To acknowledge the resignation of Mr. Ahmed Ibrahim AL BASSAM from the member of the Board of Directors 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.

7) To appoint a new member of the Board of Directors, as a result of the resignation of Mr. Ahmed Ibrahim AL BASSAM from the member of the Board of Director position.

Note: Board proposal for such appointment is Mr. Syed Nadeem Uddin AHMED.

Other proposals for this positions may be presented by the Board of Directors or by the shareholders of the company by April 8th 2019, 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 08.04.2019, starting at 18.00.

8) To acknowledge the resignation of Mrs. Mona Mohamed Moneeb AGHA from the member of the Board of Directors 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.

9) To appoint a new member of the Board of Directors, as a result of the resignation of Mrs. Mona Mohamed Moneeb AGHA from the member of the Board of Director position.

Note: Board proposal for such appointment is Mr. AMER ABDEL JABER ABDALLATIF AL-KHATIB.

Other proposals for this positions may be presented by the Board of Directors or by the shareholders of the company by April 8th 2019, 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 08.04.2019, starting at 18.00.

10) 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 8th 2019, 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 08.04.2019, starting at 18.00.

11) Settle May 21th, 2019 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 21, 2019 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.

12) Setting the date of May 20th, 2019 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, paragraph 2, letter 1) from the ASF Regulation no 5/2018 on issuers of financial instruments and market operations.

NOTE: Under the circumstances that the date of 21.05.2019 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 20.05.2019.

13) 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) Confirmation on the 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 8 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.

2) 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 donation 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.

3) Approval, in accordance with article 90 paragraph 1 of Law no 24/2017 on issuers of financial instruments and market operations, of the conditions for the conclusion of a contract for sale of company immoveable property (non-current-assets), whose value exceeds 20% of total non-current assets, except for claims. Approval of Extraordinary General Meeting of Shareholders will refer in particular, but without limitation, to: identify the object of sale (including surfaces), the minimum selling price, any specific conditions that may affect the transaction.

Note: Approval shall be given for selling 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. Selling of the Property shall not affect the Company 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;



ELECTROPUTERE

Power Provider

- (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;
- (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;

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



- (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;

Minimum selling price: 260 Euro/Sqm.

CEO of the Company shall be empowered to negotiate with the potential buyers, to establish selling price for the above mentioned fixed assets, with the observance of the minimum selling price.

Selling may be made by several different transactions. Payments may be agreed to be made in maximum 5 yearly instalments.

CEO of the Company shall be empowered to negotiate with Company creditors, including Blom Bank, price payment modalities to secure the above plots (fixed assets) clearance of any existing encumbrances and to ensure all other conditions for successful conclusion of selling transaction.

4) Approval of destination of the amounts received from selling transaction of the immovable property (non-current assets) of the company, as described at item 3 of this agenda.

Note: All the plots to be sold are currently mortgaged to secure financing facilities provided by Blom Bank. Second rank mortgage was approved to be granted to secure reimbursement of loans granted by the majority shareholder.

Therefore, proposal is for the price to be obtained from transfer of the above-mentioned assets to be used for: a) reimbursement of loans received by the majority shareholder, b) reimburse / increase loans granted by Blom Bank, and c) for financing major capex investments like relocation of Motor plant and relocation/modernization of Transformer testing facility.

5) **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.

6) **Settle May 21st, 2019 as Date of Registration for the shareholders who will be affected by the decisions of the Extraordinary 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 21, 2019 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.

7) **Setting the date of May 20th, 2019 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, paragraph 2, letter l) from the ASF Regulation no 5/2018 on issuers of financial instruments and market operations.**

NOTE: Under the circumstances that the date of 21.05.2019 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 20.05.2019.

8) **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 mgurgui@electroputere.ro.

Chairman of the Board of Directors