

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. 91/ 27.04.2020
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. 11157/25.03.2020, as well as in the Gazeta de Sud journal, 25.03.2020 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 27 April 2020, 12:00 hours, upon the first convening, at the company offices in Craiova, Calea Bucuresti nr.80, Dolj County, and attended by proxy, a number of one shareholders holding together 1,002,718,101 shares, representing 96.63% of the total Company share capital,

By a total no of 1,002,718,101 valid expressed votes, accounting for 1,002,718,101 shares and 96.63% of the Company’s registered capital, out of which 1,002,718,101 “affirmative” votes accounting for 96.63% of the total share capital, no “negative” votes and no “abstain” votes,

DECIDES:

Art. 1 To approve renunciation on property (as per the provisions of article 562 paragraph 2 from Romanian Civil Code) of 39% quota of ownership on the following plots of land the Company currently owns in Mogosoia, Ilfov County (as per the provisions of article 553 paragraph 2 second sentence from Romanian Civil Code, the quota of ownership subject to such renunciation shall be acquired by Mogosoia Municipality and will become private property based on Mogosoia Local Council decision):

- (1) A plot of land with the surface of 9,000 sqm, identified with cadastral no 32 (former cadastral number 1272), registered within the Land Book no 32 (sporadic land book number 52061, former land book number 1133) of Mogosoia, Ilfov County;
- (2) A plot of land with the surface of 1,000 sqm, identified with cadastral no 74 (former cadastral number 1273), registered within the Land Book no 74 (sporadic land book number 52903, former land book number 3413) of Mogosoia, Ilfov County;
- (3) A plot of land with the surface of 13,000 sqm, identified with cadastral no 63 (former cadastral number 1277), registered within the Land Book no 63 (sporadic land book number 52060, former land book number 1132) of Mogosoia, Ilfov County;

- (4) A plot of land with the surface of 12,000 sqm, identified with cadastral no 47 (former cadastral number 1279), registered within the Land Book no 47 (sporadic land book number 52063, former land book number 1135) of Mogosoaia, Ilfov County;
- (5) A plot of land with the surface of 9,000 sqm, identified with cadastral no 35 (former cadastral number 1276), registered within the Land Book no 35 (sporadic land book number 52062, former land book number 1134) of Mogosoaia, Ilfov County;
- (6) A plot of land with the surface of 40,000 sqm, identified with cadastral no 20 (former cadastral number 1187), registered within the Land Book no 20 (sporadic land book number 52033, former land book number 1037) of Mogosoaia, Ilfov County;
- (7) A plot of land with the surface of 88,552 sqm, identified with cadastral no 7, registered within the Land Book no 7 of Mogosoaia, Ilfov County; and a plot of land with a surface of 11,448 sqm, identified with cadastral no 16, registered within Land Book no 16 of Mogosoaia, Ilfov County (both plots previously forming the plot of land with a total surface of 100,000 sqm having cadastral number 1188, registered within the Land Book no 52032 – former land book number 1036 – of Mogosoaia, Ilfov County).

Given the provisions of article 562 paragraph 2 from Romanian Civil Code corroborated with the provisions of article 889 paragraph 1 from Romanian Civil Code, the ownership right on the 39% (thirty nine percent) quota form the immovables subject to renunciation is extinguished by the registration of the waiver statement in the land book of the plots, so that the Company will remain owner of a 61% (sixty one percent) quota of ownership on the above-mentioned plots.

We undertake to inform Mogosoaia Municipality, Ilfov County on issuance of our renunciation statement to the 39% (thirty nine percent) quota of ownership on the above-mentioned plots of land, as the administrative body on which territorial range are located the plots being subject to quota renunciation and we hereby state we are aware of the provisions of article 553 paragraph 2, second sentence form the Romanian Civil Code.

Art.2 To approve the empowerment of Mr. Samer AL SHALABI, CEO of the Company, for carrying out any formalities, negotiations or transactions and signing any intermediary documents necessary for preparing and concluding, as well as to sign all relevant document regarding the project “Development Area of Mogosoaia Commune, Ilfov County, Stage 1”: Bilateral Convention attached to Local Council Decision no 233/30.05.2018 and the statement for renunciation on the 39% quota of ownership of the above-mentioned plots of land and to represent the company in front of a notary public to authenticate such documents (when legislation in force provides such formality). Mr. Samer AL SHALABI, CEO of the Company, will be allowed to delegate its conferred powers to Mogosoaia City Hall in relation to the performance of the cadastral and notary operations (dismantling, joining, sharing, relocating) of the tax operations for the payment of taxes and legal fees, operations specified in the above-mentioned Bilateral Convention).

Art. 3 The date of 21.05.2020 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. 4 The date of 20.05.2020 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. 5 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 Samer AL SHALABI – [REDACTED], is empowered to carry out the publishing and registration formalities hereof, including to sign the updated Act of Incorporation of the Company. Mr. Samer AL SHALABI 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, 3 (three) pages long each, this day of April 27, 2020, in Romanian and English versions. In case of any discrepancies between the two versions, the Romanian version shall prevail.

_____,
Chairman of the General Assembly

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Secretary of the General Assembly