

RAPORT CURENT

Catre Autoritatea de Supraveghere Financiara-Sectorul Instrumentelor si Investitiilor
Financiare
Bursa de Valori Bucuresti

Raport curent intocmit in conformitate cu prevederile art. 122 din Legea nr. 24/2017 privind emitentii de instrumente financiare si operatiuni de piata si prevederile art. 234 din Regulamentul ASF nr. 5/2018 privind emitentii de instrumente financiare si operatiuni de piata

Data raportului	21.03.2019
Denumirea entitatii emitente	Alum S.A.
Sediul social	Tulcea, Str. Isacsei, nr. 82, Jud. Tulcea
Numarul de telefon/fax	0240.535.022/0240.535.495
Codul unic de înregistrare	RO2360405
Numar de ordine în Registrul Comertului	J36/29/1991
Identificator Unic la Nivel European (EUID)	ROONRCJ36/29/1991
Cod LEI	254900TPAVI7KVG33J81
Capital social subscris și varsat	488.412.907,85 RON
Piata reglementata pe care se tranzactioneaza valorile mobiliare emise	AeRo - Bursa de Valori Bucuresti

Prin prezentul raport curent va informam despre convocarea Adunarii Generale Ordinare a Actionarilor Alum S.A.:

- I. Prin Hotararea nr. 236/21.03.2019, Consiliul de Administratie al Alum S.A. (denumita in continuare "Societatea"), cu sediul in Tulcea, str. Isacsei nr. 82, jud. Tulcea, Romania, inmatriculata in Registrul Comertului sub nr. J36/29/1991, CUI 2360405, in temeiul art. 117 din Legea nr. 31/1990 privind societatile, republicata, cu modificarile ulterioare, convoaca Adunarea Generala Ordinara a Actionarilor inscriși in Registrul Actionarilor Societatii la sfarsitul zilei de **12 aprilie 2019**, considerata data de referinta, pentru data de **24 aprilie 2019**, la ora **11.00** la sediul Societatii din Tulcea, str. Isacsei nr. 82, jud. Tulcea, Romania.

In cazul in care la data mentionata nu se intruneste cvorumul de prezenta prevazut de Actul constitutiv al Societatii, se convoaca si se fixeaza in temeiul art. 118 din Legea nr. 31/1990, republicata, cea de-a doua Adunare Generala Ordinara a Actionarilor, pentru data **25 aprilie 2019**, la ora **11.00** la sediul Societatii din Tulcea, str. Isacsei nr. 82, jud. Tulcea, Romania.

II. Ordinea de zi a Adunarii Generale Ordinare a Actionarilor este urmatoarea:

1. Aprobarea situatiilor financiare pe anul 2018 intocmite conform OMF 1802/2014, pe baza Raportului administratorilor si Raportului auditorului financiar pentru anul 2018
2. Aprobarea situatiilor financiare individuale si consolidate pe anul 2018 intocmite conform IFRS, pe baza Raportului administratorilor si Raportului auditorului financiar pentru anul 2018
3. Aprobarea descarcarii de gestiune a administratorilor pentru anul 2018
4. Aprobarea Raportului Anual pentru anul 2018 intocmit in conformitate cu prevederile Regulamentului nr. 5/2018 al Autoritatii de Supraveghere Financiara
5. Aprobarea repartizarii profitului net aferent anului 2018

6. Aprobarea Bugetului de venituri si cheltuieli pentru anul 2019
7. Aprobarea Planului de investitii pentru anul 2019
8. Aprobarea Programului de activitate pentru anul 2019
9. Aprobarea remuneratiei cuvenite membrilor Consiliului de Administratie pentru anul 2019
10. Aprobarea limitei generale a tuturor remuneratiilor suplimentare acordate membrilor Consiliului de Administratie insarcinati cu functii specifice si a remuneratiilor acordate directorilor, pentru anul 2019
11. Alegerea unui auditor financiar care va exercita functia de auditor financiar al Societatii incepand cu data de 15.08.2019 si stabilirea duratei contractului de audit financiar
12. Desemnarea persoanelor imputernicite sa semneze contractul de audit financiar
13. Aprobarea imputernicirii doamnei Mariana Feodorof pentru efectuarea tuturor formalitatilor necesare in vederea inregistrarii hotararii Adunarii Generale Ordinare a Actionarilor
14. Aprobarea datei de **21 mai 2019** ca data de inregistrare a actionarilor, pentru opozabilitatea hotararilor luate in sedinta Adunarii Generale Ordinare a Actionarilor, in conformitate cu dispozitiile articolului 86 din Legea nr. 24/2017 privind emitentii de instrumente de piata si operatiuni de piata
15. Aprobarea datei de **20 mai 2019** ca *ex date*, in conformitate cu dispozitiile art. 187 pct. 11 din Regulamentul nr. 5/2018 privind emitentii de instrumente financiare si operatiuni de piata, emis de A.S.F.

- III. Unul sau mai multi actionari care detin, individual sau impreuna cel putin 5% din capitalul social al Societatii, are/au dreptul
- (a) de a introduce noi puncte pe ordinea de zi a Adunarii Generale Extraordinare a Actionarilor (fiecare punct nou va fi insotit de o justificare sau de un proiect de hotarare propus spre adoptare de Adunarea Generala Extraordinara) si
 - (b) de a prezenta proiecte de hotarare pentru punctele incluse sau propuse spre a fi incluse pe ordinea de zi a Adunarii Generale Extraordinare a Actionarilor, in termen de cel mult 15 zile de la data publicarii prezentului convocator, respectiv pana cel tarziu la data de **8 aprilie 2019**.

Aceste drepturi vor fi exercitate numai in scris.

- IV. Actionarii au dreptul sa adreseze intrebari privind punctele de pe ordinea de zi a Adunarii Generale, raspunsurile urmand a fi publicate pe pagina de Internet a Societatii www.alum.ro. Intrebarile vor fi depuse sau expediate la sediul Societatii astfel incat sa fie inregistrate la registratura Societatii pana cel tarziu la data de **16 aprilie 2019**, ora 16.00, in plic inchis, cu mentiunea scrisa in clar si cu majuscule **"PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN 24/25 APRILIE 2019"**.
- V. Actionarii inregistrati la data de referinta isi pot exercita dreptul de a participa si de a vota in Adunarea Generala Ordinara a Actionarilor direct, prin corespondenta sau prin reprezentant cu imputernicire speciala/generala. Imputernicirea generala va putea fi acordata de actionar, in calitate de client, doar unui intermediar definit conform art. 2 alin. (1) pct. 14 din legea 297/2004 privind piata de capital, sau unui avocat.

- VI. In cazul in care actionarii isi desemneaza reprezentanti pentru a participa si vota in cadrul Adunarii Generale Ordinare a Actionarilor, notificarea desemnarii acestora va fi transmisa Societatii numai in scris.
- VII. Formularele de buletin de vot prin corespondenta si formularele de imputerniciri speciale pentru reprezentarea actionarilor in Adunarea Generala Ordinara a Actionarilor se pot obtine de la sediul Societatii, precum si de pe pagina de Internet a Societatii www.alum.ro.
- VIII. Formularele de vot prin corespondenta, completate de actionari fie in limba romana, fie in limba engleza vor fi depuse sau expediate la registratura Societatii, in original, prin scrisoare recomandata, impreuna cu copia actului de identitate pentru actionarii - persoane fizice sau copia actului de identitate a reprezentantului legal al actionarului - persoana juridica, semnat al Formularului de vot prin corespondenta, astfel incat sa fie inregistrate la Registratura Societatii pana cel tarziu la data de **22 aprilie 2019 ora 9.00**, in plic inchis, cu mentiunea scrisa in clar si cu majuscule **“VOT PRIN CORESPONDENTA PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN 24/25 APRILIE 2019”**; In cazul buletinelor de vot prin corespondenta pentru vot secret, buletinele de vot prin corespondenta vor fi introduse intr-un plic separat pe care se va mentiona **“VOT SECRET PRIN CORESPONDENTA PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN 24/25 APRILIE 2019”**.
- IX. Buletinele de vot prin corespondenta care nu sunt primite in forma si in termenul stipulat la art. VIII din prezenta convocare nu vor fi luate in calcul pentru determinarea cvorumului de prezenta si vot precum si la numaratoarea voturilor in Adunarea Generala Ordinara a Actionarilor.
- X. Imputernicirile pentru reprezentarea actionarilor in Adunarea Generala, completate de actionari fie in limba romana, fie intr-o limba straina de larga circulatie in domeniul financiar international, insotite de copia actului de identitate al reprezentantului desemnat, vor fi depuse sau expediate, la registratura Societatii, in copie, cuprinzand mentiunea conformitatii cu originalul sub semnatura reprezentantului, prin scrisoare recomandata, astfel incat sa fie inregistrate la registratura Societatii pana cel tarziu la data de **22 aprilie 2019 ora 9.00**, in plic inchis, cu mentiunea scrisa in clar si cu majuscule **“PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN 24/25 APRILIE 2019”**.
- De asemenea, imputernicirile se pot transmite prin e-mail, la adresa mfeodorofi@alum.ro.
- XI. Numai persoanele care sunt inregistrate ca actionari la data de referinta au dreptul de a participa si de a vota in cadrul Adunarii Generale Ordinare a Actionarilor din data de **24/25 aprilie 2019**, personal, prin corespondenta sau prin reprezentant cu imputernicire speciala.

- XII.** Documentele si materialele informative referitoare la subiectele aflate pe ordinea de zi a Adunarii Generale, precum si proiectele de hotarari pentru punctele de propuneri de pe ordinea de zi a Adunarii Generale, formularele de buletin de vot prin corespondenta si de imputernicire speciala pentru reprezentarea actionarilor in Adunarea Generala Ordinara a Actionarilor, precum si Regulamentul pentru exercitarea dreptului de vot in Adunarile Generale de catre actionarii Alum S.A. Tulcea, se afla la dispozitia actionarilor la sediul Societatii din Tulcea, str. Isaccei, nr. 82, jud. Tulcea, Romania si sunt postate pe pagina de Internet a Societatii www.alum.ro incepand cu data de **22 martie 2019.**

Informatii suplimentare se pot obtine la tel. 0240.535.022.

Gheorghe Dobra
Presedintele Consiliului de Administratie

Mihaela Duralia
Director Financiar



Current Report**To: The Financial Supervisory Authority-Financial Instruments and Investments' Sector
Bucharest Stock Exchange**

Current report in compliance with the stipulations of article no. 122 from the Law no. 24/2017 regarding Issuers of financial instruments and market operations and with the stipulations of the art. 234 from the Regulation no. 5/2018 issued by the Financial Supervisory Authority regarding Issuers of financial instruments and market operations

Report date	March 21, 2019
Name of the issuing company	Alum SA
Registered Office	Tulcea, 82 Isaccei Street, Tulcea County
Phone / fax number	0240-535022 / 0240 535495
Unique Registration Code at the National Office of Trade Registry Order	RO 2360405
Number on the Trade Registry	J36/29/1991
European Unique Identifier (EUID)	ROONRCJ36/29/1991
Cod LEI	254900TPAVI7KVG33J81
Subscribed and paid-in share capital	RON 488.412.907,85
Regulated market on which the issued securities are traded	AeRo - Bucharest Stock Exchange

We hereby inform all persons who may be interested in the summoning of the Ordinary General Shareholders Meeting of Alum S.A., as follows:

- I. By Decision no. 236 adopted on March 21, 2019, the Board of Directors of Alum S.A. (hereinafter called the "Company"), with registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania, registered with the Trade registry under no. J36/29/1991, Sole Registration Code 2360405, on the basis of art. 117 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, hereby convenes the Ordinary General Meeting of the Shareholders registered in the Shareholders' Registry at the end of the day of **April 12, 2019**, considered reference date, for the date of **April 24, 2019**, at **11,00 AM** at the Company's registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania.

Should, on the above mentioned date, the attendance quorum provided by the Company's Articles of Incorporation be not met, according to art. 118 of Law no. 31/1990, pertaining to companies, republished, with subsequent changes, the second Ordinary General Meeting of Shareholders is convened and set for the date of **April 25, 2019**, at **11,00 AM** at the Company's registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania.

- II. The agenda of the Ordinary General Meeting of the Shareholders is the following:

1. Approval of the financial statements for the year 2018 prepared in accordance with OMF no. 1802/2014, on the basis of the Directors' Report and Financial Auditor's Report for year 2018

2. Approval of the unconsolidated and consolidated financial statements for the year 2018 prepared in accordance with IFRS, on the basis of the Directors' Report and Financial Auditor's Report for year 2018
3. Approval of the directors' discharge of liability for year 2018
4. Approval of the Annual Report for year 2018 drawn up in accordance with the provisions of the Regulation no. 5/2018 of Financial Supervisory Authority
5. Approval to distribute the net profit for year 2018
6. Approval of the Income and Expenses Budget for year 2019
7. Approval of the Investments Plan for year 2019
8. Approval of the Activity Program for year 2019
9. Approval of the remuneration of the Board of Directors members for year 2019
10. Approval of the general limit of all the remunerations granted to the Board of Directors' members with special functions and to the managers, for year 2019
11. Appointment of the financial auditor that shall act as the Company's financial auditor as of August 15, 2019 and establishing the duration of the financial audit contract
12. Appointment of the persons empowered to sign the financial audit contract
13. Approval to empower Mrs. Feodorof Mariana to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders' decision
14. Approval of the date of **May 21, 2019** as registration date, for the opposability of the decisions of the Ordinary General Meeting of Shareholders, in accordance with the provisions of art. 86 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations
15. Approval of the date of **May 20, 2019** as *ex date* in accordance with the provisions of art. 187 point 11 from the Regulation 5/2018 regarding the issuers of the financial instruments and market operations, issued by the Financial Supervisory Authority

III. One or more shareholders holding, individually or together, at least 5% of the Company's share capital, has/have the right:

- (a) to include new items on the agenda of the Extraordinary General Meeting of the Shareholders (each new item shall be submitted together with an explanation or a draft decision in order to be adopted in the Extraordinary General Meeting) and
- (b) to submit draft decisions for items included or to be included on the agenda of the Extraordinary General Meeting of the Shareholders, not later than 15 days from the date this summons has been published, i.e. not later than **April 8, 2019**.

The above mentioned rights of the shareholders shall be exercised only in writing.

IV. The shareholders have the right to ask questions related to items on the agenda of the General Meeting; the answers to be published on the Company's Internet website page www.alum.ro. The questions shall be submitted or sent to the registered office of the Company in such way to be registered at the registry of the Company not later than **April 16, 2019, hour 4,00 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 24/25, 2019"**.

V. The registered shareholders at the reference date shall exercise the right to participate and to vote in the Ordinary General Meeting of the Shareholders personally, via correspondence or through a representative with special/general proxy. The general proxy will be awarded by the

shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 14 of Law 297/2004 on the capital market, or to an attorney-at-law.

- VI. In case the shareholders appoint representatives for the participation and voting in the Ordinary General Meeting of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.
- VII. The correspondence vote forms and the special proxy forms for representation of the shareholders in the Ordinary General Meeting of the Shareholders are made available at the registered office of the Company, as well as on the website of the Company www.alum.ro.
- VIII. The correspondence vote forms filled in by the shareholders either in Romanian or English shall be submitted or sent in original, through certified mail, to the Registration Office of the Company, together with the copy of the identity document for shareholders - natural person or with the copy of the identity document of the legal representative of the shareholder - legal person, signatory of the Correspondence vote form, in such way to be registered at the registry of the Company not later than **April 22, 2019, hour 9,00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 24/25, 2019"**; In case of correspondence voting forms for secret vote, the correspondence voting forms shall be enclosed in a distinct envelope on which it shall be mentioned: **"SECRET VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 24/25, 2019"**
- IX. The correspondence vote forms which shall not have been received in the form and within the term provided under art. VIII of this summons shall not be taken into account when the presence and the voting quorum is established and when the votes are counted in the Ordinary General Meeting of the Shareholders.
- X. The proxies for the shareholders' representation in the General Meeting, filled in by the shareholders either in Romanian or in a widely used language in the international financial area, together with the copy of the identity document of the appointed representative, shall be submitted or sent in copy, containing the remark of true copy of the original under the representative's signature, through certified mail, to the Registration Office of the Company in such way to be registered at the registry of the Company not later than **April 22, 2019, hour 9,00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 24/25, 2019"**.
- The proxies may also be sent by e-mail to the address mfeodorof@alum.ro.
- XI. Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Ordinary General Meeting of the Shareholders summoned for **April 24/25, 2019** personally, via correspondence or through a representative with proxy.
- XII. The documents and information related to the items on the agenda of the General Meeting, as well as the draft decisions related to the items on the agenda of the General Meeting, the correspondence vote forms and the proxy forms for representation of the shareholders in the

Ordinary General Meeting of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings by the shareholders of Alum S.A. Tulcea, are made available for the shareholders at the registered office of the Company from Tulcea, no. 82 Isacsei Street, Tulcea County, Romania, and are posted on the website of the Company www.alum.ro starting with the date of **March 22, 2019**.

Any additional information may be obtained at phone no. 0240.535.022.

Gheorghe Dobra
Chairman of the Board of Directors



Mihaela Duralia
Financial Director