

Raport Curent nr.1330/30.12.2019 privind hotararile Adunării Generale Extraordinare a Acționarilor SIMBETON S.A.

Current Report no. 1330/30.12.2019 regarding the resolutions of the Extraordinary General Meeting of Shareholders of SIMBETON S.A.

Raport curent conform cu prevederile Legii nr. 24/2017 privind emitentii de instrumente financiare si operatiuni de piata si ale Regulamentului ASF nr. 5/2018 privind emitentii de instrumente financiare si operatiuni de piata.

Current Report according to the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations

Data raportului: 30.12.2019

Date of report: 30.12.2019

Denumirea emitentului: SIMBETON S.A.

Name of the issuer: SIMBETON S.A.

Adresa sediu social: Municipiul Oradea, Str. Uzinelor nr. 12, Jud. Bihor

Headquarters: Oradea Municipality, Uzinelor Street no. 12, Bihor County

Numar de telefon: 0359 315 137

Phone number: 0359 315 137

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Fax number: 0372 879 672

Cod Unic de Inregistrare: 13704180

Sole Registration Code: 13704180

Nr. de ordine in Registrul Comertului: J5/78/2001

Trade Registry Number: J5/78/2001

Capital social subscris si vărsat: 483.200,5 RON

Subscribed and paid share capital: 483,200.5 RON

Nr acțiuni cu valoare nominala de 0,1 RON: 4.832.005

No. of nominative shares having a nominal value of RON 0.1: 4,832,005

Piața de tranzacționare: Bursa de Valori Bucuresti – sistemul alternativ de tranzactionare AeRO

The regular market on which it is traded: Bucharest Stock Exchange – the alternative trading system AeRO

Eveniment important de raportat: Hotararile Adunarii Generale Extraordinare a Actionarilor din data de 30.12.2019

Significant Event to be reported: Resolutions of the Extraordinary General Meeting of Shareholders as of 30.12.2019

In data de 30.12.2019, incepand cu ora 10:00 (ora Romaniei), la sediul Societatii, s-a desfasurat, la prima convocare, sedinta Adunarii Generale Extraordinare a Actionarilor Societatii („AGEA”).

On this date of 30.12.2019, starting with 10:00 am (Romanian hour), it was held, upon the first convening, the Extraordinary General Meeting of the Company Shareholders (“EGMS”).

Convocatorul AGEA a fost publicat în Monitorul Oficial nr. 4961, Partea IV din data 27.11.2019 precum si in ziarul cotidian local Crisana nr.

The EGMS convening notice was published in the Official Gazette no. 4961 part IV as of 27.11.2019 as well as in the daily local newspaper Crisana no.

8626/29.11.2019, si au fost instiintate institutiile pietei de capital conform Raportului curent nr. 1210/27.11.2019

Convocatorul AGEA **nu** a fost completat cu noi puncte pe ordinea de zi si **nu** s-au primit propuneri de noi hotarari pana la data limita de 13.12.2019.

La Adunarea Generala Extraordinara a Actionarilor s-a prezentat doar actionarul majoritar Macon SRL detinand un numar de 3.090.001 actiuni nominative, reprezentand 63,9486% din capitalul social al si din drepturile de vot asupra Societatii.

In urma centralizarii votului exprimat de actionarii prezenti/reprezentati la sedinta pentru punctele inscrise pe ordinea de zi, asa cum aceasta a fost facuta publica, hotararile adunarii generale extraordinare a actionarilor adoptate cu unanimitatea celor prezenti/reprezentati, sunt urmatoarele:

1. Aprobarea majorarii capitalului social al Societatii, realizata in numerar, in doua etape, fara prima de emisiune, dupa cum urmeaza:
 - a) cu valoarea maxima de 3.191.000 lei, de la valoarea curenta de 483.200,50 lei pana la valoarea maxima de 3.674.200,50 lei;
 - b) majorarea capitalului social se va realiza prin emisiunea unui numar maxim de 31.910.000 de actiuni nominative noi, emise in forma dematerializata, in schimbul unor noi aporturi in numerar ale actionarilor Societatii;
 - c) pretul de emisiune pentru o actiune nou emisa subscrisa in cadrul exercitarii dreptului de preferinta (Etapa I) va fi de 0,10 lei/actiune. Pretul de subscriere in

8626/29.11.2019, and the institutions of the capital market were duly notified as per Current report no. 1210/27.11.2019.

The EGMS convening notice was not amended with new agenda points and no new resolution proposals were submitted by the deadline of 13.12.2019.

At the extraordinary general meeting of the shareholders it was present only the majority shareholder Macon SRL who owns 3,090,001 nominative shares representing 63.9486% of the share capital and of the voting rights in the Company.

After the counting of votes expressed by the present/represented shareholders on matters on the agenda, as published, the resolutions of the extraordinary general meeting of shareholders, adopted with unanimity of present/represented shareholders, are the following:

1. Approval of the increase of the share capital of the Company, realized in cash, in two stages, without the issuance premium, as follows:
 - a) with the maximum value of RON 3.191.000 from the current value of RON 483,200.5 up to the maximum value of RON 3,674,200.50;
 - b) the share capital increase shall be made by means of issuing a number of 31,910,000 nominative new shares, in dematerialized, in exchange of new in cash contributions of the Company's shareholders;
 - c) the issue price for a newly issued and subscribed share within the exercise of the pre-emption right (Stage I) shall be 0.10 RON/share. The subscription price in Stage II

Etapa a II-a va fi de 0,11 lei/actiune. Pretul actiunilor atat in Etapa I cat si in Etapa a II-a, va fi platit integral, in contul Societatii, la data subscrierii conform prospectului ce va fi aprobat de catre ASF;

- d) actiunile nou emise vor fi oferite spre subscriere in vederea exercitarii dreptului de preferinta al actionarilor existenti ai Societatii in Etapa I, proportional cu cota de participare detinuta de acestia in capitalul social al Societatii la data de inregistrare; Raportul de subscriere in Etapa I este de 6,603883895 actiuni nou emise la 1 actiune detinuta la data de inregistrare, prin rotunjirea la intregul inferior.

Dupa verificarea si validarea subscrierilor efectuate in termenul de subscriere aferent Etapei I, Consiliul de Administratie intocmeste un raport conform Regulamentului ASF nr. 5/2018, cu precizarea rezultatului subscrierilor validate in Etapa I si a numarului de actiuni disponibile pentru a fi subscribe in Etapa a II-a, ce va fi transmis la BVB si ASF;

- e) actionarii Societatii isi vor exercita dreptul de preferinta (Etapa I) in interiorul unei perioade de 31 de zile calendaristice de la data stabilita in prospectul/prospectul proportionat de oferta si va incepe la o data ulterioara datei de inregistrare si de publicare a hotararii AGEA in Monitorul Oficial al Romaniei.

Toate actiunile care nu sunt subscribe sau platite in intregime de catre actionari pana la expirarea termenului de exercitare a drepturilor de preferinta (Etapa I), vor fi oferite spre subscriere in

shall be 0.11 RON/share. The price of the subscribed shares both in Stage I and in Stage II, shall be paid in full on the subscription date, in the Company bank account, in accordance with the prospectus which will be approved by FSA;

- d) the new shares in Stage I shall be offered for subscription to the Company's existing shareholders for exercising their pre-emption right, pro rata with the participation in the Company share capital held as at the registration date; The subscription ratio in Stage I is 6.603883895 new shares issued at 1 share held on the registration date, by rounding to the lower whole.

After verifying and validating the subscriptions made within the subscription term for Stage I, the Board of Directors draws up a report according to the ASF Regulation no. 5/2018, specifying the result of the subscriptions validated in Stage I and the number of shares available to be subscribed in Stage II, which will be transmitted to BVB and ASF;

- e) the Company's shareholders shall exercise the pre-emption right (Stage I) within a period of 31 calendar days as of the date established in the announcement and the prospectus/the proportioned prospectus, and shall start from a date which is subsequent to the date of date of registration and publication of the EGMS resolution with the Official Gazette of Romania.

All the shares that are not

Etapa a II-a numai actionarilor care sunt evidentiati la data de inregistrare, care si-au exercitat dreptul de preferinta si care au platit actiunile subscribe in Etapa I. Termenul de subscriere in Etapa a II-a va fi de 5 zile lucratoare, conform prospectului. Alocarea actiunilor in Etapa a II-a se face pe principiul „primul venit – primul servit”, in ordinea inregistrarii subscrierii si pana la epuizarea numarului de actiuni oferite.

Dupa verificarea si validarea subscrierilor efectuate in termenul de subscriere aferent Etapei a II-a, Consiliul de Administratie intocmeste un raport conform Regulamentului ASF nr. 5/2018 in care va preciza rezultatul subscrierilor totale validate in Etapa I si Etapa a II-a.

Majorarea capitalului social se face in limita sumelor efectiv subscribe si varsate in contul Societatii in Etapa I si Etapa a-II-a, actiunile nou emise, nesubscrise sau cele neplatite in intregime fiind anulate.

- f) aprobarea Prime Transaction SA ca intermediar ce va realiza operatiunea de majorare a capitalului social. Operatiunea de subscriere in baza unui prospect aprobat de catre ASF, se va realiza atat prin Prime Transaction SA, cat si prin orice alt intermediar autorizat de catre ASF.

subscribed or paid in full by the shareholders until the expiration of the term of exercise of the preferential rights (Stage I), will be offered for subscription in Stage II only to the shareholders who are highlighted at the registration date, who they exercised their right of preference and paid the shares subscribed in Stage I. The subscription term in Stage II will be of 5 working days, according to the prospectus. The allocation of shares in Stage II is made on the principle of first come - first served, in order of registration of the subscription and until the number of shares offered is exhausted.

After verifying and validating the subscriptions made within the subscription term for the Second Stage, the Board of Directors prepares a report according to the ASF Regulation no. 5/2018 in which it will specify the result of the total subscriptions validated in Stage I and Stage II.

The share capital increase shall be performed within the limit of the subscribed and paid amount in the Company's account in Stage I and Stage II, and the newly issued shares which will not be subscribed or fully paid shall be cancelled.

- f) approval of Prime Transaction SA in capacity of broker in order to perform the share capital increase proceedings. The subscription proceedings based on the prospectus duly approved by FSA shall be performed by Prime Transaction SA, or by any other

broker authorized by FSA.

2. Imputernicirea Consiliului de Administratie al Societatii, in conformitate cu dispozitiile art. 113 lit. f) si art. 114 alin. (1) din Legea 31/1990 si cu cele ale art. 85 alin. (2) din Legea 24/2017, pentru indeplinirea oricaror si a tuturor formalitatilor necesare pentru aducerea la indeplinire a hotararii AGEA, incluzand, dar fara a se limita la, derularea (inclusiv stabilirea si aprobarea procedurii de subscriere, constatarea si validarea subscrierilor efectuate in Etapa I si Etapa a II-a, anularea actiunilor ramase nesubscrise sau neplatite), inchiderea (aprobarea majorarii capitalului social in urma subscrierii si platii pretului noilor actiuni), inregistrarea si operarea majorarii capitalului social, modificarea corespunzatoare a actului constitutiv al Societatii, redactarea si semnarea tuturor documentelor si indeplinirea oricaror formalitati pentru punerea in aplicare si inregistrarea majorarii capitalului social la autoritatile competente si la orice alte entitati publice/private.
3. Imputernicirea Presedintelui Consiliului de Administratie al Societatii pentru a îndeplini formalitățile pentru înregistrarea hotărârilor luate in cadrul AGEA la autoritatile competente si publicarea acestora in Monitorul Oficial al Romaniei, precum si pentru transmiterea acestora instituțiilor pieței de capital.

Presedintele Consiliului de Administratie va putea delega, integral sau partial, oricare din aceste atributii catre orice persoana pe care o va considera potrivita.
4. Aprobarea datei de 22.01.2020, ca data de înregistrare, in conformitate cu prevederile art. 86 alin. (1) din Legea
2. Empowering the Company's Board of Directors, in accordance with the provisions of article 113 letter f), and article 114 paragraph (1) from Law 31/1990 and of article 85 paragraph (2) from Law 24/2017, to fulfil any and all necessary formalities with the view to accomplish the EGMS resolution, including, without limitation, carrying out (including establishing and approving the subscription procedure, acknowledging and validating the subscriptions in Stage I and Stage II, the cancellation of the unsubscribed or unpaid shares), closing (approving the share capital increase resulting from the subscription and the price payment of the new issued shares), registering and operating the share capital increase, perform the corresponding amendment of the Company's Bylaws, drafting and signing any and all documents and fulfilling any and all formalities for registering the share capital increase with the competent authorities and with any other public/private entity.
3. Empowering the Chairman of the Company's Board of Directors in view of fulfilling the formalities for the registration of the decisions taken within the EGMS with the competent bodies and publication thereof with the Official Gazette of Romania, as well as to convey them to the capital market institutions.

The Chairman of the Board of Directors may delegate, totally or partially, any of these attributions to any person he considers appropriate.
4. The approval of 22.01.2020 as registration date, in accordance with the provisions of article 86, paragraph 1 Law 24/2017, of

24/2017, a datei de 21.01.2020 ca data ex-date si a datei de 23.01.2020 ca data a platii.

21.01.2020 as ex-date, and of 23.01.2020 as payment date.

Motivatia majorarii capitalului social rezida in aceea ca dinamica pietei pe care activeaza Societatea impune cresterea capacitatii operationale si de productie, inclusiv prin introducerea unor activitati noi, respectiv extinderea unor capacitati existente privind activitati conexe obiectului principal de activitate al Societatii, astfel incat Societatea sa poata raspunde cat mai eficient standardelor pietei si nevoilor clientilor si pentru a finanta investitiile necesare.

The motivation of share capital increased resides in the facts that the dynamics of the market on which the Company activates requires the increase of the operational and production capacity, including by introducing new activities, respectively the extension of existing capacities regarding activities related to the main object of activity of the Company, so that the Company can respond as efficiently as possible market standards and customer needs and to finance the necessary investments.

In contextul actual al pietei bancare, varianta finantarii printr-o institutie bancara este costisitoare, ar creste gradul de indatorare al Societatii si ar atrage constituirea unor garantii asupra activelor acesteia. Alternativa optima pentru atragerea finantarii necesare ar fi majorarea capitalului social prin emisiunea de noi actiuni care vor fi oferite spre subscriere actionarilor existenti.

In the current context of the banking market, the variant of financing through a banking institution is expensive, would increase the Company's indebtedness and would attract the establishment of guarantees on its assets. The optimum alternative for attracting the necessary financing would be to increase the share capital by issuing new shares that will be offered for subscription to existing shareholders.

In acest context, majorarea de capital social ar urma să asigure fondurile necesare investițiilor pe care Societatea intenționează să le realizeze în viitor, inclusiv pentru: (i) dezvoltarea si extinderea facilitatilor de productie în vederea îmbunătățirii competitivității economice a Societatii, astfel incat aceasta sa poata raspunde cat mai eficient standardelor pietelor pe care activeaza si nevoilor clientilor sai; (ii) cresterea capacitatii operationale si de productie prin modernizarea unitatilor de productie precum si, potential, introducerea unor activitati noi, respectiv a unor activitati conexe obiectului principal de activitate al Societatii, etc., precum si pentru (iii) alte scopuri, asa cum acestea vor fi stabilite

In this context, the increase of share capital would provide the necessary funds for the investments that the Company intends to make in the future, including for: (i) developing and extending production facilities in order to improve the economic competitiveness of the Company, so that it can responds most effectively to the standards of the markets it activates and to the needs of its clients; (ii) increasing the operational and production capacity by modernizing the production units as well as, potentially, introducing new activities, respectively of activities related to the main activity object of the Company, etc., as well as for (iii) other purposes, such as these will be established

Informatii suplimentare pot fi obtinute la numerele de telefon 0359-315111 sau 0259-252826, Luni- Vineri, pana la ora 16.00 pm si de

Additional information can be obtained at the telephone numbers 0359-315111 or 0259-252826,, Monday – Friday, until 16 pm and from the

pe website-ul Societatii: www.macon.ro

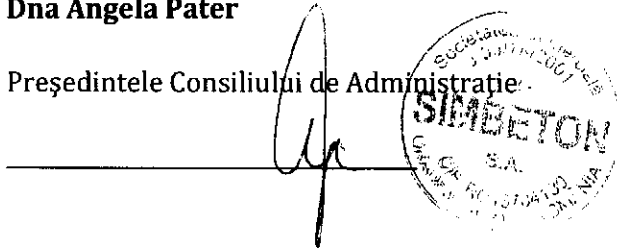
Company's website: www.macon.ro.

Acest Raport curent a fost transmis Bursei de Valori Bucuresti, publicat pe website-ul ASF si pe website-ul societatii la adresa www.macon.ro, urmand a fi publicat in conformitate cu prevederile legale aplicabile.

This Current Report was sent to the Bucharest Stock Exchange and published on the company's website on www.macon.ro. and publication will follow.

Dna Angela Pater

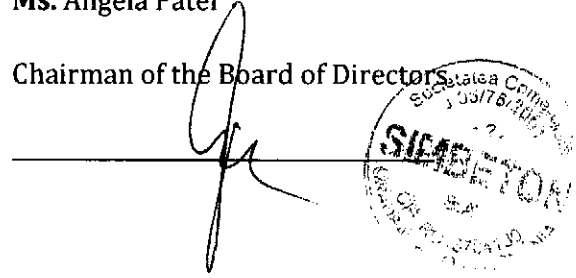
Preşedintele Consiliului de Administraţie



The signature is a stylized cursive 'A'. The stamp is circular with the text 'Societate cu capital închis', 'SIFR 1007', 'SIMETON', 'S.A.', and 'Căminul Republicii, Nr. 10, Iaşi'.

Ms. Angela Pater

Chairman of the Board of Directors



The signature is a stylized cursive 'A'. The stamp is circular with the text 'Stattea Crimei', 'SIFR 1007', 'SIMETON', 'S.A.', and 'Căminul Republicii, Nr. 10, Iaşi'.