

**ELECTROARGEȘ S.A.**

**ARGIS CURTEA DE ARGEȘ, str. Albești, nr. 12, Județ Argeș, ROMANIA**

**Tel. 0248724000, fax 0248724004**

**Share capital 6,976,465.00 lei, subscribed and fully paid; nominal value per share 0.10 lei.**

**Registered in Argeș Trade Register with No. J03/758/1991;**

**Tax Code: 156027.**

**FOR THE ATTENTION OF  
THE FINANCIAL REGULATOR -  
THE FINANCIAL INSTRUMENTS AND INVESTMENT SECTOR**

**Fax: 021 6596051/6596414; and**

**- B.V.B. SA București - Main Market, Issuers Depart.**

Current report in accordance with: Annex 29 of CNVM Regulation no. 1/2006

Report date: 09.08.2017

Issuer's name: SC ELECTROARGES SA, BVB code: elgs

Registered office: Curtea de Arges, str. Albești, nr. 12, jud. Argeș

Telephone/fax number: 0248724000/0248724004

Trade Register Registration Code: RO156027

Trade Register Registration Number: J03/758/1991

Share capital subscribed and paid: 6,976,465.00 lei

Regulated Market trading the issued securities: BVB (Bucharest Stock Exchange) - main market, standard category

**I) Important events to report.**

**a) Changes in the control of the trading company.**

**Not the case:**

**b) Other events:**

The Board of Directors informs the capital market regulators, shareholders and potential investors regarding the Summons of the Ordinary General Meeting of Shareholders on 20.09.2017 on the first summons, respectively 21.09.2017 on the second summons. The AGOA meeting will be held at the Company's registered office in Curtea de Argeș, str. Albești, nr. 12, jud. Argeș, starting at 10 o'clock.

We present below the full text of the Summons which shall be published on the website [www.electroarges.ro](http://www.electroarges.ro), BVB SA București's website and Reported to BVB SA and ASF-SIIF.

## SUMMONS

**ELECTROARGEŞ SA's** Board of Directors, with the registered office in Curtea de Argeş, str. Albesti nr. 12, jud. Argeş, registered in the Trade Register with no. J03/758/20.06.1991, Tax Registration Code: RO 156027, by the Board of Directors, in compliance with the provisions of Law no. 31/1990 on companies, Law no. 297/2004 on the capital market, the ASF Regulations for the its application and the provisions of the **ELECTROARGEŞ SA's** Constitutive Act, summons the **Ordinary General Meeting of Shareholders on 20.09.2017, 10.00 o'clock, at the company's registered office in Curtea de Arges, str. Albesti nr. 12, jud. Arges.**

All shareholders nominally registered in the Shareholders' Register held by Depozitarul Central SA Bucharesti at the end of **05.09.2017, which is the date of reference**, have the right to attend and vote in the ordinary general meeting.

If the legal conditions of quorum for the Ordinary General Meeting of Shareholders to be held are not met on the first summons, the meeting shall be summoned **on 21.09.2017, 10.00 o'clock, at the company's registered office in Curtea de Arges, str. Albesti nr. 12, jud. Arges.**

**THE ORDINARY GENERAL MEETING OF SHAREHOLDERS has the following**

### AGENDA:

1. Revoking the Electroarges SA's Board members;
2. The election of a new Electroarges SA's Board of Directors, with a 4-year mandate, and the election, from among the new Electroarges SA's Board members, of Electroarges SA's Board Chairman, according to the provisions of art. 14.3 of the company's Constitutive Act;
3. Deciding the remuneration for the new members of Electroarges SA's Board of Directors;
4. The appointment of the Electroarges SA's Board Secretary as the authorized person to take the necessary steps with Argeş Trade Register, BVB, Notary Public's Offices and whenever necessary for registering this decision and any other documents approved by the Ordinary General Meeting of Shareholders;

### **Shareholders' rights to attend the general meetings**

Shareholders registered in the Shareholders' Register held by the Depozitarul Central S.A. Bucuresti on the date of reference may personally attend the general meeting, by legal representatives (in the case of legal persons) or by a representative based on a Special Power of Attorney, or may vote by Absentee Ballot (by written form or by electronic means).

The access of the shareholders entitled to attend the general meeting of shareholders is allowed by the mere proof of their identity, made in the case of the natural person shareholders with the identity card or, in the case of legal persons and the represented legal person shareholders, with the

Special Power of Attorney offered to the natural person representing them, in compliance with the applicable legal provisions and the provisions contained in this Summons.

In the case of legal person shareholders or entities without legal personality, the capacity of legal representative is established based on the list of shareholders from the date of reference, received from Depozitarul Central and the legal representative's identity card. If, at the date of reference, the Shareholders' Register does not contain data on the legal representative's status, this capacity shall be proved by a certificate issued by the Trade Register, submitted in original, or a copy according to the original, issued no more than 30 days prior to the publication of the Summons of the general meeting of shareholders.

Shareholders who are not able of exercising their rights, as well as legal persons, may be represented by their legal representatives, who in turn may authorize other persons.

Shareholders may be represented in the general meeting by other persons, based on a Special or General Power of Attorney.

Natural or legal person shareholders registered at the date of reference may be represented in the general meeting by persons other than the shareholders based on a Special Power of Attorney.

For this type of voting, the Special Power of Attorney forms must be used, which will be provided by the company's Board of Directors, or a General Power of Attorney, prepared in accordance with the Government Emergency Ordinance no. 90/2014 for amending and completing the Law no. 297/2004 on the capital market and of the ASF Regulation no. 3/2015.

Shareholders who are legal persons or entities without legal personality who participate in the general meeting by a person other than the legal representative, must use a Special or General Power of Attorney under the abovementioned conditions.

Special Power of Attorney forms will be available from August 15, 2017 at the company's registered office, and on the company's website, [www.electroarges.ro](http://www.electroarges.ro), "comunicates elgs" heading.

The shareholders will fill in and sign the Special Power of Attorney in three original copies: one for the shareholder, one for the representative and one for the company. The copy for the company, filled in and signed, shall be submitted personally or send:

- by any type of courier, in original, together with the accompanying documents at the company's registered office in Curtea de Arges, str. Albesti nr. 12, jud. Arges, so that it could be registered with the company at least 48 hours before the general meeting of shareholders, until 18.09.2017, 10.00 o'clock, under the sanction of losing the voting right.

- by e-mail - with extended electronic signature incorporated according to the Law no. 455/2001 on the electronic signature at [electroarges@electroarges.ro](mailto:electroarges@electroarges.ro) at least 48 hours before the general meeting of the shareholders, until 18.09.2017, 10.00 o'clock, under the sanction of losing the voting right.

The company will accept a General Power of Attorney for attending and voting in the general meeting of shareholders, offered by a shareholder, as a client, to an intermediary defined according to art. 2 paragraph (1) section 14 of the Law no. 297/2004, as further amended and supplemented, or to an attorney, without requiring additional documents regarding the respective shareholder, if the General Power of Attorney complies with the provisions of art. 171 of CNVM Regulation no. 6/2009, as amended by the ASF Regulation no. 3/2015, is signed by the respective shareholder and is accompanied by a declaration on his/her own responsibility given by the intermediary's legal representative or by the attorney who received the authorization by General Power of Attorney, from which results that:

- (i) authorization is given by that shareholder/ as a client, to the intermediary or, as the case may be, to the attorney;
- (ii) the General Power of Attorney is signed by the shareholder, including by attaching extended electronic signature, if applicable.

The statement made by the intermediary's legal representative or the attorney who received the authorization by General Power of Attorney must be submitted in original at the company's registered office, signed and, as the case may be, stamped, at the same time with the General Power of Attorney, no later than 48 hours prior to the general meeting of shareholders (18.09.2017, 10.00 o'clock), in case of first use.

Shareholders may offer a valid General Power of Attorney for a period not exceeding three years, allowing the appointed representative to vote on all aspects of the general meeting of the company's shareholders, provided that the General Power of Attorney is offered by the shareholder, as a client, to an intermediary defined in accordance with art.2 paragraph (1) section 14 of the Law no. 297/2004 or to an attorney.

Shareholders could not be represented in the general meeting of shareholders, based on a General Power of Attorney, by a person who is in a situation of conflict of interest in accordance with the provisions of art. 243 paragraph (6<sup>4</sup>) of Law no. 297/2004, text introduced by the Government Emergency Ordinance no. 90/2014 for amending and completing the Law no. 297/2004 on the capital market.

General Power of Attorney forms are submitted to the company 48 hours before the general meeting (not later than 18.09.2017 at 10.00 o'clock), including the mention of conformity with the original, with the representative's signature.

### **Vote by correspondence**

Shareholders have the opportunity to vote by correspondence before the general meeting of shareholders using the Absentee Ballot forms provided by the company.

The Absentee Ballot forms will be available at the company's registered office and on the company's website at [www.electroarges.ro](http://www.electroarges.ro), "comunicates elgs" section.

Under the sanction of losing the voting right, the Absentee Ballot forms filled in and signed by the shareholders, together with all the accompanying documents, are submitted to the company's registered office in Curtea de Arges, str. Albesti nr. 12, jud. Arges, to be registered until 18.09.2017, 10.00 o'clock, as follows:

- (i) by any type of courier

- Absentee Ballot form in original, on paper;

- (ii) by e-mail with extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, at [electroarges@electroarges.ro](mailto:electroarges@electroarges.ro).

The Absentee Ballot forms are submitted together with the following documents:

- (I) In the case of natural person shareholders, the forms must be accompanied by a copy of the identity card;

(ii) In the case of legal person shareholders, they must be accompanied by the documents certifying the entry of the information regarding the legal representative in the Depozitarul Central, as well as the copy of the legal representative's identity card.

If the Shareholders' Register (Depozitarul Central) does not contain data on the legal representative's status, this capacity shall be proved by a certificate issued by the Trade Register, submitted in original or copy according to the original, issued no more than 30 days before the date of publication of the Summons to the general meeting, which certifies the legal representative's status.

In case the shareholder, who voted by correspondence, participates personally or by a representative at the general meeting, the vote by correspondence will be canceled. In this case, only the vote cast in person or by the representative will be considered.

If the person who represents the shareholder by personal attendance in the general meeting is different from the one who voted by correspondence, then, for the validation of the vote, he will present in the meeting a written revocation of the vote by correspondence signed by the shareholder or by the representative who voted by correspondence. This is not necessary if the shareholder or his legal representative is attending the general meeting.

**Shareholders' right to insert new items on the agenda of the general meeting and make proposals for decisions on items existing or proposed to be included on the agenda.**

According to the provisions of art.117<sup>1</sup> paragraph (1) of Law no. 31/1990 and art.7 paragraph (1) of CNVM Regulation no. 6/2009, one or more shareholders representing, individually or together, at least 5% of the Company's share capital, may ask the company's Board of Directors to put additional items on the agenda of the general meeting and/or present draft decisions for the items included or proposed to be included on the agenda of the general meeting.

The item(s) requested to be included on the agenda must be accompanied by a justification and/or a draft decision to be adopted.

Proposals must be submitted and registered at the company's registered office in Curtea de Arges, str. Albesti nr. 12, jud. Arges, by any type of courier, with acknowledgement of receipt, by 28.08.2017 at 10.00 o'clock, in original, signed and, if necessary, stamped by the shareholders or their legal representatives.

**As the agenda includes the revocation and appointment of new Board members, if the shareholders want to nominate possible candidates**, they will submit the nominations in the above conditions, with an application addressed to Electroarges SA until 28.08.2017, 10.00 o'clock, and the application to the company will include nominations for possible candidates and, mandatorily, information on the name, address and professional qualification of the candidates nominated for the respective positions, according to the provisions of art.117 ind.1 paragraph 2 of Law no. 31/1990.

The list containing information about the name, the place of residence and the professional qualification of the candidates nominated for the position of administrator will be available to the shareholders starting with 29.08.2017 and can be consulted and filled in by them.

### **Shareholders' right to make enquiries on the agenda**

Shareholders may ask the company questions through a written document to be submitted and registered at the company's registered office of the company office in Curtea de Arges, str. Albesti nr. 12, jud. Arges, by any type of courier, with acknowledgement of receipt, by 15.09.2017 at 10.00 o'clock, in original, signed and, if necessary, stamped by the shareholders or their legal representatives.

The document containing the enquiries must be accompanied by:

(i) In the case of natural person shareholders, the application must be accompanied by a copy of the identity card and the document stating their capacity as shareholders and the number of shares held, issued by the Depozitarul Central SA;

(ii) In the case of legal person shareholders, the application must be accompanied the document, issued by Depozitarul Central, stating their capacity as shareholders and the number of shares held together with the documents proving the entry of the information regarding the legal representative at the Depozitarul Central, as well as copy of the legal representative's identity card.

If the Shareholders' Register (Depozitarul Central) does not contain data on the legal representative's status, this capacity shall be proved by a certificate issued by the Trade Register, submitted in original or copy according to the original, issued no more than 30 days before the date of publication of the Summons to the general meeting, which certifies the legal representative's status.

The company may answer by posting the answer on the website [www.electroarges.ro](http://www.electroarges.ro) , "comunicate elgs" section or in the general meeting.

### **Documents related to the general meeting of shareholders**

The draft decisions, the voting procedure and the Special Power of Attorney form, the Absentee Ballot form, the Board of Directors' detailed proposal and other shareholders' proposals that will be made under art. 117<sup>1</sup> of Law 31/1990R will be available from the company's registered office every working day, between 10.00-14.00 as of August 15, 2017, or information may be requested at the company's registered office. They will also be published on the web site [www.electroarges.ro](http://www.electroarges.ro), "comunicates elgs" section.

### **ELECTROARGES SA**

**By the Chairman of the Board of Directors**

**Constantin Stefan**

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