



## TURBOMECHANICA

Bd. Iuliu Maniu Nr. 244 District 6 Zip Code 061126 Bucharest - Romania

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European Unique Identifier (EUID) ROONRC.J40/533/1991

Commerce Registry Code J40/533/1991

Tax Code RO3156315 Unique Registration Code 3156315

Subscribed share fully paid capital 36,944,247.50 RON

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### **CURRENT REPORT ACCORDING TO LAW NO. 24/2017, ART. 77 Et Seq** **AND CNVM REGULATION NO.1/2006**

**DATE OF REPORT: 14.11.2017**

THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS registered in the Company's shareholders' registry as of 03.11.2017, summoned for 14.11.2017, hours 11.00, respectively 11.30, according to the provisions of Law no 31/1990 on companies as republishaed and further modified and of the Law no. 24/2017, at the Assembly Room of the Company "Turbomecanica" S.A., situated in Bucharest, 244 Iuliu Maniu, district 6, having met the presence quorum under the Statutes of the Company during the meeting dated 14.11.2017 registered a presence of 52,1783%.

**The ordinary general meeting** had the following agenda:

- I. Approving the appointment of the external financial auditor and establishing the minimum duration of the financial audit contract, according to Law no. 162/2017 on the statutory audit of the annual financial statements and of the consolidated annual financial statements, as well as for observing the provisions of the (EU) Regulation no. 537/2014 on the specific requirements regarding the statutory audit of the public interest entities;
- II. Approving the registration date which serves for identifying the shareholders affected by the decision of the ordinary general meeting of shareholders, thus proposing the date of 05.12.2017, respectively the ex date 04.12.2017;
- III. Empowering the President of the Board of Directors to sign the minutes and the decision of the ordinary general meeting of shareholders and the company's legal counsellor to fulfill the formalities necessary for registering the mentions with the Trade Registry Office and for publishing the decision of the ordinary general meeting of shareholders in the Official Gazette, Part IV.

All 3 (three) points on the agenda were approved, as proposed, with unanimity of the votes of the present and represented sharehodlers.

**The extraordinary general meeting** had the following agenda:

- I. Ratifying the decision of the Board of Directors regarding the extension of the credit line granted by Banca Transilvania S.A. Cluj Napoca–Militari Bucuresti Branch, as well as updating the securities, according to Addendums no. 15/186/22.06.2017 and no. 16/186/24.07.2017 to the Credit Agreement no.

- 186/24.06.2009 and its subsequent addendums, as well as to Addendum no. 1/24.07.2017 to the Credit Agreement no. 40/IPO/01/20.12.2012 and Addendum no. 2/24.07.2017 to the Credit Agreement no. 186/IPO/01/24.06.2009;
- II. Ratifying the decision of the Board of Directors regarding the restructuring and reconversion of the credit granted by BRD-GSG- Militari Branch, as well as updating the mortgages and pledges according to Addendums no. 56/30.08.2017 and no. 57/31.08.2017 to the Credit Agreement no. 103 Bis/28.04.2006, modified by the subsequent addendums, as well as by Addendum no. 1 to the Mortgage Agreement authenticated under no. 161/10.02.2015 and Addendum no. 1 to the Mortgage Agreement authenticated under no. 535/26.05.2006; Addendum no. 3/30.08.2017 to the Pledge Agreement without dispossession of the credit balance of the bank accounts no. G26/11.05.2009; Addendum no. 1/30.08.2017 to the Mortgage Agreement on Movables no. 24/8130/03.02.2015; Addendum no. 1/30.08.2017 to the Mortgage Agreement on Movables no. G114/31.07.2012; Addendum no. 1/30.08.2017 to the Mortgage Agreement on the universality of receivables no. G109/31.12.2013;
  - III. Ratifying the decision of the Board of Directors regarding the approval to renew the factoring limit by 31.08.2018, according to Addendum no. 3 to the Special conditions no. 3 to the Factoring Agreement no. 539/04.05.2006 concluded with B.R.D.-G.S.G- Militari Branch;
  - IV. Approving the empowerment of the President of the Board of Directors to sign for the company and on its behalf, all the documents regarding the restructuring / extension of the credits granted by BRD-GSG-Militari Branch, respectively Banca Transilvania S.A. Cluj Napoca–Militari Bucuresti Branch, as well as with regard to updating the securities afferent to them;
  - V. Ratifying the decision of the Board of Directors regarding the association Turbomecanica S.A. as the founding member of the Romanian Association of Helicopters' Industry (Asociatia Romane a Industriei Elicopterelor), as well as approving the basic elements of the association, namely the denomination, headquarters, scope, participation to making decisions and empowering Mr. Radu Viehmann, the Presodent of the Board of Directors and General Manager of the company, to sign the Constitutive Act/Decision regarding the establishment and the Statute of the association;
  - VI. Approving the registration date which serves for identifying the shareholders affected by the decision of the extraordinary general meeting of shareholders, thus proposing the date of 05.12.2017, respectively the ex date 04.12.2017;
  - VII. Empowering the President of the Board of Directors to sign the minutes and the decision of the ordinary general meeting of shareholders and the company's legal counsellor to fulfill the formalities necessary for registering the mentions with the Trade Registry Office and for publishing the decision of the ordinary general meeting of shareholders in the Official Gazette, Part IV.

All 7 (seven) points on the agenda were approved, as proposed, with unanimity of the votes of the present and represented sharehodlers.

The registration date which serves for identifying the shareholders affected by the decision of the ordinary/extraordinary general meeting of shareholders was approved as 05.12.2017, respectively the ex date 04.12.2017

The summons for these meetings were published in the Romanian Official Gazette no. 3787/09.10.2017 - part A IV – A and in the newspaper Adevarul of 11.10.2017.

The Ordinary and Extraordinary General Meeting of Shareholders, dully summoned on 25.04.2017, deliberated the issues on the agenda and adopted the resolutions no. 2 and 3 of 14.11.2017, whereby all the points on the agenda were approved, as they were presented above.

Attached the OGMS Resolution no. 2/ 14.11.2017 and EGMS Resolution no 3/14.11.2017.

PRESIDENT- GENERAL MANAGER

Eng.

VIEHMANN RADU

FINANCIAL AND BUSINESS MANAGER

Ec.

ION DINCA

**Resolution no. 2  
of 14.11.2017**

The shareholders of the company TURBOMECANICA S.A., with headquarters in Bucharest, 244 Iuliu Maniu Blvd., district 6, registered with Bucharest Trade Registry under no. J40/533/1991, U.I.C. 3156315,

Summoned on 14.11.2017 in an Ordinary General Meeting of Shareholders where were present shareholders representing together 52,1783% of the total number of shares at Company's headquarters in Bucharest, 244 Iuliu Maniu Blvd., district 6,

According to the provisions of the summon of this Ordinary General Meeting, issued on 06.10.2017 and published in the Romanian Official Gazette, Part IV, no. 3787 of 09.10.2017 and in the newspaper "Adevarul" of 11.10.2017,

With the observance of the provisions of art. 15 para. (1) of the Company's Constitutive Act,

After analysing all the issues on the agenda according to the convening document,

Decided the following:

- I. It is unanimously approved the appointment of the external financial auditor DELOITTE AUDIT" S.R.L. with registered office in Bucharest, str. Nicolae Titulescu nr. 4-8, et. 2- zona Deloitte and et. 3, District 1, incorporated under no J40/6775/1995; C.U.I. 7756924 represented by Mrs. ALEXANDER MADELEINE DALILA US citizen identified with passport no 488488833 issued by US authorities on 19.09.2013 born in Romania on 22.07.1968 and establishing the minimum duration of the financial audit contract for 4 years.;
- II. It is unanimously approved the registration date which serves for identifying the shareholders affected by the decision of the ordinary general meeting of shareholders, thus proposing the date of 05.12.2017, respectively the ex date 04.12.2017;
- III. It is unanimously approved the empowering the President of the Board of Directors to sign the minutes and the decision of the ordinary general meeting of shareholders and the company's legal counsellor to fulfill the formalities necessary for registering the mentions with the Trade Registry Office and for publishing the decision of the ordinary general meeting of shareholders in the Official Gazette, Part IV.

PRESIDENT OF THE BOARD OF DIRECTORS,  
Eng. RADU VIEHMANN

O.G.M.S. SECRETARIES:  
GIUSEPIA PANTAZI  
ION DINCA

**Resolution no. 3  
of 14.11.2017**

The shareholders of the company TURBOMECANICA S.A., with headquarters in Bucharest, 244 Iuliu Maniu Blvd., district 6, registered with Bucharest Trade Registry under no. J40/533/1991, U.I.C. 3156315,

Summoned on 14.11.2017 in an Extraordinary General Meeting of Shareholders where were present shareholders representing together 52,1783% of the total number of shares at Company's headquarters in Bucharest, 244 Iuliu Maniu Blvd., district 6,

According to the provisions of the summon of this Extraordinary General Meeting, issued on 06.10.2017 and published in the Romanian Official Gazette, Part IV, no. 3878 of 09.10.2017 and in the newspaper "Adevarul" of 11.10.2017,

With the observance of the provisions of art. 15 para. (3) of the Company's Constitutive Act,

After analysing all the issues on the agenda according to the convening document,

Decided the following:

- I. It is unanimously approved to ratify the decision of the Board of Directors regarding the extension of the credit line granted by Banca Transilvania S.A. Cluj Napoca–Militari Bucuresti Branch, as well as updating the securities, according to Addendums no. 15/186/22.06.2017 and no. 16/186/24.07.2017 to the Credit Agreement no. 186/24.06.2009 and its subsequent addendums, as well as to Addendum no. 1/24.07.2017 to the Credit Agreement no. 40/IPO/01/20.12.2012 and Addendum no. 2/24.07.2017 to the Credit Agreement no. 186/IPO/01/24.06.2009;
- II. It is approved unanimously to ratify the decision of the Board of Directors regarding the restructuring and reconversion of the credit granted by BRD-GSG- Militari Branch, as well as updating the mortgages and pledges according to Addendums no. 56/30.08.2017 and no. 57/31.08.2017 to the Credit Agreement no. 103 Bis/28.04.2006, modified by the subsequent addendums, as well as by Addendum no. 1 to the Mortgage Agreement authenticated under no. 161/10.02.2015 and Addendum no. 1 to the Mortgage Agreement authenticated under no. 535/26.05.2006; Addendum no. 3/30.08.2017 to the Pledge Agreement without dispossession of the credit balance of the bank accounts no. G26/11.05.2009; Addendum no. 1/30.08.2017 to the Mortgage Agreement on Movables no. 24/8130/03.02.2015; Addendum no. 1/30.08.2017 to the Mortgage Agreement on Movables no. G114/31.07.2012; Addendum no. 1/30.08.2017 to the Mortgage Agreement on the universality of receivables no. G109/31.12.2013;
- III. It is unanimously approved to ratify the decision of the Board of Directors regarding the approval to renew the factoring limit by 31.08.2018, according to Addendum no. 3 to the Special conditions no. 3 to the Factoring Agreement no. 539/04.05.2006 concluded with B.R.D.-G.S.G- Militari Branch;
- IV. It is unanimously approved the empowerment of the President of the Board of Directors to sign for the company and on its behalf, all the documents regarding the restructuring / extension of the credits granted by BRD-GSG-Militari Branch, respectively Banca Transilvania S.A. Cluj Napoca–Militari Bucuresti Branch, as well as with regard to updating the securities afferent to them;

- V. It is unanimously approved to ratify the decision of the Board of Directors regarding the association Turbomecanica S.A. as the founding member of the Romanian Association of Helicopters' Industry (Asociatia Romana a Industriei Elicopterelor), as well as approving the basic elements of the association, namely the denomination, headquarters, scope, participation to making decisions and empowering Mr. Radu Viehmann, the President of the Board of Directors and General Manager of the company, to sign the Constitutive Act/Decision regarding the establishment and the Statute of the association;
- VI. It is unanimously approved that 05.12.2017 to be the registration date which serves for identifying the shareholders affected by the decision of the extraordinary general meeting of shareholders, respectively the ex date 04.12.2017;
- VII. It is unanimously approved to empower the President of the Board of Directors to sign the minutes and the decision of the ordinary general meeting of shareholders and the company's legal counsellor to fulfill the formalities necessary for registering the mentions with the Trade Registry Office and for publishing the decision of the ordinary general meeting of shareholders in the Official Gazette, Part IV.

PRESIDENT OF THE BOARD OF DIRECTORS,  
Eng. RADU VIEHMANN

E.G.M.S. SECRETARIES:  
GIUSEPIA PANTAZI  
ION DINCA