

**CURRENT REPORT** (under FSA Regulation No. 5/2018)

Report date: **11.04.2019**

Name of issuer: **RETRASIB S.A.**

Social headquarters: **Sibiu, 156 Stefan cel Mare Str., Sibiu county**

Tel / fax: **0269/253269; 0269/253279**

No. and date of registration with the Trade: **J32/16/1993**

VAT no.: RO **3906360**

LEI Code: **529900TXOYD26GV5QE65**

Subscribed and paid up capital: **10,001,205.40 lei**

Regulated market where the issued securities of RETRASIB S.A. are traded is **Bucharest Stock Exchange** symbol **RTRA**.

**I. Important event to report:**

Ordinary Shareholders Meeting of RETRASIB S.A. was held at the first calling, on 11<sup>th</sup> of April 2019, starting 09:00 a.m., at the Company's headquarters, being duly convened in accordance with the Law and it approved the following:

General Director,

Claudia Adela Gherghel-Diaconeasa

**Resolution**  
**of the Ordinary General Meeting of Shareholders of Retrasib S.A.**

No. 88/11 April 2019

The Ordinary General Meeting of Shareholders of Retrasib S.A. (the “**Company**”), was held at the first calling, on 11 April 2019, starting with 09:00 a.m., at the Company’s headquarters, being duly convened in accordance with the provisions of Law no. 31/1990 concerning companies, republished, as subsequently amended and supplemented, of Law no. 24/21 March 2017, relating to the issuers of financial instruments and market operations, of Regulation no. 5/2018 regarding issuers of financial instruments and market operations of the Financial Supervisory Authority and of the Company’s Articles of Association.

At the Ordinary General Meeting of the Shareholders participated or were represented through their attorneys-in-fact empowered under the special power of attorney a number of 2 shareholders, holding a number of 93.660.812 shares of the total number of 100,012,054 shares and 93.660.812 voting rights of the total number of 100,012,054 voting rights, representing 93,6494% of the share capital and of the voting rights.

The meeting was chaired by Mrs. Claudia Gherghel-Diaconeasa, empowered person of Mr. Jan Olscher, President of the Board of Directors; Mr. Răzvan Bârlea, was appointed secretary of the meeting with unanimity of votes, while Mrs. Livia Bordei was appointed as technical secretary in the same conditions.

The president and the secretaries of the meeting certified that the legal and statutory conditions are fulfilled in order to hold the Ordinary General Meeting of the Shareholders, that the list of shareholders was prepared and that the quorum conditions were fulfilled.

The agenda of the meeting was established through the convening notice published with the Official Gazette no. 1068 dated 8<sup>th</sup> March 2019 and the newspaper „De toate pentru toți” nr. 2873 of 8<sup>th</sup> March 2019.

Following deliberations, the Company’s shareholders approve the following:

**1. Approves the Management Report of the Board of Directors for the financial year 2018.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**2. Approves the annual financial statements for the 2018 financial exercise, including the report of the financial auditor regarding the verification and the certification of the financial statements as at 31.12.2018 and the Management Report of the Board of Directors for the financial year 2018.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

### **3. Approves the discharge from liability of the directors for the 2018 financial exercise.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

### **4. Approves the manner in which the loss afferent to the 2018 financial exercise will be covered. The loss of -9.568.960 Lei will be covered by the incorporation of the reserves, except for the legal reserves and the revaluations, as well as the profits of the future years, and the Company will take the necessary steps in order to re-establish the net asset determined as the difference between the total assets and the total of its debts, so that the net asset is greater than half the amount of the subscribed share capital.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

### **5. Approves the draft of budget of revenues and expenses for the year 2019.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

### **6. Approves the investment program for the year 2019 subject to availability of necessary funds.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

### **7. Approves the list of fixed assets which will be taken out of use.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**8. Approves the re-evaluation of fixed assets from “Terrain and Constructions” group as at 31.12.2018.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**9. Approves the appointment of Mr. FRANZ HARALD MAYRHOFER, an *...(personal data/PD)* citizen, born in *...(personal data/PD)*, domiciled in *...(personal data/PD)*, identified with *...(personal data/PD)*, issued the *...(personal data/PD)* by the Authorities *...(personal data/PD)* as administrator in the Board of Directors of RETRASIB S.A. His mandate is valid for a period equal to the other members of the Board of Directors, respectively until 25.04.2020.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**10. Approves the extension of the mandate of the financial auditor JP Auditors & Advisors S.R.L, according to the contract concluded with the Company, until the date of finalization of the audit of the financial situation that will end on 31.12.2019.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**11. Establishing the date of 7 May 2019 as registration date for the identification of shareholders on which the effects of the resolution of the General Ordinary Meeting of Shareholders apply, according to provisions of Law no. 24/2017, and the date of 6 May 2019 as ex-date. Whereas there is no proposed resolution that would imply payments towards the shareholders, the shareholders do not decide with respect to the payment date, as defined by Regulation no. 5/2018.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**12. Empowering each of Jan Ölscher, Tilo Dorn and/or of Mrs. Claudia-Adela Gherghel-Diaconeasa and/or any other persons designated by the aforementioned persons, to sign on behalf of the of the Company's shareholders the resolution of the General Ordinary Meeting of Shareholders, affidavits, applications, as the case may be, any other necessary documents and to fulfil all formalities required by the law in front of the competent authorities, and any third parties, including the Bucharest Stock Exchange, the Financial Supervisory Authority, the Central Depository, the Trade Registry in order to carry out the resolutions taken in the General Ordinary Meeting of Shareholders, to publish and register them wherever necessary.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**13. Approving the conclusion by the Company, as borrower and SGB-Smit International GmbH, as creditor, of a loan agreement whereby the company will receive a loan amount of maximum 1 million EURO for the Extension and Modernization of the high-voltage laboratory, respecting the conditions agreed by the Parties through the loan agreement.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**14. Approving the extension of the Overall Credit Limit many currencies amounting to Lei 60,000,000 on the basis of the credit agreement no. 182/06.05.2010 and all the subsequent addenda thereto, concluded by and between the Company, as borrower and Transilvania Bank, the extension of the period for the drawdown/ use of the Overall Credit Limit by further 12 months, the extension of the credit line of the Limit by 12 months; short- term and medium-term Credits for working capital drawdown within the limit will be granted for maximum of 24 months without exceeding the new due date of the limit, correlated with the agreements assigned in favour of the Bank; the Validity' of the letters of bank guarantee will not exceed the final due date of the Limit and in case of the enforcement of the letters of bank guarantee the credits resulting from the enforcement of the letters of bank guarantee will be granted for maximum of 12 months, in Lei.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**15. Empowering Mrs. Gherghel-Diaconeasa Claudia-Adela, the General Director of the Company to negotiate, determine, approve the terms and conditions of the amending documents of the credit agreement as per item 14 above, to approve the rules for drawdowns under such agreement and to approve the establishment as security of the Company's assets, as well as to amend the existing security packages (except for creating additional securities on immovable assets, for which a prior, specific approval of the General Meeting of Shareholders will be required). For securing the Company's obligations under such agreement the general director, Mrs. Gherghel-Diaconeasa Claudia-Adela will sign any related documents and appoint proxies as appropriate.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

**16. Approval of the ratification of acts concluded by the management of the company in order to implement the extensions mentioned above in point 14 (including Resolutions of the Board of Directors), including the amendments and the lodging of collateral in this purpose.**

The decision was adopted being expressed a total of 93.660.812 valid votes, representing 93,6494% of the total number of voting rights and of the share capital, as follows:

-In favour: 93.660.812 votes representing 93,6494% of the total number of voting rights, representing 93,6494% of the votes validly cast;

-Against: 0 votes representing 0% of the total number of voting rights; and

-Retained: 0 votes accounting for 0% of the total number of voting rights.

This resolution was drafted and executed in Romanian and English, today 11 April 2019, at the Company's headquarters.

President of the General Ordinary Meeting of Shareholders  
Claudia-Adela Gherghel-Diaconeasa

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Secretary  
Răzvan Bârlea

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Technical Secretary  
Livia Bordei

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