

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

Report date: **06.09.2019**

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 6<sup>th</sup> of September 2019, starting 12:00 p.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. 90/ 6 September 2019

The Ordinary General Meeting of Shareholders of Retrasib S.A. (the “**Company**”), was held at the first calling, on 6 September 2019, starting with 12:00 p.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 (two) shareholders, holding a number of 93,658,812 shares of the total number of 100,012,054 shares and 93,658,812 voting rights of the total number of 100,012,054 voting rights, representing 93,6474% 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. Marinel Popa, 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. 3248 dated 6<sup>th</sup> August 2019 and the newspaper „De toate pentru toti” nr. 2915 of 6<sup>th</sup> August 2019.

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

1. Takes note of the resignation letter of Mr. Jan Olscher as President of the Board of Directors and Member of the Board of Directors as of August 23, 2019 and approves the revocation from the position of administrator, member in the Board of Directors and President of the Board of Directors of Mr. Jan Olscher.

The decision was adopted being expressed a total of 93,658,812 valid votes, representing 93,6474% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 93,658,812 votes representing 93,6474% of the total number of voting rights, representing 100% 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. Takes note of the resignation letter of both Mr. Heinrich Uekermann and Mr. Harald Mayrhofer as members of the Board of Directors as of August 23, 2019 and approves the revocation from the position of administrator, members in the Board of Directors of both Mr. Heinrich Uekermann and Mr. Harald Mayrhofer.

The decision was adopted being expressed a total of 93,658,812 valid votes, representing 93,6474% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 93,658,812 votes representing 93,6474% of the total number of voting rights, representing 100% 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 appointment of the following as administrators in the Board of Directors of RETRASIB S.A.:

**a) Mr. ULRICH VOSS**, a (\*personal data) citizen, born (\*), identified with (\*), issued (\*). His mandate is valid for a period of two years, starting the date of this present Resolution, respectively until 05.06.2021, included.

**b) MARKUS SPLIETHOFF**, a (\*personal data) citizen, born (\*), identified with (\*), issued (\*). His mandate is valid for a period of two years, starting the date of this present Resolution, respectively until 05.06.2021, included.

**c) MATTHIAS GRADL**, a (\*personal data) citizen, born (\*), identified with (\*), issued (\*). His mandate is valid for a period of two years, starting the date of this present Resolution, respectively until 05.06.2021, included.

The decision was adopted being expressed a total of 93.658.812 valid votes, representing 93,6474% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 93.658.812 votes representing 93,6474% of the total number of voting rights, representing 100% 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 to establish the date of 27 September 2019 as the registration date for identifying the shareholders affected by the decision of the Ordinary General Meeting of Shareholders, according to Law no. 24/2017 and 26 September 2019 as ex-date. Since it is not proposed to adopt a decision involving payments to shareholders, the shareholders do not decide on the date of payment, as defined by Regulation no. 5/2018.

The decision was adopted being expressed a total of 93.658.812 valid votes, representing 93,6474% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 93.658.812 votes representing 93,6474% of the total number of voting rights, representing 100% 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. Approval of empowering each of Mr. Tilo Dorn, and / or Mrs. Gherghel-Diaconeasa Claudia-Adela and / or any other persons designated by the aforementioned, with the possibility of substitution, to sign on behalf of the Company's shareholders the Ordinary General Assembly of the Shareholders, statements, requests, any other necessary documents and fulfil all the formalities required by law before the competent authorities and before any third parties, including the Bucharest Stock Exchange, the Financial Supervisory Authority, the Central Depository, the Trade Registry, to enforce the resolutions taken at the Ordinary General Meeting of Shareholders to publish and record them wherever necessary.

The decision was adopted being expressed a total of 93,658,812 valid votes, representing 93.6474% of the total number of voting rights and of the share capital, as follows:

**-In favour:** 93,658,812 votes representing 93,6474% of the total number of voting rights, representing 100% 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 three originals, in Romanian and English, today 6 September 2019, at the Company's headquarters.

President of the General Ordinary Meeting of Shareholders

By Empowered person, Claudia Gherghel-Diaconeasa

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Secretary

Marinel Popa \_\_\_\_\_

Technical Secretary

Livia Bordei

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