

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

Report date: **30.12.2019**

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:

Extraordinary Shareholders Meeting of RETRASIB S.A. was held at the first calling, on 30th of December 2019, starting 10:00 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 Extraordinary General Meeting of Shareholders of Retrasib S.A.

No. 91/ 30 December 2019

The Extraordinary General Meeting of Shareholders of Retrasib S.A. (the “**Company**”), was held at the first calling, on 30 December 2019, starting with 10:00 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 Extraordinary 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 1,138,015 shares of the total number of 1,215,212 shares and 1,138,015 voting rights of the total number of 1,215,212 voting rights, representing 93,647487482% of the share capital and of the voting rights.

The meeting was chaired by Mr. Ulrich Voss, in his capacity of member of the Board of Directors, empowered person of the 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 list of shareholders was prepared and that the quorum conditions were fulfilled, hence the legal and statutory conditions are fulfilled in order to hold the Extraordinary General Meeting of the Shareholders.

The agenda of the meeting was established through the convening notice published with the Official Gazette no. 5004 dated 29th November 2019 and the newspaper „De toate pentru toti” nr. 2944 of 29th November 2019.

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

1. Completion of the Company's object of activity by introducing the following activities from the national economy:

7120 Technical testing and analysis activities

7410 Specialized design activities

The decision was adopted being expressed a total of 1.138.015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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. Approves the list of fixed assets to be taken out of use, discharged and discarded.

The decision was adopted being expressed a total of 1.138.015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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. Ratifies the BoD Resolution no. 319/06.09.2019 regarding the Global Operating Limit in the amount of 60,000,000 lei, granted to the Company, as a borrower, by Banca Transilvania, as a lender under the credit agreement no. 182 / 06.05.2010, as amended by subsequent addenda.

The decision was adopted being expressed a total of 1,138,015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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. Ratifies the BoD Resolution no. 321/23.09.2019, regarding the modification of the existing guarantee packages, in the way of supplementing/modifying the guarantees with the guarantees mentioned in the above BoD Resolution.

The decision was adopted being expressed a total of 1,138,015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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. Approves to establish a subsequent ranked mortgage, for the amount of 52,000,000 lei, mortgage that will be established for guaranteeing the Global Operating Limit in amount of 60,000,000 lei at the date of this present, granted to the Company, as a loan from the Transilvania Bank, as a borrower, based on the credit agreement no. 182 / 06.05.2010, on the 3 buildings located in Cluj Napoca, str. Henri Barbusse, no.44-46, Cluj county consisting of:

- 1st floor - Office space 1, with a usable area of 1396.04 sqm, together with the undivided share of 1109/10000 part of the shared common parts related to the apartment, from the roof, other common spaces, the elevator house the staircase house, the halls and together with the superficies right on 254/16360 part of the land registered in CF no. 328914 of the town of Cluj-Napoca, no. cad./nr.top. 328914, under A1, registered in CF no. 328914-C1-U4 of Cluj Napoca, no. top 328914-C1-U4 below A1;

- 7th floor - Office space 7, with a usable area of 578.98 sqm, together with the undivided share of 460/10000 part of the shared common parts for the apartment, roof, other common spaces, elevator house, staircase house, hallways and together with the superficies right on 106/16360 part of the land registered in the CF no. 328914 of Cluj-Napoca, no. cad./nr.top. 328914, under A1, registered in CF no. 328914-C1-U10 of Cluj Napoca, no. top 328914-C1-U10 below A1;

- technical floor - technical space, with a usable area of 79.53 square meters, together with the individual share of 63/10000 part of the shared common parts related to the apartment, from the roof, other common spaces, the elevator house, the staircase house, the halls and together with the superficies right on 15/16360 part of the land registered in the CF no. 328914 of Cluj-Napoca, no. cad./nr.top. 328914, under A1, registered in CF no. 328914-C1-U11 of Cluj Napoca, no. top 328914-C1-U11 below A1;

Approval of the empowerment of the general manager of the Company, Mrs. Claudia Gherghel-

Diaconeasa, to represent the Company with full powers in front of the instrumental public notary, as well as in front of all public and private authorities (financial administration, insurance companies) in order to conclude the real estate mortgage contract, which will have as object the constitution of the mortgage in the conditions mentioned in point 5 above, together with the related prohibitions (alienation, encumbrance, renting, dismantling, merging, building, demolition, restructuring and arrangement), in favor of the creditor Banca Transilvania SA. In fulfilling the mandate, our empowered person will be able to negotiate, sign the credit agreements and any additional documents to the credit agreements, signing in the Company's name any necessary document even if it has not been explicitly mentioned in the present mandate.

The decision was adopted being expressed a total of 1,138,015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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.

6. Approves the Company's increase of the share capital with share premium as follows: within a maximum shareholders' contribution of 26,113,153.90 RON, a maximum number of 3,677,909 of new nominative ordinary shares in dematerialized form with a nominal value of 0.1 RON at a issuing price of RON 7.1 shall be issued. The share capital increase shall be performed from RON 121,521.2 to a maximum of RON 489,312.10 necessary for the correction of the Company's net assets in accordance with the legal provisions in Romania. The difference between the issue price and the nominal value (in this case 7 RON/share) will represent a share premium according to art. 221 corroborated with art. 210 par. 2 of the Companies' Law no. 31/1990 and will be separately recorded in the Company's reserves. The shares shall be distributed for subscription as follows:

* a maximum number of 3,444,233 shares at a price of 7.1 RON, out of which contribution to the capital of 344,423.30 RON and issue premium of 24,109,631 RON, will be offered for subscription in favor of the majority shareholder SGB-SMIT International GMBH by converting (totally or partially) into shares the certain, liquid and due receivables held on the date of the EGMS by the SGB on the Company in value of 24,454,064 RON (the equivalent of 5,140,000 EUR at a NBR currency exchange rate of 1 EUR/4,7576 RON, valid on the 31st of October 2019) according to the accounting expert report prepared by an independent expert

* The rest of maximum 233,676 new shares for a total issuing price of RON 7.1, out of which share capital 23,367.6 RON and share premium 1,635,732 RON, are offered for subscription to the other existing shareholders, based on their preference right, in exchange for cash contributions.

The period for exercising the preference right in order to keep the proportion held by each shareholder in the share capital of the Company is 31 calendar days and shall commence on the date established under the prospectus, prepared in accordance with the FSA Regulation no. 5/2018, subsequent to the registration date and the date of publication in the Official Gazette of the Resolution of the Extraordinary General Meeting of Shareholders.

All preference rights holders exercising their right of preference must pay the full price of new shares in accordance with applicable law. All shares that are not fully subscribed or paid by the shareholders upon expiry of the term for exercising the preference right shall be annulled, without being made available to the public.

The total number of preference rights is equal to the number of shares registered in the Company's Register of shareholders kept by the Central Depository S.A. as of the registration date. In order to acquire a new share, a number of preference rights is required, computed by dividing the number of existing shares to the maximum number of new shares available for issuance (0.33). It is proposed that the preference right is prohibited from being traded. Each shareholder may subscribe within the limit of his preference right taking into account also the maximum value of the share capital increase to be decided in the Extraordinary General Meeting of shareholders.

If the resulting value of the number of new shares to which a preference holder is entitled is a fractional number, the number of new shares to be subscribed will be determined by rounding down to the nearest whole number. Should an exception from the obligation to issuing a prospectus applies, the Board of Directors will be empowered to determine to make public the subscription period, which will last 31 calendar days, in accordance with the law.

The decision was adopted being expressed a total of 1,138,015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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.

7. Empowers the Board of Directors to take all the necessary measures to carry out the operation of increase of the share capital of the Company, including the necessary publicity measures, to establish any formalities or procedures necessary to obtain the subscription documents, including the date from which the exercise period begins to run, of the right of preference of the shareholders, establishing the price of the financial instrument to which the fractions of financial instruments resulting from the application of the specific algorithm will be compensated, the subscription or other documents related to the increase of share capital, for the approval / ratification of the appointment of specialized consulting companies (e.g. authorized broker) who will provide financial investment services in order to carry out the fulfillment of this operation, if applicable, in accordance with the applicable law, to ascertain by decision the result of the subscription of the newly issued and paid shares by the conversion of the receivables or, in the case of the minority shareholders, in cash, to cancel the unsubscribed or unpaid shares and to complete on this basis the operation of capital increase. The Board of Directors will have the power to delegate these attributions to third parties in order to carry out these actions.

The decision was adopted being expressed a total of 1,138,015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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.

8. Approves the modification of Articles of Incorporation of RETRASIB S.A. as follows:

"ARTICLE 6. THE OBJECT OF ACTIVITY shall have the following form:

6.1. **The main activity** is manufacture of motors, generators, transformers and electrical equipment repair

Main activities according to codification (order 337/2007):

2711 - Manufacture of motors, generators and transformers

Secondary activities according to coding (order 337/2007):

1610 Sawmilling and planning of wood

1621 Manufacture of veneer sheets and wooden-based panels

1623 Manufacture of other carpentry and joinery, for construction purposes

1624 Manufacture of wooden packaging/containers

1629 Manufacture of other products of wood: manufacture of articles of cork, straw and plaiting materials

2453 Casting of light non-ferrous metals

2454 Casting of other non-ferrous metals

2511 Manufacture of metal structures and parts of metal structures

2591 Manufacture of steel drums, similar containers and similar articles of steel

2594 Manufacture of fasteners and screw machine products

2599 Manufacture of other fabricated metal products n.c.a.

2712 Manufacture of electricity distribution and control apparatus

2733 Manufacture of wiring devices for electric and electronic wires and cables

2740 Manufacture of lighting equipment

2790 Manufacture of other electrical equipment

2815 Manufacture of bearings, gearing, gearboxes and mechanical transmission elements

2822 Manufacture of lifting and handling equipment

2920 Manufacture of bodywork for motor vehicles; manufacture of trailers and semi-trailers

3101 Manufacture of office and shop furniture

3109 Manufacture of furniture n.c.a.

3311 Repair of fabricated metal articles

3312 Repair of machines / machinery

3314 Repair of electrical equipment

3319 Repair of other equipment

3320 Installation of machinery and industrial equipment

3512 Electricity transportation

3513 Electricity distribution

3514 Electricity trading

3600 Water collection, treatment and distribution

4321 Electrical installation work

4332 Joinery and carpentry work

4334 Painting, glazing and glazing works

4511 Trade of cars and light motor vehicles (under 3.5 tons)

4613 Intermediations in selling wood and constructions materials

4614 Intermediations in selling machinery, industrial equipment, ships and aircraft

4619 Intermediations in selling a variety of goods

4643 Wholesale of household electric appliances, radio and TV sets

4644 Wholesale of ceramic, glassware, and maintenance products
4647 Wholesale of furniture, carpets and lighting equipment
4649 Wholesale of other household goods
4651 Wholesale of computers, peripheral equipment and software
4652 Wholesale of electronic and telecommunications equipment and components
4665 Wholesale of office furniture
4666 Wholesale of other office machinery and equipment
4669 Wholesale of other machinery and equipment
4672 Wholesale of metals and metal ores
4673 Wholesale of wood, construction materials and sanitary equipment
4675 Wholesale of chemical products
4676 Wholesale of intermediate products
4677 Wholesale of waste and scrap
4791 Retail sale via mail order or via the Internet
4799 Retail sale outside stores, outlets, kiosks and markets
4939 Other land transport services of passengers
4941 Road transport of goods
5210 Warehousing and storage
5224 Cargo handling
6810 Purchase and sale of own real estate
6820 Renting and letting of own or leased real estate
7022 Business and management consultancy activities
7112 Engineering and related technical consultancy activities
7120 Technical testing and analysis activities
7219 Research and development in other natural sciences and engineering
7410 Specialized design activities
7711 Renting and leasing of motor vehicles and light motor vehicles
7712 Leasing of heavy trucks/ vehicles
7733 Renting and leasing of office machinery and equipment (including computers)
7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c
9521 Repair of electronic household appliances
9522 Repair of household and domestic use equipment
9529 Repair of personal and household goods n.e.c

"**Point 7.1. of Article 7. THE SOCIAL CAPITAL** will have the following form:

7.1. The share capital is (●) lei, subscribed and paid in full, divided into (●) shares with a nominal value of 0.10 lei each."

The decision was adopted being expressed a total of 1,138,015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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.

9. Establishes the date of 17 January 2020 as the registration date for the identification of the shareholders affected by the Resolution of the Extraordinary General Meeting of Shareholders, the date of 16 January 2020 as an ex-date and 20 January 2020 as payment date for the preference rights.

The decision was adopted being expressed a total of 1,138,015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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.

10. Empowers each of Mr. Tilo Dorn and/or Mr. Ulrich Voss and/ or Mrs. Gherghel-Diaconeasa Claudia-Adela and/or any other persons nominated by the aforementioned, with the possibility of substitution, to sign on behalf of the Company's shareholders the Extraordinary General Assembly of the Shareholders, the updated Articles of Incorporation of the Company, statements, requests, any other necessary documents and fulfill 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 Registry Commerce, to implement the resolutions passed at the Extraordinary General Meeting of Shareholders to publish and record them wherever necessary.

The decision was adopted being expressed a total of 1,138,015 valid votes, representing 93,647487482% of the total number of voting rights and of the share capital, as follows:

-In favour: 1,138,015 votes representing 93,647487482% 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 Romanian and English, today 30 December 2019, at the Company's headquarters, in three originals.

President of the General Extraordinary Meeting of Shareholders, by empowered person

Ulrich Voss

Secretary

Marinel Popa

Technical Secretary

Livia Bordei
