



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

243 MIHAI BRAVU St., code 100410, PLOIESTI , PRAHOVA-ROMANIA

Phone: + 40(0)244 / 523455; 0372441111; Fax: 521181; E-mail: office@uztel.ro

FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: www.uztel.ro

To,

Finance Supervisory Authority

Bucharest Stock Exchange

CURRENT REPORT
under FSA Rule number 5/2018
and Law nmb. 24/2017

Date of report: **19.03.2019**

Name of the company: **UZTEL S.A.**

Headquarters: **Ploiesti, Mihai Bravu nr.243, Prahova County**

Nu Phone /fax nmb.: **0244-523.455 / 0244-521.181**

Tax registration code: **RO 1352846**

Registered business number with Trade Register: **J29/48/1991**

Subscribed and paid share capital: **13.413.647,50 lei**

Regulated market trading issued securities: **Bucharest Stock Exchange**

Important event to report:

CONVENER

of Ordinary General Assembly of Shareholders of UZTEL S.A. Ploiesti

The Board of Directors of UZTEL S.A., with headquarters in Ploiesti, Mihai Bravu, no. 243, Prahova County, fiscal identification number RO 1352846, serial number in the Trade Register J29/48/1991 (hereinafter referred to as "the Company"), meeting in the March 18, 2019, in accordance with the provisions of the Law no. 31/1990 on societies, republished, with subsequent amendments and completions, of Law no. 24/2017 regarding issuers of financial instruments and market operations, of the ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as well as in accordance with the Articles of Incorporation of the Company,

SUMMONS

Ordinary General Meeting of Shareholders (hereinafter referred to as OGMS) for 24.04.2019, 10.00 a.m. at the Company's headquarters in Ploiesti, Mihai Bravu Street, no. 243, Prahova County for all shareholders who are registered in the Register of the Company's Shareholders, held by the Central Depository S.A. Bucharest, at the end of April 12, 2019, considered as the Reference Date for this meeting, with the mention that only the persons who are shareholders on this date have the right to participate and vote at the OGMS.



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If at the above date the quorum required by the Companies' Law no. 31/1990 and Article 10(3) Memorandum of Association of the Company, will not be met, it is convened and established the second Ordinary General Meeting of the Company's Shareholders (OGMS) for 25.04.2019, 10.00 a.m., at the same address, with the same agenda and reference date.

Agenda of the Ordinary General Meeting of Shareholders:

1. Presenting, discussing and approving the annual financial statements of the Company for the financial year 2018, based on the Report of the Board of Directors and the Financial Auditor's Report of the Company.
2. Approving the distribution of the net profit of the Company made in 2018 in the amount of 783.882,46 lei, as follows: allocation of the amount of 39.194,12 lei for the legal reserve and the amount of 744.688,34 lei for covering the accounting losses related to the previous years.
3. Approval of the discharge of the members of the Board of Directors of the Company for the activity carried out in the financial year 2018, on the basis of the submitted reports.
4. Presenting, discussing and approving the Income and Expense Budget and the Investment Program for the year 2019 of the Company.
5. Revocation as a member of the Board of Directors of UZTEL S.A. Ploiesti of Mr. Gheorghiu Mihail Gabriel, following the submission of the mandate.
6. Election of Mr. Grigore Victor as Administrator, Member of the Board of Directors of UZTEL S.A. Ploiesti for a mandate starting on April 25, 2019 and will expire on March 13, 2021 (the date of expiration of the current directors' mandate), with a remuneration equal to the other administrators, respectively 4,000 lei net/monthly.
7. Empowering Mr. Zidaru Ion - General Manager of UZTEL S.A. Ploiesti for signing the mandate contract with the newly elected administrator.
8. Approval of the date of: (i) May 14, 2019 as the Registration Date, according to art. 86 par. (1) of the Law no. 24/2017; (ii) May 13, 2019 as Data, "ex date", according to art.2 para. (2) (1) of Regulation no. 5/2018.
9. Mandate of the Chairman of the Board of Directors, Hagi Neculai to sign the resolutions of this OGMS and to carry out all the legal formalities necessary for the registration and enforcement of the adopted decisions, as well as to grant Mr. Hagi Neculai the right to delegate another person to perform the aforementioned formalities.

Mentions of the OGMS meeting

Any interested shareholder may make proposals in writing for the election of the administrator of UZTEL S.A. Ploiesti. Proposals will be submitted and registered to the Company's registry (either personally or by courier service with acknowledgment of receipt), or by e-mail with the extended electronic signature incorporated, according to Law no. 455/2001 on electronic signature, at office@uztel.ro, so that they can be received by 04.04.2019 at 15.00 pm at the latest. Both submissions must contain the written statement clearly and in block capitals "FOR THE OGMS DATE 24/25.04.2019". Each candidate proposal will contain information on the name, home and professional qualification of the person proposed for the capacity of the administrator of UZTEL S.A. Ploiesti. The list of information on the name, the place of residence and the professional qualification of the persons proposed to be the administrator of UZTEL S.A. Ploiesti will be at the disposal of the shareholders at the company's headquarters and on www.uztel.ro, the Shares / AGA



section, which can be consulted and completed by them.

The convocation, the documents to be submitted to the OGMS, the draft decisions proposed for the adoption of the OGMS, the special empowerment forms to be used for voting by representation, the forms to be used for the vote by correspondence will be available starting with the date on March 22, 2019, on working days at the registration office at the headquarters of the Company located in Mihai Bravu str., no. 243, Ploiesti, Prahova County, Romania ("UZTEL Registry"), as well as on the website www.uztel.ro, the Shareholding / AGA section. Shareholders may receive, upon request, copies of the documents relating to the items on the agenda of the OGMS session.

I. Identification requirements applicable to shareholders:

The identification requirements applicable to the individual shareholders and / or his / her representative and / or the legal representative / trustee of the legal person's shareholders are:

(a) in the case of natural persons shareholders:

(i) be accompanied by an identity document or, as the case may be, a copy of the shareholder ID (BI or CI for Romanian citizens or a passport for foreign citizens) allowing him/her to be identified in the register of shareholders of the Company held by the Central Depository SA ;

(ii) the finding of trustee status will be made on the basis of special empowerment or general empowerment issued by the shareholder or, if the shareholder is represented by a credit institution providing custody services, on the basis of the voting instructions received, it may be not necessary to draw up a special or general mandate; general empowerment may be granted only to an "intermediary" within the meaning of the capital market legislation or to a lawyer;

(iii) copy of the identity card of the trustee or representative of the natural person (BI or CI for foreign citizens or passport for foreign citizens),

(iv) in the case of the voting by legal representative, the legal person: the proof of the quality of representative of the natural person who represents the legal person; the proof is made by a certificate of findings of the trustee (not older than 30 days before date of OGMS) or by a power of attorney issued by the legal representative of the trustee, as it appears in the Trade Register or similar bodies, accompanied the certificate of attorney or similar documents (not older than 30 days before the date of OGMS).

(b) in the case of legal entities shareholders:

(i) the finding of trustee status will be made on the basis of the list of shareholders received from Depozitarul Central S.A.; although the shareholder/person in charge fail to inform Depozitarul Central SA timely on the legal representative (such as the shareholders' register show this at the reference date) then a certificate of findings of the trustee (not older than 30 days before date of OGMS) shall be proof of quality of legal representative of the legal entity shareholder:

(ii)) the finding of trustee /conventional representative status will be made on the basis of special empowerment issued by the legal representative of shareholder identified under let. (i) above or general empowerment issued by the legal representative of shareholder or, if the shareholder is represented by a credit institution providing custody services, on the basis of the voting instructions received, it may be necessary to draw up a special or general mandate; general empowerment may be granted only to an "intermediary" within the meaning of the capital market legislation or to a lawyer or

(iii) copy of the identity card of the trustee or representative (BI or CI for foreign citizens or



passport for foreign citizens),

(iv) in the case of voting by legal representative, the legal person: the proof of the quality of representative of the natural person who represents the legal person; the proof is made by a certificate of the trustee (not older than 30 days before date of OGMS) or by a power of attorney issued by the legal representative of the trustee, as it appears in the Trade Register or similar bodies, accompanied the certificate of attorney or similar documents (not older than 30 days before the date of OGMS).

Documents attesting to the status of a legal representative drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator in Romanian or English.

II. Shareholders' right to insert new items on the OGMS agenda

One or more shareholders representing, individually or together, at least 5% of the share capital of the Company, is entitled, within 15 days from the publication of the convocation of the OGMS meeting, to request in writing the introduction new points on the agenda of the sessions.

These requests made by shareholders must meet cumulatively the following conditions:

(a) be accompanied by the documents attesting the compliance with the identification requirements mentioned above (Section I Identity Requirements applicable to shareholders) that are also applicable to the natural person shareholders and / or to the legal representative of the legal entity that requests the introduction of new points on the agenda of the OGMS meeting, which will be submitted to the Company according to the provisions of lit. (c) below;

(b) each new point is accompanied by a justification or draft decision proposed for adoption at the OGMS meeting. Those shareholders also have the right to present in writing draft decisions for the items included or proposed to be included on the agenda of the OGMS meeting;

(c) be send to the Company's Board of Directors and be submitted in writing in Romanian or English, either in physical form (personally or by post / courier service, with acknowledgment of receipt) registered with the UZTEL Registry, or by e-mail, with the extended electronic signature incorporated according to the Law no.455 / 2001 regarding the electronic signature, to office@uztel.ro, so that they can be received by the Company until 04.04.2019, 15.00 p.m. Both submissions must contain the written statement in clear and capital letters "FOR THE OGMS DATED 24/25.04.2019". In the case of proposals submitted in physical form, they must be signed by the natural persons shareholders or the legal representatives of the legal persons shareholders.

The documents justifying the proposals for the introduction of new items on the agenda and the draft decision for them, together with the completed convocation, if any, will be available to the shareholders, starting with 11.04.2019 at 15.00 p.m., at the Registry UZTEL as well as on the Company's website at www.uztel.ro, the Shares / GMS section.

III. Questions about the agenda

Company's Shareholders, meeting the identification requirements set out above (Section I Identity requirements applicable to shareholders), may send written questions in Romanian and English in relation to the items on the OGMS agenda. These questions will be addressed to the Board of Directors of the Company and will be transmitted either in physical form (either personally or by post / courier services, with acknowledgment of receipt) registered with the UZTEL Registry, or by e-mail with the extended electronic signature Law no.455 / 2001 on electronic signature at office@uztel.ro, so that they can be received by the Company until 18.04.2019. Both submissions



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must contain the written statement in clear and capital letters "FOR THE OGMS DATED 24/25.04.2019"

Responses will be available on the Company's website www.uztel.ro, the Shares / GMS section.

IV Participation of the shareholders at the OGMS meeting

Shareholders registered on the reference date 12.04.2019 in the Register of the Company's

Shareholders held by the Central Depository S.A. can participate and vote at OGMS meetings:

- i) in person by direct vote;
- ii) by representative, with special or general mandate;
- iii) by correspondence.

Vote personally

In the case of personal vote, physical persons shareholders and legal persons shareholders will be entitled to participate in the OGMS by simply demonstrating their identity, respectively of the legal representatives, as the case may be, according to the identification requirements provided in Section I above (Requirements for identification applicable to shareholders).

Voting by representation with special or general authority

Representation of the shareholders in OGMS can be done through a representative / trustee, which may be another shareholders or a third person, by filling in the special empowerment form.

Special Empower Form:

- a) can be obtained, in Romanian and English, starting with March 22, 2019, from the UZTEL Registrar Office and from www.uztel.ro, the Shareholders / AGA section;
- b) it will contain the way of identifying the shareholders' status and the number of shares held, as well as the vote, for "or" against "or" abstaining "of each issue subject to approval;
- c) will be updated by the Company if new items are added to the OGMS agenda;
- d) will be completed by the shareholders in three copies: one for the shareholder, one for the representative and one for the Company.

The general empowerment may be granted by the shareholder, as a client, only to an intermediary defined in accordance with art. 2 para (1) point 20 of the Law no. 24/2017 regarding issuers of financial instruments and market operations, or a lawyer.

If the shareholder's / shareholders' representative is a credit institution providing custody services, the credit institution may participate and vote at the OGMS, provided that it presents a statement on its own responsibility, signed by the legal representative of the credit institution , which states:

- a) clearly the name / description of the shareholder in whose name the credit institution participates and votes in the OGMS;
- b) the credit institution provides custody services for that shareholder;

The special empowerments, general empowerments, as well as the accountable statements of the credit institutions providing custody services for one or more shareholders, will be transmitted / filed, in original, in Romanian or English, by the shareholder, or, as the case may be , by the credit institution at the UZTEL Registrar Office by post / courier services, with acknowledgment of receipt not later than 22.04.2019, 10.00 a.m., in sealed envelope, with the written mention in clear



and capital letters "FOR THE OGMS DATED 24/25.04.2019"

The special empowerments, general empowerments, as well as statements on honor of credit institutions providing custody services for one or more shareholders may be forwarded to the Company and by e-mail to: office@uztel.ro with signature expanded electronic electronics, according to Law no. 455/2001 regarding the electronic signature, so that they can be received by 22.04.2019, at 10.00 a.m.

Voting by mail

The shareholders of the Company have the possibility to vote by correspondence, before the OGMS, by using the ballot form, for voting by correspondence ("Correspondence ballot")

Mailbox Bulletin:

- a) can be obtained, in Romanian and English, starting with March 22, 2019, from the UZTEL Registrar Office and from www.uztel.ro, the Shareholders / AGA section;
- b) it will contain the way of identifying the shareholder's status and the number of shares held, as well as the vote, for "or" against "or" abstaining "of each issue subject to approval;
- c) will be updated by the Company if new items are added to the OGMS agenda;

The ballot papers by correspondence will be sent, in original, in Romanian or English, by any courier service with acknowledgment of receipt to the UZTEL Registrar Office, or by e-mail with extended electronic signature incorporated according to the Law no. 455/2001 regarding the electronic signature, by e-mail office@uztel.ro, by 22.04.2019, at 10.00 a.m. , with the written mention in clear and capitalized "FOR THE OGMS DATED 24/25.04.2019 "

In the case of the introduction of new points, after the publication of the notice, the special power of attorney and the ballot form can be obtained from the UZTEL Registry and from the www.uztel.ro Company website, the Shareholders / AGA section, starting with the date from 11.04.2019 at 15.00 p.m.

The ballot papers, the special empowerments, general empowerments that are not received at the UZTEL Registrar Office or by e-mail no later than 22.04.2019, at 10.00 a.m., will not be taken into account for determining the quorum and votes validly cast in OGMS.

At the date of the convocation, the share capital of the Company is 13,413,647.50 lei and consists of 5.365.459 nominative shares, dematerialized, with a nominal value of 2,5 lei, each share giving the right to a vote in the OGMS meeting.

Additional information can be obtained from the Internal Audit Department every working day, between 08.00-16.00, at 0244/523455 int. 120 and on the www.uztel.ro Company website, the Shares / GMS section.

Chairman of the Board of Directors

HAGIU NECULAI