

TO:

- **BUCHAREST STOCK EXCHANGE**  
FAX: 021/2569276
- **FINANCIAL SURVEY AUTHORITY**  
FAX: 021/659.60.51

### **CURRENT REPORT**

According to CNVM Regulation no.1/2006

**Report day : 11.09.2017**

OIL TERMINAL S.A.

Headquarter: no.2, Caraiman str., Constanta

Phone: 0241/702600, fax: 0241/694833

Registering number at Commerce Registrar: J13/512/1991

Unic register number: 2410163

*Important event to be reported: Shareholders General Ordinary Assembly' Convenor for 18.(19).10.2017*

### **CONVENOR**

**The Board of Directors of Societatea OIL TERMINAL S.A.**, registered at the Commerce Registrar Office of Constanta Court, as a commercial company managed in a single system, founded and running according to Romanian legislation, registered in the Commerce Registrar Office of Constanta Court under number J/13/512/1991, fiscal identification code 2410163, with headquarter in Constanta, no.2, Caraiman str., with a subscribed and paid up share capital in an amount of 58,243,025.30 lei, **met in the meeting of 11.09.2017, convenes Shareholders Ordinary General Assembly on 18.10.2017, 11.00 h**, in the company' meeting room, Constanta, no.2, Caraiman str.

**The day agenda of the Shareholders Ordinary General Assembly is the following:**

1. Approval of corrected Budget of Revenues and Expenditures for 2017.
2. Approval of the amount of 1 million Euros, representing the insurance policy for the company' managers' civil responsibility
3. Approval to conclude a contract of consulting, legal assistance and representation in order to increase the company' social capital.
4. Approval top maintain the guarantees structure in order to extend the credit contract no. 1403/27.11.2015 regarding the facility of bank guarantee letter issuing in an amount of 47,017,708 lei.
5. Empowerment of general director, economic director, chief of legal-litigations dept. to represent the company in relationship with the bank and to sign in the company name and behalf the additional acts to the credit contract, additional acts to movable/immovable mortgage contracts, Contract of immovable mortgage and any other inscriptions necessary for the contractual relationship with the bank for the granted loans.

6. Recalling of Mrs. Hermina Bectemir from Societatea Oil Terminal SA' Board of Directors' interim manager position.
7. Recalling of Mr. Ionut Barbu from Societatea Oil Terminal SA' Board of Directors' interim manager position.
8. Appointment of Societatea Oil Terminal SA' Board of Directors' interim managers for the vacancies further the interim managers' recallings mentioned in item 6) and 7);
9. Settling of the Board of Directors' interim managers mandate period, managers appointed in item 8), for a period equal to the period until the predecessors' mandates expiry they replace or until the Board of Directors' members selection procedure completion, according to provisions of art. 64<sup>1</sup> of EGO no.109/2011 regarding the corporate governance of public companies, approved with alterations and additions by Law no.111/2016;
10. Settling of interim managers monthly fixed indemnity, managers appointed in item 8);
11. Approval of the management contract form to be concluded with interim managers;
12. Empowerment of a representative of Energy Ministry in the General Assembly to sign the appointed interim managers' mandate contracts'
13. Approval of managers' mandate period extension, managers whose mandate expires on 11.11.2017 *with two months*.
14. Approval to conclude an additional act to the management contracts further the mandate period extension with the following article:  
  - *Art.1 It extends the management contracts period with two months.*
15. It empowers Mrs. Aura Gabriela Dumitru, as the major shareholder' representative, the Ministry of Energy, to sign the additional acts of the company' managers' management contracts.
16. Societatea Oil Terminal SA' Board of Directors' interim manager position.
17. The company' general director' empowerment to sign the necessary documents regarding the shareholders' general assembly' decisions at the Commerce Office by Constanta County and to effect the formalities regarding these decisions' publishing.
18. Settling the date 06.11.2017, as register date, and settling of date 03.11.2017 as ex-date, according to legal provisions.

All shareholders, registered in the shareholders' register at the end of **06.10.2017** settled as **reference date**, are entitled to take part at the meeting. Only shareholders, registered at that date, are entitled to participate and to vote in the general assembly.

**If, on the 18.10.2017, the quorum' requirements are not fulfilled according to law, the next Shareholders General Ordinary Assembly will be held, in the same location and with the same day agenda on 19.10.2017, 11.00 h.**

**The vote authorizations and forms will be put on the shareholders' disposal in Romanian and English as well, on the company' website, [www.oil-terminal.com/actionariat](http://www.oil-terminal.com/actionariat) 2010-2017/adunari-generale/2017/AGOA 18.(19).10.2017, since 15.09.2017**

One or more shareholders representing, individually or together, at least 5% from the assets (here-called initiators) have the right to introduce new points in the Shareholders General Ordinary Assembly' Agenda. The proposals regarding the introduction of new points in the Shareholders General Ordinary Assembly' Agenda must be accompanied:

- if shareholders are individuals: the identity act' authorized copy on his own risk (BI, CI, PASSPORT, RESIDENCE PERMIT),
- if shareholders are legal persons: the legal representative' identity act together with the certificate issued by the trade register, in original or in copy according to the

original, or any other document, in original or in copy according to the original, issued by a competent authority in the state the shareholder is legally registered, certifying his quality as legal representative. The documents, proving the legal representative shareholder will be issued at most 3 months before the Shareholders General Ordinary Assembly' Agenda' convenor' issue date.

Each item proposed must be accompanied by a justification or a decision project proposed to be approved by the Shareholders General Ordinary Assembly.

The proposals regarding the introduction of new points in the Shareholders General Ordinary Assembly' Agenda can be forwarded as followings:

- a) **sent to the company' registrar** by any courier, with receipt so that, to be registered as being received at the company' registrar until **28 September 2017, 15.00 h.**, in a closed envelope, with the clearly written mention and with capital letters: **FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of 18.(19).10.2017** or
- b) **sent by email** with incorporated extended electronic signature, until **28 September 2017, 15.00 h.**, to the address [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), mentioning as subject: **FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of 18. (19).10.2017.**

If shareholders legal representatives, their legal representative quality are proved by certificate issued by the trade register, in original or in copy according to the original, or any other document, in original or in copy according to the original, issued by a competent authority in the state the shareholder is legally registered, certifying his quality as legal representative. The documents, proving the legal representative shareholder will be issued at most 3 months before the Shareholders General Ordinary Assembly' Agenda' convenor' issue date.

The documents certifying the quality as legal representative issued in a foreign language, other than English, will be accompanied by a translation made by an authorized translator into Romanian or English. The issuer won't ask for the documents' authorization or apostille, certifying the shareholder's legal representative' quality.

The shareholders are entitled to present decision drafts for the items included or proposed to be included in AGOA' day agenda.

**The decision drafts for the items included or proposed to be included on AGOA' day agenda,** must be accompanied by:

- if shareholders are individuals: the identity act' authorized copy on his own risk (BI, CI, PASSPORT, RESIDENCE PERMIT),
- if shareholders are legal persons: the legal representative' identity act together with the certificate issued by the trade register, in original or in copy according to the original, or any other document, in original or in copy according to the original, issued by a competent authority in the state the shareholder is legally registered, certifying his quality as legal representative. The documents, proving the legal representative shareholder will be issued at most 3 months before the Shareholders General Ordinary Assembly' Agenda' convenor' issue date.

The decision drafts can be sent as followings:

- a) **sent to the company' registrar** by any courier, with receipt so that, to be registered as being received at the company' registrar until **28 September 2017, 15.00 h.**, in a closed envelope, with the clearly written mention and with capital letters: **FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of 18.(19).10.2017** or
- b) **sent by mail,** with the electronic extended incorporated signature, until **28 September 2017, 15.00 h.** to the address [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), mentioning as subject: **FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of 18.(19).10.2017.**

**The company' shareholders**, irrespective the owned share, can deposit **written questions** regarding AGOA' day agenda items. The shareholders can deposit written questions only accompanied by documents certifying their quality, namely:

- if shareholders are individuals: the identity act' authorized copy on his own risk (BI, CI, PASSPORT, RESIDENCE PERMIT),
- if shareholders are legal persons: the legal representative' identity act together with the certificate issued by the trade register, in original or in copy according to the original, or any other document, in original or in copy according to the original, issued by a competent authority in the state the shareholder is legally registered, certifying his quality as legal representative.

The documents, proving the legal representative shareholder will be issued at most 3 months before AGOA' convenor' issue date and **will be sent to the company' registrar** no later than **06 October 2017, 15.00 h.**, in a closed envelope, with the clearly written mention and with capital letters: FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of **18. (19).10.2017.**

The shareholders can send **by email** with incorporated extended electronic signature, accompanied by the documents certifying their quality namely:

- if shareholders are individuals: the identity act' authorized copy on his own risk (BI, CI, PASSPORT, RESIDENCE PERMIT),
- if shareholders are legal persons: the legal representative' identity act together with the certificate issued by the trade register, in original or in copy according to the original, or any other document, in original or in copy according to the original, issued by a competent authority in the state the shareholder is legally registered, certifying his quality as legal representative.

The documents, proving the legal representative shareholder will be issued at most 3 months before the Shareholders General Ordinary Assembly' Agenda' convenor' issue date until **06 October 2017, 15.00 h.** to the address [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), mentioning as subject: FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of **18.(19).10.2017.**

**The shareholders can participate** in person or can be represented in the Shareholders General Ordinary Assembly **by their legal representative or by a designated representative** to whom a special or general authorization was given. terms.

The general authorization is given for a period not exceeding 3 years, expressly allowing to the Representative to vote for all matters being in the Societatea' shareholders general assemblies debates, including acts of disposal, the right for the propriety' estrangement excluded, if the authorization is a general one: i) to be given by the shareholder, as a client, to an intermediary defined according to Capital Market Law no. 297/2004 or to a lawyer and (ii) the general authorization must contain the representative' quality as an intermediary or a lawyer. The representative can't be replaced by another person. Nevertheless, if the representative is a legal person, this can exercise the received mandate by any person being member of the management or administration entity or by one of its employees. The quality' evidence of intermediary or lawyer of that shareholder will be made by the Representative' affidavit, given on the form published together with AGOA' supporting documents on Societatea' website, signed by the Representative, when the meeting hall enter, in front of the meeting' organizers. The company's shareholders can't be representatives in AGOA according to the general authorization by a person being in interests conflict, arising especially in the following cases:

- a) he is Societatea' major shareholder, or another entity, controlled by that shareholder;
- b) he is Societatea' management, administration, survey entity, of a major shareholder or of a controlled entity, according to the stipulations of . a);
- c) he is Societatea' employee or auditor of of a major shareholder or of a controlled entity, according to the stipulations of a);
- d) he is husband, relative or relation until the forth degree, included of one of the physical persons provided in l.a)-c)

Before their first use, general authorizations in copy, containing the mention according to the original under the Representative' signature, accompanied by the shareholder identity card copy (if physical persons, identity card/ passport, namely if legal persons: identity card of the legal representative together with the excerpt issued by the commerce registrar, presented in original or a copy according to the original, or any other document, in original or copy according to the original, issued by a competent authority in the state in which the shareholder is legally recorded, certifying his legal representative quality. The documents, certifying the share holder legal representative quality, legal person, will be issued not later than three months before AGOA convenor publishing date and will be deposited at Societatea' Registrar or sent by any mail form with receiving evidence to Societatea' Registrar, so that to be registered as received at Societatea Registrar not later than **16 October 2017, 15.00 h**, in a closed envelope, with the clear written mention in capital letters **FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of 18.(19).10.2017.**

The authorizations can be **sent by email too**, with incorporated extended electronic signature, no later than **16 October 2017, 15.00 h**, to the address [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), mentioning as subject: **FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of 18.(19).10.2017.**

**The special authorization form**, in Romanian and English, can be got from the company' headquarter, no. 2, Caraiman str., Constanta, the Shareholding – Communication Department, since **15.09.2017** and the company' website [www.oil-terminal.com](http://www.oil-terminal.com). The special authorization form will be updated if new points are added to the Shareholders General Ordinary Assembly' Agenda.

**Special authorizations** must contain voting specific instructions for each point of the Shareholders General Ordinary Assembly' Agenda (namely voting "for", "against" or "abstention"). A shareholder is allowed to give a special authorization only to one representative, such an authorization being available only for the Shareholders General Ordinary Assembly of **18.(19).10.2017.**

**Special authorizations**, in original, filled in and signed by the shareholder, in Romanian or in English, together with the documents certifying the identity, namely:

- if shareholders are individuals: the identity act' authorized copy on his own risk (BI, CI, PASSPORT, RESIDENCE PERMIT),
- if shareholders are legal persons: the legal representative' identity act together with the certificate issued by the trade register, in original or in copy according to the original, or any other document, in original or in copy according to the original, issued by a competent authority in the state the shareholder is legally registered, certifying his quality as legal representative.

The documents, proving the legal representative shareholder will be issued at most 3 months before AGOA' convenor' issue date and **will be sent to the company' registrar** no later than **16 October 2017, 15.00 h.**, in a closed envelope, with the clearly written mention and with

capital letters: FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of **18. (19).10.2017.**

The special authorizations can be **sent by email too**, with incorporated extended electronic signature, no later than **16 October 2017, 15.00 h**, to the address [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), mentioning as subject: FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of **18.(19).10.2017.**

It is accepted a special authorization for participation and voting in the Shareholders General Ordinary Assembly given by a shareholder of a credit company, supplying custody services, without asking other additional documents regarding that shareholder, if the special authorization is made according to CNVM Regulations 6/CNVM, and signed by that shareholder and is accompanied by a statement on own responsibility given by the credit company which received the representation authorization by special empowerment, from which it arises that:

- the credit company supplies custody services for that shareholder;
- the instructions in the special authorization are the same as those in SWIFT message received by the credit company to vote in that shareholder's name;
- the special authorization is signed by the shareholder.

The special authorization and the above-mentioned statement must be deposited in original, signed and stamped, without other formalities regarding these documents' form.

On the general assembly' date, when entering the meeting hall, the shareholders must present in order to be checked by the company' representatives, the original identity act.

If a shareholder, legal representative will take part to Shareholders General Ordinary Assembly by his legal representative, this one must present in order to be checked by the company' representatives, the original identity act, together with an evidence of his quality as shareholder's legal representative – certificate issued by the trade register, in original or in copy according to the original or any other document, in original or in copy according to the original, issued by a competent authority in the state the shareholder is legally registered, certifying his quality as legal representative and the statement from which his quality as shareholder arises and his shares number, issued by the central depository or by the participants named at art. 168 al. (1) l. b) of Law 297/2004 supplying custody services.

The documents certifying the shareholder legal representative will be issued at most 3 months before the Shareholders General Ordinary Assembly' Agenda' convenor' issue date.

The shareholders will undertake the special authorization in original to the company' representatives if this was sent by email with the incorporated extended electronic signature.

If shareholders legal representatives, their legal representative quality is proved by certificate issued by the trade register, in original or in copy according to the original, or any other document, in original or in copy according to the original, issued by a competent authority in the state the shareholder is legally registered, certifying his quality as legal representative. The documents, proving the legal representative shareholder will be issued at most 3 months before the Shareholders General Ordinary Assembly' Agenda' convenor' issue date.

The documents certifying the quality as legal representative issued in a foreign language, other than English, will be accompanied by a translation made by an authorized translator into Romanian or English. The issuer won't ask for the documents' authorization or apostillizing, certifying the shareholder's legal representative' quality.

**OIL TERMINAL S.A.' shareholders, registered on the reference date** in the shareholders' register issued by Depozitarul Central S.A. **have the possibility to vote by mail**, before the Shareholders General Ordinary Assembly' meeting date using the voting by mail form.

The voting by mail form can be got, both in Romanian and in English since **15 September 2017**, from the company' headquarter, no.2, Caraiman str., Constanta, from the Shareholding – Communication Department or from the site [www.oil-terminal.com](http://www.oil-terminal.com) and will be updated if new points are added to the Shareholders General Ordinary Assembly' Agenda.

Having in view the Financial Survey Authority' Regulation no.6/2014, CNVM' Measures' Order no.26/20.12.2012, according to CNVM' statute' art. 2 and art. 7 al. (1) and (10)' provisions, adopted by OUG no. 25/2002, approved and altered by Law no.514/2002, with further alterations and additions and according to Romania Parliament' Orders no.2/14.01.2010, no. 18/27.09.2011 and no. 10/27.03.2012, together with Measures' Order no. 3/2012, besides the voting by mail form in Romanian, the voting by mail in English will be put on the shareholders' disposal. The shareholder can fill in the form either in Romanian or in English.

It is accepted a written voting by mail form, sent by a shareholder for which a credit company supplies custody services, without asking other additional documents regarding that shareholder, if the voting by mail form is signed by that shareholder and is accompanied by a statement on own responsibility given by the credit company' legal representative, from which it arises that:

- the credit company supplies custody services for that shareholder;
- the voting by mail form is signed by the shareholder and has the same voting options as those in SWIFT message received by the credit company from that shareholder.

The written voting by mail form and the above-mentioned statement must be deposited in original, signed, stamped, without any other formalities regarding these documents.

Besides the voting by mail form in Romanian, the company puts on the shareholders' disposal a form in English. That voting by mail form can be filled in, either in Romanian or in English.

**The voting by mail form**, filled in and signed together with the certified copy on his own responsibility of the shareholder's available identity act (if individuals, the identity act, if legal representatives the certificate issued by the trade register, in original or in copy according to the original, or any other document, in original or in copy according to the original, issued by a competent authority in the state where the shareholder is legally registered, certifying the shareholder quality) can be forwarded as followings:

- a. **sent to the company' registrar** by any courier, with receipt so that, to be registered as being received at the company' registrar until **16 October 2017, 15.00 h.**, in closed envelope, with the clearly written mention and with capital letters: FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of **18.(19).10.2017** or
- b. **sent by email** with incorporated extended electronic signature, until **16 October 2017, 15.00 h.**, to the address [actionariat@oil-terminal.com](mailto:actionariat@oil-terminal.com), mentioning as subject: FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY of **18.(19).10.2017**.

The voting by mail forms that can't be received at Oil Terminal' registrar or by e-mail until the above-mentioned date and time can't be taken into consideration to determine the quorum and Shareholders General Ordinary Assembly' majority.

The documents, certifying his legal representative quality issued in a foreign language, other than English, will be accompanied by a translation made by an authorized translator into Romanian or English. The issuer won't ask for the authorization or apostillating of the documents certifying the shareholder's legal representative quality.

**The stuff regarding the day agenda and the decision projects** will be put on the shareholders' disposal, on their request, at the company' headquarter, no.2, Caraiman str., Constanta and can be downloaded from the site [www.oil-terminal.com/actionariat](http://www.oil-terminal.com/actionariat) [2010-2017/adunari generale/2017/AGOA 18.\(19\).10.2017](http://www.oil-terminal.com/actionariat/2010-2017/adunari-generale/2017/AGOA%2018.(19).10.2017), since **15 September 2017**.

**List containing information** regarding the name, residence and professional training of **the persons proposed for the manager position** will be on the shareholders' disposal at the company' office, Constanta, no.2, Caraiman str., and in internet address [www.oil-terminal.com/actionariat\\_2010-2017/adunari-generale/2017/AGOA\\_18](http://www.oil-terminal.com/actionariat_2010-2017/adunari-generale/2017/AGOA_18). (19).10.2017, **since 15 September 2017,09.00 h, being able to be consulted and added by them.**

Limit date until the nominations can be deposited is **12 October 2017, 15.00**, in an envelope with the clearly written mention: **FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY OF 18. (19).10.2017**, at the company' headquarter, no.2, Caraiman str., Constanta, Shareholding-Communication Dept.

**The Board of Directors' Chairman,  
Cristian Florin GHEORGHE**