



CURRENT REPORT
No. 5 of 22 March 2018

The current report in conformity with art 122 of Law no 24/2017 and with art. 113 letter A, para 1, letter e) of NSC Regulation no. 1/2006

Date of the report: March 22th, 2018

Name of issuer entity: SC ALUMIL ROM INDUSTRY S.A.

Registered Office: Bucharest 286A Calea Rahovei, 5th District

Tel no. 021 4243456 , **fax no.** 021 423 39 32;

Trade Register Office Unique Registration Code RO10042631

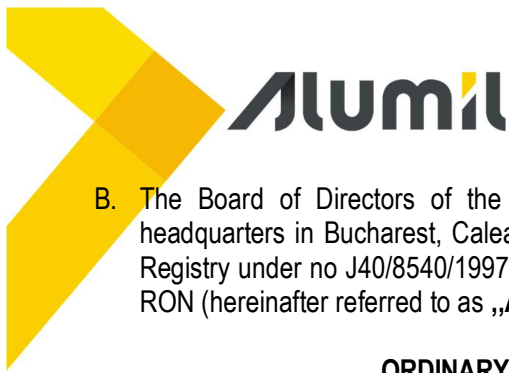
Trade Register Number J40/8540/1997

Social Capital subscribed and paid 6,250,000 lei

Regulated market where the issued receivables are traded: Bucharest Stock Exchange
Capital Titles - Standard

Important events to be reported

- A. The Board of Directors of the Company ALUMIL ROM INDUSTRY SA has adopted the decision no 1/21.03.2018 whereby it was approved.
1. Approval of the Director's report on Company's activity for the fiscal year 2017 which will be discussed and approved by the Shareholders within the General Meeting.
 2. Approval of the Company's financial situations for the fiscal year 2017 which will be discussed and approved by the Shareholders within the General Meeting.
 3. Approval of the proposal to renew the mandate granted to the Company's Directors for Mr. Michail Sotiriou, Mrs. Evangelia Mylona, Mr. Georgios Doukidis, termination by expiring the mandate for Mr. Konstantinos Akrivopoulos and Mr. Dimitris Koutsoupas and appointment of Mr. Georgios Mylonas and of Mr. Marius Ionita for a 4 years mandate as members of Board of Director for the position of Vice-President respectively General Manager.
 4. Approval of convening the Ordinary General Meeting of Shareholders in order to approve the annual financial situations of the company for the year 2015 on April 21, 2016 hours 11 at Company's headquarters in Bucharest Calea Rahovei no 286 A sector 5 as per the Appendix hereto. Also, the Board of directors hereto approves all the draft documents which are to be provided to the shareholders and/or communicated to the regulatory bodies, as follows: current report on the OGMS calling, draft power of attorney in Romanian and English language , draft OGMS decisions.
 5. Approval of convening the Extraordinary General Meeting of Shareholders on April 21, 2016 hours 11.30 at Company's headquarters in Bucharest Calea Rahovei no 286 A sector 5 as per the Appendix hereto. Also, the Board of directors hereto approves all the draft documents which are to be provided to the shareholders and/or communicated to the regulatory bodies, as follows: current report on the EGMS calling, draft power of attorney in Romanian and English language , draft EGMS decisions.



- B. The Board of Directors of the Company **ALUMIL ROM INDUSTRY S.A.**, Romanian entity with headquarters in Bucharest, Calea Rahovei no. 286 A, district 5, registered with the Bucharest Trade Registry under no J40/8540/1997, CUI 10042631, fiscal attribute RO, share capital fully paid 6.250.000 RON (hereinafter referred to as „**ALUMIL**” or the „**Company**”), hereby convenes

ORDINARY GENERAL MEETING OF SHAREHOLDERS

On 25.04.2018 starting with 11.00 a.m., at ALUMIL’s headquarters of Calea Rahovei no. 286 A, District 5, Bucharest, having the following

AGENDA:

1. Discussion and approval of the annual financial situations at 31.12.2017 on the basis of the Board of Directors’ report and auditors’ report for the financial year 2017;
2. Approval of the proposal of the Board of Directors’ as regards the distribution of profits and distribution of a gross dividend to ALUMIL ROM INDUSTRY S.A. shareholders, registered with the shareholders’ registry on Registration Date, of 0,416 RON/share;
3. Release from management liabilities for the financial year 2017;
4. ; Extending the mandate of the Company’s financial auditor for a period of one year;
5. Presenting and approving of the income and expenses budget for 2018;
6. Renewal for a new 4 years period of the mandates granted to the following Company’s Directors for Mr. Michail Sotiriou, Mrs. Evangelia Mylona, Mr. Georgios Doukidis, termination by expiring the mandate for Mr. Konstantinos Akrivopoulos and Mr. Dimitris Koutsoupias and appointment of Mr. Georgios Mylonas and of Mr. Marius Ionita for a 4 years mandate as members of Board of Director for the position of Vice-President respectively General Manager.
7. Approving the remuneration and of the terms of the contracts for the Board of Directors members for the mandate granted;
8. Establishing the date of 21.05.2018 as „ registration date ”, date which serves for identification of the sharehodlers benefitting of the effects of the Ordinary General Meeting of Shareholders;
9. Establishing the date of 18.05.2018 as „ex date” day, the calendar day from which the shares of ALUMIL ROM INDUSTRY S.A., object of the Ordinary General meeting of sharehodlers decision will be traded without the rights which derives from the respective decision;
10. Establishing the date of 06.06.2018 as „payment date”, the calendar day when the distribution of dividends related to the ALUMIL ROM INDUSTRY S.A. shares as is was established under the Ordinary General Meeting of Shareholders Decision becomes due;
11. Empowering Mr. Michail Sotiriou, General Manager of the Company, to sign in the name and on behalf of the shareholders all the decisions taken within the Ordinary General Meeting of Shareholders and effecting all the formalities required by the law in order to register and applying the decisions adopted as well as for signing in the name and on behalf of the Company of any contracts or other documents subsequent to these decisions.

Only the shareholders registered as such on **13.04.2018** which is the **reference date** of the meeting as per the evidences issued by the Central Depository SA may participate and vote within the general meeting.

The shareholders registered at the reference date may participate to the general meeting directly or may be represented at the meeting either by their legal representatives or by other representatives who were granted a special or general power-of-attorney, under the conditions of art. 92 para 19 of Law no. 24/2017 on financial instruments issuers and market operations. The minimum content of the power-of-attorney is as per art. 15 of Regulation no. 6/2009 issued by CNVM.



The preprinted form of the special power-of-attorney, in Romanian and English language, may be obtained upon request from the company's headquarters or it can be downloaded from the web site www.alumil.com/ro, starting with the date of 26.03.2018.

The shareholders may grant a general power-of-attorney valid for a period which will not exceed 3 years, allowing its representative to vote in all aspects under debate in the general meetings of shareholders of one or several companies identified in the power-of-attorney, including with regard to directive documents, given that the power-of-attorney is granted by the shareholder, as a client, to an agent defined as per Law no. 24/2017 on financial instruments issuers and market operations, or to a lawyer.

The shareholders may not be represented in the general meetings of shareholders based on a general power-of-attorney by a person found in a situation of conflict of interests that may occur especially in one of the following cases:

- a)** he/she is a majority shareholder of the company or another entity controlled by the respective shareholder;
- b)** he/she is a member of a body of administration, management or surveillance of the company, of a majority shareholder or an entity controlled as per those provided at letter a);
- c)** he/she is an employee or auditor of the company or of a majority shareholder or an entity controlled as per those provided at letter a);
- d)** he/she is the husband, relative or affinitive up to the fourth degree including of one of the natural persons provided at letters a)-c).

The proxy may not be substituted by another person. If the proxy is a legal entity, it may exercise its mandate by means of any person who is a part of the administration or management body or of its employees.

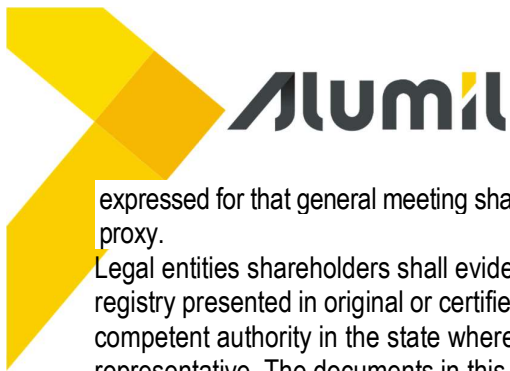
The deadline for submitting the powers-of-attorney is 23.04.2018, 11.00 a.m. hours. One signed copy of the power-of-attorney, containing the mention of conformity with the original, signed by the representative (in Romanian or English language) together with a copy of the identity card or the registration certificate of the represented shareholder will be submitted at the company's headquarters in Bucharest, Calea Rahovei no. 286 A, District 5, or may be sent via e-mail with the extended electronic signature at the e-mail address office@alumil.ro. Certified copies of the powers of attorney are withheld by the Company this being mentioned in the minutes of the shareholders' meeting.

The shareholders may empower a credit institution which provides custodian services on the basis of a special power of attorney drafted under CNVM Rules no. 6/2009 and signed by the respective shareholder which shall be delivered together with a statement given on its own responsibility of the custodian institution which was so empowered where it shall be mentioned that:

- i) the credit institutions provides custodian services for the respective shareholder;
- ii) the instructions from the special power of attorney are identical with the instructions received through the SWIFT message received by the credit institutions in order to vote in the name of that shareholder;
- iii) the special power of attorney is signed by the respective shareholder.

The Special Power of attorney and the statement mentioned above shall be submitted at the Company's headquarters from Bucharest, Calea Rahovei no. 286 A, District 5, in original, signed and if applicable, stamped, or they can be sent by e-mail with extended electronic signature attached at office@alumil.ro.

The shareholders registered on the reference date in the shareholders registry have the possibility to vote by correspondence, before the Ordinary General Meeting of Shareholders, by using the preprinted form of correspondence vote, in Romanian or English language. The preprinted form of correspondence vote signed, in original, or bearing the extended electronic signature, together with a copy of the identity card or the registration certificate of the shareholder, will be sent in original to its headquarters until 23.04.2018, up to 11.00 a.m. hours. Under the provisions of art 92 para 20 of the Law no 24/2017 in case a shareholder has expressed its vote by correspondence vote participates personally or by proxy to the general meeting, the correspondence vote



expressed for that general meeting shall be annulled, being considered only the vote expressed personally or by proxy.

Legal entities shareholders shall evidence the legal representative quality by a certificate issued by the trade registry presented in original or certified copy or any other document in original or certified copy issued by the competent authority in the state where the shareholder is duly registered which mentions the quality as legal representative. The documents in this respect shall be issued with maximum 3 months before 23.03.2018.

The documents which attest the quality of legal representative drafted in a foreign language other than English Language shall be accompanied by a translation, by an authorized translator, in Romanian or English language, without other additional formalities.

The documents, materials regarding the agenda, draft of decision and the correspondence vote form, available in both English and Romanian languages, the list comprising the information as regards the members proposed for as Board of Directors of the Company (name, domicile and professional qualification of the proposed persons for the Director position) will be at the shareholders' disposal for consulting and if the case might be, completed under the provisions of art 117 para 6 of the Law no 31/1990, starting with 26.03.2018, 10.00 a.m. hours, at ALUMIL headquarters, at the Company's secretariat during business days and on the website of the Company, www.alumil.com/ro.

The time limit until which the shareholders may proposed candidates for the Board of Directors positions is 10.04.2018.

The shareholders holding individually or jointly at least 5% of the social capital has/have the right:

- (i) to insert new items on the agenda of the Ordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft decision proposed to be adopted by the general meeting; and
 - (ii) to submit draft decision for the items included or proposed to be included on the agenda of the general meeting.
- These rights may be exercised in writing until 10.04.2018.

The company's shareholders may raise questions, in writing, concerning the items on the agenda, and they must be submitted at the company's headquarters together with copies of the documents allowing the identification of the shareholder until 23.04.2018, 11.00 hours.

In case on the above mentioned date for the Ordinary General Meeting of Shareholders the validity conditions provided by the companies Law and the Articles of Incorporation are not met, the Ordinary General Meeting of Shareholders is convened for the date of 26.04.2018 starting at 11.00 a.m. at the same address and having the same agenda.

Additional information may be obtained from the Secretariat of the Company, at the telephone number +4021.424.34.56.

- C. The Board of Directors of the Company **ALUMIL ROM INDUSTRY S.A.**, Romanian entity with headquarters in Bucharest, Calea Rahovei no. 286 A, district 5, registered with the Bucharest Trade Registry under no J40/8540/1997, CUI 10042631, fiscal attribute RO, share capital fully paid 6.250.000 RON (hereinafter referred to as „**ALUMIL**” or the „**Company**”), hereby convenes

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

On 25.04.2018 starting with 11.30 a.m., at ALUMIL's headquarters of Calea Rahovei no. 286 A, District 5, Bucharest, having the following



AGENDA:

1. Approving the extension of the credit facility amounting to 2.000.000 EUR with Banca Transilvania, under the credit agreement no. 2/BWI/2014 and the subsequent addendums, maintaining the collaterals already established and the mandate granted to Mr. Michail Sotiriou, under the Board Decision no. 03/21.04.2016, for signing all the subsequent addendums necessary for the extension of the credit facility with Banca Transilvania.
2. Amendment to the Constitutive act of the Company and its updating as follows:
 - a) Article 15.2 shall have the following content:

“The Board of Administration is directed by the President or, in the absence thereof, by any of the Vice - Presidents, having the same rights as the acting President. The president of the Board of directors has full powers of representation and decision for the Company within the limits provided by the law and this Constitutive Act. The composition of the Board of Directors is set out in Annex 2 to this Constitutive Act”
 - b) Article 18 Executive management. Directors shall have the following content:

„18.1. The Board of Administration shall delegated the management of the Company to one or more directors, appointing one of them as General Manager. The directors may be appointed from among the members of the Board of Administration or outside this company body.

18.2. The General Manager and the other directors shall take all the measures due to company management, within the Company’s object of activity and with observance of the exclusive competencies reserved by the law or by the Constitutive Act, to the Board of Administration and General Meeting of Shareholders.

18.3. The General Manager and the other directors shall keep regulary informed the Board of Administration as regards the achieved and planned operations.

18.4. The General Manager and the other directors may be convoked in any meeting of the Board of Administration, meetings they are bound to attend. The directors who are also administrators shall have voting rights within these meetings.

18.5. The General Manager shall have limited competencies as regards the representation of the Company, his representation and decisional rights being limited to deeds which value cannot exceed the amount of Euro 10,000 or the equivalent in lei or other currency. The General Manager may delegate representation to other director, Directors, or persons employed by the company or from outside, under a valid mandate.”
3. Establishing the date of 21.05.2018 as „ registration date ", date which serves for identification of the sharehodlers benefitting of the effects of the Extraordinary General Meeting of Shareholders;
4. Establishing the date of 18.05.2018 as „ex date" day, the calendar day from which the shares of ALUMIL ROM INDUSTRY S.A., object of the Extraordinary General Meeting of Sharehodlers decision will be traded without the rights which derives from the respective decision;
5. Empowering Mr. Michail Sotiriou, President of the Board of the Company, to sign in the name and on behalf of the shareholders all the decisions taken within the Extraordinary General Meeting of Shareholders and effecting all the formalities required by the law in order to register and applying the decisions adopted as well as for signing in the name and on behalf of the Company of any contracts or other documents subsequent to these decisions, of the updated Constitutive Act of the Company and more specifically empowering Mr.Michail Sotiriou to sign all the requests, documents related to the fulfillment of this Resolution and to represent the Company with full powers in front of Banca Transilvania



SA in order to develop in good conditions of the contracted facility (from this credit institution) having the right to sign any addendum(s) to the credit agreements no 2/BW/2014 which may have as object including but not limited to, extension of time limits, restructuring, rescheduling, decrease, modifying and adding to the guarantees structure at the necessary level to guaranteeing under the negotiations with the bank, as well as any other documents needed for the good development of the agreed credit facility.

Only the shareholders registered as such on **13.04.2018** which is the **reference date** of the meeting as per the evidences issued by the Central Depository SA may participate and vote within the general meeting. The shareholders registered at the reference date may participate to the general meeting directly or may be represented at the meeting either by their legal representatives or by other representatives who were granted a special or general power-of-attorney, under the conditions of art. 92 para 19 of Law no. 24/2017 on financial instruments issuers and market operations. The minimum content of the power-of-attorney is as per art. 15 of Regulation no. 6/2009 issued by CNVM. The preprinted form of the special power-of-attorney, in Romanian and English language, may be obtained upon request from the company's headquarters or it can be downloaded from the web site www.alumil.com/ro, starting with the date of 26.03.2018.

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- a)** he/she is a majority shareholder of the company or another entity controlled by the respective shareholder;
- b)** he/she is a member of a body of administration, management or surveillance of the company, of a majority shareholder or an entity controlled as per those provided at letter a);
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The deadline for submitting the powers-of-attorney is 23.04.2018, 11.00 a.m. hours. One signed copy of the power-of-attorney, containing the mention of conformity with the original, signed by the representative (in Romanian or English language) together with a copy of the identity card or the registration certificate of the represented shareholder will be submitted at the company's headquarters in Bucharest, Calea Rahovei no. 286 A, District 5, or may be sent via e-mail with the extended electronic signature at the e-mail address office@alumil.ro. Certified copies of the powers of attorney are withheld by the Company this being mentioned in the minutes of the shareholders' meeting.

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shall be delivered together with a statement given on its own responsibility of the custodian institution which was so empowered where it shall be mentioned that:

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Additional information may be obtained from the Secretariat of the Company, at the telephone number +4021.424.34.56.

President General Manager
Michail Sotiriou