



**Current report**  
No. 6 Of April 25th, 2018

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

Date of report April 25th,2018

Name of issuing entity: SC Alumil Rom Industry SA

Headquarters: Bucharest, 286 A Calea Rahovei Str., District 5

Phone no./fax: 021 4243456 , fax: 021 423 39 32

Unique Registration Code at the Trade Registry: RO10042631

Registration number with the Trade Registry: J40/8540/1997

Subscribed and paid social capital: 6.250.000 lei

The regulated market by which the issued transferable securities are bargained: Bursa de Valori Bucuresti, Titluri de capital –Standard Category

**I.Important events to be reported:**

**A.**On April 25th, 2018, hours 11, the shareholders of the Company **ALUMIL ROM INDUSTRY S.A.** (hereinafter referred to as "**Alumil**"), joint stock company of open type with a share capital of 6,250,000 lei divided in 31,250,000 shares in nominal value of 0.2 lei, held by the shareholders registered in the Shareholders Register at the date of 14.04.2018 according to the evidences issued by Depozitarul Central S.A., have gathered at the meeting of the Ordinary General Meeting of the Shareholders in Bucharest, 286A CaleaRahovei, district 5, at the first summons of the President of the Board of Directors of the Company, in conformity with the legal provisions in force and with the Constitutive Act of the Company.

**RESOLUTIONS OF THE ORDINARY GENERAL MEETING**

The President of the Board of Directors has summoned the Ordinary General Meeting of Shareholders according with the statutory provisions and following the debates written in the Minutes of the Ordinary General Meeting of Shareholders dated on 25.04.2018, the shareholders adopted the following resolutions:

**Resolution no. 1**

Art. 1. It is approved the Management Report of the Board of Directors regarding the activity and the individual financial situations of the Alumil Rom Industry SA for the year 2017.

Art. 2. It is approved the Report and the opinion of the financial auditor regarding the individual financial statements of the Company Alumil Rom Industry SA for the year 2017.

Art. 3. It is approved the individual financial statements of the Company Alumil Rom Industry SA for the fiscal year 2017, meaning: the statement of comprehensive income, the statement of financial position, the statement of cash flow, the statement of changes shareholders' equity, the notes to the financial statements, as follows:

• Total income	69.222.577 lei
• Total expenses	49.601.204 lei
• Net profit of the year	12.647.642 lei

Art. 4. It is approved the consolidated financial situations for the company Alumil Rom Industry SA for the fiscal year 2017, drafted as per the International Standards of Financial Reporting, as well as the auditor's opinion on them, respectively: the consolidated situation of the global result, the consolidated situation of the financial position, consolidated cash flow fluctuations, situation of the modifications of own consolidated capitals, notes to the consolidated financial situations, as follows:

- Total income 69.222.577 lei
- Total expenses 49.601.203 lei
- Gross profit 14.361.314 lei

The resolution is adopted with unanimity.

### Resolution no. 2

Art. 1 It is approved the distribution of the net profit as follows:

Profit destination	2017
Reported results	7.789.199
<b>Net profit to be distributed related to 2017</b>	<b>12.647.642</b>
- legal reserves	-
- dividends	13.000.000
<b>Net reported results</b>	<b>7.436.841</b>

The value of the gross distributed which will be paid is of 0,416 lei/share, representing a gross dividend for the shareholders registered as such with the Shareholders' Registry as of 21.05.2018.

Art. 2 the Tax on dividends will be calculated and withheld by ALUMIL ROM INDUSTRY SA and paid to the state budget under the legal provisions applicable.

Art. 3 Dividend payments shall be made to the shareholders starting with 06.06.2018, established as "payment dated", the calendar day when the payment of the dividends related to ALUMIL ROM INDUSTRY SA shares as it was established under the Ordinary General Shareholders' Meeting become due.

The dividend payment modalities and the relevant procedures shall be communicated to the shareholders in a further information.

The resolution is adopted with unanimity.

### Resolution no. 3

Art. 1 It is approved the discharge of the administrations of the Company's directors for the financial year 2017.

The resolution is adopted according with the statutory provisions; being registered the abstentions of the present members of the Board of Directors.

#### **Resolution no. 4**

Art.1. Approval to extend with 1 year of the external (statutory) auditor mandate of the company **Accordserve Advisory S.R.L.** , a Romanian legal entity, registered with the Trade Registry under no. J40/3130/2001, UIC RO13788963, with headquarters in Bucharest, 7 Oitelor St., “APC House” Building, 1st floor, App. 3, district 4.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

#### **Resolution no. 5**

Art.1. It is approved the budget for the year 2018, as follows:

- |                          |                |
|--------------------------|----------------|
| • Turnover               | RON 91.486.194 |
| • Result of exploitation | RON 2.154.402  |
| • Net result             | RON 1.403.522  |

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

#### **Resolution no. 6**

Art.1. 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,

Art. 2 It is approved the termination by expiring the mandate for Mr. Konstantinos Akrivopoulos and Mr. Dimitris Koutsoupas.

Art. 3 It is approved the appointment for a 4 years mandate of Mr. Georgios Mylonas Greek, as member and Vice-President of the Board and of Mr. Marius Ionita as member of Board of Director for the position of General Manager, having full powers as provided in the Constitutive Act of the Company.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

#### **Resolution no. 7**

Art.1. It is approved the remuneration for the mandate granted on the basis of the decision no 6 of 25.04.2018 for the members of the Board of Directors amounting of 100 Euro net/year and for the President of the Board of Directors of Alumil Rom Industry S.A. amounting to 100.000 Euro net/year or RON equivalent of this remuneration at the exchange rate of National Bank of Romania for the payment date.

The remuneration of the General Manager of the Company shall be established under the provisions of art 153<sup>18</sup> of Law no 31/1990 by the Board of Directors of the Company.

The Company by its legal representatives shall conclude addendums, or mandate agreements respectively with the appointed board members under the terms of this decision.



The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

#### **Resolution no. 8**

Art.1. It is approved 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.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

#### **Resolution no. 9**

Art.1. It is approved 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.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

#### **Resolution no. 10**

Art.1. It is approved 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;

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

#### **Resolution no. 11**

Art.1. Mr. Michail Sotiriou, President of the Board of Directors identified with Passport no. AN5493581 issued by the Greek Authorities on 20.06.2017, 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.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

**B.** On April 25th, 2017, hours 11.30, the shareholders of the Company **ALUMIL ROM INDUSTRY S.A.** (hereinafter referred "**Alumil**"), joint stock company of open type with a share capital of 6,250,000 lei divided in 31,250,000 shares in nominal value of 0.2 lei, held by the shareholders registered in the Shareholders Register at the date of 13.04.2017 according with the evidences issued by Depozitarul Central S.A., have gathered at the meeting of the Extraordinary General Meeting of the Shareholders in Bucharest, 286A CaleaRahovei, district 5, at the first summons of the President of the Board of Directors of the Company, in conformity with the legal provisions in force and with the Constitutive Act of the Company.

#### **RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING**

The President of the Board of Directors has summoned the Extraordinary General Meeting of Shareholders according with the statutory provisions and following the debates written in the Minutes of the Extraordinary General Meeting of Shareholders dated on 25.04.2017, the shareholders adopted the following resolutions:

### **Resolution no. 1**

Art. 1 It is approved 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.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

### **Resolution no. 2**

1. Art. 1 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.”*

Art. 2 The Constitutive Act of the Company shall be updated as per the decision adopted following the publicity formalities provided by the law, the President of the board being empowered to sign the updated constitutive act and to fulfill the formalities related to it.



The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

### **Resolution no. 3**

Art. 1 It is approved establishing the date of 21.05.2018 as „ registration date ", date which serves for identification of the shareholders benefitting of the effects of the Extraordinary General Meeting of Shareholders;

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

### **Resolution no. 4**

Art.1. It is approved 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 Shareholders decision will be traded without the rights which derives from the respective decision.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

### **Resolution no. 5**

Art. 1 It is approved the empowerment of 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.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

**President of the Board of Directors**  
**Michail Sotiriou**



**Current report**  
No. 6 Of April 25th, 2018

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

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The resolution is adopted with unanimity.

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The resolution is adopted according with the statutory provisions; being registered the abstentions of the present members of the Board of Directors.



#### **Resolution no. 4**

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The remuneration of the General Manager of the Company shall be established under the provisions of art 153<sup>18</sup> of Law no 31/1990 by the Board of Directors of the Company.

The Company by its legal representatives shall conclude addendums, or mandate agreements respectively with the appointed board members under the terms of this decision.



The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

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Art.1. It is approved 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.

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Art.1. It is approved 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.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

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Art.1. It is approved 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;

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

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The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

**B.** On April 25th, 2017, hours 11.30, the shareholders of the Company **ALUMIL ROM INDUSTRY S.A.** (hereinafter referred "**Alumil**"), joint stock company of open type with a share capital of 6,250,000 lei divided in 31,250,000 shares in nominal value of 0.2 lei, held by the shareholders registered in the Shareholders Register at the date of 13.04.2017 according with the evidences issued by Depozitarul Central S.A., have gathered at the meeting of the Extraordinary General Meeting of the Shareholders in Bucharest, 286A CaleaRahovei, district 5, at the first summons of the President of the Board of Directors of the Company, in conformity with the legal provisions in force and with the Constitutive Act of the Company.

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Art. 1 It is approved 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.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

### **Resolution no. 2**

1. Art. 1 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.”*

Art. 2 The Constitutive Act of the Company shall be updated as per the decision adopted following the publicity formalities provided by the law, the President of the board being empowered to sign the updated constitutive act and to fulfill the formalities related to it.



The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

### **Resolution no. 3**

Art. 1 It is approved establishing the date of 21.05.2018 as „ registration date ", date which serves for identification of the shareholders benefitting of the effects of the Extraordinary General Meeting of Shareholders;

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

### **Resolution no. 4**

Art.1. It is approved 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 Shareholders decision will be traded without the rights which derives from the respective decision.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

### **Resolution no. 5**

Art. 1 It is approved the empowerment of 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.

The resolution is adopted with unanimity of votes of the shareholders present in person or by representative.

**President of the Board of Directors**  
**Michail Sotiriou**