

To

- **Financial Supervisory Authority**
- **Bucharest Stock Exchange**

## **CURRENT REPORT**

According to the FSA Regulation no.5/2018, and to Law no. 24/2017 regarding the issuers of financial instruments.

**Report date:** 01.10.2018

**Name of issuing entity:** CEMACON S.A.

**Registered office:** Cluj-Napoca, Calea Dorobantilor, nr. 48, etaj 1, Cluj county

**Tel/Fax:** 40 364 711 030/40 264 704 050

**Sole registration code with the Trade Register Office:** RO 677858

**Serial number with the Trade Register:** J12/2466/2012

**Subscribed and paid capital:** 47.853.093,50 lei

**Regulated market on which the securities issued are traded:** Bucharest Stock Exchange – Standard category.

**Important event to report:** On 28.09.2018, the Ordinary General Meeting of the Shareholders of CEMACON SA took place at the company's headquarters, in Cluj-Napoca, Dorobantilor Street, no. 48, 1<sup>st</sup> floor, Silver Business Center Building, Cluj County. Out of the total number of **478.530.935** CEMACON SA shares, there were represented shareholders holding **398,095,255** shares, representing **83.19112%** of the total number of voting shares of the share capital of CEMACON SA.

Referring to the items on the agenda, the Ordinary General Meeting of Shareholders adopted the following decisions:

### **Decision 1**

It approves the Revocation of the Decision no. 2 of the OGMS of Cemacon S.A. from 21.11.2017 regarding the modification of art. 1 of the decision of OGMS CEMACON SA no. 1 of 25.10.2013, regarding the special remuneration ("bonus package") offered to the managers of the company, for the purpose of granting a total number of 5,699,511 shares representing 5% of the share capital of the company.

### **Decision 2**

It approves the Amendment of Article 1 of the decision of OGMS of CEMACON SA no. 1 of October 25, 2013, regarding the special remuneration (the "bonus package") offered to the managers of the company,

for the purpose of granting a total number of 25.286.010 shares representing 5 % of the share capital of the company, as follows:

2.1. Subject to the approval of item 1 on the EGMS agenda convened for 28.09.2018, 11:00 hour, as a result of the successful completion of the procedure for increasing the share capital, will be compensated by the debts of Mr. Liviu Ionel Stoleru and Mr. Daniel Sologon, a number of 25.286.010 shares, resulting from the issuance of new shares in the procedure of increasing the share capital, within 5% of the share capital of the company.

2.2. If, in the procedure for increasing the share capital, voted by the EGMS on 28.09.2018, less than 25.286.010 shares are subscribed, the difference between the number of shares that should be compensated by the receivables of the directors and the number of shares offered as a result of the increase operation of the share capital referred to in point 2.1. will be converted into cash at the weighted average price value of the last 90 days calculated from the date of the Board of Directors' decision on conversion, with the company paying to the directors the amount resulting from the conversion under the management contracts.

### **Decision 3**

It approves to Mandate of the Board of Directors of Cemacon S.A. that if the new shares issued in the procedure for increasing the share capital do not fully subscribe, and the directors of the company of the Company will not be able to compensate the receivables with a number of 25.286.010 shares, to decide and implement within maximum 7 (seven) days after the completion of the share capital increase procedure, in accordance with the mechanism approved by OGMS Cemacon SA on 25 October 2013 and management contracts, the directors' right to acquire the difference in shares (calculated as the difference between 25.286.010 shares and number of shares compensated by the company in the procedure for increasing the share capital.), in order to settle the due liabilities of the company to the management according to the Decision no. 1 OGMS Cemacon SA as of 25.10.2013 and payment due

### **Decision 4**

Approval of the date of 12.10.2018 as the registration date for the identification of the shareholders on which the effects of the adopted EGMS decisions are reflected.

### **Decision 5**

Approval of 11.10.2018 as ex data;

### **Decision 6**

Empowerment of the Chairman of the Board of Directors, Mr. Stoleru Liviu-Ionel, domiciled in ... for signing on behalf of the shareholders all the decisions to be adopted by the OGMS and the fulfillment of all legal formalities for the execution and registration of the decisions and decisions to sign on behalf of the shareholders all the resolutions to be adopted by the Ordinary General Assembly of Shareholders and the updated articles of incorporation and to fulfil all the legal formalities for the execution and registration of the adopted resolutions and decisions, with the possibility of sub-empowerment towards third parties. Within the granted mandate, Mr. Stoleru Liviu-Ionel and any of its sub-mandatory may, without limitation, fulfil all the needed formalities for signing in the name and on behalf of the shareholders the Resolutions

of the Ordinary General Assembly of Shareholders, and to carry out any steps and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders before the Financial Supervisory Authority, Central Depository, Bucharest Stock Exchange, Trade Register Office and any other authorities and any individuals or legal entities involved.

#### **Decision 7**

Empowerment of Mr. Puscas Bogdan, legal adviser of the Company, domiciled in ..., legalized with ... series ... no. ... issued by ... on ... for the fulfillment of all the formalities of registration and registration with the Trade Register Office of the references corresponding to the resolutions adopted by the Ordinary General Meeting of the Company.

No other events to report.

**Chairman of the Board of Directors**

**Mr Liviu-Ionel Stoleru**