

**The Company**  
**“MECANICA CEHLAU” S.A.**  
**- PIATRA NEAMT –**

**Attention to:**  
**AUTHORITY FOR FINANCIAL MONITORING BUCHAREST [ASF]**  
**BUCHAREST STOCK EXCHANGE**  
**CURRENT REPORT**

**in compliance with the provisions under Law 24/2017 and of the Regulation N° 1/2006 of CNVM**

Report date: 19/04/2018

Issuing entity: S.C. “Mecanica Ceahlău” SA

Registered Office: Municipality of Piatra Neamt, Str. Dumbravei, N° 6

Phone/Fax: 0233/211104; 0233/216069

Unique Code of Registration with the Office of the Register of Commerce: 2045262

Register of Commerce Incorporation N°: J.27/8/1991

Social capital, subscribed and paid: Lei 23,990,846.00

Regulated Market on which movables issued are traded: [Bursa de Valori] Bucharest Stock Exchange

**Important events to be reported:**

**1a. The Ordinary General Meeting of Shareholders and Resolutions approved**

The Ordinary General Meeting of the Shareholders of the company “MECANICA CEHLAU” S.A. was held on the first convening, i.e., 19/04/2018, and was attended – in person, by representatives or by post – by a number of 7 shareholders, representing 224,493,441 shares, i.e., 93,5746% of the company’s social capital.

**Resolutions approved by the Ordinary General Meeting of Shareholders held on 19/04/2018**

**Resolution No. 1**

It is hereby approved that the secretariat of the Ordinary General Meeting of Shareholders from among the shareholders, in compliance with the provisions of Law 31/1990, article 129, paragraph (2):

1. Ilie Mihailescu
2. Elvira Bulai

The resolution is hereby adopted with 224,493,441 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

**Resolution No. 2**

It is hereby approved that the Report on the Board of Directors’ activity for 2017

The resolution is hereby adopted with 224,493,441 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

### Resolution No. 3

That the Individual Financial Statements for 2017 are hereby approved, together with the independent financial auditor's opinion.

The resolution is hereby adopted with 224,493,441 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

### Resolution No. 4

The main directions of operations and the Budget of Incomes and Expenses for 2018 are hereby approved with the followings fundamental indices:

- turnover .....	RON 46.400.000
- total income .....	RON 47.600.000
- total expenses. ...	RON 18.500.000
- net profit .....	RON 1.900.000

Art.2. It is hereby approved that the objectives of the investment shall be carried out, provided they rely on explanatory notes, and previously approved by the Board of Directors.

The resolution is hereby adopted with 224,493,441 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

### Resolution No. 5

Taking into account the financial situation of the company shall be approved the not to participate in profit of the executive management and the directors of the company.

The resolution is hereby adopted with 224,493,441 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

### Resolution no. 6

**Art. 1** The general remuneration limits shall be approved for administrators and directors of the company for 2018, as follow:

- a) For administrators, the limits established by the Ordinary General Meeting of Shareholders from 24.11.2018 shall be kept.
- b) For the executive management – monthly fixed net remunerations:
  - General Director ..... RON 16.330;
  - Sales Director ..... RON 6.499;
  - Financial Director ..... .RON 6.018;

Depending on the degree in which the performance indicators are met, collective and individual, at the end of 2017, the Board of Directors will grant a **variable remuneration** to the directors, but this remuneration is situated between the following limits:

- a) Awards - in the limit of 5% from the salary fund or achieved allowances, while conforming with the Budget of incomes and expenses approved by the Ordinary General Meeting of Shareholders.
- b) Annul individual bonuses, as participations to the benefit plans, situated at a level of maximum 9 salaries, if the established performance indicators are met.

**Art. 2.** Entrustment of the Board of Directors to negotiate and conclude management contract with the executive directors and to ensure the retribution in the limits established by the Ordinary General Meeting of Shareholders.

The resolution is hereby adopted with 224,343,771 votes in favour, i.e., 99.9333% of the total shares represented in the Ordinary General Meeting of Shareholders.

#### **Resolution No 7**

It is hereby approved that the date of 17/05/2018 (ex-date 16/05/2018) shall be set as the date for the identification of the shareholders that are to benefit from rights and who are to be subject to the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders

The resolution is hereby adopted with 224,493,441 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

#### **Resolution No 8**

Empowerment of the General Manager's power to carry out all the necessary documents for the registration of the OGMS decision to National Trade Register Office and taking steps to ensure the publicity of the adopted decisions. The General Manager may also mandate other persons to perform the previously mentioned records.

The resolution is hereby adopted with 224,493,441 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

#### **Resolution No 9**

The results of the ballot cast by secret procedure is hereby approved for the position of a manager in favour of **Esanu Romeo-Vasile**, for the time remaining of the 2017-2021 mandate (10.01.2018-24.11.2021)

The resolution is hereby adopted with 224,493,441 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

### **1.b. The Shareholders' Extraordinary General Meeting and Resolutions approved**

The Extraordinary General Meeting of the shareholders of the company "MECANICA CEHLAU" S.A. was held on the first convening, i.e., 19/04/2018, and was attended – in person, by representatives or by post – by a number of 7 shareholders, representing 224,493,441 shares, i.e., 93.5746% of the company

#### **Resolution No. 1**

It is hereby approved that the secretariat of the Extraordinary General Meeting of Shareholders from among the shareholders, in compliance with the provisions of Law 31/1990, article 129, paragraph (2):

1. Ilie Mihailescu
2. Elvira Bulai

The resolution is hereby adopted with 224,493,441 votes in favor, i.e., 100.00 % of the total shares represented in the Extraordinary General Meeting of Shareholders.

**Resolution No. 2**

It is hereby ratified the decision of the Board of Directors of Mecanica Ceahlau no. 1 of 03.05.2017, at the request of Transilvania Bank, for the contracting of a EUR 420,000 investment loan for a period of 7 years, from Banca Transilvania SA, for the purchase of a Bystronic BySprint Fiber 3015 laser cutting machine with generator 6000W laser fiber.

The resolution is hereby adopted with 224,493,441 votes in favor, i.e., 100.00 % of the total shares represented in the Extraordinary General Meeting of Shareholders.

**Resolution No. 3**

Empowerment of the General Manager's power to carry out all the necessary documents for the registration of the EGMS decision to National Trade Register Office and taking steps to ensure the publicity of the adopted decisions. The General Manager may also mandate other persons to perform the previously mentioned records.

The resolution is hereby adopted with 224,493,441 votes in favor, i.e., 100.00 % of the total shares represented in the Extraordinary General Meeting of Shareholders.

**Resolution No. 4**

Taking into account the amendments to the Articles of Incorporation of the company, the authorization of the President of the Board of Directors to sign the modified and updated form of the Articles of Incorporation is approved.

The resolution is hereby adopted with 224,493,441 votes in favor, i.e., 100.00 % of the total shares represented in the Extraordinary General Meeting of Shareholders.

**Resolution No. 5**

It is hereby approved that the date of 17/05/2018 (ex-date 16/05/2018) shall be set as the date for the identification of the shareholders that are to benefit from rights and who are to be subject to the effects of the resolutions adopted by the Extraordinary General Meeting of Shareholders.

The resolution is hereby adopted with 224,493,441 votes in favor, i.e., 100.00 % of the total shares represented in the Extraordinary General Meeting of Shareholders.

President of the Board of Directors  
Trifa Aurelian-Mircea-Radu