



**Current report**  
No. 5 Of March 15th 2019

The current report is issued in conformity with Law no 24/2017 and ASF Regulation no. 5/2018

Date of report March 15th 2019

Name of issuing entity: Alumil Rom Industry SA

Headquarters: Bucharest, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, district 1,

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. The Board of Directors of **ALUMIL ROM INDUSTRY S.A.** has adopted a decision no. 1/14.03.2019, whereby it was approved:
1. Approval of the Director's report on Company's activity for the financial year 2018 which will be discussed and approved by the Shareholders within the General Meeting.
  2. Approval of the Company's financial situations for the financial year 2018 which will be discussed and approved by the Shareholders within the General Meeting.
  3. Approval of convening the Ordinary General Meeting of Shareholders in order to approve the annual financial situations of the company for the year 2018 on April 19, 2019, hours 11.00 at Company's headquarters in Bucharest, Sos.Bucuresti-Ploiesti no 42-44, Complex Baneasa Business& Technology Park, A Building, A1 Wing, ground floor, district 1 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.
  4. Approval of convening the Extraordinary General Meeting of Shareholders on April 19, 2019 hours 11.30 at Company's headquarters in Bucharest, Sos.Bucuresti-Ploiesti no 42-44, Complex Baneasa Business& Technology Park, A Building, A1 Wing, ground floor, district 1 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, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business &Technology Park, A Building, A1 Wing, ground floor, district 1, 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 19.04.2019 starting with 11.00 a.m., at ALUMIL's headquarters of Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, District 1, Bucharest, having the following

### AGENDA:

1. Discussion and approval of the annual financial situations at 31.12.2018 on the basis of the Board of Directors' report and auditors' report for the financial year 2018;
2. Approval of the proposal of the Board of Directors' as regards the non-distribution of the net profit and its inclusion into the reported Result;
3. Release from management liabilities for the financial year 2018;
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 2019;
6. Establishing the date of 13.05.2019 as „registration date", date which serves for identification of the shareholders benefitting of the effects of the Ordinary General Meeting of Shareholders;
7. Establishing the date of 10.05.2019 as „ex date" day, the calendar day from which the shares of ALUMIL ROM INDUSTRY S.A., object of the Ordinary General Meeting of Shareholders decision will be traded without the rights which derives from the respective decision;
8. Empowering Mr. Michail Sotiriou, President of the Board, 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 **08.04.2019** 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. 201 of Regulation no. 5/2018 issued by ASF. 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](http://www.alumil.com/ro), starting with the date of 19.03.2019.

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 17.04.2019, 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, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, District 1, or may be sent via e-mail with the extended electronic signature at the e-mail address [office@alumil.ro](mailto: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 Rules no. 5/2018 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, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, District 1, in original, signed and if applicable, stamped, or they can be sent by e-mail with extended electronic signature attached at [office@alumil.ro](mailto: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 17.04.2019, 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 18.03.2019.

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, 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 19.03.2019, 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](http://www.alumil.com/ro).

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 02.04.2019.

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 17.04.2019, 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 20.04.2019 starting at 11.00 a.m. at the same address and having the same agenda.

- C. The Board of Directors of the Company **ALUMIL ROM INDUSTRY S.A.**, Romanian entity with headquarters in Bucharest, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, district 1, 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 19.04.2019 starting with 11.30 a.m., at ALUMIL's headquarters of Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, District 1, 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 EGMS Decision no.03/21.04.2016, for signing all the subsequent addendums necessary for the extension of the credit facility with Banca Transilvania.
2. Establishing the date of 13.05.2019 as „registration date”, date which serves for identification of the shareholders benefitting of the effects of the Extraordinary General Meeting of Shareholders;
3. Establishing the date of 10.05.2019 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;
4. 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 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/BWI/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 **08.04.2019** 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. 201 of Regulation no. 5/2018 issued by ASF. 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](http://www.alumil.com/ro), starting with the date of 19.03.2019.

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 17.04.2019, 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, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, District 1, or may be sent via e-mail with the extended electronic signature at the e-mail address [office@alumil.ro](mailto: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 Rules no. 5/2018 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, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business &Technology Park, A Building, A1 Wing, ground floor, District 1, in original, signed and if applicable, stamped, or they can be sent by e-mail with extended electronic signature attached at [office@alumil.ro](mailto:office@alumil.ro).



The shareholders registered on the reference date in the shareholders registry have the possibility to vote by correspondence, before the Extraordinary 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 17.04.2019, 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 18.03.2019.

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, shall be at the shareholders' disposal for consulting, starting with 19.03.2019, 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](http://www.alumil.com/ro).

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 Extraordinary 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 02.04.2019.

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 17.04.2019, 11.00 hours.

In case on the above mentioned date for the Extraordinary General Meeting of Shareholders the conditions of validity provided by the companies Law and the Articles of Incorporation are not met, the Extraordinary General Meeting of Shareholders shall be convened for the date of 20.04.2019 starting at 11.30 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.

## **BOARD OF DIRECTORS**

**President**

**Michail Sotiriou**