

To: **Autoritatea de Supraveghere Financiara**
Bursa de valori - Bucuresti

CURRENT REPORT

ACCORDING TO ANNEX NO. 29 TO THE REGULATION NO. 1/2006, REGARDING THE ISSUERS AND THE OPERATIONS WITH SECURITIES

Current report according to Regulation of CNVM no.1/2006

Date of the report: **05.09.2016**

The name of the issuer: **CEMACON S.A.**

Headquarters: **Cluj-Napoca, 48 Calea Dorobantilor street, Cluj County**

Sole Identification Number: **677858**

Fiscal Sign: **RO**

Registration Number with the Trade Registry: **J12/2466/2012**

Share Capital: **11.399.021,8 RON**

The Regulated Market on which the issued shares are traded: **Bucharest Stock Exchange**

The important event to be reported:

The Decision of EGMS on 05.09.2016

In accordance with art. 113 of the Regulation of CNVM no.1/2006, CEMACON S.A. informs that on 05.09.2016 the Extraordinary General Meeting of Shareholders of Cemacon SA gathered at first convocation, held at the headquarters from Cluj-Napoca, 48 Calea Dorobantilor street, Cluj county.

According to the notice of attendance, the persons in the capacity of shareholders on the reference date of 25.08.2015 had the right to take part in and to vote in the EGMS

At the Extraordinary General Meeting of Shareholders were present or expressed their vote by correspondence shareholders representing 92.04 % of the total share capital, Extraordinary General Meeting of Shareholders being statutory.

Annexed to this current report there is the adopted decision of EGMS of CEMACON SA in Romanian and English languages.

Chairman of the Board of Directors

ORION STRATEGY CONSULTING SRL

By dl. Stoleru Liviu-Ionel



Decision no 4 from 05.09.2016 of

The Extraordinary General Meeting of Shareholders of Cemacon SA

The Extraordinary General Meeting of Shareholders of Cemacon SA, a joint stock company organized and operating under the laws of Romania, headquartered in Cluj-Napoca, 48 Calea Dorobanților street, Cluj county, registered at Cluj Trade Registry Office no. J12 /2466/2012, unique registration code 677 858, (hereinafter referred to as the "Company"), was legally convened, today, 05.09.2016, at 10:00 a.m., at the company's headquarter, a number of 104.315.086 shares from a total of 113.990.218 shares being represented, the presence being 32,64 % and the quorum was legally met according to the provisions of article 115 from Law 31/1990.

According to the Convening, the persons having the capacity of shareholders at the reference date of August 25th 2016 were entitled to attend and vote in the Extraordinary General Meeting of Shareholders

In accordance with Law 31/1990, Capital Market Law 297/2004, CNVM Regulations 1/2006 and 6/2009 and with the Articles of Incorporation of the Company, the Extraordinary General Meeting of Shareholders

DECIDES

- Art. 1. Approval of conclusion of a credit agreement in order to refinance the loan contracted from BCR according to the Credit Contract no. 2 of 19.03.2015 and to supplement the working capital and of appointing the Board of Directors for negotiating the conditions of refinancing, under the following maximum limits:
- (i) The maximum amount of the facility RON 60.000.000:
 - a. Refinancing – RON 55.000.000
 - b. Working capital – RON 5.000.000
 - (ii) The maximum term of the facility:
 - a. Refinancing – 10 years from the date of the agreement
 - b. Working capital – 1 year from the date of the agreement
 - (iii) The interest – not more than tree (3) percentage points for the interest applicable under the Credit Contract no. 2 of 19.03.2015 concluded with BCR;
 - (iv) Other costs and fees under the received offers;



Cărămizi inteligente EVOCERAMIC

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(v) Granting mortgages on the following real estate properties of the Company:

- a. Factory land outside of the build-up areas, total area of 414.270 sq.m., located in Recea, compound of:
- land of 1.077 sq.m., located in Recea, identified with Land Registry no. 50012, topographical no. 345/1;
 - land of 293 sq.m., located in Recea, identified with Land Registry no. 50013, topographical no. 345/2;
 - land of 10.000 sq.m., located in Recea, identified with Land Registry no. 50046, topographical no. 315;
 - land of 12.300 sq.m., located in Recea, identified with Land Registry no. 50067, topographical no. 320;
 - land of 3.000 sq.m., located in Recea, identified with Land Registry no. 50160, topographical no. 50160;
 - land having built on a market house for preparation and a market house for production, administrative building ground floor + 2 floors, blind for the ash system, of 264.400 sq.m., located in Recea, identified with Land Registry no. 50242, topographical no. 50242-C1, 50242-C2, 50242-C3, 50242-C4;
 - land of 4.000 sq.m., located in Recea, identified with Land Registry no. 50387, topographical no. 318;
 - land of 26.700 sq.m., located in Recea, identified with Land Registry no. 50245, topographical no. 248;
 - land of 10.000 sq.m., located in Recea, identified with Land Registry no. 50388, topographical no. 317;
 - land of 4.500 sq.m., located in Recea, identified with Land Registry no. 50389, topographical no. 336;
 - land of 4.500 sq.m., located in Recea, identified with Land Registry no. 50390, topographical no. 324;
 - land of 1.100 sq.m., located in Recea, identified with Land Registry no. 50391, topographical no. 335;

- land of 4.500 sq.m., located in Recea, identified with Land Registry no. 50392, topographical no. 319;
 - land of 15.000 sq.m., located in Recea, identified with Land Registry no. 50393, topographical no. 316;
 - land of 14.000 sq.m., located in Recea, identified with Land Registry no. 50394, topographical no. 321;
 - land of 4.500 sq.m., located in Recea, identified with Land Registry no. 50395, topographical no. 329/1;
 - land of 31.600 sq.m., located in Recea, identified with Land Registry no. 50540, topographical no. 247;
 - land of 1.050 sq.m., located in Recea, identified with Land Registry no. 50541, topographical no. 294;
 - land of 1.750 sq.m., located in Recea, identified with Land Registry no. 50542, topographical no. 293;
- b. land, total area of 2.900 sq.m., located in Panic, Hereclean Commune, compound of:
- land of 891 sq.m., identified with Land Registry no. 52219, cadastral no. 593;
 - land of 973 sq.m., identified with Land Registry no. 52220, cadastral no. 592;
 - land of 1.036 sq.m., located in Hereclean Commune, identified with Land Registry no. 52221, cadastral no. 591;
- c. land having built on a warehouse, total area of 17.003 sq.m., located in Belciug Commune, compound of:
- land having built on a storehouse, of 50 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/a;
 - land having built on a workshop, of 248 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/b;
 - land having built on a storehouse, of 27 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/c;



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- land having built on a shed, of 288 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/d;
- land having built on a garage, of 14 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/e;
- land having built on a shed, of 209 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/f;
- land having built on a shed, of 387 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/g;
- land having built on a pig cage, of 71 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/h;
- land having built on a shed, of 415 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/i;
- land having built on a shed, of 112 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/j;
- land having built on a shed, of 546 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/k;
- fenced land of 6.617 sq.m., identified with Land Registry no. 101983, cadastral no. 2983/3/l;
- land for gate of 10 sq.m., identified with Land Registry no. 101983, cadastral no. 2994/1/a;
- land having built on an office building + a storehouse, of 231 sq.m., identified with Land Registry no. 101983, cadastral no. 2994/1/b;
- land having built on a shed, of 84 sq.m., identified with Land Registry no. 101983, cadastral no. 2994/1/c;
- land having built on a workshop, of 402 sq.m., identified with Land Registry no. 101983, cadastral no. 2994/1/d;
- land having built on a storehouse, of 38 sq.m., identified with Land Registry no. 101983, cadastral no. 2994/1/e;
- land having built on a warehouse for fuel, of 28 sq.m., identified with Land Registry no. 101983, cadastral no. 2994/1/f;

- land having built on a shed, of 108 sq.m., identified with Land Registry no. 101983, cadastral no. 2994/1/g;
 - fenced land of 7.118 sq.m., identified with Land Registry no. 101983, cadastral no. 2994/1/h;
- (vi) Granting movable mortgages on: equipment, plumbing, machines, stocks, accounts, pledge on receivables of the Company and on the insurance policies according to the annex to this decision and assignment of receivables arising from the commercial agreements.

It is approved Mr. Liviu-Ionel Stoleru's empowerment, Romanian citizen, domiciled in Bacau City, 10 Mioritei Street, D entrance, flat 4, Bacau county, born on October 20th, 1971, in Bacau City, Bacau county, identified with ID series ZC no. 142900, issued on September 29th, 2015 by SPCLEP Bacau, having Personal Identification Number 1711020040049, in order to sign any and all documents and to perform any and all the required actions in view of the refinancing of the above mentioned credit procedure as well as to sign the new credit agreements, mortgage agreements, guarantee agreements and of any similar documents.

Art. 2. Approval of sell by **CEMACON REAL ESTATE S.R.L.**, a limited liability company, organised and operating under Romanian law, headquartered in Zalau, 1 Fabricii Street, Salaj County, Sole Identification Number 32604048, being registered with the Salaj Trade Registry under no. J12/3663/2013, having as sole shareholder **CEMACON S.A.**, headquartered in Cluj-Napoca, 48 Calea Dorobantilor street, 1st floor, Silver Business Center building, RO 677858, J 12/2466/2012 to **DEDEMAN S.R.L**, Romanian legal entity, headquartered in Bacau City, 8 Alexei Tolstoi Street, Bacau County, registered with Bacau Trade Registry under no. J04/2621/1992, having sole identification number RO 2816464, of the following real estate:

- a. land of approximately 22.600 sq.m. (the exact area will be determined at the moment when the real estate is divided according to the parties' agreement) of the total area of the real estate owned by Cemacon Real Estate SRL, identified with Zalau Land Registry no. 66540 and topographical numbers: 1585/1/1/2, 1585/2/1/23, 1586/8/2, 1586/9/2, 1585/1/3/2/1, 1585/1/3/2/2, 1585/1/2/1/2/2, 1585/1/3/2/4, 1585/1/3/2/5, 1585/1/2/1/2/6, 1585/1/2/1/2/3, 1585/1/2/1/2/4, 1585/1/2/1/2/5, 1586/31/2, 1585/1/2/1/3/3, 1585/1/2/1/3/2, 1585/1/3/2/6, 1585/1/2/1/2/15, 1585/1/3/2/7, 1585/1/3/2/8, 1585/1/3/2/9, 1585/2/1/3/2/2, 1585/1/3/2/10, 1585/2/2/1/1/3/1, 1585/2/1/3/2/4, 1585/1/2/1/2/7, 1585/1/2/1/2/13, 1585/1/2/1/2/14, 1585/2/1/3/2/1, 1585/2/1/3/2/3, 1585/1/2/1/3/1, 1585/1/2/1/2/1/a, real estate that is located in Zalau, 1 Fabricii street, Salaj county. Following the process of determining and individualization there will be a single plot allocated to be sold, identified with a sole cadastral number and registered with a sole land registry.

- b. a real estate (land) registered with Land Registry no. 50434 and

cadstral/topographical number 50434, of 3.104 sq.m., located in Zalau, 1 Fabricii Street, Salaj County. For this land there will be maintained an acces (to pass) right for the land registered under Land Registry no. 66540, that will remain in the ownership of Cemacon Real Estate SRL.

The sale will be concluded after accomplishing the conditions that the parties agreed upon and after obtaining the consent of Romanian Commercial Bank, as mortgagor creditor, at the price of 62.5 EUR/sq.m. + VAT.

The area of land that is the object of the agreement concluded with DEDEMAN SRL, will be sold free of buildings, the demolition being performed until o level, without groundwork, at Cemacon Real Estate SRL cost, the transformer stations will be destroyed/moved; on the sale date the land will be free of any encumbrances, excepting the mortgages and interdictions in favour of BCR that will be stroke out.

Art. 3. Empowering the Board of Directors of Cemacon SA to negotiate the clauses of the sale pre-agreement and of the sale agreement/the general conditions of performing the transaction provided at the above point 2 in the name and on behalf of Cemacon Real Estate SRL, as well as to designate a representative for signing in name and on behalf of Cemacon Real Estate SRL and Cemacon SA (as the case may be) the sale pre-agreement, the sale agreement and any other document in front of the competent public notary/Cadaster and Real Estate Publicity Office/any other public authority or private legal entity necessary to fulfill with this decision.

The pre-agreement that will be concluded will provide that an advance payment will be paid by Dedeman SRL, whose refund in case of non-conclusion of the transaction will be guaranteed by Cemacon SA, in its capacity of sole shareholder of Cemacon Real Estate SRL, through a modality that the parties will mutually agree.

Art. 4. Empowering the Board of Directors of Cemacon SA to send/provide to the buyer SC DEDEMAN SRL/public notary/any other third party that proves a legal interest in this case, any document/statement/empowerment etc legitimately requested by DEDEMAN SRL and/or the public notary and/or other third party during the due diligence and implementation of the transaction process.

Art. 5. Approval of the date of 20.09.2016 as registration date for identifying shareholders of the Company who are affected by decisions adopted in the EGMS.

Art. 6 Approval of 19.09.2016 as ex-date.

Art. 7 Empowering the Board of Directors in order to sign any and all documents and to perform any and all operations as well as to fulfil any and all formalities required for implementing the decisions adopted during the EGMS.

Art. 8 Empowering the Chairman of the Board, SC ORION STRATEGY SOLUTION SRL represented by Mr Stoleru Liviu-Ionel identified with ID series ZC no. 142900, issued on September 29th, 2015 by SPCLEP Bacau, to sign on behalf of shareholders of all resolutions to be adopted by the EGMS and the fulfilment of all legal formalities for the enforcement and registration of the adopted resolutions and decisions, with the possibility of third party sub-empowerment.

Within the power of attorney, ORION STRATEGY SOLUTION SRL represented by Mr Stoleru Liviu-Ionel and any of its sub-agents, without limitation, shall fulfil all required formalities for signing in the name and on behalf of the shareholders the Resolutions of EGMS, as well as to undertake any necessary measures and formalities for implementing and registering the decisions of the shareholders to the FSA, the Central Depository, Bucharest Stock Exchange, the Trade Registry Office and any other authorities and individuals or legal entities involved.

Art. 9 The empowerment of Mr. Liviu-Ionel Stoleru, Romanian citizen, domiciled in Bacau City, 10 Mioritei Street, D entrance, flat 4, Bacau county, born on October 20th, 1971, in Bacau City, Bacau county, identified with ID series ZC no. 142900, issued on September 29th, 2015 by SPCLEP Bacau, having Personal Identification Number 1711020040049, to carry out all required measures and formalities regarding the registration/publication of this resolution in order to fulfill any and all operations regarding the registration and publication of the EGMS resolution, in accordance with the legal in force provisions.

Adopted today, 05.09.2016 and signed in 4 originals.

CHAIRMAN OF THE BOARD OF DIRECTORS

ORION STRATEGY SOLUTION SRL

By Stoleru Liviu – Ionel

Appendix to the General Meeting of Shareholders of CEMACON SA

No. inv.	Name	Inventory value
44567	TUNNEL DRYER	26,842,270
44568	TUNNEL OVEN	22,092,885
44569	73 Pieces of VAGONETI OVENS	8,420,069
44571	INSTALLATION FOR RAW PRODUCTS OPERATION	6,347,150
44573	INSTALLATION FOR UNLOADING AND PALLETING WITH ROBOTS	5,835,435
44565	PRESSER TYPE TECNO 750	4,871,892
44572	INSTALLATION FOR SETTLING WITH ROBOTS	3,657,449
44553	CLAY DITCHER ELINDA 130EF	1,774,154
44514	DELICATE VALT MACHINE TYPE COMPACT 1012	1,426,657
1206	FURNACING SYSTEM FOR CHARRED COAL OF OIL	1,420,650
44547	COARSE VALT MACHINE LI 1012	1,184,459
44575	CLEANING SYSTEM VAGONETI	878,539
44549	RELAY TRANSPORTATION LINES FOR CLAY PREPARATION	815,415
44574	DRAPING MACHINE STRECH HOOD	722,580
44548	CLAY MIXER MIX710I	692,402
44550	RELAY TRANSPORTATION LINE FOR SUPPLY SIL	554,088
2441	INSTALLATION FOR ASH SIEVEING	540,237
44563	RELAY SUPPLY LINES FOR PRESSER	535,856

44544	CLAY BREAKER R1500	470,580
44564	CLAY SUPPLY TYPE CFD120/8	454,956
44551	RELAY TRANSPORTATION LINES FOR CLAY EXTRACTION	379,476
44566	RELAY RAW WASTE LINES	340,678
44543	ASH SUPPLIER CFD120	330,497
44541	YELLOW CLAY SUPPLIER.CFD120	330,114
44542	BLUE METAL CLAY SUPPLIER CFD120	325,358
44570	CONTROL ROOM	285,551
2202	VALT MACHINE VERDES SECOND	230,225
44562	COMPRESSORS STATION KAESER	201,097
44552	DUST EXHAUST UT.PREPARAR	163,094
44576	AUTOMATIC SYSTEM FOR TIRE GREASING	135,984
2440	DIES WASHING MACHINE	127,435
2458	ANGLE DEFLECTOR	115,604
44429	CHARGER KB3	113,986
44554	AUTO WEIGHTING SYSTEM 60TO	83,960
2483	VACUM PUMP GHS730VSD	77,567
3538	VIDEO SURVEILLANCE SYSTEM	77,389
44578	SAWDUST SUPPLY AND SCREENING INSTALLATION	67,460
2472	AUTOMATIC PRESSER 3000KN	60,160
2377	SKODA CAR	59,162
2371	SKODA OCTAVIA DRIVE PLUS TDI	57,736
2372	SKODA OCTAVIA DRIVE PLUS TDI	57,736
2373	SKODA OCTAVIA DRIVE PLUS TDI	57,736

2379	SKODA OCTAVIA PLUS TDI	56,993
2380	SKODA OCTAVIA PLUS TDI	56,993
2242	DIGITAL PRESSER FOR TESTING	55,639
2439	SAWDUST SCREENING INSTALLATION	53,958
2473	JIB CRANE 2000KILO	49,306
44555	MINISTATIE DE EPURARE	36,890
44546	MAGNET PERMANENT 5NT-1400	34,779
2366	CLEANING MINISTATION 3MC-LIVR	31,226
44545	CLAY SUPPLIER 2LAN/1200	29,185
2378	MACHINE FOR BRICKS POLISHING	24,745
2444	GPS STATION ROVER GPS SOUTH S82	21,029
3539	LIGHTNING ROD INSTALLATION	19,685
2476	LAPTOP SIEMENS PGM4	18,984
3540	BOILER WITH SOLAR PANES	17,148
2493	MACHINE FOR WATER IONIZATION	12,570
Total		93,734,856

Stock		
Cont.	Name	Balance Value
301	Raw materials	3,300,262 RON
302	expendable materials	1,950,668 RON
	Materials as inventory	
303	objects	46,765 RON
341	Blanks	202,550 RON
345	Deliverables	7,096,725 RON
	Materials and third parties	
351	materials	43,391 RON
354	Third parties products	2,719,793 RON
	Goods in custody and	
357	consignation	404,527 RON
371	Goods	1,298,948 RON
381	Packaging	1,710,317 RON
Total		18,773,946 RON

CEMACON SAPresident of Board of DirectorsORION STRATEGY SOLUTION SRLBy Mr.Stoleru Liviu Ionel