

To

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

## **CURRENT REPORT**

**According to C.N.V.M Regulation no 1/2006 on issuers and operations with securities, Law no. 297/2004 on capital market, Law 24/2017 on issuers of financial instruments and market operations**

**Date of the report:** 18.10.2017

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

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

**Tel/Fax:** 0260/602.408

**Unique Registration Code with the Trade Register Office:** RO 677858

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

**Subscribed and paid up capital:** 11,399,021.8 lei

**The regulated market on which the issued securities are traded:** Bucharest Stock Exchange - Standard Category.

**Important event to be reported:** On 17.10.2017, during the meeting of the Board of Directors of CEMACON S.A., it was decided to convene the Ordinary General Assembly of Shareholders on 21.11.2017, at 11:00 am, at the office of the company in Cluj-Napoca, str. Dorobanților, nr. 48, 1st floor, Cluj County for all the shareholders registered with the Shareholders' Register, managed by the SA Central Depository, at the end of 10.11.2017, established as reference date. In case of the non-fulfilment of the statutory conditions or any other validity conditions, AGOA shall take place on 22.11.2017, at 11:00 am in the same place, with the same agenda for all shareholders registered with the Shareholders' Register at the same reference date.

**The agenda of the Ordinary General Assembly of Shareholders shall have the following items:**

1. The revocation of Resolution no. 2 of the Ordinary General Assembly of Shareholders of Cemacon S.A of 24.07.2017 on the modification of article 1 of Resolution of AGOA of 25.10.2013 regarding the special remuneration (`bonuses package`) granted to the company's managers, in view of allocating a total number of 5,846,132 shares, accounting for 5% of the share capital of the company.
2. The modification of article 1 of Resolution no. 1 of AGOA of CEMACON SA of 25.10.2013, regarding the special remuneration (`bonuses package`) granted to the company's managers, in view of granting a total number of 5,699,511 shares, accounting for 5% of the share capital of the

company, as it follows:

2.1. On condition of approving point 2 on the agenda of AGEA convened for 21.11.2017, at 13:00 pm, following the successful outcome of the public purchase offer carried out by the company in view of obtaining its own shares, a number of 5,699,511 shares shall be granted free of charge, obtained as a result of the repurchase programme approved by AGEA, convened for 21.11.2017.

2.2. In case the public purchase offer in view of obtaining its own shares shall not be carried out or in case in the public purchase offer carried out by the company in view of obtaining its own shares are subscribed less than 5,699,511 shares, the difference between the number of shares that should be granted free of charge to the directors and the number of shares obtained following the execution of the operation of obtaining its own actions mentioned at point 2.1 shall be converted into cash, at the value of the weighted average price of the last 90 days, the company is to pay the directors the amount resulting from the conversion, in compliance with the management contracts.

3. The Board of Directors of Cemacon SA is empowered, in case the offer is not fully subscribed and the company's directors shall not be able to obtain free of charge a number of 5,699,511 shares, to decide the conversion into cash, according to the mechanism approved by the AGA of Cemacon SA of 25.10.2013 and the management contracts, of the directors' right to obtain the difference of shares (calculated as the difference between 5,699,511 shares and the number of shares allocated by the company following the obtaining of its own shares, by redeeming them), in view of annulling the overdue obligations of the company towards the management in compliance with Resolution no. 1 of AGA of Cemacon SA of 25.10.2013.

4. Approving the date of 12.12.2017 as the registration date regarding the identification of the shareholders affected by the resolutions of the Ordinary general Assembly of the Shareholders, under art. 2 of Regulation no. 6/2006 of the National Securities Commission.

5. Approving the date of 11.12.2017 as the date of ex-date.

6. Empowerment of the Chairman of the Board of Directors, Mr Stoleru Liviu-Ionel, identified with Identity Card, series ZC nr. 142900, identified by Identity Card with series ZC no. 142900, issued on 29.09.2015, by the Bacău Public Community Service of Personal Records, with Personal Identification Number 1711020040049, domiciled in Bacau Municipality, Str. Mioritei nr. 10, sc. D, ap. 4, Bacau county, to sign all the resolutions to be adopted by the OGA on behalf of the shareholders and to fulfil all the legal formalities in order to execute and record the resolutions and decisions adopted, with the possibility to grant power of attorney to third parties. Through the power of attorney granted, Mr Stoleru Liviu-Ionel, as well as by empowered third parties, will be able, without limiting to the following, to fulfil all the formalities required in order to sign the OGA resolutions for and on behalf the shareholders and to take any measures and fulfil any formalities required in order to implement and record the decisions taken by the shareholders, in relation to the Financial Supervisory Authority, the Central Securities Depository, the Bucharest Stock Exchange, the Trade Register Office and any other authorities, natural persons or legal entities involved.

7. Empowerment of Mr Pușcaș Bogdan, legal advisor of the Company, domiciled in Cluj-Napoca, str. Fabricii, nr. 4, apartment 91, holder of ID card with serial CJ, no. 178807, issued by the Cluj Napoca Local Public Community Service of Personal Records, on 06.01.2016, to fulfil

all the formalities for the recording and registration with the Trade Register Office of the specifications related to the resolutions adopted by the Ordinary General Assembly of the Company.

**No other events to report.**

**Chairman of the Board of Directors**  
**Mr Stoleru Liviu-Ionel**

**CEMACON SA**  
**Board of Directors**

**Notice to attend**  
**of the Ordinary General Assembly of the Cemacon S.A. Shareholders**

Through the resolution adopted on 17.10.2017, the Board of Directors of CEMACON S.A. , share company, incorporated and functioning under the Romanian laws, with its registered office in Cluj-Napoca, Calea Dorobantilor nr. 48, etaj 1, Cluj county, registered with the Trade Register Office of Cluj, under the number J12/2466/2012, unique identification code 677858 (hereinafter named `the Company`), in compliance with art. 117 of Law no. 31/1990 on companies, republished, with the provisions of Law 24/2017 on the issuers of financial instruments and market operations, with the provisions of Regulation no. 6/2009 of the National Securities Commission regarding the exercise of certain rights of shareholders in general meetings of companies, as well as the provisions of the company's statute

**SUMMONS**

The Ordinary General Assembly of the Shareholders (hereinafter abbreviated as "AGOA"), on 21.11.2017, 11.00 am, at the company's office situated in Cluj-Napoca, Calea Dorobantilor, nr. 48, etaj 1, Cluj county, to be attended by all the shareholders registered with the Shareholder Register, managed by Depozitarul Central S.A, at the end of 10.11.2017, established as the reference day. In case of non-compliance with the statutory conditions or any other validity conditions, the Ordinary General Assembly of the Shareholders will take place on 22.11.2017, 11:00 am in the same place, with the same agenda for all the shareholders registered with the Shareholder Register at the same reference date, as follows:

**The Ordinary General Assembly of the Shareholders shall have the following items on its agenda:**

1. The revocation of Resolution no. 2 of the Ordinary General Assembly of Shareholders of Cemacon S.A of 24.07.2017 on the modification of article 1 of Resolution of AGOA of 25.10.2013 regarding the special remuneration (`bonuses package`) granted to the company's managers, in view of allocating a total number of 5,846,132 shares, accounting for 5% of the share capital of the company.
2. The modification of article 1 of Resolution no. 1 of AGOA of CEMACON SA of 25.10.2013, regarding the special remuneration (`bonuses package`) granted to the company's managers, in view of granting a total number of 5,699,511 shares, accounting for 5% of the share capital of the company, as it follows:
  - 2.1. On condition of approving point 2 on the agenda of AGEA convened for 21.11.2017, at 13:00 pm, following the successful outcome of the public purchase offer carried out by the

company in view of obtaining its own shares, a number of 5,699,511 shares shall be granted free of charge, obtained as a result of the repurchase programme approved by AGEA, convened for 21.11.2017.

2.2. In case the public purchase offer in view of obtaining its own shares shall not be carried out or in case in the public purchase offer carried out by the company in view of obtaining its own shares are subscribed less than 5,699,511 shares, the difference between the number of shares that should be granted free of charge to the directors and the number of shares obtained following the execution of the operation of obtaining its own actions mentioned at point 2.1 shall be converted into cash, at the value of the weighted average price of the last 90 days, the company is to pay the directors the amount resulting from the conversion, in compliance with the management contracts.

3. The Board of Directors of Cemacon SA is empowered, in case the offer is not fully subscribed and the company's directors shall not be able to obtain free of charge a number of 5,699,511 shares, to decide the conversion into cash, according to the mechanism approved by the AGA of Cemacon SA of 25.10.2013 and the management contracts, of the directors' right to obtain the difference of shares (calculated as the difference between 5,699,511 shares and the number of shares allocated by the company following the obtaining of its own shares, by redeeming them), in view of annulling the overdue obligations of the company towards the management in compliance with Resolution no. 1 of AGA of Cemacon SA of 25.10.2013.

4. Approving the date of 12.12.2017 as the registration date regarding the identification of the shareholders affected by the resolutions of the Ordinary general Assembly of the Shareholders, under art. 2 of Regulation no. 6/2006 of the National Securities Commission.

5. Approving the date of 11.12.2017 as the date of ex-date.

6. Empowerment of the Chairman of the Board of Directors, Mr Stoleru Liviu-Ionel, identified with Identity Card, series ZC nr. 142900, identified by Identity Card with series ZC no. 142900, issued on 29.09.2015, by the Bacău Public Community Service of Personal Records, with Personal Identification Number 1711020040049, domiciled in Bacau Municipality, Str. Mioritei nr. 10, sc. D, ap. 4, Bacau county, to sign all the resolutions to be adopted by the OGA on behalf of the shareholders and to fulfil all the legal formalities in order to execute and record the resolutions and decisions adopted, with the possibility to grant power of attorney to third parties. Through the power of attorney granted, Mr Stoleru Liviu-Ionel, as well as by empowered third parties, will be able, without limiting to the following, to fulfil all the formalities required in order to sign the OGA resolutions for and on behalf the shareholders and to take any measures and fulfil any formalities required in order to implement and record the decisions taken by the shareholders, in relation to the Financial Supervisory Authority, the Central Securities Depository, the Bucharest Stock Exchange, the Trade Register Office and any other authorities, natural persons or legal entities involved.

7. Empowerment of Mr Pușcaș Bogdan, legal advisor of the Company, domiciled in Cluj-Napoca, str. Fabricii, nr. 4, apartment 91, holder of ID card with serial CJ, no. 178807, issued by the Cluj Napoca Local Public Community Service of Personal Records, on 06.01.2016, to fulfil all the formalities for the recording and registration with the Trade Register Office of the

specifications related to the resolutions adopted by the Ordinary General Assembly of the Company.

## MEETING MINUTES OF AGOA

Only the shareholders registered in the registry of shareholders on the reference date, November 10th, 2017, can attend and vote in the General Assembly in person, through representative, through special or general power of attorney, or by correspondence.

The verification and centralisation of votes by correspondence and through general or special power of attorney are made by a technical commission named by the Board of Directors, composed of persons that shall keep safe and shall secure the confidentiality of the vote until the moment of voting the resolutions on the agenda.

### I. Necessary documents to attend AGOA

The necessary documents to attend AGOA for shareholders natural persons are:

- identity card (ID card for Romanian citizens or, where necessary, passport for foreign citizens);
- special power of attorney and ID card of the representative (if the shareholder is represented by another person) – in which specific instructions of voting shall be mentioned.

The necessary documents to attend AGOA for shareholders legal persons are:

- official document to attest this quality of legal representative together with the ID card (ex.: extract/certificate of good standing issued by the Trade Registry or another evidence issued by a competent authority, they shall be issued at least 3 months prior to the date of publishing the general assembly call);
- besides the aforementioned document (which attests the quality of legal representative of the person signing the power of attorney), the representative will also submit the special power of attorney signed by the legal representative of the said legal person if the one representing the shareholder legal person is not the actual legal representative. The natural person appointed as representative of the shareholder legal person shall be identified by ID card.

The documents attesting the quality of legal representative, written in a foreign language, other than English, shall be accompanied by a translation made by an authorized translator in Romanian or English.

### II. Attending AGOA by representative

The shareholders can attend AGOA in person or through representative, according to the provisions of art. 92 alin. (12) and (13) of Law no. 24/2017. The representation of shareholders can be made also by persons other than the shareholder, based on a special or general power of attorney, according to art.92 alin. (12) and (13) of Law no. 24/2017. Special power of attorney can be used under the provisions of Law no. 24/2017 and of CNVM Regulation no. 6/2009 and the model can be found on the company's site [www.cemacon.ro](http://www.cemacon.ro) or at the headquarters of the company in Cluj-Napoca, 48 Calea Dorobantilor, 1st floor, county Cluj.

The special power of attorney shall be submitted, either



- (i) **in original**, at the company's headquarters in Cluj-Napoca, 48 Calea Dorobantilor, 1st floor, county Cluj, so that it shall be received by the company no later than November 19nd, 2017, 11 o'clock in an envelope marked "FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS of November 21th/22th, 2017", or
- (ii) **via e-mail, with incorporated advanced electronic signature** according to Law no. 455/2001 regarding the electronic signature, at [office@cemacon.ro](mailto:office@cemacon.ro), so that it shall be received by CEMACON SA, **48 hours** prior to the first AGOA convocation, at the latest of November 19th, 2017, 11 o'clock under the penalty of losing the voting right in the said assembly.

The special power of attorney shall be accompanied by the following documents:

- a) **for shareholders natural persons** - copy of the shareholder's ID card, to allow to identify him in the CEMACON SA shareholders' list on the reference date issued by Depozitarul Central S.A. and copy of the representative's identity card (ID card for the Romanian citizens and passport for the foreign citizens)
- b) **for shareholders legal persons**
  - i. certificate of good standing, original or true copy, issued by the Trade Registry or any other document, original or true copy, issued by a competent authority from the state in which the shareholder is duly registered, to establish the existence of the legal person and of the name/quality of legal representative, not older than 3 months prior to the date of publishing the general assembly call, to allow to identify him in the CEMACON SA shareholders' list on the reference date issued by Depozitarul Central S.A.
  - ii. the quality of legal representative is established based on the CEMACON SA shareholders' list on the reference date, received from Depozitarul Central S.A. However, if the shareholder has not informed in time Depozitarul Central regarding his legal representative or if this information is not set forth in CEMACON SA shareholders' list on the reference date received from Depozitarul Central, then the certificate of good standing/the aforementioned similar documents must provide evidence of the legal representative of the shareholder
  - iii. copy of the representative's (trustee) identity card (ID card for the Romanian citizens and passport for the foreign citizens)
- c) documents in a foreign language (except for identity cards available in Romania, in Latin script) shall be accompanied by authorized translation in Romanian or English, with the exception of the documents attesting the quality of legal representative, written in a foreign language, other than English, which shall be accompanied by a translation made by an authorized translator in Romanian or English.

The form for the special power of attorney:

- a) shall be provided to the shareholders by the Company starting with October 21rd, 2017 at the same coordinates and under the same conditions as the information materials;

- b) shall be updated by the Company if new items will be added to the agenda of AGOA and shall be made available on the Company's website, in updated form;
- c) shall be filled up by the shareholders in three original copies: one for the shareholder, one for the representative and one for the Company. On the day of AGOA, the shareholder's representative must carry the original power of attorney.

In general, a shareholder can authorize a sole representative to represent him in AGOA. However, the power of attorney can appoint one or more deputy representatives to assure his attendance in the general assembly. In the case where the main representative aforementioned is unable to fulfil his mandate. In the case where, through the power of attorney more deputy representatives are appointed, the order in which they shall exercise the mandate will be set forth.

The representation of shareholders in the general assembly by other persons can also be made through a general power of attorney, by an intermediate (defined according to art. 2 alin. 1 pct. 20 of Law 24/2017) or a lawyer which has received the power of attorney under the relevant legal terms and procedures of AGOA Cemacon S.A., the general power of attorney containing the mention of original copy under the trustee's signature.

Unlike special power of attorney, the general power of attorney allows the trustee to vote on behalf of the shareholder any issue on the agenda of AGOA. The length of this general mandate cannot be longer than 3 years.

The general power of attorney shall be submitted to the company as follows:

- a) **in original**, at the company's headquarters in Cluj-Napoca, 48 Calea Dorobanților, 1st floor, county Cluj, so that it shall be received by the company no later than November 19nd, 2017, 11 o'clock in an envelope marked "FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS of November 21th/22th, 2017", or
- b) **via e-mail, with incorporated advanced electronic signature** according to Law no. 455/2001 regarding the electronic signature, at office@cemacon.ro, so that it shall be received by CEMACON SA, **48 hours** prior to the first AGOA convocation, at the latest of November 19nd, 2017, 11 o'clock under the penalty of losing the voting right in the said assembly.

Documents accompanying the general power of attorney:

- a) evidence that the trustee has the quality of either intermediate (according to the provisions of art. 2 alin. 1 pct. 20 of Law no. 24/2017), or of lawyer, and the shareholder is their client.
- b) **for shareholders natural persons:** - copy of the shareholder's ID card, to allow to identify him in the CEMACON SA shareholders' list on the reference date issued by Depozitarul Central S.A. and copy of the representative's identity card (ID card for the Romanian citizens and passport for the foreign citizens)



**c) for shareholders legal persons:**

- i. certificate of good standing, original or true copy, issued by the Trade Registry or any other document, original or true copy, issued by a competent authority from the state in which the shareholder is duly registered, to establish the existence of the legal person and of the name/quality of legal representative, not older than 3 months prior to the date of publishing the general assembly call, to allow to identify him in the CEMACON SA shareholders' list on the reference date issued by Depozitarul Central S.A.
- ii. the quality of legal representative is established based on the CEMACON SA shareholders' list on the reference date, received from Depozitarul Central S.A. However, if the shareholder has not informed in time Depozitarul Central regarding his legal representative or if this information is not set forth in CEMACON SA shareholders' list on the reference date received from Depozitarul Central, then the certificate of good standing/the aforementioned similar documents must provide evidence of the legal representative of the shareholder
- iii. copy of the representative's (trustee) identity card (ID card for the Romanian citizens and passport for the foreign citizens)

- d)** Documents in a foreign language (except for identity cards available in Romania, in Latin script) shall be accompanied by translation in Romanian or English, with the exception of the documents attesting the quality of legal representative, written in a foreign language, other than English, which shall be accompanied by a translation made by an authorized translator in Romanian or English.

The aforementioned documents regarding the shareholder shall not be necessary if the general power of attorney is signed by the said shareholder, and the trustee (intermediate/lawyer) issues a statement which confirms that:

- a) the shareholder is the client of the trustee;
- b) the general power of attorney is signed by the said shareholder (including the advanced electronic signature, if necessary).

The statement aforementioned must be submitted in original at Cemacon S.A. (at the same time with the form for the general power of attorney and at the same coordinates set forth in the assembly call) signed and stamped (if necessary) by intermediate/lawyer (without fulfilment of other formalities regarding its format).

The trustee cannot be replaced by another person. If the trustee is a legal person, he can exercise his mandate through any person that is part of his administrative or management body or his staff.

The shareholders cannot be represented in AGOA through a general power of attorney by a person found in a situation of conflict of interests, such as:

- a) he is a controlling shareholder of the company, or another entity, controlled by the said shareholder;
- b) he is a member of the administrative, management or surveillance body, of a controlling shareholder or of an entity controlled by the said shareholder
- c) he is an employee or an auditor of the society or of a controlling shareholder or of an entity controlled by the said shareholder
- d) he is the husband, relative or affinitive up to the fourth degree of kinship of one of the natural persons from letter a) - c).

The form of the general power of attorney shall be provided to the shareholders by the Company starting with October 21st, 2017 at the same coordinates and under the same conditions as the information materials.

The special/general power of attorney having a later date (registered until the deadline of November 19th, 2017, 11 o'clock) has the effect of revoking the power of attorney dated prior to that. The shareholders that voted through special power of attorney or ballot papers can change their initial option, being considered valid the last expressed and registered vote until the deadline of November 19th, 2017, 11 o'clock). If the shareholder that expressed his vote by correspondence, attends in person or through representative the general assembly, the vote by correspondence is cancelled, being considered valid just the vote expressed in person or through representative. If the person attending the General Assembly is different than the one expressing the vote by correspondence, for the validity of the vote, either he shall submit at the General Assembly a written recall of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. The direct attendance of the shareholder at the general assembly, in person or through legal representative precludes any other prior voting option.

If the shareholder is represented by a credit institution that renders custody services, it can vote in the general assembly of shareholders based on the instructions of voting received by electronic means of communication, without being necessary the drawing up of a special or general power of attorney by the shareholder. The custodian votes in the general assembly of the shareholders exclusively according to and in the limits of the instructions received from his clients having the quality of shareholders on the reference date.

### **III. Vote by correspondence**

The shareholders registered on the Reference Date have the possibility to vote by correspondence, before the general assembly, by using the form of vote by correspondence, provided at the company's headquarters, as well as on the company's website at [www.cemacon.ro](http://www.cemacon.ro).

For the vote by correspondence, the form for the vote, filled and signed on each page, can be submitted to the company as follows:

- a) **in original**, at the company's headquarters in Cluj-Napoca, 48 Calea Dorobanților, 1st floor, county Cluj, so that it shall be received by the company no later than November

19nd, 2017, 11 o'clock in an envelope marked "FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS of November 21th/22th, 2017", or

- b) **via e-mail, with incorporated advanced electronic signature** according to Law no. 455/2001 regarding the electronic signature, at office@cemacon.ro, so that it shall be received by CEMACON SA, **48 hours** prior to the first AGOA convocation, at the latest of November 19nd, 2017, 11 o'clock under the penalty of losing the voting right in the said assembly.

Documents accompanying the ballot papers:

- a) **for shareholders natural persons:** - copy of the identity card, to allow to identify them in CEMACON SA shareholders' list on the reference date issued by Depozitarul Central S.A. (ID card for the Romanian citizens and passport for the foreign citizens, with, if necessary, copy of the legal representative's identity card(for natural persons without legal competence or with limited legal competence) (ID card for the Romanian citizens and passport for the foreign citizens), together with evidence attesting the quality of legal representative
- b) **for shareholders legal persons:**
- i. certificate of good standing, original or true copy, issued by the Trade Registry or any other document, original or true copy, issued by a competent authority from the state in which the shareholder is duly registered, to establish the existence of the legal person and of the name/quality of legal representative, not older than 3 months prior to the date of publishing the general assembly call, to allow to identify him in the CEMACON SA shareholders' list on the reference date issued by Depozitarul Central S.A.
  - ii. The quality of legal representative is established based on the CEMACON SA shareholders' list on the reference date, received from Depozitarul Central S.A., however, if the shareholder has not informed in time Depozitarul Central regarding his legal representative or if this information is not set forth in CEMACON SA shareholders' list on the reference date received from Depozitarul Central, then the certificate of good standing/the aforementioned similar documents must provide evidence of the legal representative of the shareholder
- c) Documents in a foreign language (except for identity cards available in Romania, in Latin script) shall be accompanied by authorized translation in Romanian or English, with the exception of the documents attesting the quality of legal representative, written in a foreign language, other than English, which shall be accompanied by a translation made by an authorized translator in Romanian or English.

If the shareholder that expressed his vote by correspondence, attends in person or through representative (provided that the special/general power of attorney) has been submitted according to the aforementioned conditions, at the general assembly, the vote by correspondence expressed for that general assembly is cancelled. In such cases, the vote expressed in person or through representative shall be considered valid.

If the person representing the shareholder by personal attendance in the General Assembly is different than the one expressing the vote by correspondence, then, for the validity of the vote, he shall submit at the General Assembly a written recall of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. If the shareholder or his legal representative attend the general assembly, this is no longer necessary.

The form of the ballot paper by correspondence:

- a) shall be provided to the shareholders by the Company starting with October 21st, 2017 at the same coordinates and under the same conditions as the information materials and the forms for special power of attorney;
- b) shall be updated by the Company if new items will be added to the agenda of AGOA and shall be made available on the Company's website, in updated form;

#### **IV. The right of shareholders to add new items on the agenda of AGOA and to make proposals of decisions for the existing items or the ones suggested to be included on the agenda.**

The shareholders can exercise their rights laid down in art.7 of CNVM Regulation no. 6/2009 on the exercise of certain shareholder rights, namely: one or more shareholders representing individually or together at least 5% of the registered capital have the right, at the latest 15 days after the publishing of the Call in Monitorul Oficial of Romania,

- to add new items on the agenda of the general assembly, provided that each item is accompanied by a justification or by a draft resolution suggested for approval by the general assembly
- to present draft resolutions for the items included or proposed for inclusion on the agenda of the general assembly

These requests must fulfil the following cumulative conditions:

- the evidence for the quality of shareholder in the conditions aforementioned for natural persons and/or the representatives of the legal persons;
- to be addressed to the Board of Directors of the Company and to be submitted, in writing, within the legal term, either
  - (i) in physical format, at the Company's headquarters (in person or sent by courier services with acknowledgement of receipt), or
  - (ii) via e-mail with incorporated advanced electronic signature, conform Law no. 455/2001, at office@cemacon.ro. Both means of submission must be completed with the indication written clearly and with capitals "PROPOSAL OF NEW ITEMS FOR THE AGENDA - FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS of November 21th/22th, 2017". The documents justifying the proposals of inclusion of new items on the agenda and their draft resolution, as well as the completed call, shall be available for the shareholders, at the Company's headquarters, and on the company's website at [www.cemacon.ro](http://www.cemacon.ro), and the completed call shall be published in Monitorul Oficial of Romania and in a widely distributed newspaper, pursuant to the legal provisions.

## **V. Questions regarding the agenda/activity of the Company**

Any shareholder has the right to address written questions to the Board of Directors, before the date of the general assembly, regarding the items on the agenda, according to art. 13 of CNVM Regulation 6/2009. The answer is considered to be given if the information requested is published on the Company's website. The questions shall be submitted either

- (i) in physical format, at the Company's headquarters (in person or sent by courier services with acknowledgement of receipt), or
- (ii) via e-mail with incorporated advanced electronic signature, in accordance to Law no. 455/2001, at office@cemacon.ro, so that it shall be received no later than November 19nd, 2017, 11 o'clock. Both means of submission must be completed with the indication written clearly and with capitals "QUESTIONS REGARDING THE AGENDA - FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS of November 21th/22th, 2017". Each shareholder can freely exercise his rights, according to the applicable legal provisions and to the provisions of the Articles of Incorporation of the Company.

## **VI. Information materials regarding the agenda**

Starting with October 21, 2017, the forms for the special power of attorney and for the general power of attorney, the form for vote by correspondence, the documents and the information materials regarding the issues included on the agenda of AGOA, in Romanian and English, the draft resolutions as well as any other information related to AGOA can be obtained at the headquarters of the company CEMACON S.A., between 9:00 AM-5:00 PM, at tel: 0260/602 409 or 0360/711 030, fax: 0264/704.050, being also available on the Company's website : [www.cemacon.ro](http://www.cemacon.ro).

According to art. 92 alin. 10 of Law no. 24/2017 the representation of the shareholders in the general assembly of the shareholders for companies whose shares are admitted to trading can be made through persons others than the shareholders, under a special or general power of attorney, with the implementation and in compliance with the existing legal provisions.

This call shall be completed with the applicable legal provisions.

**The Chairman of the Board of Directors,**  
Mr Stoleru Liviu-Ionel