

To:

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

## **CURRENT REPORT**

**in accordance with the Regulation of the Romanian National Securities Commission No. 1/2006 on issuers and operations with securities and Law No. 297/2004 on capital market, Law 24/2017 regarding the issuers of financial instruments and market operations**

**Report date:** 22.11.2017

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

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

**Phone/Fax:** 0260/602.408

**Tax identification number with the Trade Registry:** RO 677858

**Order number in the Trade Register:** J12/2466/2012

**Subscribed and paid-up share capital:** RON 113.990.218

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

### **Important events to be reported:**

On 21.11.2017, 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 113.990.218 of CEMACON SA shares, there were represented shareholders holding 103.188.490 shares, namely 90.52% 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:

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.

**There are no other events to report.**

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