

**The Company**

**“MECANICA CEAHLAU” 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 № 5/2018 of ASF**

Report date: 18/04/2022

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

Registered Office: Municipality of Piatra Neamt, Str. Dumbravei, № 6

Phone/Fax: 0233/211104; 0233/216069

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

Register of Commerce Incorporation №: 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: The Ordinary General Meeting of Shareholders and Resolutions approved**

The Ordinary General Meeting of the Shareholders of the company “MECANICA CEAHLAU” S.A. was held on the first convening, i.e., 18/04/2022, and was attended – in person, by representatives or by post – by a number of 3 shareholders, representing 224,339,591 shares, i.e., 93,5121% of the company’s social capital.

**Resolutions approved by the Ordinary General Meeting of Shareholders held on 18/04/2022**

**Resolution No. 1**

**Sole Article:** 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

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

**Resolution No. 2**

**Sole Article:** It is hereby approved that the Report on the Board of Directors’ activity for 2021

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders

**Resolution No. 3**

**Sole Article:** That the Individual Financial Statements for 2021 are hereby approved, together with the independent financial auditor’s opinion.

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

#### Resolution No. 4

**Sole Article: It is approved** that the net profit realized in the financial year 2021 in the amount of 1,720,446.06 lei be distributed on the following destinations:

Legal reserve: RON 86,022.30

Loss coverage from previous years: RON 1,634,423.76 lei

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

#### Resolution No. 5

**Sole Article:** It is hereby approved the discharge of the managers' liability for 2021

The resolution is hereby adopted with 224,339,591 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 main directions of activity and the Revenue and Expenditure Budget for 2022 are approved with the following basic indicators:

• Turnover	RON 44,400,000;
• Total income	RON 45,100,000
• Total expenses	RON 42,800,000
• 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 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

#### Resolution no. 7

**Sole Article: Is approved** the participation of the administrators in the net profit obtained before the calculation of the corresponding provision, in the amount of RON 43,239, in this amount being included the company's contributions.

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

#### Resolution no. 8

**Sole Article: It is approved** the prescription of the dividends related to the financial years 2016 established by the OGMS from 26.04.2017, not collected until 17.08.2020 and their registration according to the applicable regulations

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

#### Resolution no. 9

**Art. 1. Are approved** - the general remuneration limits for the directors and directors of the company for the year 2022, as follows:

- a) For administrators, the limits established by the Ordinary General Meeting of Shareholders from 22.11.2021 shall be kept.
- b) For the executive management – monthly fixed net remunerations:

Managing Director ..... 3,500 Euro;

Sales Director ..... RON 10,000;

Chief Financial Officer ..... RON 10,000;

The denomination in lei will be made at the Euro-leu exchange rate of the NBR on the date of payment

Depending on the degree in which the performance indicators are met, collective and individual, at the end of 2021, 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) Annual 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.** The performance indicators for the year 2022 are approved

**Art.3.** Entrustment of the Board of Directors to negotiate and conclude management contract/addendum to it 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 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

#### **Resolution No 10**

**Sole Article:** The Remuneration Report for the financial year 2021 is approved

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders

#### **Resolution No 11**

**Sole Article:** 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 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders

#### **Resolution No 12**

**Sole Article:** It is hereby approved that the date of 20.05.2022 (ex-date 19.05.2022) 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 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders

President of the Board of Directors

Trifa Aurelian-Mircea-Radu

