

**SOCIETATEA  
"MECANICA CEHLĂU" 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 N° 1/2006 of  
CNVM**

Report date: 23/10/2017

Issuing entity: S.C. "Mecanica Ceahlău" SA

Registered Office: Municipality of Piatra Neamt, Str. Dumbravei, N° 6

Phone/Fax: 0233/211104; 0233/216069

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

Register of Commerce Incorporation N°: 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 Extraordinary and Ordinary General Meeting of the Shareholder is hereby convened for the 24/27 November 2017**

**The Board of Directors of Mecanica Ceahlău S.A.** with its registered office in Piatra Neamț, 6 Dumbravei Street, Neamț County, registered with the Trade Register under no. J27/8/1991, Unique registration code 2045262, met on **23.10.2017**, in accordance with the provisions of Law no. 31/1990, republished and supplemented, **convenes the Extraordinary General Meeting of Shareholders on 24.11.2017, at 13:00 and the Ordinary General Meeting of Shareholders on 24.11.2017, at 14:00, which will take place at company's registered office**, in Piatra Neamț, 6 Dumbravei Street, Neamț County, for all shareholders registered with the Trade Register at the end of **14.11.2017**, with the following agenda:

**For the Extraordinary General Meeting:**

**1.** Electing the secretariat of the EGMS among company's shareholders, in accordance with the provisions of Law no. 31/1990 art. 129, paragraph (2);

**2. Approving the amendments to the Articles of Association of Mecanica Ceahlău SA, as follows:**

➤ **Art. 16, paragraph 1 of the Articles of Association shall be amended to read as follows:**

**The current form:** *"The Company is managed by 5 directors, individuals or legal entities elected by the Ordinary General Meeting of Shareholders, which together form the Board of Directors".*

**Proposal for amendment:** *"The Company is managed by 3-5 directors, individuals or legal entities elected by the Ordinary General Meeting of Shareholders, which together form the Board of Directors".*

➤ **Art. 16, paragraph 7 of the Articles of Association shall be eliminated:**

**The current form:** *"The current composition of the Board of Directors is set out in Annex no. 2 to these Articles of Association".*

➤ **Art. 16, paragraph 14 of the Articles of Association shall be amended to read as follows:**

**The current form:** *"The Board of Directors validly deliberates in the presence of at least 3 members and the decisions are adopted with at least 3 votes "for". Members of the Board of Directors may be represented under the law".*

**Proposal for amendment:** *"The Board of Directors validly deliberates in the presence of at least half of the members and the decisions will be adopted by a majority. Members of the Board of Directors may be represented under the law".*

➤ **Art. 17, paragraph 3 of the Articles of Association shall be amended to read as follows:**

**The current form:** *"The Chairman of the Board of Directors represents the company in relations with third parties. With the prior approval of the Board of Directors, the right of representation may be given based on special mandate".*

**Proposal for amendment:** *"Company's representation in relation with third parties is made by the General Manager. With the prior approval of the Board of Directors, the right of representation may be given based on special mandate".*

➤ **Art. 18 paragraph 2, letter m) of the Articles of Association shall be amended to read as follows:**

**The current form:** *"submits for approval to the General Meeting of Shareholders, within 5 months from the end of the financial year, the annual financial statements, unless the law provides otherwise".*

**Proposal for amendment:** *"submits for approval to the General Meeting of Shareholders, within 4 months from the end of the financial year, the annual financial statements, unless the law provides otherwise".*

**The other provisions of the Articles of Association shall remain unchanged.**

3. Approving the date of 14.12.2017 (ex-date 13.12.2017) as date for the identification of shareholders who will benefit from rights and will be affected by the EGMS decisions.

**FOR THE ORDINARY GENERAL MEETING:**

1. Electing the secretariat of the OGMS among company's shareholders, in accordance with the provisions of Law no. 31/1990 art. 129, paragraph (2);
2. Election of the 3 members of the Board of Directors for a duration of four years, i.e. the period 2017-2021.
3. Approval of management contracts and setting the allowance for directors.
4. Empowerment of the person to sign the management contracts;
5. Approving the date of 14.12.2017 (ex-date 13.12.2017) as date for the identification of shareholders who will benefit from rights and will be affected by the OGMS decisions.
6. Empowerment of the General Manager to prepare all the necessary documents for the registration of the EGMS decision with the Trade Register Office and to take the steps to ensure the advertising of the decisions adopted. The General Manager may empower other persons to perform the previously mentioned registrations.

The current members of the Board of Directors and the shareholders shall be able propose, in writing, the candidates to supplement the Board of Directors, according to art. 117 paragraph (6) and art. 137<sup>1</sup> of Law 31/1990

Candidates for the position of director shall submit the application files to the head office of the company until 08.11.2017 at 16:00.

The list containing information on the name, domicile and professional qualification of the persons proposed for the position of director will be at the disposal of the shareholders and can be consulted and completed at the registered office of the company and on its website [www.mecanicaceahlau.ro](http://www.mecanicaceahlau.ro).

The shareholders' access to the Ordinary and Extraordinary General Meetings shall be done by a simple proof of their identity, made in the case of the individual shareholders with the identity document, and in the case of the legal entity shareholders and the represented individual shareholders, with special power of attorney given to the individual representing them.

The Special Power of Attorney shall be drafted, in Romanian or in English, in three original copies (one for the company, one for the principal and one for the agent).

The special powers of attorney in copy, including the mention of conformity with the original under the signature of the representative, accompanied by a photocopy of the identity card or the registration certificate of the represented shareholder and a photocopy of the identity document or the representative's registration certificate, shall be filed at the head office of the company or by e-mail at [asistent.manager@mecanicaceahlau.ro](mailto:asistent.manager@mecanicaceahlau.ro) by 22.11.2017 at 16:00.

The shareholder may grant a general power of attorney valid for a period not exceeding 3 years, allowing his/her representative to vote on all items on the agenda of the General Meetings of Shareholders of the company identified in the power of attorney, including acts of disposition, provided that the power of attorney is granted by the shareholder, as a client, to an intermediary defined according to art. 2 paragraph (1) point 14 of Law 297/2004 on the capital market, or to a lawyer.

The special power of attorney in copy, including the mention of conformity with the original under the signature of the representative, accompanied by a photocopy of the identity card or the registration certificate of the represented shareholder and a photocopy of the identity document or the representative's registration certificate, shall be filed at the head office of the company by 22.11.2017 at 16:00.

Shareholders registered on the reference date (14.11.2017) in the Shareholders' Register have the possibility to vote by mail, before the General Meeting of Shareholders, by using the vote by mail form.

The vote by mail form in original, written in Romanian or in English, together with the copy of the identity card or the shareholder's registration certificate, will be sent to the registered office of the company by 22.11.2017 at 16:00.

The information, materials and documents relating to the items on the agenda and the draft decisions, will be made available to the shareholders at the registered office of the company and on its website [www.mecanicaceahlau.ro](http://www.mecanicaceahlau.ro) as of 24.10.2017, in both Romanian and English.

The forms of the special powers of attorney as well as the vote by mail form will be made available to the shareholders at the registered office of the company and on its website [www.mecanicaceahlau.ro](http://www.mecanicaceahlau.ro) as of 10.11.2017, in both Romanian and English.

Voting will start on 10.11.2017.

One or more shareholders that own, individually or together, at least 5% of the share capital, have the right to insert new items on the agenda of the Ordinary or Extraordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting. The proposals shall be sent in writing to the company by 09.11.2017, at 16:00. Also, one or several shareholders that own, individually or together, at least 5%

of the share capital, are entitled to submit draft resolutions for the items included or proposed to be included on the agenda of the general meeting. The draft resolutions shall be sent in writing by 09.11.2017 at 16:00.

Shareholders may submit, in writing, questions on items on the agenda of the General Meeting from 24.10.2017 and until 22.11.2017, at 16:00.

If, at the first convocation, the legal and statutory quorum necessary to carry out the Ordinary General Meeting of Shareholders is not fulfilled, the following meeting of the ordinary and extraordinary general meetings of shareholders will take place on **27.11.2017**, with the same agenda, at the same place and at the same time. Additional information can be obtained from company's headquarters and by telephone at 0233-211104, extension 117, or by e-mail: ceahlau@mecanicaceahlau.ro

Chairman of the Board of Directors

Trifa Aurelian-Mirea-Radu