

**SOCIETATEA COMERCIALA
"MECANICA CEHLAU" S.A.
- PIATRA NEAMT –**

Attention to:
FINANCIAL SUPERVISING AUTHORITY [ASF] BUCHAREST

BUCHAREST STOCK EXCHANGE

CURRENT REPORT

in compliance with the provisions under Law 297/2004 and of the Regulation N° 1/2006 of CNVM

Report date: 17/04/2015

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°: J27/8/1991

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:

1.a. The Shareholders' Ordinary General Meeting and Resolutions approved

The Ordinary General Meeting of the shareholders of the company "MECANICA CEHLAU" S.A. was held on the second call, i.e., 17/04/2015, and was attended – in person, by representatives or by post – by a number of 6 shareholders, representing 211,662,531 shares, i.e., 88.2264% of the company social capital.

Resolutions approved by the Shareholders' Ordinary general Meeting held on 17/04/2015.

Resolution No 1

Sole Article – It is hereby approved that the secretariat of the Ordinary Shareholders' General Meeting from among the shareholders, in compliance with the provisions of Law 31/1990, article 129, paragraph (2):

1. Ilie Mihailescu
2. Elvira Bulai

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders' Ordinary General Meeting.

Resolution No 2

Sole Article – it is hereby approved that the Report on the Board of Directors' activity for 2014.

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders' Ordinary General Meeting.

Resolution No 3

Sole Article – That the Individual Financial Statements for 2014 are hereby approved, together with the independent financial auditor's opinion.

- total revenues	24,544,905 lei
- total expenditure	19,383,178 lei
- gross profit	5,161,727 lei
- net profit	4,411,863 lei

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders' Ordinary General Meeting.

Resolution No 4

Article 1 – That the distribution of the 2015 net profit, by destinations, is hereby approved as follows:

	- LEI -
- net profit to be distributed	4,411,863.00
- legal provisions	258,086.00
- other reserves	2,714,326.24
- Dividends, amounting to LEI 1,439,450.76, i.e., a gross dividend of LEI 0.006 / share.	

Payment of dividends set for 08/05/2015, but not later than six months from the date of the Shareholders' Ordinary General Meeting having determined such dividends.

The resolution is hereby adopted with 211,660,161 votes in favour, i.e., 99.9989 % of the total shares represented in the Shareholders' Ordinary General Meeting.

Resolution No 5

Sole Article – It is hereby approved the discharge of the managers' liability for 2014.

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders' Ordinary General Meeting.

Resolution No 6

Art. 1. The main directions of operations and the Budget of Revenues and Costs for 2015 are hereby approved with the followings fundamental indices:

- turnover	LEI 29,062,362
- total revenues	LEI 31,518,362
- total expenditure. ...	LEI 28,139,585
- gross profit	LEI 3,378,777

Art.2. It is hereby approved that the objectives of investment shall be carried out provided they rely on explanatory notes, previously approved by the Board of Directors.

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders' Ordinary General Meeting.

Resolution No 7

Art. 1. The results of the ballot cast by secret procedure is hereby approved for the position of a manager in favour of Mrs **Arghirescu Laura-Elena**, a Romanian national, residing Bucharest, 9-27, Tuzla St., block C, 7th floor / # C72, sector 2, identified with Id. serial RT, No 876796, issued by S.P.C.E.P. S2, on 29/03/2013, personal numerical code: 2760627443053, for the time remaining of the 2013-2017 mandate.

Candidates' full name	Votes FOR	Votes AGAINST	Abstentions	Votes annuled	Total votes
ARGHIRESCU Laura-Elena	211,662,531	0	0	0	211,662,531

Resolution No 8

Art. 1. It hereby approved that the company managers and executive directors shall participation to profit as follows:

1. The managers' participation to the net profit recorded before calculation of provision thereof, i.e., the amount of lei 246,420, this amount including the company contributions as well.
2. The executive directors' participation to the net profit recorded before calculation of provision thereof, i.e., the amount of lei 351,081, this amount including the company contributions as well.

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders' Ordinary General Meeting.

Resolution No 9

Art. 1. The limits for the remuneration of the company managers and directors for 2015 are hereby approved as follows:

1. The retribution limits for the member of the Board of Directors for 2015 shall be kept at the level set in the Shareholders' General Meeting of 14/04/2014.
2. For the executive directors, the retribution limits for 2015, i.e., expressed in gross amounts, shall be the current ones, namely:
 - for the Director General..... Lei 21,300;
 - for the Director of Sales Lei 9,266;
 - for the Director of FinancesLei 8,580.
3. Depending on the degree the performance indices are met, at the end of 2015, the Board of Directors shall be able to grant bonuses up to 3 % of the gross profit recorded over expected figures.

Art. 2. That the Board of Directors is hereby empowered to negotiate and execute the management agreements with the executive directors and set retribution within the limits set by the Shareholders' Ordinary General Meeting.

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders' Ordinary General Meeting.

Resolution No 10

Sole Article – It is hereby approved that the date of 05/05/2015 (ex-date 04/05/2015) shall be set as the date for the identification of the shareholders that are to benefit from rights and who are to be subjected to the effects of the resolutions adopted by the Shareholders' Ordinary General Meeting.

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders' Ordinary General Meeting.

1.b. The Shareholders' Extraordinary General Meeting and Resolutions approved

The Ordinary General Meeting of the shareholders of the company “MECANICA CEAHLAU” S.A. was held on the second call, i.e., 17/04/2015, and was attended – in person, by representatives or by post – by a number of 6 shareholders, representing 211,662,531 shares, i.e., 88.2264% of the company social capital.

Resolutions approved by the Shareholders’ Extraordinary General Meeting held on 17/04/2015.

Sole Article – It is hereby approved that the secretariat of the Ordinary Shareholders’ General Meeting from among the shareholders, in compliance with the provisions of Law 31/1990, article 129, paragraph (2):

1. Ilie Mihailescu
2. Elvira Bulai

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders’ Extraordinary General Meeting.

Resolution No 2

Art. 1 – Amendments to the company Constitutive Deed are hereby approved as follows:

To repeal the provisions under letter b) paragraph 1, article 12 of the company constitutive deed that reads:

“b) to approve the limits and requirements to grant benefits to the employees”.

To add a new letter to Article 18, the second paragraph of the company constitutive deed, after letter r) by a further letter, i.e., s) which shall read as follows:

“s). Shall approve the limits and requirements to grant benefits to the employees.”

To repeal the provisions under letter j), paragraph 1, article 12 of the company constitutive deed that reads:

“j) to set the limits of remuneration and other rights granted to the directors.”

To rephrase the wording under letter c), second paragraph, article 18 of the company constitutive deed as follows:

Current text: “c. appointing and revoking the directors and setting their remuneration;”

Suggested text: “c. appointing, revoking the directors, and setting the limits of their remuneration and other rights they may be entitled to.”

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders’ Extraordinary General Meeting.

Resolution No 3

Sole article – Resolution No 1 of 14/01/2015 of the Board of Directors is hereby ratified as per text in Annex 1 hereto.

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders’ Extraordinary General Meeting.

Resolution No 4

Sole article – The level of securities, whose total accounting value amounts to LEI 1,049,695.42, representing cumulatively 7.62 % of total immobilised assets of the Company, less debts, is hereby approved.

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders’ Extraordinary General Meeting.

Resolution No 5

Sole Article – It is hereby approved that the date of 05/05/2015 (ex-date 04/05/2015) is hereby approved as the date for the identification of the shareholders that are to benefit from rights and who are to be subjected to the effects of the resolutions adopted by the Shareholders' Extraordinary General Meeting.

The resolution is hereby adopted with 211,662,531 votes in favour, i.e., 100.00 % of the total shares represented in the Shareholders' Extraordinary General Meeting.

Chair of the Board of Directors

Radu Octavian Claudiu