

SOCIETATEA
“MECANICA CEHLAU” 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° 5/2018 of ASF

Report date: 03/04/2019

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 Ordinary and Extraordinary General Meeting of the Shareholder is hereby convened for the 09/10 May 2019

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 **03.04.2019**, in accordance with the provisions of Law no. 31/1990, republished and supplemented, **convenes the Ordinary General Meeting of Shareholders on 09.05.2019, at 13:00 and the Extraordinary General Meeting of Shareholders on 09.05.2019, 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 02.05.2019, with the following agenda:**

For the Ordinary General Meeting:

- 1.** Election of the secretariat of the company Shareholders' Ordinary General Meeting, in compliance with the provisions of Law 31/1990, article 129, paragraph (2);
- 2.** Approval of the appointment of the financial auditor and the duration of the financial audit contract for a period of 2 years (2019-2021)
- 3.** Empowerment of the General Manager to prepare all the necessary documents for the registration of the OGMS 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

4. Approval of the date of 12.06.2019 (ex-date 11.06.2019) as the date for the identification of the shareholders who are to benefit from rights and who are to suffer from the effects of the OGSM [AGOA] resolutions.

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. Approval of the sale of assets, property of the company, identified as follows:

a) Extravilan land with an area of 6,600 sqm of documents (6,691 sqm of the surface of the measurements) the "arable" category, located in the outskirts of Târgu Neamț, Valea Seaca, Neamț County, identified with cadastral number 50718, registered in the Land Book Number 50718 of Tg Neamț locality

b) The building located in the village of Baldovinești village, Vădeni commune, Braila County, consisting of:

- Intravillan land with a total area of 5,278 sqm, identified with cadastral number 240, registered in Land Book no. 71069, land 208, lot 1354 of Vădeni locality, category of use "building yards";

- Building C1 - Workshop, built area of 168 sqm; 150 sqm usable area, consisting of 3 rooms and bathroom, identified with cadastral number 240 C1, registered in Land Book no. 71069 of Vădeni locality.

- Construction C2 - Warehouse, built area of 12 sqm; usable area of 10,71sqm, identified with cadastral number 240 C2, registered in Land Book no. 71069 of Vădeni locality.

3. Approval of the minimum selling price for the assets identified in paragraph 2, which may not be lower than the one established in the assessment reports drawn up by independent valuers approved by ANEVAR.

4. Approval of the mandate of the Board of Directors for establishing the procedure of selling the asset, negotiating the price and the documents related to the operation, carrying out the decisions of the EGMS and empowering the General Manager for the signing of the sale-purchase, ante-sale contract and any other documents necessary to complete the sale of the asset, under the conditions set by the board of directors.

5. 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.

6. Approval of the date of 14.05.2019 (ex-date 13.05.2019) as the date for the identification of the shareholders who are to benefit from rights and who are to suffer from the effects of the EGSM [AGEA] resolutions.

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 by 08.05.2019 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 08.05.2019 at 16:00.

Shareholders registered on the reference date (02.05.2019) 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 08.05.2019 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 as of 09.04.2018, 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 as of 23.04.2019, in both Romanian and English.

Voting will start on 23.04.2019

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 22.04.2019, 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 22.04.2019 at 16:00.

Shareholders may submit, in writing, questions on items on the agenda of the General Meeting from 09.04.2019 and until 08.05.2019, at 16:00.

If, at the first convocation, the legal and statutory quorum necessary to carry out the Ordinary and Extraordinary General Meeting of Shareholders is not fulfilled, the following meeting of the ordinary and extraordinary general meetings of shareholders will take place on **10.05.2019**, 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-Mircea-Radu