



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

243 MIHAI BRAVU St., code 100410, PLOIESTI , PRAHOVA-ROMANIA
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FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: www.uztel.ro

CURRENT REPORT

Pursuant to the Law no.24 / 2017 regarding the issuers of financial instruments and market operations and the N.S.C. Rule No.1 / 2006

Date of report: **29.09.2017**

Name of the issuing entity: **COMPANY UZTEL S.A.**

Headquarters: Str.Mihai Bravu No.243, Ploiesti city, Prahova County, code 100410,

Phone: 040/0244/541399 or 0372441111

Tax Unique registration code: **RO 1352846**

Registered business number with Trade Register: **J29 / 48/1991**

Subscribed and paid share capital: **13,413,647.50 lei**

Regulated market trading issued securities: **Bucharest Stock Exchange**

Important events to report:

Convening of the Ordinary General Meeting and Extraordinary General Meeting of Shareholders UZTEL S.A. for 06 / 07.11.2017

CONVENING NOTICE

The **Board of Directors of UZTEL S.A.**, based in Ploiesti, Mihai Bravu Street, no. 243, Prahova County, fiscal identification number RO 1352846, business number in the Trade Register J29 / 48/1991 (hereinafter referred to as "**the Company**"), met in the meeting of 28.09.2017, according to the provisions of Law no. 31/1990 on societies, republished, with subsequent modifications and completions, of Law no. 297/2004 regarding the capital market with subsequent modifications and completions, of the N.S.C.Rule no. 1/2006 and N.S.C.Rule no.6 / 2009, Law no.24 / 2017 regarding issuers of financial instruments and market operations, as well as with the Company's Articles of Incorporation, taking into account the request of the UZTEL Association (majority shareholder, holding a number of 4,498,300 shares representing 83,8381% of the share capital), formulated on the basis of art. 119 of the Companies Law no. 31/1990 republished, with the subsequent modifications and completions,

SUMMONS

Ordinary General Meeting of the Company's Shareholders (A.G.O.A.) and the Extraordinary General Assembly of the Company's Shareholders (A.G.E.A.) for 06.11.2017, 10.00 a.m., respectively **11.00 a.m.** at the headquarters in Ploiesti, Mihai Bravu Street, no. 243, Prahova County, for all shareholders registered in the Register of Shareholders of the Company, held and issued by the Central Depository SA at the end of **25.10.2017**, established as the **Reference Date**.

If on the above date will not be quorum required by the Companies' Law no. 31/1990 and Articles of Association of the Company, be convened and fix the second **Ordinary General Meeting of the Company's Shareholders (A.G.O.A.)** and the **Extraordinary General Assembly of the Company's Shareholders (A.G.E.A.)** for **07.11.2017 , 10.00 a.m. ,** respectively **11.00 am ,** at the same address, with the same agenda and reference date.

Agenda of the General Meeting of Shareholders (A.G.O.A) is as follows:

1. Approving the increase in the gross monthly remuneration for the administrator of the legal entity Comis SRL Valenii de Munte, registered at ORC Prahova under no. J29 / 652/1991, CUI RO 1301044, member of the Board of Directors of UZTEL SA, so that the conventional representative of the legal person Comis SRL Valenii de Munte receives a monthly net remuneration of 4,000 lei, from the beginning of the mandate until its termination, as well as the empowerment of the legal representative of UZTEL Company, the General Manager for the signing of the addendum to the mandate contract.
2. Approval of 24.11.2017 as registration date, according to art. 238 of Law no. 297/2004 regarding the capital market, as amended and supplemented, to identify shareholders who are affected by AGOA decisions taken in the meeting of 06/07.11.2017.
3. Approval of 23.11.2017 as the ex date, according to art. 2 and art. 5 of 6 p.11 C.N.V.M. Regulation No.6 / 2009 on the exercise of certain rights of shareholders in general meetings of companies.
4. Empowering the Chairman of the Board of Directors, Mrs. Popescu Ileana, to sign the decisions of the present AGOA. and to perform all the legal formalities necessary for the registration and enforcement of the adopted decisions, as well as the granting of Mrs. Popescu Ileana the right to delegate another person to perform the aforementioned formalities.

**Agenda
of the Extraordinary General Assembly of the Company's Shareholders (AGEA) is the following:**

1. Approval of the establishment of a real estate guarantee by concluding a mortgage contract on a land plot of 14.991 m.p., identified lot 41, cadastral number 125169, to guarantee the payment of the debt registered by UZTEL S.A. Ploiesti against Euro Insol SPRL Bucharest, respectively 3.093.487,94 lei, under the terms and conditions established by the address registered at UZTEL S.A. under no. 2974 / 09.11.2017.
2. Empower Mr. Purcarea Constantin as General Manager to sign all the documents necessary to establish the guarantee referred to in item 1 in favor of Euro Insol SPRL Bucharest.
3. Approval of the date of 24.11.2017, as registration date, according to art. 238 of Law no. 297/2004 regarding the capital market, with the subsequent modifications and completions, for identifying the shareholders on whom the decisions adopted in the meeting of the Extraordinary General Meeting of Shareholders of 06 / 07.11.2017 are reflected.
4. Approval of the date of 23.11.2017, as ex-date, according to art. 2 and art. 5 point 11 of the C.N.V.M. No.6 / 2009 on the exercise of certain shareholder rights in the general meetings of the companies.
5. Empowering the Chairman of the Board of Directors, Mrs. Popescu Ileana, to sign the decisions of the present AGEA and to perform all the legal formalities necessary for the registration and enforcement of the adopted decisions, as well as to grant Mrs. Popescu Ileana the right to delegate another person to perform the aforementioned formalities.

Informative documents regarding the agenda of the AGOA meeting and A.G.E.A. will be available starting on 06.10.2017, on working days, between 08.00-16.00, at the registration office at the headquarters of the Company located in Mihai Bravu str., no. 243, Ploiesti, Prahova County, Romania ("UZTEL Registry"), as well as on the Company's web site at www.uztel.ro, the Shares / GMS section. Shareholders may receive, upon request, copies of the documents relating to items on the agenda of the A.G.O.A. and A.G.E.A., other information / documents relating to items on the agenda.

One or more shareholders, representing individually or collectively at least 5% of the share capital of the Company, may ask through a request addressed to the Board of Directors of the Company the introduction of additional points on the agenda of the A.G.O.A and AGEA ("proposals on the introduction of new agenda items"), and to present draft decisions for the items included on the agenda of the A.G.O.A and AGEA. ("draft decisions for items included or proposed to be included on the agenda")

Proposals for the introduction of new items on the agenda will have to be accompanied by a justification and / or draft decision proposed for adoption.

Proposals for inserting points on the agenda of A.G.O.A. and A.G.E.A. and justification and / or draft decisions for items included or proposed to be included on the agenda of the A.G.O.A. and A.G.E.A. will be:

a) transmitted by any form of courier with acknowledgment of receipt and registered with the UZTEL Registrar Office, or sent by e-mail with the extended electronic signature incorporated according to the Law no. 455/2001 regarding electronic signature, at office@uztel.ro until 18.10.2017 at 16.00. Both modes of transmission must contain the written statement in clear and capital letters "FOR A.G.O.A and AGEA DATE OF 06 / 07.11.2017 ".

b) in the case of natural persons shareholders accompanied by copies of shareholders' identity documents (identity documents must allow the identification of shareholders in the Register of the Company's Shareholders held and issued by the Central Depository SA) and in the case of the legal persons shareholders the identity copy of the legal representative, together with the certificate of findings, original or conform copy, issued by the Trade Registry or any other document in original or in accordance with the original issued by a competent authority in the state where the shareholder is legally registered and attesting the quality of legal representative, no older than 3 months reported on the date of publication of the A.G.O.A and AGEA.

Documents attesting to the status of a legal representative drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator in Romanian or English.

Company shareholders may ask written questions, in Romanian or English, regarding the items on the A.G.O.A and AGEA agenda. Written questions regarding the items on the agenda of A.G.O.A. and A.G.E.A. will be transmitted and registered to the UZTEL Registry by any form of courier with acknowledgment of receipt, or by e-mail to office@uztel.ro with extended electronic signature incorporated according to the Law no. 455/2001 regarding the electronic signature, until 01.11.2017, with the written mention in clear and in capitals "FOR A.G.O.A and AGEA DATE OF 06 / 07.11.2017". Responses will be available on the Company's Web site at www.uztel.ro, the Shares / GMS section.

The Company's shareholders will submit written questions regarding the items on the agenda of the AGOA. and the AGEA, in the case of natural persons shareholders, accompanied by copies of the shareholders' identity documents (identity documents must allow the identification of the shareholders in the Register of the Company's Shareholders held and issued by the Central Depository SA), and in the

case of the legal persons shareholders, and in the case of the legal persons shareholders the identity copy of the legal representative, together with the certificate of findings, original or conform copy, issued by the Trade Registry or any other document in original or in accordance with the original issued by a competent authority in the state where the shareholder is legally registered and attesting the quality of legal representative, no older than 3 months reported on the date of publication of the A.G.O.A and AGEA.

Documents attesting to the status of a legal representative drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator in Romanian or English.

Shareholders registered on the reference date of 25.10.2017 in the Registry of the Company's Shareholders held and issued by the Central Depository S.A. can participate in A.G.O.A. and A.G.E.A. and can vote:

- i) in person - direct vote;
- ii) by representative, with special or general mandate;
- iii) by correspondence.

Special Empowerment Form:

- a) can be obtained, in Romanian and English, starting with 06.10.2017, from the UZTEL Registry and from the Company website (www.uztel.ro);
- b) it will contain the way of identifying the shareholder's quality and the number of shares held, as well as the vote, "for " or " against " or " abstaining "of each issue subject to approval;
- c) will be completed by the shareholder in three copies: one for the shareholder, one for the representative and one for the Company.

The general empowerment may be granted by the shareholder, as a client, only to an intermediary defined in accordance with art. 2, par. 1, point 14 of the Law no. 297/2004 on the capital market or a lawyer.

The special and general empowerments will be transmitted, in original, in Romanian or English, by the shareholder of the UZTEL Registrar Office, by any courier form with acknowledgment of receipt until no later than 04.11.2017, 10.00 am for AGOA , respectively the hour 11.00 am for AGEA, in closed envelope, with the inscription written in clear and in capitals "FOR AGOA and A.G.E.A. DATE OF 06 / 07.11.2017 ", together with the copy of the identity document of the shareholder (in the case of natural persons shareholders identity document, respectively in the case of legal persons, identity document of the legal representative), as the case may be, together with the certifying certificate, in original or copy conforming to the original, issued by the Trade Registry or any other document, in original or in a copy conforming to the original, issued by a competent authority in the state in which the shareholder is legally registered and attesting the status of legal representative no older than maximum 3 months reported on the date of the AGOA and A.G.E.A calling.

If the representative is a credit institution that provides custody services and has a special mandate, it must be drafted according to the C.N.V.M. No.6 / 2009 and the Layout of Measures C.N.V.M. no. 26/2012, signed by the shareholder, which will be accompanied by a declaration on own responsibility given by the credit institution that received the power of representation, by special authorization, which will show that:

- a) the credit institution provides custody services for that shareholder;
- b) Instances of special empowerment are identical to instructions in the SWIFT message received by the credit institution to vote on behalf of that shareholder;
- c) the special empowerment is signed by the shareholder.

The special and general empowerments may also be sent by e-mail to: office@uztel.ro with the extended electronic signature, according to the Law no. 455/2001 regarding the electronic signature, so that they can be received by 04.11.2017 at 10.00 am for AGOA and 11.00 am respectively for A.G.E.A. Upon completing the special and general empowerments, the shareholders must take into account the possibility of completing / updating the agenda, in which case these documents will be updated and made available until the latest on 24.10.2017 at 15.00.

Access of shareholders entitled to participate in A.G.O.A. and A.G.E.A. is allowed by simply proofing their identity as follows:

- a) in the case of natural persons shareholders based on the identity document;
- b) in the case of legal persons, on the basis of the presentation of a copy of the certificate of findings or equivalent certificate and of the identity document of the legal representative or, as the case may be, of the documents attesting the quality of legal representative of the legal entity;
- c) in the case of participation by a conventional representative, the documents referred to in a) or b) to which is added special or general mandate.

The quality of legal representative is evidenced by the presentation of a certificate of findings issued by the Trade Registry (or by another institution having a similar authority in the country of residence of the foreign legal person), in original or copy according to the original, no older than 3 months reported on the date of the A.G.O.A. and A.G.E.A.; Documents attesting to the status of a legal representative drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator in Romanian or English.

The shareholders of the Company have the possibility to vote by correspondence, before A.G.O.A. and A.G.E.A., by using the voting ballot form for the correspondence vote ("Correspondence ballot").

Ballot Mailbox Bulletin:

- a) can be obtained, in Romanian and English, starting with 06.10.2017, from the UZTEL Registry and from the Company website (www.uztel.ro);
- b) it will contain the way of identifying the shareholder's title and the number of shares held, as well as the vote, " for " or " against " or " abstaining " of each issue subject to approval.

Ballot papers will be sent, in original, in Romanian or English, by any form of courier with acknowledgment of receipt to the UZTEL Registrar Office, or by e-mail with extended electronic signature incorporated according to the Law no. 455/2001 regarding the electronic signature at office@uztel.ro, by 04.11.2017, at 10.00 am for A.G.O.A. and 11.00 am , respectively, for A.G.E.A.

The ballot papers, completed and signed, shall be transmitted together with the copy of the identity document of the shareholder (in the case of the natural persons shareholders the identity document, respectively in case of legal persons, the identity document of the legal representative), as the case may be, in original or copy conforming to the original issued by the Trade Registry or any other document in original or in a copy conforming to the original issued by a competent authority in the state in which the shareholder is legally registered and attesting the status of legal representative, not older than 3 months reported on the date of publication of the AGOA convocation of A.G.E.A.

When filling in ballot papers by correspondence, the shareholders have to take into account the possibility of completing / updating the agenda, in which case these documents will be updated and made available until the latest on 24.10.2017, at 15.00.

Ballot papers, special or general empowerments not received at the UZTEL Registrar Office or by e-mail no later than 04.11.2017, 10.00 am for A.G.O.A. and 11.00 am for A.G.E.A. will not be taken into account for quorum and majority determination in A.G.O.A. and A.G.E.A.

At the date of the convocation, the share capital of the Company is 13,413,647.50 lei and consists of 5.365.459 nominative shares, dematerialized, with a nominal value of 2.5 lei, each share giving the right to one vote in the in A.G.O.A. and A.G.E.A meeting.

Additional information can be obtained at the Internal Audit Department every working day, between 08.00-16.00, at 0244/541399 ext.430 and 0729/555462, as well as from the company's website www.uztel.ro, the Shareholders /AGA section.

Chairman of the Board of Directors
POPESCU ILEANA