



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

243 MIHAI BRAVU St., code 100410, PLOIESTI , PRAHOVA-ROMANIA

Phone: + 40(0)372/441111; Fax: +40(0)244/521181; E-mail: office@uztel.ro

FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: www.uztel.ro

To,

Finance Supervisory Authority

Bucharest Stock Exchange

CURRENT REPORT under FSA Rule number 5/2018

Date of report: **23.03.2020**

Name of the company: **UZTEL S.A.**

Headquarters: **Ploiesti, Mihai Bravu nr.243, Prahova County**

Nu Phone /fax nmb.: **0372-441.111 / 0244-521.181**

Tax 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 event to report:

CONVENER the Ordinary General Meeting and the Extraordinary General Meeting a Shareholders of the Company UZTEL S.A. Ploiesti

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 "**Company**"), met in the meeting of 23.03.2020, according to the provisions of Law no. 31/1990 on societies, republished, with subsequent modifications and completions, of Law no. 24/2017 regarding issuers of financial instruments and market operations, the F.S.A. Rule no. 5/2018 regarding issuers of financial instruments and market operations, the Articles of Incorporation of the Company

SUMMONS

Ordinary General Meeting of Shareholders (hereinafter referred to as "OGMS") and the **Extraordinary General Meeting of Shareholders** (hereinafter referred to as "EGMS") for **27.04.2020, 10.00 am, respectively 11.00 pm**, at the Company's headquarters in Ploiesti, Mihai Bravu Street, no. 243, Prahova County, for all shareholders who are registered in the Register of the Company's Shareholders, held by the Central Depository S.A. Bucharest, at the end of **16.04.2020**, considered as the **Reference Date** for this meeting, mentioning that only the persons who are shareholders on this date have the right to participate and vote in the OGMS and EGMS..

If at the above date the quorum required by the Companies' Law no. 31/1990 and Articles of Association of the Company, will not be met, it is convened and established the second Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

243 MIHAI BRAVU St., code 100410, PLOIESTI , PRAHOVA-ROMANIA

Phone: + 40(0)372/441111; Fax: +40(0)244/521181; E-mail: office@uztel.ro

FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: www.uztel.ro

Shareholders (EGMS), for date 28.04.2020, 10.00, respectively 11.00 a.m. at the same address, with the same agenda and reference date.

The OGMS agenda will be as follows:

1. Presentation, discussion and approval of the annual financial statements of the Company on the date and for the financial year ended December 31, 2019, based on the Report of the Board of Directors for the year 2019 and the Report of the independent financial auditor on the annual financial statements of the Company on the date and for the financial year financial year ended December 31, 2019.
2. Approval of the distribution of the net profit of the Company realized in 2019 in the amount of 584,807.69 lei, as follows: the allocation of the amount of 29,240.40 lei for the legal reserve and the amount of 555,567.29 lei to cover the accounting losses related to the previous years.
3. Approval of the discharge of the members of the Board of Directors of the Company for the activity carried out in the financial year 2019, based on the reports presented.
4. Presentation, discussion and approval of the Income and Expenditure Budget for 2020 and the Investment Program for 2020.
5. Approval of the date of: (i) 15.05.2020 as the Registration date, according to art. 86 paragraph (1) of Law no. 24/2017; (ii) 14.05.2020 as Date „ex date”, according to art.2 para. (2) letter.1) of the Regulation no. 5/2018.
6. Empowering the President of the Board of Directors, Mr. Hagi Neculai, to sign the decisions of the present OGMS and to carry out all the legal formalities necessary for the registration and application of the adopted decisions, as well as granting Mr. Hagi Neculai the right to delegate another person to perform the above mentioned formalities.

The EGMS agenda will be as follows:

1. Approval of the establishment of guarantees in favour of Electrica Furnizare S.A., having its registered office in Bucharest, Sos. Stefan cel mare no.1A, Sector 1, registered with the Trade Register under no. J40 /8974/2011, unique registration code RO28909028, in order to guarantee the total price of the Contract for sale and implementation of energy efficiency solutions / electricity production for self-consumption no. 6 / 29.01.2020, amounting to RON 1,206,823 (excluding VAT), concluded between Electrica Furnizare S.A. Bucharest, as a provider, on the one hand, and UZTEL S.A. Ploiesti, as a beneficiary, on the other hand, as follows:
 - a) conclusion of an authenticated mortgage contract for all the equipment and components of the CEF (photovoltaic power plant);
 - b) issuing promissory notes for the first 12 instalments in white with the mention "without protest" for the payment of the instalments related to the first year according to art. 3.2 and Annex no. 4 of the Contract no. 6 / 01.29.2020;
 - c) conclusion of authenticated mortgage contracts for the following real estate:
 - urban land located in the municipality of Ploiesti, str. Mihai Bravu no. 243, Prahova county with an area of 14,991 sqm, having no. cadastral 125169 (old cadastral no. 102009), registered in the Land Book no. 125169 (old CF 49086) of the town of Ploiesti, according to the conclusion no. 57939 / 16.10.2007 issued by OCPI Prahova, owned by UZTEL S.A. Ploiesti;
 - urban land located in the municipality of Ploiesti, str. Mihai Bravu no. 243, Prahova county with



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

243 MIHAI BRAVU St., code 100410, PLOIESTI , PRAHOVA-ROMANIA

Phone: + 40(0)372/441111; Fax: +40(0)244/521181; E-mail: office@uztel.ro

FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: www.uztel.ro

an area of 697 sqm, having no. cadastral 129224 (old cadastral no. 8210), and the C1 construction - dispensary, with the surface built on the ground 353.13 sqm, having no. cadastral 129224-C1, registered in the Land Book no. 129224 (old CF 6184) of the town of Ploiesti, according to the conclusion no. 15848 / 26.11.2003 issued by OCPI Prahova, owned by UZTEL S.A. Ploiesti

2. Approval of the date of: (i) 15.05.2020 as the Registration Date, according to art. 86 paragraph (1) of Law no. 24/2017; (ii) 14.05.2020 as Date „ex date”, according to art.2 para. (2) letter.l) of the Regulation no. 5/2018.

3. Empowering the President of the Board of Directors, Mr. Hagi Neculai, to sign the decisions of the present EGMS and to carry out all the legal formalities necessary for the registration and application of the adopted decisions, as well as granting Mr. Hagi Neculai the right to delegate another person to perform the above mentioned formalities.

Mentions of the OGMS and EGMS meetings

The convener, the documents to be submitted to the OGMS and EGMS, the draft decisions proposed for the adoption of the OGMS and EGMS, the special power of attorney form to be used for voting by representation, the form to be used for the vote by correspondence, will be available starting with the date 27.03.2020, on working days 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 website www.uztel.ro, the Shareholding / GMS section. Shareholders may receive, upon request, copies of the documents relating to the items on the OGMS and EGMS agenda.

I. Identification requirements applicable to shareholders:

The identification requirements applicable to the individual shareholders and / or his / her representative and / or the legal representative / trustee of the legal person's shareholders are:

(a) in the case of natural persons shareholders:

(i) be accompanied by an identity document or, as the case may be, a copy of the shareholder ID (BI or CI for Romanian citizens or a passport for foreign citizens) allowing him/her to be identified in the register of shareholders of the Company held by the Central Depository SA ;

(ii) the finding of trustee status will be made on the basis of special empowerment or general empowerment issued by the shareholder or, if the shareholder is represented by a credit institution providing custody services, on the basis of the voting instructions received, it may be not necessary to draw up a special or general mandate; general empowerment may be granted only to an "intermediary" within the meaning of the capital market legislation or to a lawyer;

(iii) copy of the identity card of the trustee or representative of the natural person (BI or CI for foreign citizens or passport for foreign citizens),

(iv) in the case of the voting by agent legal entity: the proof of the quality of representative of the natural person who represents the legal person; the proof is made by a certificate of findings of the trustee (not older than 30 days before date of OGMS and EGMS) or by a power of attorney issued by the legal representative of the trustee, as it appears in the Trade Register or similar bodies, accompanied the certificate of attorney or similar documents (not older than 30 days before the date of OGMS and EGMS).

(b) in the case of legal entities shareholders:

(i) the finding/confirmation of legal representative status will be made on the basis of the list of shareholders received from Depozitarul Central S.A.; although the shareholder/person in charge fail to inform Depozitarul Central SA timely on the legal representative (such as the shareholders'



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

243 MIHAI BRAVU St., code 100410, PLOIESTI , PRAHOVA-ROMANIA

Phone: + 40(0)372/441111; Fax: +40(0)244/521181; E-mail: office@uztel.ro

FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: www.uztel.ro

register show this at the reference date) then a certificate of findings of the trustee (not older than 30 days before date of OGMS and EGMS) shall be proof of quality of legal representative of the legal entity shareholder:

(ii) the finding of trustee /conventional representative status will be made on the basis of special empowerment issued by the legal representative of shareholder identified under let. (i) above or general empowerment issued by the legal representative of shareholder (the later may be granted to an "intermediary" within the meaning of the capital market legislation or to a lawyer) or in case of shareholder who are international organizations , based on a special or general power of attorney ((the later may be granted to an "intermediary" within the meaning of the capital market legislation or to a lawyer) granted under the standard procedure used by that organization and accompanied by all the documents proving the quality of signatories; if the shareholder is represented by a credit institution carrying out custody services, based on vote instructions, without need of general or special power of attorney.

(iii) copy of the identity card of the trustee or representative of the natural person (BI or CI for foreign citizens or passport for foreign citizens),

(iv) in the case of the voting by the trustee, legal person: proof of the quality of the representative of the natural person who represents the legal person; the proof is made by a certificate of the trustee (not older than 30 days before date of OGMS and EGMS)) or by a power of attorney issued by the legal representative of the trustee, as it appears in the Trade Register or similar bodies, accompanied the certificate of attorney or similar documents (not older than 30 days before the date of OGMS and EGMS).

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.

II. Shareholders' right to insert new items on the OGMS and EGMS agenda

One or more shareholders representing, individually or together, at least 5% of the share capital of the Company, is/are entitled, within 15 days from the publication of the convocation of the OGMS and EGMS meetings, to request in writing the introduction new points on the agenda of the sessions.

These requests made by shareholders must meet cumulatively the following conditions:

(a) be accompanied by the documents attesting the compliance with the identification requirements mentioned above (Section I Identity Requirements applicable to shareholders) that are also applicable to the natural person shareholders and / or to the legal representative of the legal entity that requests the introduction of new points on the agenda of the OGMS and EGMS meetings, which will be submitted to the Company according to the provisions of lit. (c) below;

(b) each new point is accompanied by a justification or draft decision proposed for adoption at the OGMS and EGMS meeting. Those shareholders also have the right to present in writing draft decisions for the items included or proposed to be included on the agenda of the OGMS and EGMS meeting;

(c) be send to the Company's Board of Directors and be submitted in writing in Romanian or English, either in physical form (personally or by post / courier service, with acknowledgment of receipt) registered with the UZTEL Registrar Office, or by e-mail, with the extended electronic signature incorporated according to the Law no.455 / 2001 regarding the electronic signature, to office@uztel.ro, so that they can be received by the Company until 09.04.2020, 15.00 pm. Both submissions must contain the written statement in clear and capital letters "FOR OGMS AND



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

243 MIHAI BRAVU St., code 100410, PLOIESTI , PRAHOVA-ROMANIA

Phone: + 40(0)372/441111; Fax: +40(0)244/521181; E-mail: office@uztel.ro

FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: www.uztel.ro

EGMS FROM 27/28.04.2020". In the case of proposals submitted in physical form, they must be signed by the natural persons shareholders or the legal representatives of the legal persons shareholders.

The documents justifying the proposals for the introduction of new items on the agenda and the draft decision for them, together with the completed convocation, if any, will be available to the shareholders, starting with 15.04.2020 at 15.00, at the Registry UZTEL as well as on the Company's website at www.uztel.ro, the Shares / GMS section.

III. Questions about the agenda

Company's Shareholders, meeting the identification requirements set out above (Section I Identity requirements applicable to shareholders), may send written questions in Romanian and English in relation to the items on the OGMS and EGMS agenda. These questions will be sent to the Board of Directors of the Company and will be transmitted either in physical form (either personally or by post / courier services, with acknowledgment of receipt) registered with the UZTEL Registrar Office, or by e-mail with the extended electronic signature Law no.455 / 2001 on electronic signature at office@uztel.ro, so that they can be received by the Company until 21.04.2020. Both submissions must contain the written statement in clear and capital letters "FOR OGMS AND EGMS FROM 27/28.04.2020"

Responses will be available on the Company's website www.uztel.ro, the Shares / GMS section.

IV Participation of the shareholders at the OGMS and EGMS

Shareholders registered on the reference date 16.04.2020 in the Register of the Company's Shareholders held by the Central Depository S.A. can participate and vote at OGMS and EGMS meeting:

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

Personally Vote

In the case of personal vote, physical persons shareholders and legal persons shareholders will be entitled to participate in the OGMS and EGMS by simply demonstrating their identity, respectively of the legal representatives, as the case may be, according to the identification requirements provided in Section I above (Requirements for identification applicable to shareholders).

Voting by representation with special or general power of attorney

Representation of the shareholders in the OGMS and EGMS can be done through a representative / trustee, which may be another shareholders or a third person, by filling in the special empowerment form.

Special Empower Form:

- a) may be obtained, in Romanian and English, starting with 27.03.2020, from the UZTEL Registrar Office and from www.uztel.ro, the Shareholders / GMS section;
- b) it will contain the way of identifying the shareholders' status 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 updated by the Company if new items are added to the OGMS and EGMS agenda;
- d) will be completed by the shareholders in three copies: one for the shareholder, one for the representative and one for the Company.



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

243 MIHAI BRAVU St., code 100410, PLOIESTI , PRAHOVA-ROMANIA

Phone: + 40(0)372/441111; Fax: +40(0)244/521181; E-mail: office@uztel.ro

FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: www.uztel.ro

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 20 of the Law no. 24/2017 regarding issuers of financial instruments and market operations, or a lawyer.

If the shareholder's / shareholders' representative is a credit institution providing custody services, the credit institution may participate and vote at the OGMS and EGMS, provided that it presents a statement on its own responsibility, signed by the legal representative of the credit institution , which states:

- a) clearly the name / description of the shareholder in whose name the credit institution participates and votes in the OGMS and EGMS;
- b) the credit institution provides custody services for that shareholder;

The special empowerments, general empowerments, as well as the accountable statements of the credit institutions providing custody services for one or more shareholders, will be transmitted / filed, in original, in Romanian or English, by the shareholder, or, as the case may be , by the credit institution at the UZTEL Registrar Office by post / courier services, with acknowledgment of receipt not later than 25.04.2020, 10.00 am for OGMS, specifying on the envelope in capital letters "FOR OGMS FROM 27/28.04.2020 and respectively no later than 25.04.2020 11.00 am for EGMS, specifying on the envelope in capital letters "FOR EGMS FROM 27/28.04.2020"

The special empowerments, general empowerments, as well as statements on honour of credit institutions providing custody services for one or more shareholders may be forwarded to the Company and by e-mail to: office@uztel.ro with expanded electronic signature embodied according to Law no. 455/2001 regarding the electronic signature, so that they can be received by until the latest on 25.04.2020, 10.00 a.m. for OGMS, mentioning on the subject "FOR OGMS FROM 27 / 28.04.2020" and, respectively until the latest on 25.04.2020, 11.00 a.m. for the EGMS, mentioning on the subject "FOR EGMS FROM DATE OF 27 / 28.04.2020".

Voting by mail

The shareholders of the Company have the possibility to vote by correspondence, before the OGMS and EGMS, by using the ballot form, for voting by correspondence ("Correspondence ballot")

Mailbox Bulletin:

- a) may be obtained, in Romanian and English, starting with 27.03.2020, from the UZTEL Registrar Office and from www.uztel.ro, the Shareholders / GMS section;
- b) it will contain the way of identifying the shareholder's status 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 updated by the Company if new items are added to the OGMS and EGMS agenda;

The ballot papers by correspondence will be sent, in original, in Romanian or English, by any form of courier with confirmation of receipt at the UZTEL Registry, until the latest on 25.04.2020, 10.00 a.m. for the OGMS, mentioning on the envelope in clear "FOR OGMS FROM 27 / 28.04.2020" and, respectively until the latest on 25.04.2020, 11.00 a.m. for the EGMS, mentioning in the envelope in clear "FOR EGMS FROM 27 / 28.04.2020", or by e-mail with the



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

243 MIHAI BRAVU St., code 100410, PLOIESTI , PRAHOVA-ROMANIA

Phone: + 40(0)372/441111; Fax: +40(0)244/521181; E-mail: office@uztel.ro

FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: www.uztel.ro

extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the e-mail address office@uztel.ro, until the latest on 25.04.2020, 10.00 a.m. for OGMS, mentioning on the subject "FOR OGMS FROM 27 / 28.04.2020" and, respectively until the latest on 25.04.2020, 11.00 a.m. for the EGMS, mentioning on the subject "FOR EGMS FROM 27 / 28.04.2020"

In the case of the introduction of new points, after the publication of the notice, the special power of attorney and the ballot form can be obtained from the UZTEL Registry and from the www.uztel.ro Company website, the Shareholders / GMS section, starting with the date from 15.04.2020 at 15.00 p.m.

The ballots, the special or general powers that are not received at the UZTEL Registry or by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the e-mail address office@uztel.ro, until the latest on 25.04.2020, 10.00 a.m. for OGMS, respectively 11.00 a.m. for the EGMS will not be taken into account for the determination of the quorum and of the valid votes expressed in the OGMS and EGMS.

At the date of the convocation, the share capital of the Company worth 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 a vote in the OGMS and EGMS meeting.

Additional information can be obtained every working day, at the Company Register, between 08.00-16.00 hours, at the phone number 0372/441111, int. 120 and from the website of the Company www.uztel.ro, section Shareholders / GMS.

Chairman of the Board of Directors

HAGIU NECULAI