



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: Financial Supervisory Authority
Bucharest Stock Exchange**

CURRENT REPORT

according to Law no. 24/2017 on issuers of financial instruments and market operations and the FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations

Report date: **22.03.2021**

Issuer's name: **UZTEL S.A.**

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

Phone/fax number : **0372-441.111 / 0244-521.181**

Unique registration code: **RO 1352846**

Trade registration Number : **J29/48/1991**

Subscribed and paid-up share capital: **13.413.647,50 lei**

Regulated market on which the issued securities are traded: **BVB - Standard category**

Important event to report:

CONVENER Of Ordinary General Meeting of Shareholders of UZTEL S.A. Ploiesti for the date 27/28.04.2021

Board of Directors of S.C. UZTEL S.A.,), located in Ploiesti, 243, Mihai Bravu Street, Prahova County, fiscal code RO 1352846, number in the Trade Register J29 / 48/1991 (hereinafter "**Company**"),), convened in the meeting of 22.03.2021, in accordance with the provisions of Law no. 31/1990 regarding the companies, republished, with the subsequent modifications and completions, of Law no. 24/2017 regarding the issuers of financial instruments and market operations, of the FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, as well as in accordance with the Articles of Association of the Company,

CALLS:

Ordinary General Meeting of Shareholders (hereinafter called "**OGMS**") to the date of **27.04.2021, 10.00 a.m.**, at the Company's premises in Ploiesti, str. Mihai Bravu, no. 243, Prahova County, to all shareholders registered in the Register of Shareholders, held by SC Depozitarul Central S.A. Bucharest at the end of 16.04.2021, established as the **Reference Date** for this meeting, with the mention that only the persons who are shareholders on this date have the right to participate and vote in the OGMS.

If on the date mentioned above is not met the necessary quorum provided by Law no. 31/1990 regarding the companies and the Articles of Association of the Company, the second Ordinary General Meeting of Shareholders (OGMS) is convened and fixed on 28.04.2021, from 10.00 a.m., at the same address, with the same order of day and reference date.



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Agenda of the OGMS is as follows:

1. Presentation, discussion and approval of the annual financial statements of the Company for the financial year 2020, prepared in accordance with the International Financial Reporting Standards, based on the Report of the Board of Directors on the activity of the Company in 2020 and the Financial Auditor's Report.
2. Approval of the Substantiation Note of the proposal regarding the coverage of the accounting losses registered in the balance on 31.12.2020.
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 2020, on the basis of the submitted reports.
4. Presenting, discussing and approving the Income and Expense Budget and the Investment Program for the year 2021 of the Company.
5. Approval of the Remuneration Policy of the Company's managers prepared in accordance with the provisions of art. 92¹ of Law no. 24/2017 regarding the issuers of financial instruments and market operations.
6. Approval of the date of: (i) 18.05.2021 as the Registration Date, according to art. 86 par. (1) of the Law no. 24/2017; (ii) 17.05.2021 as Data, "ex date", according to art.2 para. (2) (1) of Regulation no. 5/2018.
7. Mandate of the Chairman of the Board of Directors, Mr. Hagi Neculai to sign the resolutions of this OGMS and to carry out all the legal formalities necessary for the registration and enforcement of the adopted decisions, as well as to grant Mr. Hagi Neculai the right to delegate another person to perform the aforementioned formalities.

I.The right of shareholders to participate in the OGMS

Shareholders registered in the Register of Shareholders of the Company kept by Depozitarul Central S.A. on the reference date 16.04.2021, are entitled to participate and can exercise their right to vote, personally (through legal representative) or through representative (based on special / general power of attorney or declaration on their own responsibility given by the custodian, or before the OGMS , by mail (based on ballot by mail).

The access and / or voting by mail of the shareholders entitled to participate in the OGMS is allowed by simply proving their identity, made, in the case of individual shareholders, with the identity document (bulletin / identity card for Romanian citizens or, as the case may be, passport / residence permit for foreign citizens) and in the case of legal entities, with the identity document of the legal representative (identity card / card for Romanian citizens or, as the case may be, passport / residence permit for foreign citizens).

The representatives of the individual shareholders will be identified on the basis of the identity document (ID card for Romanian citizens or, as the case may be, Passport / residence permit for foreign citizens), accompanied by the Special / General Power of Attorney signed by the individual shareholder or Declaration on his own responsibility given by the custodian and signed by his legal representative.

The representatives of the legal entities shareholders will prove their quality based on the identity document (ID card for Romanian citizens or, as the case may be, Passport / residence permit for foreign citizens), accompanied by the Special / General Power of Attorney signed by the legal



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representative of the legal entity respectively or the Declaration on own responsibility given by the custodian and signed by his legal representative.

The quality of shareholder, as well as, in the case of shareholders of legal entities or entities without legal personality, the quality of legal representative is established based on the list of shareholders of UZTEL S.A. from the Reference Date, received from the Depozitarul Central S.A.

In the situation where: a) the natural persons shareholders have not registered in the system of the Depozitarul Central S.A. valid and updated identification data, then they will present the copy of the updated identity document (bulletin / identity card / Passport / residence permit); b) the legal representative of the legal persons shareholders is not mentioned in the list of UZTEL SA shareholders, from the Reference Date received from Depozitarul Central SA, then they will present an official document attesting the quality of legal representative (proof issued by a competent authority, in original or copy in accordance with the original, not older than 3 months before the date of publication of the OGMS convening).

The documents presented in a foreign language, other than English (except for the identity documents valid on the Romanian territory) will be accompanied by the translation made by an authorized translator, in Romanian or in English

II. Mentions on the OGMS meeting

The convening notice of the OGMS of 27 / 28.04.2021, the documents related to the items on the OGMS agenda, the draft decisions proposed for the adoption of the OGMS, the special power of attorney form for the representation of shareholders, the ballot form by correspondence for participation and expression of shareholders' vote, will be available starting with the date on 26.03.2021, 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 / AGA section.

Shareholders may receive, upon request, copies of the documents relating to the items on the agenda of the OGMS session.

III. The right of shareholders to introduce new items on the OGMS agenda

One or more shareholders representing, individually or together, at least 5% of the share capital of the Company have the right:

(a) to enter items on the OGMS agenda, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the OGMS; and

(b) to present draft decisions for items included or proposed for inclusion on the OGMS agenda.

The shareholders' requests regarding the introduction of new items on the agenda, as well as the draft decisions for the items included or proposed to be included on the OGMS agenda, will be addressed to the Board of Directors and sent in writing, in Romanian or English, either in physical format (personal or by mail / courier services, with acknowledgment of receipt) registered at the UZTEL Registry, or by e-mail, with extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, at office@uztel.ro, so that they will be received by the Company no later than 08.04.2021, at 15.00. Both methods of transmission must contain the mention written in clear "FOR OGMS FROM 27 / 28.04.2021". In the case of proposals submitted



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in physical format, they must be signed by individual shareholders or by the legal representatives of legal entity 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 call, if applicable, will be available to shareholders, starting with 15.04.2021 at 15.00, at the UZTEL Registrar Office as well as on the Company's website at www.uztel.ro, section Shareholders / GMS.

IV. Agenda questions

The Company's shareholders may ask questions in writing, in Romanian and English, in connection with the items on the OGMS agenda. The respective questions will be addressed to the Board of Directors of the Company and will be sent either in physical format (personal or by mail / courier services, with confirmation of receipt) registered at the UZTEL Registrar Office or by e-mail, with extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the address office@uztel.ro, so that they can be received by the Company until 21.04.2021. Both methods of transmission must contain the mention written in clear "FOR OGMS FROM 27 / 28.04.2021" .

The answers will be available on the Company's website www.uztel.ro, Shareholders / GMS section.

For the valid exercise of the rights mentioned in points III) and IV), the shareholders will send to the Company the following documents issued by Depozitarul Central S.A. or by the intermediaries defined in art. 2 para. (1) point 20 of Law no. 24/2017 which provides custody services: a) the account statement from which results the quality of shareholder and the number of shares held; b) documents attesting the registration of the information regarding the legal representative at the Central Depository S.A./ the respective intermediaries (in case of shareholders of legal entities).

V. General power of attorney, Special power of attorney, Ballot paper by mail and Declaration on one's own responsibility

The general power of attorney may be granted by the shareholder, as a client, only to an intermediary defined according to art. 2 para. (1) point 20 of Law no. 24/2017 regarding the issuers of financial instruments and market operations, or a lawyer.

Together with the General Power of Attorney, the shareholders will send to the Company the declaration on their own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney, signed in original and, as the case may be, stamped, showing:

- i).the power of attorney is given by the respective shareholder, as client, to the intermediary or, as the case may be, to the lawyer;
- ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

Special power of attorney

The representation of the shareholders in the OGMS can be done through a representative / agent, who can be another shareholder or a third person, by filling in the special power of attorney form.

Special power of attorney form:

- a)can be obtained, in Romanian and English, starting with 26.03.2021, from the UZTEL Registrar and from the Company's website www.uztel.ro, section



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Shareholders / GMS;

- b) will contain the manner of identifying the quality of shareholder and the number of shares held, as well as the mention of vote “for” or “against” or “abstention” of each issue subject to approval;
- c) it will be updated by the Company if new items are added to the OGMS agenda;
- d) will be completed by the shareholder in three copies: one for the shareholder, one for the representative and one for the Company.

Ballot by mail:

The Company's shareholders have the possibility to vote by mail, before the OGMS, by using the ballot form, for voting by mail ("Voting ballot by mail")

Ballot by mail:

- a) can be obtained, in Romanian and English, starting with 26.03.2021, from the UZTEL Registry and from the Company's website www.uztel.ro, section Shareholders / GMS;
- b) will contain the manner of identifying the quality of shareholder and the number of shares held, as well as the mention of vote “for” or “against” or “abstention” of each issue subject to approval;
- c) it will be updated by the Company if new items are added to the OGMS agenda;

Statement on honor

If a shareholder is represented by a credit institution that provides custody services, it will be able to vote in the OGMS based on the voting instructions received by electronic means of communication, without the need to draw up a special or general power of attorney by shareholder. The custodian votes in the OGMS exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders of the Company at the Reference Date. The credit institution may participate and vote in the OGMS in the conditions in which it presents a Declaration on its own responsibility and in which it is specified:

- a) clearly, the name / name of the shareholder in whose name the credit institution participates and votes in the OGMS;
- b) the credit institution provides custody services for the respective shareholder;
- c) clearly, the name of the person who is part of the administration or management body or among the employees of the credit institution that will represent the credit institution in the OGMS.

Documents accompanying the Declaration on honor:

- an official document attesting the quality of legal representative of the signatory of the Declaration on his own responsibility (proof issued by a competent authority, in original or copy conforming to the original, not older than 3 months before the date of publication of the OGMS convening notice);
- copy of the identity document of the person who is part of the administration or management body or of the employees of the credit institution, nominated in the Declaration on his / her own responsibility, who will represent the credit institution in the OGMS.

The general powers of attorney, accompanied by the related documents, the special powers of attorney, the ballot papers by correspondence and the Declarations on own responsibility, will be sent / submitted, in original, in Romanian or English, to the UZTEL Registrar Office, by mail / courier services, with confirmation of receipt until 25.04.2021 at the latest, 10.00 a.m., mentioning on the envelope clearly “FOR THE OGMS FROM 27 / 28.04.2021”



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The general powers of attorney, accompanied by the related documents, the special powers of attorney, the ballot papers by correspondence and the Declarations on own responsibility, can be sent to the Company, and 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 25.04.2021 at the latest, at 10.00 a.m., mentioning on the subject "FOR THE OGMS FROM 27 / 28.04.2021".

The documents presented in a foreign language, other than English (except for the identity documents valid on the Romanian territory) will be accompanied by the translation made by an authorized translator, in Romanian or in English.

The general powers of attorney, accompanied by the afferent documents, the special powers of attorney, the ballot papers by correspondence and the Declarations on own responsibility 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 25.04.2021 at the latest, at 10.00 a.m., will not be taken into account for determining the quorum and the valid votes expressed in the OGMS.

In case of introducing new points, after the publication of the call, the special power of attorney form and the ballot form by mail can be obtained from the UZTEL Registry and from the Company's website www.uztel.ro, section Shareholders / GMS, starting dated 15.04.2021 at 15.00.

At the date of convening, the share capital of the Company is 13.413.647,50 lei and consists of 5.365.459 registered shares, dematerialized, with a nominal value of 2.5 lei, each share giving the right to one vote in the OGMS.

Additional information can be obtained every working day, at the company's Registry, between 08.00-16.00, at the telephone number 0372/441111, ext. 120 and from the Company's website www.uztel.ro, section Shareholders / GMS.

Chairman of the Board of Directors,
HAGIU NECULAI