



UZTEL S.A.

OILFIELD EQUIPMENT MANUFACTURING AND REPAIRS

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

Phone: + 40(0)244 / 523455; 0372441111; Fax: 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 and Law number 24/2017

Date of report: **03.07.2019**

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

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

Nu Phone /fax nmb.: **0244-523.455 / 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

of Extraordinary General Meeting of Shareholders of 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 02.07.2019, 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

Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS") for 19.08.2019, 10.00 a.m., 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 07.08.2019, 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 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 Extraordinary General Meeting of the Company's Shareholders (EGMS) for 20.08.2019, 10.00 a.m. at the same address, with the same agenda and reference date.



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The agenda of the Extraordinary General Meeting of Shareholders

1. Approval of the acts concluded by the company as Borrower and Constituent with FIRST BANK SA, based on the Decision of the Board of Directors no. 86 / 05.06.2019, related to the Credit Agreement no. 7793/4 of 23.01.2019, as follows:

- Additional Act no. 1 of 27.06.2019 to the Credit Agreement no. 7793/4 dated 23.01.2019 representing additional guarantees with:

a) intravilan land located in Ploiesti, str. Mihai Bravu nr.243, Prahova county, with an area of 10,451 sqm, having **no. cadastral 125199 (old Cadastral no. 102039)**, registered in the **Land Book no. 125199 (CF old 49116) of Ploiesti, Prahova county;**

b) intravilan land situated in Ploiesti, str. Mihai Bravu nr.243, Prahova county, with an area of 8,131 sqm, with **no. cadastral 125189 (old Cadastral no. 102029)**, registered in the **Land Book no. 125189 (CF Old 49166) of the Ploiesti locality, Prahova county;**

- Additional Act no. 1 from 27.06.2019 to the Contract for the mortgage on stocks no. 7793/4/1 of 23.01.2019;

- Addendum no. 1 of 27.06.2019 to the Contract for the mortgage on the universality of receivables no. 7793/4/2 of 23.01.2019;

- Real estate mortgage agreement authenticated under no. 2431 dated 27.06.2019.

2. Approval of the documents concluded by the company as Borrower and Constituent with FIRST BANK SA, based on the Decision of the Board of Directors no. 86 / 05.06.2019, related to the Credit Agreement no. 7793/5 dated 23.01.2019, as follows:

- Additional Act no. 1 of 27.06.2019 to the Credit Agreement no. 7793/5 dated 23.01.2019 representing:

a) Increase the value of the OVERDRAFT PRO facility from RON 5,000,000 to RON 7,000,000 for working capital, revolving reimbursement;

b) Final credit end date: 27.06.2020.

- Additional Act no. 1 from 27.06.2019 to the Contract for the mortgage on stocks no. 7793/4/1 of 23.01.2019;

- Addendum no. 1 of 27.06.2019 to the Contract for the mortgage on the universality of receivables no. 7793/4/2 of 23.01.2019;

- Real estate mortgage agreement authenticated under no. 2431 dated 27.06.2019.

- Real estate mortgage agreement authenticated under no. 2433 dated 27.06.2019.

3. Approval of the date of: (i) 06.09.2019 as the Date of Registration, according to art. 86 par. (1) of the Law no. 24/2017; (ii) 05.09.2019 as Data, "ex date", according to art.2 para. (2) (1) of Regulation no. 5/2018.

4. Mandate of the Chairman of the Board of Directors, Mr. Hagi Neculai to sign the resolutions of this EGMS and to carry out all the legal formalities necessary for the registration and enforcement of the decisions adopted and to grant Mr Hagi Neculai the right to delegate another person to perform the above mentioned formalities.

Mentions of the EGMS meetings

The convener, the documents to be submitted to the EGMS, the draft decisions proposed for the adoption of the 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 10.07.2019, 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



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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 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 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 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 Central Depository SA.; although the shareholder/person in charge fail to inform Central Depository SA timely on the legal representative (such as the shareholders' register show this at the reference date) then a certificate of findings of the trustee (not older than 30 days before date of 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 signators; if the shareholder is represented by a credit institution carrying out custody services, based on votee 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 EGMS) or by a power of attorney issued by the legal representative of the trustee, as it appears in the Trade Register or similar



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bodies, accompanied the certificate of attorney or similar documents (not older than 30 days before the date of 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 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 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 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 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 EGMD 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 20.07.2019, 15.00. Both submissions must contain the written statement in clear and capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 19/20.08.2019". 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 31.07.2019 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 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 13.08.2019. Both submissions must contain the written statement in clear and capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 19/20.08.2019" Responses will be available on the Company's website www.uztel.ro, the Shares / GMS section.



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IV Participation of the shareholders at the EGMS meeting

Shareholders registered on the reference date 07.08.2019 in the Register of the Company's Shareholders held by the Central Depository S.A. can participate and vote at 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 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 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 10.07.2019, 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 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.

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 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 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 17.08.2019, 10.00, in closed envelope, with the written mention in clear and capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 19/20.08.2019"

The special empowerments, general empowerments, as well as statements on honor of credit institutions providing custody services for one or more shareholders may be forwarded to the



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Company and by e-mail to: office@uztel.ro with signature expanded electronic electronics, according to Law no. 455/2001 regarding the electronic signature, so that they can be received by 17.08.2019, at 10.00.

Voting by mail

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

Mailbox Bulletin:

- a) may be obtained, in Romanian and English, starting with 10.07.2019, 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 EGMS agenda;

The ballot papers by correspondence will be sent, in original, in Romanian or English, by any courier service 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, by e-mail office@uztel.ro, by 17.08.2019, at 10.00, with the written mention in clear and capitalized "FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 19/20.08.2019"

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 31.07.2019 at 15.00.

The ballot papers, the special empowerments, general empowerments that are not received at the UZTEL Registrar Office or by e-mail no later than 10.00 on 17.08.2019, will not be taken into account for determining the quorum and votes validly cast in EGMS.

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 a vote in the EGMS meeting.

Additional information can be obtained from the Internal Audit Department every working day, between 08.00-16.00, at 0244/523455 int. 120 and on the www.uztel.ro Company website, the Shares / GMS section.

Chairman of the Board of Directors

HAGIU NECULAI