



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,

Bucharest Stock Exchange

Financial Supervisory Authority

CURRENT REPORT

Under the FSA's Rule nmb. 5/2018

Date of report: **21.01.2019**

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:

Decision no. 1 dated 21.01.2019 of the Ordinary General Meeting of the Shareholders of UZTEL SA Ploiesti

The Ordinary General Meeting of Shareholders SC UZTEL S.A. , a joint-stock company, functioning under the Romanian law, having the registered office at Ploiesti, Str. Mihai Bravu, nr. 243, Prahova County, registered with the Trade Register at number J29/48/1991, tax number RO 13524846, equity subscribed and paid up of 13.413.647,50 lei divided in nominal shares in dematerialized form with nominal value of 2,5 lei each

Convened as appropriate under the provisions of the law and of the Articles of Association of the Company UZTEL S.A. as of Call of Ordinary General Meeting of Shareholders from 14.12.2018 published in the Official Gazette of Romania, Part IV, no. 4796 /18.12.2018 and in Bursa newspaper no. 232 /19.12.2018 and posted on 14.12.2018 on the company's website at www.uztel.ro, Section Shareholder/Current Reports 2018.

Legally and statutory meeting on 21.01.2019, at 10.00, in accordance with the provisions required by the law and with the provisions of the Articles of Incorporation of the Company, in the presence of shareholders present or represented, holding a number of 4.498.422 shares, representing 83, 8404% of the share capital of the Company, representing 83,8404% of the total voting rights.



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DECIDED AS FOLLOWS:

1. Appointment as financial auditor of UZTEL S.A. Ploiesti of ECOTEH EXPERT SRL, having its headquarters in Bucharest, sector 3, str. Lt. Ganovici Dumitru str., No.2, et.1, registered at the Trade Register under no. J40/8893/2000, unique registration code RO13409385, having the authorization no. 120/2001 issued by the Chamber of Financial Auditors of Romania, as well as the establishment of the duration of the financial audit contract for a period of 3 years respectively for the financial years 2018, 2019 and 2020.

In the presence of shareholders representing 83,8404% of the share capital and 83,8404% of the total voting rights, this item is adopted with 4.498.422 votes representing 100% of the total votes held by the shareholders present or represented.

The votes cast were recorded as follows:

- 4.498.422 votes "for"
- 0 votes "against"
- 0 votes "Abstention"
- 0 votes "unexpressed"

A number of 0 votes has been canceled.

2. Approving the designation of the Audit Committee according to art. 65 par. (2) of the Law no. 162/2017, consisting of:

**Grigore Victor - president;
Serbaniuc Tudor - Member;
Stan Vasile Armis - member**

for a mandate starting from the date of the adoption of the Ordinary General Meeting of Shareholders of UZTEL S.A. Ploiesti and will expire on 13.03.2021

In the presence of shareholders representing 83,8404% of the share capital and 83,8404% of the total voting rights, this item is adopted with 4.498.422 votes representing 100% of the total votes held by the shareholders present or represented.

The votes cast were recorded as follows:

- 4.498.422 votes "for"
- 0 votes "against"
- 0 votes "Abstention"
- 0 votes "unexpressed"

A number of 0 votes has been canceled.

3. The date of 12.02.2019 was approved as registration date and 11.02.2019 as ex-data in accordance with the legal provisions.

In the presence of shareholders representing 83,8404% of the share capital and 83,8404% of the total voting rights, this item is adopted with 4.498.422 votes representing 100% of the total votes held by the shareholders present or represented.

The votes cast were recorded as follows:

- 4.498.422 votes "for"
- 0 votes "against"
- 0 votes "Abstention"
- 0 votes "unexpressed"

A number of 0 votes has been canceled.



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4. Empowering Mr. Hagi Neculai to sign the decisions of this Ordinary General Meeting of Shareholders and to carry out all the legal formalities necessary for the registration and enforcement of the adopted decisions, as well as the granting of Mr. Hagi Neculai the right to delegate another person to perform the aforementioned formalities.

In the presence of shareholders representing 83,8404% of the share capital and 83,8404% of the total voting rights, this item is adopted with 4.498.422 votes representing 100% of the total votes held by the shareholders present or represented.

The votes cast were recorded as follows:

- 4.498.422 votes "for"
- 0 votes "against"
- 0 votes "Abstention"
- 0 votes "unexpressed"

A number of 0 votes has been canceled.

Chairman of Board of Directors

Hagi Neculai

Decision no. 2 dated 21.01.2019 of the Extraordinary General Meeting of the Shareholders of UZTEL S.A. Ploiesti

The Extraordinary General Meeting of Shareholders SC UZTEL S.A. , a joint-stock company , functioning under the Romanian law, having the registered office at Ploiesti, Str. Mihai Bravu, nr. 243, Prahova County, registered with the Trade Register at number J29/48/1991, tax number RO 13524846, equity subscribed and paid up of 13.413.647,50 lei divided in 5.365.459 nominal shares in dematerialized form with nominal value of 2,5 lei each

Convened as appropriate under the provisions of the law and of the Articles of Association of the Company UZTEL S.A. as of Call of Extraordinary General Meeting of Shareholders from 14.12.2018 published in the Official Gazette of Romania, Part IV, no. 4796 /18.12.2018 and in Bursa newspaper no. 232 /19.12.2018 and posted on 14.12.2018 on the company's website at www.uztel.ro,

Section Shareholder/Current Reports 2018.

Legally and statutory meeting on 21.01.2019, at 11.00, in accordance with the provisions required by the law and with the provisions of the Articles of Incorporation of the Company, in the presence of shareholders present or represented, holding a number of 4.498.422 shares, representing 83, 8404% of the share capital of the Company, representing 83,8404% of the total voting rights.

DECIDED AS FOLLOWS:

1. 1.1. Approval of a loan of up to 4,526,721.41 RON, from FIRST BANK SA (hereinafter referred to as the Bank), with the purpose of refinancing the long-term credit facility ING BANK NV Amsterdam - the Bucharest Branch for a period of 60 months at the date of signing the credit agreement with a grace period of 6 months principal.



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1.2. Approval of a loan amounting to RON 5,000,000 from FIRST BANK SA (hereinafter referred to as the Bank) for working capital for a period of 12 months from the date of signing the credit agreement with a revolving reimbursement.

1.3. Approval the guarantee of bank loans from item 1.1. and section 1.2, with the following warranties:

(i) the mortgage on all current accounts of UZTEL SA opened at FIRST BANK SA, the mortgage to be registered in AEGRM;

(ii) the mortgage on the universality of present and future receivables, derived from the existing contractual relations and which will be born between UZTEL SA and all its contractual partners, with the following exceptions:

- for Neptun SA proof of cancellation by ING BANK NV Amsterdam - Bucharest Branch of AEGRM records will be submitted no later than 28.02.2019;

- for CAMERON ROMANIA SRL, TEHNOMET SA Buzau and AUTOMOBILE DACIA SA Mioveni (debtors accepted by FIRST BANK), proof of cancellation by ING BANK NV Amsterdam - Bucharest Branch of AEGRM records will be presented before the first use of the factoring facility;

- for LIBERTY DRILLING EQUIPMENT BV and DRILLING EQUIPMENT SRL, the proof of cancellation by ING BANK NV Amsterdam - the Bucharest Branch of AEGRM records will be presented before the first use of the factoring facility;

(iii) the mortgage on the industrial property consisting of 14 plots of land with a total area of 59,997 sqm and the related buildings, property located in Ploiesti, 243 Mihai Bravu str. as follows:

a) intravilan land with an area of 4.958 sqm, building identified with no. cadastral 8215/1 and the construction C5 with a ground surface of 3,830.61 sqm, the surface developed 3.742,96 sqm with no. cadastral 8215 / 1- C5, registered in the Land Book no. 123306 (former cadastral nmb 8900) of Ploiesti, according to the no. 30207 / 26.10.2005 issued by OCPI Prahova, owned by SC UZTEL SA

b) intravilan land with an area of 2.369 sqm, building identified with no. cadastral 2062 and C20 construction with no. cadastral 2062-C20, registered in the Land Book no. 124063 (former cadastre nummber 1350) of Ploiesti, according to the no. 551 / 03.02.2000 issued by OCPI Prahova, owned by SC UZTEL SA

c) intravilan land with an area of 2,798 sqm, building identified with no. cadastral 125166 (former cadastral no. 102006) and construction C1 with a ground floor surface of 778 sq.m with cadastral nmb.125166-C1, and the C2 construction with a ground surface of 1,272 sqm with cadastral nmb. 125166-C2, registered in the Land Book no. 125166 (former cadastral nmb. 49083) of Ploiesti, according to the no. 57939 / 16.10.2007 issued by OCPI Prahova, owned by SC UZTEL SA

d) land intravilan with an area of 4.994 sqm, building identified with cadastral number 125167 (former cadastral number 102007) and construction C1 with a surface area built on 2.998 sqm with cadastral no. 125167-C1, registered in the Land Book no. 125167 (former cadastral nmb. 49084) of Ploiesti, according to the no. 57939 / 16.10.2007 issued by OCPI Prahova, owned by SC UZTEL SA

e) intravilan land with an area of 5.004 sqm, building identified by nr. cadastral 125176 (former cadastral no. 102016) and construction C1 with a ground surface of 2,879 sqm having no. cadastral no. 125176-C1, registered in the Land Book no. 125176 (former



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cadastral nmb 49093) of Ploiesti, according to the no. 57939 / 16.10.2007 issued by OCPI Prahova, owned by SC UZTEL SA

f) intravilan land with an area of 8,086 sqm, building identified by cadastral no. 125178 (former cadastral number 102018) and construction C1 with a surface built on the ground of 4,770 square meters with no. cadastral 125178-C1, C2 construction with ground surface of 46 square meters with no. cadastral 125178-C2 and C3 construction with ground floor surface of 1,213 sqm with no. cadastral 125178-C3 in the Land Book no. 125178 (former cadastral nmb. 49095 of Ploiesti, according to the order No. 57939 / 16.10.2007 issued by OCPI Prahova, owned by SC UZTEL SA

g) intravilan land with an area of 10.534 sqm, building identified by no. cadastral 125179 (former cadastral number 102019) and construction C1 with a ground surface of 5.993 sqm having no. cadastral 125179-C1 and C2 construction with a ground surface of 656 sqm with cadastral no. 125179-C2 in the Land Book no. 125179 (former cadastre nmb. 49096 of Ploiesti, according to the order no. 57939 / 16.10.2007 and 106801 / 22.10.2015 issued by OCPI Prahova, owned by SC UZTEL SA

h) built-up area of 5,973 sqm, building identified with no. cadastral 125182 (former cadastral number 102022) and construction C1 with a ground surface of 3.095 sqm with cadastral nmb. 125182-C1 and C2 construction with a 40 sqm ground floor surface with cadastral nmb. 125182-C2, registered in the Land Book no. 125182 (former cadastral nmb 49099 of Ploiesti, according to the order No. 57939 / 16.10.2007 issued by OCPI Prahova, owned by SC UZTEL SA

i) intravilan land with an area of 847 sqm, building identified with no. cadastral 125186 (former cadastral no. 102026) and construction C1 with 477 sqm land surface with cadastral no. 125186-C1, registered in the Land Book no. 125186 (former cadastre nmb. 49103) of Ploiesti, according to the no. 57939 / 16.10.2007 and 106809 / 22.10.2015 issued by OCPI Prahova, owned by SC UZTEL SA

j) built-up area of 1.790 sqm, building identified with no. cadastral 125187 (former cadastral number 102027) and construction C1 with a ground surface of 21 sqm having cadastral no. 125187-C1 and construction C2 with built-up area 726 sqm with no. cadastral 125187-C2, registered in the Land Book no. 125187 (no CF 49104 of Ploiesti, according to the order no. 57939 / 16.10.2007 issued by OCPI Prahova, owned by SC UZTEL SA

k) land intravilan with an area of 1.952 sqm, building identified by nr. cadastral 125197 (former cadastral number 102037) and construction C1 in the ground surface of 1524 sqm having no. cadastral 125197-C1, registered in the Land Book no. 125197 (former cadastral nmb 49114) of Ploiesti, according to the no. 57939 / 16.10.2007 and 106807 / 22.10.2015 issued by OCPI Prahova, owned by SC UZTEL SA

l) intravilan land with an area of 3.441 sqm, building identified by nr. cadastral 125200 (former cadastral no. 102040) and construction C1 with a ground surface of 2879 sqm with no. Cadastral 125200-C1, registered in the Land Book no. 125200 (former cadastral nmb. 49117) of Ploiesti, according to the no. 57939 / 16.10.2007 issued by OCPI Prahova, owned by SC UZTEL SA

m) urban land with an area of 2.753 square meters, building identified with no. cadastral 125201 (former cadastral no. 102041) and the construction of C1 with a ground surface of 2107 sq. m. with no. cadastral 125201-C1, registered in the Land Book no. 125201 (former cadastral nmb no. 49118) of Ploiesti, according to the conclusion no. 57939 / 16.10.2007 issued by OCPI Prahova, owned by SC UZTEL SA



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n) built-up area of 4.498 sqm, building identified with no. cadastral 125203 (former cadastral number 102043) and construction C1 with ground surface of 2625 sqm with cadastral no. 125203-C1, registered in the Land Book no. 125203 (former cadastral nmb 49120) of Ploiesti, according to Order no. 57939 / 16.10.2007 issued by OCPI Prahova, owned by SC UZTEL SA

(iv) Issuance of a promissory note in white by UZTEL SA Ploiesti, for each credit facility in part (point 1.1 and point 1.2), with the mention "without protest", handed over to the Bank in material form;

(v) Mortgage on the stocks of UZTEL SA Ploiesti (comfort guarantee).

In the presence of shareholders representing 83,8404% of the share capital and 83,8404% of the total voting rights, this item is adopted with 4.498.422 votes representing 100% of the total votes held by the shareholders present or represented.

The votes cast were recorded as follows:

- 4.498.422 votes "for"
- 0 votes "against"
- 0 votes "Abstention"
- 0 votes "unexpressed"

A number of 0 votes has been canceled.

2. Approving the empowerment of Mr. ZIDARU ION, General Director and Mrs. POPESCU ILEANA, Economic Director to represent the company before the bank, public notary and to sign on the name and on behalf of the company loan contract, mortgage contract and all the documents required to run the loan contract with the bank

In the presence of shareholders representing 83,8404% of the share capital and 83,8404% of the total voting rights, this item is adopted with 4.498.422 votes representing 100% of the total votes held by the shareholders present or represented.

The votes cast were recorded as follows:

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- 0 votes "against"
- 0 votes "Abstention"
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A number of 0 votes has been canceled.

3. Establishing the date of 12.02.2019 as the date of registration and 11.02.2019 as ex-date in accordance with the legal provisions.

In the presence of shareholders representing 83,8404% of the share capital and 83,8404% of the total voting rights, this item is adopted with 4.498.422 votes representing 100% of the total votes held by the shareholders present or represented.

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4. Empowering Mr. Hagi Neculai to sign the decisions of this Extraordinary General Meeting of Shareholders and to carry out all the legal formalities necessary for the registration and enforcement of the adopted decisions, as well as the granting of Mr. Hagi Neculai the right to delegate another person to perform the aforementioned formalities.

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The votes cast were recorded as follows:

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A number of 0 votes has been canceled.

Chairman of Board of Directors

Hagi Neculai