



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: **21.01.2021**

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

Of Ordinary General Meeting of Shareholders of UZTEL S.A. Ploiesti

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 20.01.2021, 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,

CALL:

Ordinary General Meeting of Shareholders (hereinafter "**OGMS**") to the date of **03.03.2021, 10.00**, 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 Central Depozitarul Central S.A. Bucharest at the end of the day of **19.02.2021**, set as **Reference Date**,

If the above date will not be quorum required by the Companies' Law no. 31/1990 and Articles of Association of the Company, it will be convened and set the second Ordinary General Meeting of Shareholders (OGMS) for 04.03.2021, 10.00 a.m., at the same address, with the same agenda and reference date.



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Agenda of the Ordinary General Meeting of Shareholders is as follows:

1. Election by secret ballot of 5 (five) members of the Board of Directors of the Company to occupy the position of director, considering the termination on 13.03.2021 of the mandates of the current members of the Board of Directors. The term of office of the elected administrators will be 4 years, starting with 14.03.2021.
2. Establishing the remuneration of the elected administrators of the Company.
3. Designation of the person who will represent the Company for signing the new mandate contracts.
4. Designation of the Audit Committee, according to art. 65 para. (2) of Law no. 162/2017 for a term of 4 years, starting with 14.03.2021.
5. Approval of the date of: (i) 19.03.2021 as the Date of registration, according to art. 86 para. (1) of Law no. 24/2017; (ii) 18.03.2021 as Date "ex date", according to art.2 par. (2) letter l) of Regulation no. 5/2018.
6. Mandating the Chairman of the Board of Directors, to sign the decisions of this OGMS and to perform all legal formalities necessary for the registration and application of the adopted decisions, as well as granting the right to delegate another person to perform the aforementioned formalities.

I. Mentions regarding the OGMS

Proposals for candidates for the election of the member of Board of Directors of the Company will be transmitted and recorded at the registry of the Company (personally or by courier with receipt) or by e-mail with embedded electronic signature, according Law no.455 / 2001 on electronic signature, address office@uztel.ro so they to be received no later than on 17.02.2021, 15:00. Both ways of submission of proposals should bear clear and written in capital letters: "FOR OGMS of 03/04.03.2021". Each candidate proposal will contain information of the name, domicile and professional qualification of the person proposed for as member of the Board of Directors.

The list containing information about the name, domicile and qualification training of the persons proposed as member of the Board of Directors will be available to shareholders at the company and on the website www.uztel.ro, section Shareholders / GMS, which can be consulted and completed by them.

Informative documents regarding the items included on the OGMS agenda, the draft decisions proposed for the adoption of the OGMS, the special power of attorney form to be used for voting by representation, the ballot paper form to be used for voting by mail, will be available starting with 29.01.2021, on working days at the registry office of the Company's registered office located in Mihai Bravu Street, no. 243, Ploiesti city, Prahova County, Romania ("UZTEL Registry"), as well as on the Company's website www.uztel.ro, section Shareholders / GMS. Shareholders may receive, upon request, copies of the documents related to the items included on the agenda of the OGMS meeting.

II. 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



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(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 confirmation 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 can be received by the Company until 08.02.2021, at 15.00.

Both methods of transmission must contain the mention written in clear "FOR OGMS FROM 03 / 04.03.2021". In the case of proposals submitted 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 18.02.2021 at 15.00, at the Registry UZTEL as well as on the Company's website at www.uztel.ro, section Shareholders / GMS.

III. 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 Registry, 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 25.02.2021. Both methods of transmission must contain the mention written in clear "FOR OGMS FROM 03 / 04.03.2021"

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

IV. Shareholders' participation in the OGMS

Shareholders registered on the reference date 19.02.2021 in the Register of Shareholders of the Company kept by Depozitarul Central S.A. Bucharest can participate and vote at the OGMS:

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

Voting by representation with special or general 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 29.01.2021, 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;



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d) will be completed by the shareholder in three copies: one for the shareholder, one for the representative and one for the Company.

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.

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

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;

The special powers of attorney, the general powers of attorney, as well as the declarations on own responsibility of the credit institutions that provide custody services, for one or more shareholders, will be sent / submitted, in original, in Romanian or English, by the shareholder or, after case, by the credit institution, at the UZTEL Registry, by mail / courier services, with confirmation of receipt until 01.03.2021 at the latest, at 10.00, mentioning on the envelope clearly "FOR THE OGMS FROM 03 / 04.03. 2021"

The special powers of attorney, the general powers of attorney, as well as the declarations on own responsibility of the credit institutions that provide custody services, for one or more shareholders, can be sent to the Company, and by e-mail with 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 01.03.2021, at 10.00, mentioning on the subject "FOR THE OGMS FROM 03 / 04.03.2021".

The quality of legal representative can also be proved by presenting a certificate issued by the Trade Register Office (or by another institution with similar authority in the country of residence of the foreign legal entity shareholder), in original or certified copy in accordance with the original, in which the shareholder has not provided, for any reason, to the Central Depository appropriate information regarding his legal representative, within maximum 3 months, from the date of his appointment / change.

The documents attesting the quality of 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 in English.

Voting 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 29.01.2021, 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;

Ballot papers by mail will be sent, in original, in Romanian or English, by any form of courier with confirmation of receipt at the UZTEL Registry, no later than 01.03.2021, at 10.00,



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mentioning on the envelope clearly " FOR THE OGMS FROM 03 / 04.03.2021 ", or by e-mail with 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 01.03.2021, at 10.00, mentioning on the subject "FOR THE OGMS FROM 03 / 04.03.2021"

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 18.02.2021 at 15.00.

Ballot papers, special or general powers of attorney that are not received at the UZTEL Registry or by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the e-mail address office@uztel.ro, until 01.03.2021 at the latest, at 10.00, will not be taken into account for determining the quorum and the valid votes expressed in the OGMS.

The access of the shareholders registered in the register of shareholders on the Reference Date and entitled to participate in the OGMS is allowed by simply proving their identity, as follows:

- a) in the case of individual shareholders, based on the identity document;
- b) in the case of the legal representative of the shareholder, legal person, based on the identity document and the documents attesting the quality of legal representative of the shareholder, legal person;
- c) in case of participation through a conventional representative, the documents provided in let. a) or b), to which is added the special or general power of attorney.

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.

The Chairman of the Board of Directors,
HAGIU NECULAI