

U.C.M. Resita S.A.
Sediul Social: Piata Montreal, nr.10, Cladirea
World Trade Center, intrarea F, etaj 1, biroul nr.1.50
011469, Sector 1, Bucuresti, Romania
Sediul Administrativ: Str. Golului, Nr.1, 320053, Resita, Romania
Tel: +40-(0)255-217111 - Fax: +40-(0)255-223082
contact@ucmr.ro - http://www.ucmr.ro



CURRENT REPORT

According to the Regulation C.N.V.M. no. 1/2006

Date of report: 21.03.2018

Name of the issuing trading company: U.C.M. Resita S.A.

Registered office: Montreal Square No. 10, World Trade Center Building, Entrance F, 1st Floor, Office no.1.50, Sector 1, Bucharest

Headquarters: Resita, Golului Street, no. 1, 320053, Caras-Severin County

Phone: 0255/217111; Fax: 0255/223082

Unique registration code: 1056654

Number at the Trade Register Office Bucharest: J 40/13628/2011

Subscribed and paid-up registered capital: 10,993,390.40 lei

The regulated market on which the issued securities are traded: Bucharest Stock Exchange

Important events to be reported: convening of the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of UCM Resita S.A.

The Special Trustees of the company **U.C.M. Resita S.A. (company in insolvency, en procedure collective)** – in compliance with the Order dated 06.12.2011 of the Court Bucharest, Section VII, in the case no. 75017/3/2011), with the registered office located in Bucharest, Montreal Square no. 10, World Trade Center Building, Entrance F, 1st Floor, Office no.1.50, Sector 1, registered with the Trade Register Bucharest under no. J40/13628/2011, CUI 1056654 (the "**Company**"), in accordance with the provisions of the Law of Trading Companies no. 31/1990, republished, as amended and supplemented, the provisions of the Capital Market Law, the provisions of C.N.V.M. Regulation no. 6/2009, as amended and supplemented, the provisions of the Insolvency Law 85/2006, as amended and supplemented, and in accordance with the provisions of the Company's updated Memorandum of Association,

CONVENE

The Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders ("**OGMS**" and "**EGMS**") on **16.04.2018**, at **12:00 PM**, respectively at **01:00 PM**, at the administrative headquarters (office) of the Company located in Resita, Golului Street no. 1, Caras-Severin County, Romania where are entitled to attend and vote all shareholders registered in the Register of Shareholders of the Company (Central Depository SA) at the reference date **13.04.2018**, with the following agenda:

Ordinary General Meeting of Shareholders

1. Presentation by the Special Trustees of the Report for the year 2017 with respect to the financial statements for the year 2017, also of the Report of the Financial Auditor issued for the accounting year ended on 31.12.2017.
2. Discussion and approval of Company's financial statements for the accounting year 2017, based on the Annual Report submitted by the Special Trustees and the Report of the Financial Auditor.
3. Approval of Company's budget of revenues and expenditures for the year 2018.
4. Approval of the date 18.05.2018 as registration date for identification of shareholders who will be affected by the decision of the Ordinary General Meeting of Shareholders.

Extraordinary General Meeting of Shareholders

1. Approving the proposal of the Special Trustees to draw up the Reorganization Plan, as far as possible, by applying the appropriate measures for the implementation of this plan, provided in Art. 95, paragraph 6 of Law 85/2006, such as:

A) Keeping, in whole or in part, by the debtor, the management of his business activity, including the right to dispose of the assets of his property, with the supervision of his activity by the Legal Officer appointed under the law;

B) Getting the financial resources to support the realization of the plan and the sources of their origin;

C) The transfer of all or some of the assets of the debtor's assets to one or more natural or legal persons, established before or after the confirmation of the plan;

D) Merger of the debtor under the law;

E) Liquidation of all or some of the assets of the debtor's property, separately or in a block, free of any charges or giving them in payment to the debtor's creditors in respect of the debts they have against the debtor's assets. The payment of the assets of the debtor's property to its creditors may be done only with the prior written consent of them in respect of this method of extinguishing their claim; (on 24th of July 2010, Art. 95, paragraph (6), point E of Chapter III, Section 5 as amended by Article I, paragraph 37 of Law 169/2010).

F) Partial or total liquidation of the debtor's assets in order to execute the plan is made according to Art. 116-120;

G) Amendment or termination of the actual guarantees by granting compulsory, for the benefit of the guaranteed creditor, of a guarantee or an equivalent protection, under the conditions stipulated in Art. 39 paragraph (2) point c);

H) Extending the due date as well as changing of the interest rate, the penalty, or any other clause in the contract or of the other sources of its obligations;

I) Amendment of the debtor's Memorandum of Association, according to the law;

J) Issuance of securities by the debtor or any of the persons mentioned under C and D, under the conditions provided by Law no. 31/1990, republished, with subsequent amendments and completions, and by Law no. 297/2004, with subsequent amendments and completions. In order to enclose in the plan a issued securities, it is required the express written consent of the creditor who is to receive the issued securities, consent that will be given before the acceptance of the plan by the syndic judge in accordance with the provisions of Art. 98 paragraph (3). By way of exception to the provisions of art. 205 paragraph (2) of the Law no. 297/2004, as subsequently amended and supplemented, the operations under this point are considered to be operations exempted within the meaning of art. 205 paragraph (1) of the aforementioned law;

K) By way of derogation from the provisions of subparagraph J, the reorganization plan cannot provide the conversion of the budgetary receivables into securities;

L) Insertion of some provisions into the debtor's Memorandum of Association - legal person - or of the persons mentioned under letter C and D:

a) To prohibit issuance of shares without the right to vote;

b) To determine, in case of different categories of ordinary shares, an appropriate distribution of voting between this category;

c) In the case of preference shares with priority dividend over other categories of shares, with satisfactory regulation of the appointment of the administrators representing the respective categories of shares, under the assumption of non-payment of the outstanding dividend.

2. Approval of the date 18.05.2018 as registration date for identification of shareholders who will be affected by the decision of the Extraordinary General Meeting of Shareholders.

The registration date of shareholders who will be affected by the Decision of the Ordinary General Meeting of Shareholders and of the Decision of the Extraordinary General Meeting of Shareholders

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shall be established by the General Meeting, in this respect the date of 18.05.2018 being proposed by the Special Trustees.

If the legal quorum will not be met on 26.04.2018, the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders will meet on 27.04.2018, at 12:00 PM respectively 01:00 PM, in the meeting room at the Company's administrative headquarters located in Reșița, Golului Street no. 1, Caras-Severin County, keeping the same agenda.

The access of shareholders to the general meeting will be made by simple proof of their identity, with the identity card or the passport in case of shareholders - natural persons, plus the power of attorney in case of representatives – legal persons.

The identification requirements applicable for the shareholder - natural person and/or his representative and/or legal representative/mandatory of the shareholder - legal person that asks questions related to items on the agenda of AGOA and AGEA are:

(a) In case of shareholders - natural persons:

- To hold a copy of the identity document of the shareholder (BI or CI for Romanian citizens or passport for foreigners), allowing his identification in the Company's Register of Shareholders kept by SC Central Depository SA;
- Ascertainment as mandatory will be made based on the general power of attorney issued by the shareholder (the latter can be granted only to an "intermediary", observing the legislation of the capital market, or to a lawyer);
- As appropriate, power of attorney if the mandatory is a lawyer;
- To hold a copy of the identity document of the mandatory or the representative of the mandatory – natural person (BI or CI for Romanian citizens or passport for foreigners), and

(b) In case of shareholders - legal persons, by means of:

- Certificate of incumbency, in original or certified copy, issued by the Trade Register or any other document, in original or certified copy issued by a competent authority of the State in which the shareholder is duly incorporated, with a maximum three (3) months oldness with reference to the date of publication of this convening, allowing his identification in the Company's Register of shareholders kept by the Central Depository SA;
- Ascertainment / confirmation as legal representative will be made based on the list of shareholders on the date of reference, received from the Central Depository SA; however, if the shareholder / the person who has this obligation did not inform in good time the Central Depository SA about his legal representative (so that the Register of Shareholders to reflect this fact at the reference date), then the certificate of incumbency / similar documents mentioned above should do proof of the legal representative of the shareholder - legal person, a copy of the document which proves the position of legal representative of the person he represents;
- Ascertainment in position of representative / mandatory will be made based on the power of attorney issued by the shareholder or under the general power of attorney (the latter can be granted only to an "intermediary", observing the legislation of the capital market, or to a lawyer) or, if the shareholders are international organizations, under a general or special power of attorney (the latter can be granted only to an "intermediary", observing the legislation of the capital market, or to a lawyer) according to standard procedure used by that organization;
- As appropriate, power of attorney if the mandatory is a lawyer;
- Copy of the identity document of the legal representative mandatory (BI or CI for Romanian citizens or passport for foreigners).

The documents certifying the position as legal representative, which are drafted in a foreign language other than English, will be accompanied by translation in Romanian and/or English performed by an authorized translator.

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The general and special power of attorney, drafted in Romanian or English, will be drawn in three originals (one for the company, one for the shareholder and one for the representative) and is obtained either from the company's administrative headquarters located in Reșița, Golului Street no. 1, Caras-Severin County, personally or by fax, between 9:00 AM and 03:00 PM, or from the company's web page www.ucmr.ro, paragraph "Information for shareholders" starting on 26.03.2018. The shareholders are required to state in the special power of attorney clear and specific instructions to vote for the person who represents them, for each item on the agenda.

After signing, the original copy of the general/special power of attorney for the company shall be submitted either personally or by mail, or courier to the administrative headquarters of the company located in Reșița, Golului Street no. 1, Caras-Severin County, or will be sent by e-mail with extended electronic signature attached, according to the law to the address contact@ucmr.ro until **26.04.2018**, at **10:00 AM**. The general / special power of attorneys which does not include, at least, the information mentioned in the form provided by the company or which are not submitted within the time and hour stipulated above are not binding on the company and cause loss of voting rights at the general meeting for which they were granted.

The shareholders registered at the reference date in the Register of Shareholders have the opportunity to vote by correspondence, using the voting form in Romanian or English, which can be obtained starting with 26.03.2018, either from the administrative headquarters of the company located in Reșița, Golului Street no. 1, Caras-Severin County, personally or by fax, between 9:00 AM and 03:00 PM, or from the website www.ucmr.ro. After filling in, the voting form by correspondence, in original, will be sent to the Company, at the administrative headquarters (office) of the Company located in Reșița, Golului Street no. 1, Caras-Severin County, Romania, until the date of **26.04.2018**, at **10:00 AM**, under penalty of not taking them into account if they are received after the date and time announced. The filled in voting form by correspondence will have attached a copy of the identity card or passport for the shareholders-natural persons and a copy of the official documents (such as the certificate of incumbency, the memorandum of association or other evidence issued or registered at the competent authority) stating the position of legal representative of the shareholder - legal person, as applicable, and will be sent: (i) in original, by submission to the Registry of Company's administrative headquarters, (ii) in original, by mail or by courier with acknowledgment of receipt, to the administrative headquarters of the Company, or (iii) in electronic format with extended electronic signature, in compliance with Law no. 455/2001 on electronic signature, sent to the address contact@ucmr.ro.

The regulation on the procedure for voting by correspondence can be consulted by the shareholders interested at the company's administrative headquarters located in Reșița, Golului Street no. 1, Caras-Severin County, or can be obtained by fax or e-mail from the company, upon request or on the company website www.ucmr.ro.

One or more shareholders holding, individually or together, at least 5% of the registered capital has/have:

- The right to introduce new issues on the agenda of the General Meeting of Shareholders (AGOA and AGEA), provided that each such issue is accompanied by a justification or a draft resolution proposed for adoption by the General Meeting (AGOA and AGEA). These will be forwarded to the company's administrative headquarters located in Reșița, Golului Street no. 1, Caras-Severin County, in writing, within at most 15 days from the publication of the convening, respectively until **10.04.2018**.
- The right to submit draft resolutions for issues included and/or proposed to be included on the agenda of the General Meeting of Shareholders (AGOA and AGEA), right that can be exercised in writing by sending it to the administrative headquarters of the company located in Reșița, Golului Street no. 1, Caras-Severin County, within at most 15 days from the publication of the convening, respectively until **10.04.2018**.

Each shareholder may ask questions in writing about the issues on the agenda, these will be submitted to the administrative headquarters of the company located in Reșița, Golului Street no. 1, Caras-Severin



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County together with copies of documents which allow identification of the shareholder, up to date **20.04.2018**. It is considered that an answer is given, if the pertinent information is available under the law.

The documents and materials targeting the issues on the agenda, the draft resolutions and the voting forms by correspondence will be available to shareholders at the company's headquarters and on the website www.ucmr.ro starting with the date of publication of the convening notice, respectively **26.03.2018**.

Additional information, including information on the rights of shareholders may be obtained by phone at 0255/215937, fax 0255/223082 during working days between 10:00 AM and 1:00 PM.

Special Trustee
Cosmin URSONIU

Special Trustee
Nicoleta Liliana IONETE

