



**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](mailto:office@uztel.ro)  
FISCAL CODE RO1352846 , R.C. PLOIESTI NO. J29/48/1991; web site: [www.uztel.ro](http://www.uztel.ro)

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## **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: **22.03.2022**

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: **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 and Extraordinary Meeting of Shareholders of UZTEL S.A. Ploiesti for the date of 28/29.04.2022**

**The Board of Directors of 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 22.03.2022, 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 **OGMS**) and the **Extraordinary General Meeting of Shareholders** (hereinafter **EGMS**) to the date of **28.04.2022, 10.00 a.m., respectively 11.00 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 Central Depozitarul Central S.A. Bucharest at the end of the day of **18.04.2022**, set as Reference Date for



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both meetings, noting that only persons who are shareholders on this date have the right to participate and vote in the OGMS and EGMS.

If on the date mentioned above the necessary quorum provided by Law no. 31/1990 on the companies and the Articles of Incorporation of the Company shall not be met, the second Ordinary General Meeting of Shareholders (OGMS) and Extraordinary General Meeting of Shareholders (EGMS) are convened and fixed on **29.04.2022, from 10.00 a.m.** , respectively **11.00 a.m.**, at the same address, with the same agenda and reference date.

#### **The OGMS agenda will be as follows:**

1. Presentation, discussion and approval of the Individual Annual Statements of the Company on the date and for the financial year ended December 31, 2021, prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards, based on the Report of the Board of Directors on the Company's activity in 2021 and the Independent Auditor's Report on the Individual Annual Statements of the Company on and for the financial year ended December 31, 2021 .
2. Approval of the Substantiation Note to the proposal regarding the distribution of the accounting profit registered on 31.12.2021.
3. Approval of the discharge of the members of the Board of Directors of the Company for the financial year 2021, based on the reports presented.
4. Presentation, discussion and approval of the Revenue and Expenditure Budget and the Investment Program for 2022.
5. Submission of the Remuneration Report for the Company's Managers (Administrators and Directors) for the year 2021, to the consultative vote of the OGMS, taking into account the provisions of art. 107, para. (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished.
6. Establishing the remuneration of the Company's Directors which will be granted starting with 01.05.2022 until the date of termination of the mandate, respectively 14.03.2025.
7. Approval of the date of: (i) 19.05.2022 as Date of registration, according to art. 87 para. (1) of Law no. 24/2017; (ii) 18.05.2022 as Date "ex date", according to art.2 par. (2) letter l) of Regulation no. 5/2018.



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8. The mandate of the Chairman of the Board of Directors, Mr. Hagi Neculai, to sign the decisions of this OGMS and to carry out all the necessary legal formalities for the registration and application of the adopted decisions, as well as granting Mr. Hagi Neculai the right to delegate another person to perform the aforementioned formalities.

#### **The agenda of the EGMS will be as follows:**

1. Approval of the donation of the quota of  $\frac{1}{2}$  (half) of the real estate-urban land with the destination of access road, registered at O.C.P.I. Prahova with no. cadastral 136422, with an area of 12,405 sqm found in measurements and from documents 11,833 sqm, located in Ploiesti Colonia Teleajen to the City Hall of Ploiești, under the condition of making investments consisting of road modernization works, including the execution of technical and municipal networks.
2. Approval of the date of: (i) 19.05.2022 as the Registration Date, according to art. 87 para. (1) of Law no. 24/2017; (ii) 18.05.2022 as Date “ex date”, according to art.2 par. (2) letter 1) of Regulation no. 5/2018.
3. Mandate of the Chairman of the Board of Directors, Mr. Hagi Neculai, to sign the decisions of this EGMS and to carry out all the necessary legal formalities for the registration and application of the adopted decisions, as well as granting Mr. Hagi Neculai the right to delegate another person to perform the aforementioned formalities..

#### I.The right of shareholders to participate in the OGMS and EGMS

The shareholders registered in the Register of Shareholders of the Company kept by Depozitarul Central S.A. on the reference date 18.04.2022, are entitled to participate and can exercise their right to vote, personally (through legal representative) or through a representative (on the basis of a special / general power of attorney or a declaration on their own responsibility given by the custodian, or before the OGMS and EGMS, by mail (based on ballot paper by mail).

The access and / or voting by mail of the shareholders entitled to participate in the OGMS and EGMS is allowed by the simple proof of 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).



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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 the 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 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 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 Central Depository S.A.

In the situation where: a) the shareholders of natural persons have not registered in the system of the Central Depository S.A. valid and updated identification data, then they will present the copy of the updated identity document (ID 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 conforming to the original, not older than 3 months before the date of publication of the OGMS and EGMS convocation).

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

#### II. Mentions regarding the OGMS and EGMS meeting

The documents related to the agenda items of the OGMS and the EGMS, the draft decisions proposed for the adoption of the OGMS and the EGMS, the special power of attorney form for the representation of shareholders, the ballot form by mail for participation and voting of the shareholders will be available in physically formed, starting with 28.03.2022, on working days at the registry office of the Company's registered office located in Mihai Bravu Street, no. 243, mun.



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Ploiești, jud. Prahova, Romania (“UZTEL Registry”), as well as in electronic format on the Company’s website [www.uztel.ro](http://www.uztel.ro), section Shareholders / GMS.

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

III. The right of shareholders to introduce new items on the agenda of the OGMS and EGMS. One or more shareholders representing, individually or together, at least 5% of the share capital of the Company have the right:

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

(b) to submit draft decisions for items included or proposed for inclusion on the OGMS and EGMS agendas.

Requests from shareholders regarding the introduction of new items on the agenda, as well as draft decisions for items included or proposed to be included on the agenda of the OGMS and EGMS, will be addressed to the Board of Directors and submitted in writing, in the language Romanian or English, either in physical format (in person or by mail / courier services, with acknowledgment of receipt) registered at the UZTEL Registry, or by e-mail, with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, at [office@uztel.ro](mailto:office@uztel.ro), so that they can be received by the Company no later than 07.04.2022, at 15.00.

Both methods of transmission must contain the clearly written statement "FOR OGMS and EGMS FROM 28 / 29.04.2022". In the case of proposals submitted in physical format, they must be signed by the natural shareholders or by the legal representatives of the legal 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 15.04.2022, at 15.00, at UZTEL registry as well as on the Company's website at [www.uztel.ro](http://www.uztel.ro), section Shareholders / GMS.

#### IV. Agenda questions

The shareholders of the Company may ask written questions, in Romanian and English, regarding the items on the agenda of the OGMS and the EGMS. The respective questions will be addressed to the Board of Directors of the Company and will be sent either in physical format (in person or by mail / courier services, with acknowledgment of receipt) registered at the UZTEL Registry, or by



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e-mail, with extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at [office@uztel.ro](mailto:office@uztel.ro), so that they can be received by the Company until 21.04.2022. Both methods of transmission must contain the clearly written statement "FOR OGMS and EGMS FROM 28 / 29.04.2022"

The answers will be available on the Company's website [www.uztel.ro](http://www.uztel.ro), section Shareholders / GMS.

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 the case of the shareholders of legal entities).

V. General power of attorney, special power of attorney, ballot paper and declaration on honor

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 on issuers of financial instruments and market operations, or a lawyer.

Together with the General Power of Attorney, the shareholders will submit to the Company the statement on their own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney, originally signed and, as the case may be, stamped, stating that:

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,

Special power of attorney

The representation of the shareholders in the OGMS and the EGMS 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 28.03.2022, from the UZTEL Registry and from the Company's website [www.uztel.ro](http://www.uztel.ro), section Shareholders / GMS;



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- b) will contain the way 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) will be updated by the Company if new items are added to the agenda of the OGMS and EGMS;
- 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 shareholders of the Company have the possibility to vote by mail, before the OGMS and EGMS, by using the ballot form, for voting by mail (“Ballot by mail”)

#### Ballot by mail:

- a) can be obtained, in Romanian and English, starting with 28.03.2022, from the UZTEL Registry and from the Company's website [www.uztel.ro](http://www.uztel.ro), section Shareholders / GMS;
- b) will contain the way 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) will be updated by the Company if new items are added to the agenda of the OGMS and EGMS;

#### Declaration on on responsibility

If a shareholder is represented by a credit institution providing custody services, it will be able to vote in the OGMS and EGMS on the basis of voting instructions received by electronic means of communication, without the need to draw up a special or general power of attorney by the shareholder. The custodian votes in the OGMS and the EGMS exclusively in accordance with and within the limits of the instructions received from its clients as shareholders of the Company at the Reference Date. The credit institution may participate and vote in the OGMS and the EGMS under the conditions under which it submits a Statement on its own responsibility and which specifies:

- a) clearly, the name / name of the shareholder in whose name the credit institution participates and votes in the OGMS and EGMS;
- 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 and EGMS.

#### Documents accompanying the Declaration on own responsibility:

- 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



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conforming to the original, not older than 3 months before the date of publication of the OGMS and EGMS);

- a 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 and EGMS.

The general powers of attorney, accompanied by the related documents, the special powers of attorney, the ballot papers by correspondence and the declarations on their own responsibility, will be sent / submitted, in original, in Romanian or English, to the UZTEL Registry, by mail / courier services, with confirmation of receipt no later than 26.04.2022, at 10.00 am for the OGMS, respectively 11.00 a.m. for EGMS., mentioning on the envelope clearly "FOR OGMS AND EGMS FROM 28 / 29.04.2022"

The general powers of attorney, accompanied by the related documents, the special powers of attorney, the ballot papers by correspondence and the declarations on their own responsibility, 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](mailto:office@uztel.ro), until 26.04.2022 at the latest, at 10.00 a.m. for the OGMS, respectively 11.00 a.m. for EGMS., mentioning on the subject "FOR OGMS AND EGMS FROM 28/29.04.2022".

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

General powers of attorney, accompanied by the related documents, special powers of attorney, ballot papers by correspondence and declarations on their own responsibility that are not received 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 e-mail address [office@uztel.ro](mailto:office@uztel.ro), until 26.04.2022 at the latest, at 10.00 a.m. for the OGMS, respectively 11.00 a.m. for the EGMS, will not be taken into account for the determination of the valid quorum and votes expressed in the OGMS and the EGMS.

In case of introduction of 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](http://www.uztel.ro), section Shareholders / GMS, starting dated 15.04.2022 at 15.00.





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At the date of the convocation, 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 and EGMS.

Additional information can be obtained every working day, at the company's Registry, between 08.00-16.00, at the telephone number 0372/441111, int. 112 and on the Company's website [www.uztel.ro](http://www.uztel.ro), Shareholders / GMS section.

Chairman of the Board of Directors,

HAGIU NECULAI