

## **NOTE**

### **Regarding the discharge of duties of the administrators for the financial year ended at 31 December 2018**

- Documentation for item 6 on the agenda of the OGMS/23.04.2019 -

#### **1. General aspects/competence**

In compliance with the legal provisions in force, the General Meeting of Shareholders has the competence to approve the discharge of duties of the administrators.

The legal basis is represented by:

-Law no. 31/1990 republished as subsequently amended.

#### **1. Presentation**

The administrators/directors bear the responsibility to the company for not complying with their obligations stipulated by law and for failing to comply with their obligations set out in their mandate granted by the shareholders, through the Articles of Incorporation or through the resolutions made by the general meeting of shareholders.

The approval to release them from the administration obligations is required based on the approval of the annual financial statements accompanied by an independent auditor's report and the annual report.

The approval of the annual financial statements shall not hinder the exercise of the action for responsibility, in compliance with the provisions of Law no. 31/1990 r2 (art.186).

The Ordinary General Meeting of Shareholders must decide on the administrators' duties discharge.

#### **2. Proposals**

**Given the above, we submit to the approval of the Ordinary General Meeting of Shareholders, the following:**

- a) The discharge of the administrators' duties for the financial year ended at 31 December 2018.

**Cosmin Ghita**  
Chief Executive Officer

**Adrian Gabriel Dumitriu**  
Chief Financial Officer