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| **Material informativ  pentru Adunarea Extraordinara a Actionarilor a CIECH Soda Romania S.A., convocata pentru data de 29 noiembrie 2018** | **Information notice for the Extraordinary General Meeting of Shareholders of CIECH Soda Romania S.A. summoned for 29 November 2018** |
| Preambul In data de 24 noiembrie 2012, CIECH Soda Romania S.A. („**Societatea**”) (printre altii) a aderat la un contract incheiat intre creditori („**Contractul intre Creditori**”) (modificat si restructurat ulterior prin actul aditional din data de 9 ianuarie 2018) cu scopul de a stabili regulile care guverneaza relatiile dintre diversi creditori ai CIECH SA, o companie incorporata in Polonia, avand sediul social in Varsovia la Wspólna 62, 00-684, Varsovia, Polonia, inregistrata in registrul intreprinderilor al Registrul National al Instantelor, mentinut de Instanta Districtuala a capitalei Varsovia in Varsovia, XII Commercial Department of the National Court Register, cu nr. KRS 0000011687, cod de inregistrare fiscala (NIP) 1180019377, REGON 011179878 („**Debitorul**”) si filialele sale inclusiv Societatea  In data de 29 august 2018 Debitorul, in calitate de debitor si Bank Millenium S.A., societate infiintata in Polonia, cu sediul central in Varsovia si biroul la adresa ul. Stanisława Żaryna 2A, 02-593 Varsovia, Polonia, inregistrata in registrul antreprenorilor al Registrului Judiciar National pastrat de Curtea Districtuala pentru capitala Varsovia din Varsovia, Departamentul Comercial XIII al Registrului Judiciar National, sub numarul KRS 0000010186, detinatoare a codului de identificare fiscala (CIF) 5260212931, REGON 001379728 („**Beneficiar**”) au incheiat (i) contractul pentru facilitate de credit de tip „descoperit de cont” nr. 11940/18/400/04  in baza caruia Beneficiarul se angajeaza sa puna la dispozitia Debitorului o facilitate de credit de tip „descoperit de cont” in valoare de pana la 50.000.000 PLN si (ii) contractul pentru facilitate de credit de tip „descoperit de cont” nr. 11941/18/499/04 in baza caruia Beneficiarul se angajeaza sa puna la dispozitia Debitorului o facilitate de credit de tip „descoperit de cont” in valoare de pana la 10.000.000 EUR („**Contractele pentru Facilitati de Credit de tip <Descoperit de Cont>**”)  Pentru a garanta obligatiile rezultand din Contractele pentru Facilitati de Credit de tip <Descoperit de Cont> acordate de Beneficiar catre Debitor in baza Contractelor pentru Facilitati de Credit de tip „Descoperit de Cont”, Beneficiarul si Debitorul au convenit ca Beneficiarul sa acceada la Acordul intre Creditori sub forma unui creditor *pari passu*.  Pentru a permite Beneficiarului sa devina parte a Acordului intre Creditori, Societatea ar trebui sa incheia cu Beneficiarul un contract de garantie. Sumarul Contractului de garantie a. Parti:  - CIECH Soda Polska S.A.  - CIECH Sarzyna S.A.  - CIECH Soda Deutschland GmbH & Co. KG  - CIECH Energy Deutschland GmbH  - CIECH Soda Romania S.A.  in calitate de garanti  - Bank Millennium S.A.  in calitata de creditor garantat  b. Obligatii garantate – doua facilitati de descoperit de cont dupa cum urmeaza:   * EUR 10,000,000 * PLN 50,000,000   c. Valoarea obligatiilor garantete nu va depasi 125% din valoarea totala a fiecarei facilitati de credit acordate.  d. Data scadenta – pana cand toate obligatiile Debitorului au fost executate dar nu mai tarziu de 31 Decembrie 2021. | Preamble On 24 November 2012, CIECH Soda Romania S.A. (the „**Company**”) (among others) entered into an intercreditor agreement (the “**Intercreditor Agreement**”) (subsequently amended and restated by Amended and Restatement Agreement dated 9 January 2018) in order to set out rules governing the relationships of the various creditors of the CIECH S.A., a company incorporated in Poland, with its corporate seat in Warsaw and its office at ul. Wspólna 62, 00-684 Warsaw, Poland, entered in the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Department of the National Court Register, under number KRS 0000011687, holder of taxpayer identification number (NIP) 1180019377, REGON 011179878 (the “**Borrower**”) and its subsidiaries including the Company  On 29 August 2018 the Borrower as a borrower and Bank Millenium S.A., a company incorporated in Poland, with its corporate seat in Warsaw and its office at ul. Stanisława Żaryna 2A, 02-593 Warsaw, Poland, entered in the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIII Commercial Department of the National Court Register, under number KRS 0000010186, holder of taxpayer identification number (NIP) 5260212931, REGON 001379728 (the “**Beneficiary**”) entered into (i) an overdraft credit facility agreement no. 11940/18/400/04  under which the Beneficiary undertakes to provide the Borrower with an overdraft credit facility up to PLN 50,000,000 and (ii) an overdraft credit facility agreement No. 11941/18/499/04 under which the Beneficiary undertakes to provide the Borrower with an overdraft credit facility of up to EUR 10,000,000 (the “**Overdraft Credit Facility Agreements**”);  In order to secure the claims of the Beneficiary against the Borrower under the Overdraft Credit Facility Agreements, the Beneficiary and Borrower agreed that the Beneficiary shall accede to the Intercreditor Agreement as a *pari passu* creditor.  In order to allow the Beneficiary to become a party to the Intercreditor Agreement, the Company should conclude with the Beneficiary a guarantee agreement Summary of the Guarantee agreement a. Parties:   * CIECH Soda Polska S.A. * CIECH Sarzyna S.A. * CIECH Soda Deutschland GmbH & Co. KG * CIECH Energy Deutschland GmbH * CIECH Soda Romania S.A.   as guarantors   * Bank Millennium S.A.   as secured creditor  b. Secured obligation – two overdraft facilities as follows:   * EUR 10,000,000 * PLN 50,000,000   c. The ammount of the secured obligation will not exceed 125% of the total value of each credit faciliy granted.  d. Due date – untill all the obligations of the Borrower have been fulfiled but no latter than 31 December 2021. |
| Pozitia actionarului majoritar In conformitate cu contractele de împrumut incheiate de CIECH SA cu Bank Millennium SA (Contract din data de 29 august 2018), CIECH SA are obligația de a se asigura că filialele sale principale (CIECH Soda Polska SA, CIECH Sarzyna SA, CIECH Soda Romania SA, CIECH Soda Deutschland GmbH & CO KG, CIECH Energy Deutschland GmbH) ofer garantii in legatura cu imprumutul.  Garanția va fi furnizata sub forma unui contract de garantie, asa cum este stipulat in contractul de imprumut. Garantii vor fi remunerati pentru garantia suplimentara (condițiile de remunerare vor fi aceleasi ca in cazul garantiilor furnizate in ianuarie 2018 legate de imprumutul sindicalizat al CIECH). De asemenea, acordarea de garantii subsidiare pentru imprumut a fost aprobata de Consiliul de Supraveghere al CIECH S.A. prin rezolutia din august 2018. | Majority shareholder’s position In accordance with an overdraft loan agreements concluded by CIECH S.A. with Bank Millennium S.A. (Agreement dated 29th August 2018), CIECH S.A. is required to procure that its material subsidiaries (CIECH Soda Polska S.A., CIECH Sarzyna S.A., CIECH Soda Romania S.A., CIECH Soda Deutschland GmbH & CO KG, CIECH Energy Deutschland GmbH) provide a guarantee in relation to the loan.  The guarantee is to be provided in the form of a guarantee agreement, as stipulated in the overdraft agreement. The guarantors will receive arm’s length remuneration for the additional guarantee (the terms of the remuneration will be the same as in case of guarantees provided in January 2018 related to CIECH’s syndicated loan). Please also be informed that the provision of subsidiary guarantees for the loan has been approved by Supervisory Board of CIECH S.A. in resolution from August 2018. |
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