

CURRENT REPORT

in compliance with the provisions of Regulation no. 1/2006 - art. 123², letter A a)

Date of report: 29.03.2018

Name of issuer: COMVEX S.A.

Registered office: Constanta, Incinta Port, Dana 80-84, Romania

Phone/fax number: 0241-603051 / 0241-639010

Unique Registration Code: 1909360

Registration number with the Trade Registry: J13/622/20.02.1991

Share capital: 29,139,927.5 lei

The market on which the issued securities are traded: Bucharest Stock Exchange, ATS market
(AeRO)

Significant event to be reported: Summoning the Ordinary General Meeting of Shareholders on April 30, 2018

The Board of directors of Comvex S.A. Constanța duly represented by its President, registered with Constanța Trade Registry under number J13/622/1991, Unique Registration Code 1909360, having its registered office in Constanta, Incinta Port, Dana 80-84 Romania, postal code 900900 (hereinafter referred to as the „Company” or „Comvex”),

Considering the provisions of the Regulation no. 6/2009 regarding the exercise of certain rights of shareholders in general meetings of companies, as further amended and supplemented, of Law no. 24/2017 regarding the issuers of financial instruments and market operations, of the Company Law no. 31/1990, republished, as further amended and supplemented, as well as the provisions of the Company`s Articles of Incorporation,

Hereby summons the **Ordinary General Meeting of Shareholders of the Company** (OGMS) which shall take place at the Company`s registered office in Constanta Incinta Port Constanța, Dana 80-84, Constanța county, **on April 30, 2018, starting with 12,00** for all the shareholders registered with the Company Shareholders` Registry kept by Depozitarul Central S.A. at the end of **April 20, 2018**, considered as the **Reference Date** for this general meeting.

In case that on the aforementioned date the quorum requirements for the OGMS are not fulfilled, it is summoned and set, according to article 118 of Law no. 31/1990 the second Ordinary General Meeting of Shareholders on **May 2, 2018, starting with 12,00**, at the same place and with the same agenda and Reference Date.

The Ordinary General Meeting of Shareholders shall have the following agenda:

1. The approval of the Board of Directors report for year 2017.
2. The approval of the Financial Auditor report for year 2017.
3. The approval of the Financial Statements for year 2017.
4. The approval of the profit sharing method for year 2017.
5. Discharge of liability of the directors for their activity during 2017, respectively:
 - 5.1. Discharge of liability of the director Dan Ion DRAGOI;
 - 5.2. Discharge of liability of the director Panait IVANESCU;
 - 5.3. Discharge of liability of the director OCTOGON SHIPMANAGEMENT S.R.L. legally represented by Corneliu Bogdan IDU;
 - 5.4. Discharge of liability of the director Viorel PANAIT;
 - 5.5. Discharge of liability of the director Raimondo DE RUBEIS.
6. The approval of the Income and Expenditure Budget for 2018.
7. The approval of the date of **May 18, 2018** as the date of registration, in compliance with the provisions of article 2 letter e) of Regulation no. 6/2009.
8. The approval of the date of **May 17, 2018** as „ex date“, in compliance with the provisions of article 2 letter f) of Regulation no. 6/2009.
9. The approval of the appointment of Mr. Viorel Panait and Mrs. Madalina Militaru to severally or jointly sign all the documents related to the resolutions of the meeting, as well as to fulfil all the legal formalities for registration and publicity of each of the resolutions of the Ordinary General Meeting of the Shareholders with the competent authorities, in accordance with the applicable legal provisions.

A. The Company`s shareholders rights to introduce new matters on the agenda and to make new resolution proposals

The shareholders representing, individually or together, at least 5% of the Company`s share capital have the right, in accordance with the applicable legal provisions, to introduce new matters on the agenda of the OGMS as well as to make new resolution proposals for the matters included or proposed to be included on the agenda of the OGMS.

The aforementioned rights may be exclusively exercised in writing and send either personally, by post or by courier and submitted at the Company`s headquarter, so that these are registered as received at the Company`s registration desk by the end of the working day (16,00 p.m.) within a 15 days term starting with the publishing date of the present summoning notice, respectively until **April 16, 2018, 16,00 p.m.** clearly mentioning on the envelope **“For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018”**, or by e-mail at office@comvex.ro so that these proposals are registered with the Company by the end of the working day (16,00 p.m.) within a 15 days term starting with the publishing date of the present

summoning notice, respectively until **April 16, 2018, 16,00 p.m.**, specifying clearly on the subject "**For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018**".

Each new matter must be accompanied by a justification or by a project resolution to be passed by the OGMS.

For the purpose of establishing the Company's shareholder status, the shareholders will provide the following documents issued by Depozitarul Central S.A. or by the participants defined at art. 168 paragraph (1) letter b) of the Law no. 297/2004 which provide custody services:

a) the account statement, which shows the quality as shareholder and the number of shares owned;

b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participant.

B. The shareholders right to submit enquires concerning the agenda

Any interested shareholder of the Company, which is registered at the Reference Date, is entitled to submit enquiries in writing with respect to the matters on the agenda of the OGMS.

Any enquire shall be submitted in writing, and send either personally, by post or by courier at the Company`s headquarter so that these are registered as received at the Company`s registration desk by the end of **April 27, 2018** (16,00 p.m.) specifying clearly on the envelope "**For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018**" or by e-mail at office@comvex.ro so that these enquires are registered with the Company by the end of **April 27, 2018** (16,00 p.m.) specifying clearly on the subject "**For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018**".

The Company may answer to the shareholders enquires including by way of posting the answers on the Company`s web site, frequently asked questions section.

The right to submit enquires and the Company`s obligation to answer, shall be subject to the protection of privacy and business interests of the Company.

Any enquires with respect to the matters on the agenda, shall be accompanied by the following identity documents:

- In case of individuals: a copy of the valid identity document (ID/Passport/Resident Permit).
- In case of legal persons, the capacity of legal representative is established based on Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., than the shareholders must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued

by a competent authority, in original or a certified copy, cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

C. The right of the Company`s shareholders to attend the Ordinary General Meeting of Shareholders

At the OGMS can participate and vote only the shareholders of the Company registered with the Company`s Shareholders Registry at the Reference Date **April 20, 2018**, in accordance with the legal provisions and the provisions of the Articles of Incorporation, **in person** (through legal representative, for legal entities) or **represented** (with a Special power of attorney or a general power of attorney, in accordance with the legal provisions) with the observance of the legal limitations, or, before the OGMS, **by correspondence** (based on the Correspondence voting form).

The access and/or the voting by correspondence of the shareholders of the Company entitled to participate to the OGMS is permitted subject to proofing their identity based on, for the Comvex individuals shareholders, the identification document (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens) and for legal entities, the identification document of the legal representative (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens).

The representatives of the individuals, shareholders of Comvex, will be identified based on the identification document (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens) accompanied by the Special or general power of attorney signed by the shareholder of the Company.

The representatives of the shareholders, legal entities, of Comvex will proof their capacity based on the identification document (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens) accompanied by the Special or general power of attorney signed by the legal representative of the respective legal entity.

The quality as shareholder and, in case of shareholders, legal entities, **the capacity of the legal representative** of the shareholders of the Company shall be acknowledged based on the Comvex list of shareholders from the Reference Date received from the Depozitarul Central S.A.

However, for the cases when (i) individuals, shareholders of Comvex have not previously registered with Depozitarul Central S.A. the valid identification details, than they must submit the copy of the valid identity document (identity card, passport/residence permit); (ii) the legal representative of shareholders, legal entities is not indicated within Comvex list of shareholders at

the Reference Date, received from Depozitarul Central S.A., than the shareholders must submit an official document attesting the capacity of the legal representative of the signatory of the special power of attorney (issued by a competent authority, in original or a certified copy, that cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).

Information regarding Special and general powers of attorney and the Voting by correspondence are mentioned under letters D), E) and F) below.

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

D. General power of attorney

The shareholders of the Company registered at the Reference Date may be represented by designated representative based on General power of attorney.

Before their first use, the **General powers of attorney** will be submitted/delivered, in copy, including the certification for conformity with the original under the signature of the representative, in a manner which allows the registration of receipt with the Company's registry desk as of **April 27, 2018, 16,00 p.m. for OGMS**, clearly indicating on the envelope "**For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018**".

General powers of attorney can be delivered also by electronic venues using the e-mail address office@comvex.ro in a manner which allows for the e-mail to be registered as received until **April 27, 2018, 16,00 p.m. for OGMS**, indicating in the subject of the e-mail "**For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018**" according to the above mentioned.

General power of attorney in copy, bearing the mention of the conformity with the original, will be kept by the Company, indicating this in the minutes of the OGMS. The General powers of attorney are valid for a period which cannot exceed 3 years.

Comvex shareholders can deliver the notification of the designation of the representative only in writing, either personal or via postal services, courier or electronic venues. The Company provides for the shareholders of Comvex who want to notify the designation of the representative by electronic venues, the e-mail address office@comvex.ro.

For the validity of the mandate the representative should have the capacity of intermediary (as per the provisions of art. 2 para. 1 point 20 of the Law no. 24/2017) or lawyer, and Comvex shareholder should be their client. Furthermore, the representative must not be in a conflict of interest which may occur especially in one of the following cases:

- a) is a majority shareholder of the Company or of another entity controlled by the respective shareholder;

- b) is member of an administrative, management or supervision body of the Company, of a majority shareholder or of an entity controlled, in accordance with those indicated under a) above;
- c) is an employee or auditor of the Company or of a majority shareholder or of an entity controlled, in accordance with those indicated under a) above;
- d) is the husband, relative, or similar till fourth grade inclusive of one of the individuals under a) – c) above.

The representative cannot be substituted by any other person, except when such power was expressly granted by the shareholder within the power of attorney. In case the representative is a legal person, it may exercise its mandate through any person part of its management bodies or its employees.

The General power of attorney must be personally signed by Comvex shareholder and shall be accompanied by an affidavit of the legal representative of the intermediary or by the lawyer who has been designated as a representative of the shareholder through the General power of attorney, which shall state that the General power of attorney is issued by Comvex shareholder, in his capacity as the client of the intermediary, or as the case may be, of the lawyer and the affidavit must be submitted in original with the Company, at the same time as the General power of attorney, signed and stamped, if the case may be.

Moreover, Comvex individual shareholders must send to the Company a copy of their identity document (ID card/ Passport/Residence permit).

The capacity of the legal representative of the shareholders legal entities of the Company is established based on Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., then the shareholders legal entities of the Company must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by a competent authority, in original or a certified copy, cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

E. Special power of attorney

The shareholders of Comvex registered at the Reference Date may be represented by designated representative based on a Special power of attorney.

The Special power of attorney forms for representing Convex shareholders in the OGMS, which are available in Romanian and English language, may be obtained at the Company's registered office starting with **March 30, 2018** or they may be downloaded from the Company's web site www.comvex.ro.

For matter 5 on the agenda, which is subject to secret vote, there shall be used the Special power of attorney form dedicated to this matter and for matters 1, 2, 3, 4, 6, 7, 8 and 9 on the agenda, there shall be used the Special power of attorney form dedicated to these matters made available by the Company.

The Special power of attorney shall be executed in 3 originals (one for the Company shareholder, one for the representative and one for the Company), by filling in the Special power of attorney form made available by the Company, in Romanian or English language.

An original of the Special power of attorney dedicate to mater 5 on the agenda filled in and signed by the shareholder, either in Romanian or English language, shall be deposited within a separate envelope, closed, clearly mentioning on the envelope "Confidential" which shall be deposited, in turn, within the envelope containing the Special power of attorney dedicated to the other maters on the agenda of the OGMS filled in and signed by the shareholder, either in Romanian or English language. An original of these Special power of attorney shall be deposited at the Company registered office within a sealed envelope (clearly mentioning "**For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018**") until **April 27, 2018, 16,00 p.m.**, or delivered, in original, by postal services or courier, in a manner which allows the registration of receipt with the Company's registry desk as **April 27, 2018, 16,00 p.m.**

Special power of attorney can be delivered also by electronic venues. The special power of attorney for mater 5 on the agenda of the OGMS shall be delivered by mean of a separate e-mail, at the e-mail address office@comvex.ro, indicating in the subject of the e-mail "**Confidential – For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018**", in a manner which allows for the e-mail to be registered as received until **April 27, 2018 16,00 p.m.**, according to the above mentioned. For maters 1, 2, 3, 4, 6, 7, 8 and 9 on the agenda of the OGMS, the Special power of attorney shall be delivered at the e-mail address office@comvex.ro, indicating in the subject of the e-mail "**For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018**", in a manner which allows for the e-mail to be registered as received until **April 27, 2018 16,00 p.m.**, according to the above mentioned.

The verification and validation of the Special power of attorney deposited with the Company shall be made by the members of the secretariat of the OGMS, appointed in accordance with the applicable legal provisions; they shall maintain the confidentiality over the vote instructions until the secret votes of the shareholders that are present to the OGMS or of the representatives of the shareholder to the OGMS are known.

Comvex shareholders can deliver the notification of the designation of the representative only in writing, either personal or via postal services, courier or electronic venues. The Company provides for the shareholders of Comvex who want to notify the designation of the representative by electronic venues, the e-mail address office@comvex.ro.

The special powers of attorney are valid exclusively for the OGMS for which it was granted by Comvex shareholder, shall have the form issued by the Company and shall indicate the vote instructions for each of the items on the agenda (respectively vote "For", "Against" or "Abstention").

For the valid exercise of the voting right based on a Special power of attorney, individual shareholders shall also submit a copy of the identity document (ID Card/Passport/Residence permit). The capacity of legal representative of the shareholders legal entities of the Company is established based on Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., than the shareholders must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by a competent authority, in original or a certified copy, cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

When filling in the Special power of attorney the Company shareholders are kindly asked to consider the fact that new matters could be introduced on the agenda of the OGMS or new resolution proposals can be made and if the case may be, the amended agenda shall be available starting with **April 19, 2018**. In this case the Special power of attorney shall be updated and made available for the Company shareholders at the Company registered office or downloaded from the Company web site www.comvex.ro starting with **April 19, 2018**.

F. Correspondence vote

The shareholders of the Company registered at the Reference Date may exercise their voting right by correspondence before the OGMS.

The correspondence voting form for the OGMS, in Romanian and English language may be obtained at the Company registered office or downloaded from the Company web site www.comvex.ro starting with **March 30, 2018**.

For matter 5 on the agenda, which is subject to secret vote, there shall be used the special correspondence voting form dedicated to this matter and for matters 1, 2, 3, 4, 6, 7, 8 and 9 on

the agenda, there shall be used the correspondence voting form dedicated to these matters made available by the Company.

The correspondence voting form dedicated to mater 5 on the agenda, filled in and signed by the shareholder, in original, either in Romanian or English language, shall be deposited within a separate envelope, closed, clearly mentioning on the envelope "Confidential" which shall be deposited, in turn, within the envelope containing the correspondence voting form dedicated to the other matters on the agenda of the OGMS, filled in and signed by the shareholder, either in Romanian or English language and the relevant documents; these documents shall be sent, in original, at the Company registry desk in a sealed envelope (clearly indicating "**Correspondence vote - For the Ordinary General Meeting of Shareholders of April 30/ May 2, 2018**"), until **April 30, 2018, 12,00** or it shall be sent in original by post/courier in a manner which allows the registration of receipt with the Company's registry desk as of **April 30, 2018, 12,00**.

The centralisation, checking and recordkeeping of the Correspondence voting forms shall be made by the members of the secretariat of the OGMS, appointed in accordance with the applicable legal provisions; they shall maintain the confidentiality over the vote instructions until the secret votes of the shareholders that are present to the OGMS or of the representatives of the shareholder to the OGMS are known.

The correspondence voting form shall be filled in on the form made available by the Company and shall indicate the vote instructions for each of the items on the agenda of the OGMS (respectively vote "For", "Against" or "Abstention").

For the valid exercise of the voting right based on a Correspondence voting form, individual shareholders shall also submit a copy of the identity document (ID Card/Passport/Residence permit). The capacity of the legal representative of the shareholders legal entities of the Company is established based on the Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in the Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., then the shareholders must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by a competent authority, in original or a certified copy, cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).

The correspondence vote might be exercised by the representatives of the Company shareholders only for the case when they have been designated as a representative of the respective shareholder based on a special or general power of attorney which shall be deposited with the Company within the deadline provided at letters D) and E) above.

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

When filling in the Correspondence voting form the Company shareholders are kindly asked to consider the fact that new matters could be introduced on the agenda of the OGMS or new resolution proposals can be made and if the case may be, the amended agenda shall be available starting with **April 19, 2018**. In this case the Special power of attorney shall be updated and made available for the Company shareholders at the Company registered office or downloaded from the Company web site www.comvex.ro starting with **April 19, 2018**.

G. Other information

Starting with **March 30, 2018**, the following documents are available for Comvex shareholders at the Company registered office, during business days within working hours respectively between 8,00 a.m.- 16,00 p.m., or can be downloaded from the Company web site www.comvex.ro: **the Summoning notice of the Ordinary General Meeting of Shareholders** (in Romanian and English language), **Special power of attorney forms** for representing the shareholders at the OGMS, forms that shall be updated in case new matters shall be introduced on the agenda or new resolution proposals are made (in Romanian and English language), **Correspondence voting forms** for the attendance and voting of the shareholders at the OGMS, forms that shall be updated in case new matters shall be introduced on the agenda or new resolution proposals are made (in Romanian and English language), Materials and documents related to the items on the agenda of OGMS, **Draft resolutions** for the items on the agenda of OGMS.

At the OGMS, the Company shareholders or their representatives shall show a valid identity document, in original, so as to prove their identity.

The whole proceedings related to the OGMS shall be in Romanian language. For those shareholders who do not know Romanian language, the Company shall make available an authoriser translator for English language.

Any and all documents related to the OGMS submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

By electronic venues one shall understand the delivery of the request of introducing new matters on the agenda of the OGMS, new resolution proposals for the matters included or proposed to be included on the agenda of the OGMS, any enquires sent to the Company with respect to the matters on the agenda of the OGMS, the notification of the designation of the representative, as well as any documents that are required for proofing the identity of the shareholder or a representative, in writing, by scanning the originals in *.pdf format and sent by e-

mail at office@comvex.ro, as well as the possibility to send the special or general power of attorneys, in compliance with the applicable legal conditions and provisions of letters D) and E) above.

All and any document for the Ordinary General Meeting of Shareholders can be registered at the Company registry desk in any of the business days exclusively between 8,00 a.m. – 16,00 p.m.

Further details as regards the shareholders rights are made available on the Company web site www.comvex.ro.

As of the summoning notice day, the share capital of the Company is of 29,139,927.5 lei and is formed by 11,655,971 nominative shares, dematerialised, each having a nominal value of 2.5 lei, each share giving the right to one vote at the Ordinary General Meeting of Shareholders.

Additional information is available at the Company's registered office or by phone 0241.603051, in any business day, between 8,00 a.m. – 16,00 p.m.

President of the Board of Directors,
Viorel PANAIT

