

No. 25/June 28<sup>th</sup>, 2018

### **CONVENING NOTICE**

#### **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**August 7<sup>th</sup> 2018 / August 8<sup>th</sup> 2018**

In accordance with the provisions of art. 113 and art. 117 of Law no. 31/1990 on companies, as subsequently amended, of Law no. 297/2004 on the capital market, of the Romanian National Securities Commission (NSC) Regulation no. 5/2018 on issuers and securities operations, pursuant to the Articles of Incorporation, the **Board of Directors of the the joint stock company ELECTROPRECIZIA S.A.** with its headquarters in Sacele, Parcului St. No. 18, Braşov County, post code 505600, registered with the Trade Register Office of Brasov under number J08/56/1991, with unique identification number 1128645, convenes the **Extraordinary General Meeting of Shareholders** on **August 7<sup>th</sup>, 2018**, which will take place at the company's headquarters located in Sacele, Parcului St., No. 18, Brasov County, at **11.00 o'clock**. All the shareholders registered in the Shareholders Register held by the joint stock company Depozitarul Central S.A. until the end of the day, **July 20<sup>th</sup>, 2018**, set as reference date, are entitled to vote at and attend the Extraordinary General Meeting of Shareholders.

#### **The Extraordinary General Meeting of Shareholders shall have the following agenda:**

1. Approval of the financing / refinancing of the investments made in the logistics park, respectively storage rooms / storage rooms, external storage platform, service space and access road, by investment loan amounting to maximum 4,000,000 (four million) Euros..
2. Approval of a credit line extension up to EUR 2,000,000 (two million), multislot, multi-volume (RON, EUR) for an indefinite period, the borrower being made up of the following companies: Electroprecizia S.A. and Electroprecizia Electrical Motors S.R.L..
3. Approval of the provision of guarantees, in favor of the financing banks, for the loans stipulated in items 1 and 2 of the agenda by mortgage on the land plot located in Săcele, str. Parcului nr. 18, Braşov county, registered in CF no. 115148 of Săcele locality, with a cadastral number 115148, with a total area of 132,784 sqm, together with the related buildings under the cadastral numbers 115148-C1, 115148-C2, 115148-C3, 115148-C4, 115148-C5, 115148-C6, 115148 C7, 115148-C8, 115148-C9, 115148-C10, 115148-C11, 115148-C12, 115148-C22, 115148-C23, and on future buildings, improvements, accessories and all further improvements, with the assignment of claims arising from the projects financed, the receivables and the stocks of the borrowed companies, as well as the bank accounts..
4. Approval of the mandate of the Board of Directors for the selection of the financing bank / banks, namely the negotiation of the contractual conditions and the designation of the persons who will have the right to sign the credit and collateral contracts.
5. Approval of leasing of the investment objectives made in the logistics park related to the financing provided in the above items of the agenda.
6. Establishing the date of 31.08.2018 as the date of registration, respectively of identifying the shareholders affected by the effects of the Extraordinary shareholder's decision in accordance with the legal provisions in force.

7. Setting the date of 30.08.2018 as "ex date", is the date before the registration date at which the financial instruments object of the decisions of the company bodies are traded without the rights deriving from the decision, according to the legal provisions in force.
8. Mandate of the Chairman of the Board of Directors, Mr. Adrian Secelean, to sign on behalf of and on behalf of all the shareholders present at the AGG decisions.
9. Mandate of the Chairman of the Board of Directors, Mr. Adrian Secelean, to fulfill personally or by empowering all the formalities regarding the registration of the decisions of A.G.E.A. at the Trade Register Office attached to the Brasov Tribunal and their publication in the Official Gazette of Romania, part IV.

One or more shareholders representing, individually or together, at least 5% of the share capital are entitled to:

- include items on the agenda of the Extraordinary General Meeting of Shareholders, provided that each such item is accompanied by a justification or a draft decision for adoption by the General Meeting of Shareholders;

- present draft decisions for items included or suggested for the agenda of the General Meeting of Shareholders;

The rights set forth above may be exercised only in writing and the documents will be submitted in a sealed envelope at the company headquarters in Sacele, Parcului St., No. 18, postal code 505600, Brasov County, or sent by courier or via email to [office@electroprecizia.ro](mailto:office@electroprecizia.ro), having the extended electronic signature attached, according to Law no. 455/2001 on the electronic signature, specifying at the subject: „FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 7/8<sup>th</sup> of August, 2018”.

Shareholders can exercise their rights provided above within a maximum of 15 calendar days from the date of publication of this convening notice.

Each shareholder has the right to ask questions related to items on the agenda of the General Meeting of Shareholders and the company will respond to the questions asked by shareholders.

The questions shall be submitted in a sealed envelope at the company's headquarters in Sacele, Parcului St., No. 18, postal code 505600, Brasov County, or sent by courier or via email to [office@electroprecizia.ro](mailto:office@electroprecizia.ro), having the extended electronic signature attached, specifying at the subject: „FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 7/8<sup>th</sup> of August, 2018”, until August 2nd, 2018 including.

Shareholders may appoint their representative by electronic means as well; the notification of the appointment by electronic means may be submitted via e-mail at [office@electroprecizia.ro](mailto:office@electroprecizia.ro) having the extended electronic signature attached, according to Law no. 455/2001 on the electronic signature.

Shareholders may vote on the items on the agenda by correspondence as well, and the voting form, duly completed and signed, shall be sent in a sealed envelope at the company's headquarters located in Sacele, Parcului St., No.18, postal code 505600, Brasov County at the latest on August 2<sup>nd</sup> 2018, until 11.00, specifying on the envelope, clearly written with capital letters: „FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 7/8<sup>th</sup> of August, 2018”.

The vote by correspondence can be sent by a representative only if they have received from the shareholder they represent a special/general power of attorney which is submitted to the issuer in accordance with art. 243. 6 ind. 3 of Law no. 297/2004 on the capital market, as subsequently amended and supplemented.

The special power forms to be used to vote by proxy and the forms to be used to vote by correspondence shall be made available to shareholders, both in Romanian and in English and will be available at the company office from Sacele, Parcului St., No.18, postal code 505600, Brasov County, during business days between 10.00 and 16.00, with effect from July 6<sup>th</sup>, 2018 and on the website of the company: [www.electroprecizia.ro](http://www.electroprecizia.ro) - category RELATIONS WITH INVESTORS.

The special power of attorney and the forms for vote by correspondence shall be submitted, in original copy either in Romanian or English, to the company office from Sacele, Parcului St., No.18, Brasov County, postal code 505600, or sent by fast courier or mail with acknowledgement of receipt until August 2<sup>nd</sup>, 2018, at 11:00, specifying on the envelope, clearly written with capital letters: „FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 7/8<sup>th</sup> of August, 2018”.

A copy shall be handed to the representative, one shall remain at the company and one copy shall remain at the shareholder.

When filling in the special powers of attorney and forms for vote by correspondence, one shall take into account there is the possibility to add new items to the agenda of the General Meeting of Shareholders. In this case, the updated powers of attorney and the voting forms in Romanian and English are available at the company office and on the company website [www.electroprecizia.ro](http://www.electroprecizia.ro), category „Relations with investors”, as from the date when the new agenda is published.

If new items are added on the agenda and the shareholders don't send the special power of attorney and/or the forms for vote by correspondence, the special powers of attorney and the forms for vote by correspondence sent previous to the update of the agenda shall be taken into consideration only for the items that are found on the initial agenda.

Shareholders may attend in person or they can be represented in the General Meetings of Shareholders, either by their legal representatives, or by other representatives who have been granted a special power of attorney or general power of attorney, pursuant to art. 243 of Law no. 297/2004, on the capital market.

The shareholders entitled to attend the Extraordinary General Meeting of Shareholders are granted access if they simply prove their identity, in the case of individual shareholders, with an ID card, or in the case of legal entities and individual shareholders who are represented, with a general power of attorney granted to the natural persons that represents them.

Shareholders may grant a power of attorney generally valid for a period not to exceed three years, allowing the appointed representative to vote on all issues under discussion in the general meetings of company shareholders, provided that the power of attorney to be granted by the shareholder, as client, to an intermediary, defined in conformity with Art. 2 paragraph (1), section 14 of Law no. 297/2004 on the capital market, or to a lawyer.

Shareholders cannot be represented at the general meeting of shareholders on the basis of a general power of attorney, by a person who has a conflict of interest, in accordance with Art. 243 paragraph 6 ind. 4 of Law no. 297/2004 on the capital market.

Copies of the general powers of attorney shall be submitted to the Company 48 hours before the General Meeting, namely until August 2<sup>nd</sup>, 2018, 11:00 o'clock. These copies shall contain the mention that they are certified true copies of the original and contain the signatures of the representatives. The powers of attorney can also be sent via email to [office@electroprecizia.ro](mailto:office@electroprecizia.ro), having the extended electronic signature attached, according to Law no. 455/2001 on the electronic signature, specifying at the subject: „FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 7/8th of August, 2018”.

The quality of shareholder, as well as for the legal entity shareholder, the quality of legal representative is determined based on the list of Company's shareholders dated with the reference/registration date, received from Depozitarul Central S.A. or, as applicable, for different dates than the reference/registration date, based on the following documents submitted to the issuer by the shareholder, issued by the Central Depository, or by the participants defined in Art. 168 par. (1) b) of Law no. 297/2004, as further amended and supplemented, which provides custody services: account statement certifying the quality of shareholder and the number of shares they have; documents certifying the registration of the information on the legal representative at the Central Depository/ those participants.

The documents certifying the quality of legal representative drafted in a foreign language other than English must be accompanied by a translation made by a sworn translator into Romanian or English.

The above-mentioned identification requirements shall apply correspondingly to certify the quality of legal representative of the shareholder proposing the introduction of new items on the agenda of the general meetings of shareholders or asking questions to the issuer regarding items on the agenda of the general meetings of shareholders.

According to NSC Regulation no. 5/2018, a shareholder may appoint only one person to represent them at a general meeting. However, if a shareholder has shares of a trading company in several securities accounts, this restriction will not prevent them from appointing a separate representative for the shares held in each securities account for a certain general meeting.

According to NSC Regulation no. 5/2018, a shareholder may appoint by power of attorney one or more alternate representatives to make sure they shall have a representative in the general meeting, if the

representative appointed is not able to fulfil their mandate. If through the power of attorney are appointed several alternate representatives, the order in which they exercise their mandate shall also be specified.

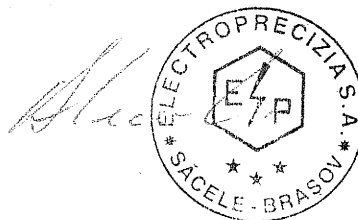
The documents and information as well as draft decisions regarding items on the agenda of the Extraordinary General Meeting of Shareholders will be available for the shareholders, both in Romanian and English language, at the company's headquarters located in Sacele, Parcului St., No.18, postal code 505600, Brasov County, during business days between 08.00 and 16.00, with effect from July 6<sup>th</sup>, 2018 and on the website of the company: [www.electroprecizia.ro](http://www.electroprecizia.ro) - category RELATIONSHIPS WITH INVESTORS.

According to Article 9.1 of the company's Articles of Association, updated and amended by the of EGM Decision No.1 dated November 27, 2015, each share subscribed and paid by shareholders grants them the right to the vote at the General Meeting of Shareholders.

In the event of failure to comply with the validity requirements at the first convocation, the next Extraordinary General Meeting of Shareholders is convened on **August 8<sup>th</sup>, 2018**, with the same agenda, time and venue.

For any additional information please contact us by e-mail: [office@electroprecizia.ro](mailto:office@electroprecizia.ro).

**CHAIRMAN OF THE BOARD OF DIRECTORS  
OF THE COMPANY ELECTROPRECIZIA S.A.  
ADRIAN SECELEAN**



**Drafted by Legal adviser Cristina LEFTER**