

Mecanica Ceahlău SA
Piatra Neamț

CONVOCAȚION COMPLETATĂ

The Board of Directors of Mecanica Ceahlău S.A. with its registered office in Piatra Neamț, 6 Dumbravei Street, Neamț County, registered with the Trade Register under no. J27/8/1991, Unique registration code 2045262, met on **14.03.2018**, in accordance with the provisions of Law no. 31/1990, republished and supplemented, **convenes the Ordinary General Meeting of Shareholders on 19.04.2018, at 13:00 and the Extraordinary General Meeting of Shareholders on 19.04.2018, at 14:00, which will take place at company's registered office**, in Piatra Neamț, 6 Dumbravei Street, Neamț County, for all shareholders registered with the Trade Register at the end of **10.04.2018**, with the following agenda:

FOR THE ORDINARY GENERAL MEETING:

1. Election of the secretariat of the company Shareholders' Ordinary General Meeting, in compliance with the provisions of Law 31/1990, article 129, paragraph (2);
2. Presentation, discussions, and approval of the Report on the activity of the Board of Directors for 2017;
3. Presentation, discussions, and approval of the individual financial Statements for 2017, with the independent financial auditor's opinion;
4. Presentation, discussions, and approval of the main directions of operation and the Budget of Revenue and Expenses for 2018;
5. Approval of non-participation of the executive management and administrators to profit.
6. Approval of the general limits for the remuneration of the company managers and directors, in compliance with Art.153¹⁸ of Law 31/1990, republished as updated.
7. Approval of the date of 17.05.2018 (ex-date 16.05.2018) as the date for the identification of the shareholders who are to benefit from rights and who are to suffer from the effects of the OGSM [AGOA] resolutions.
8. Empowerment of the General Manager to prepare all the necessary documents for the registration of the OGMS decision with the Trade Register Office and to take the steps to ensure the advertising of the decisions adopted. The General Manager may empower other persons to perform the previously mentioned registrations.
9. Choosing an Administrator to fill the vacant seat following the resignation of one of the directors for the remainder of the 2017-2021 mandate

For the Extraordinary General Meeting:

1. Electing the secretariat of the EGMS among company's shareholders, in accordance with the provisions of Law no. 31/1990 art. 129, paragraph (2);
2. Ratification of the Council of Administration's Decision no. 1 from 03.05.2017, upon request of Transilvania Bank, for the contracting of an investment loan amounting to 420,000 Euros for a period of 7 years, from Banca Transilvania SA, for the purchase of a Bystronic laser cutting machine Model BySprint Fiber 3015 with generator 6000W laser fiber.

3. Empowerment of the General Manager to prepare all the necessary documents for the registration of the EGMS decision with the Trade Register Office and to take the steps to ensure the advertising of the decisions adopted. The General Manager may empower other persons to perform the previously mentioned registrations.

4. Empowerment of the Chairman of the Board of Directors to sign the amended and updated form of the Constitutive Act

5. Approval of the date of 17.05.2018 (ex-date 16.05.2018) as the date for the identification of the shareholders who are to benefit from rights and who are to suffer from the effects of the EGSM [AGEA] resolutions.

Current members of the Board of Directors and shareholders will be able to make proposals in writing for the completion of the Board of Directors, in accordance with Art. 117 par. (6) and art. 137¹ of Law 31/1990

Candidates for the position of administrator will submit their application files to the headquarter of the company until 04.04.2018 at 16.00.

The list of information regarding the name, home town and professional qualification of the proposed persons for the position of administrator will be at shareholders disposal and can be consulted and completed at the company's headquarters and on its web site www.mecanicaceahlau.ro

The shareholders' access to the Ordinary and Extraordinary General Meetings shall be done by a simple proof of their identity, made in the case of the individual shareholders with the identity document, and in the case of the legal entity shareholders and the represented individual shareholders, with special power of attorney given to the individual representing them.

The Special Power of Attorney shall be drafted, in Romanian or in English, in three original copies (one for the company, one for the principal and one for the agent).

The special powers of attorney in copy, including the mention of conformity with the original under the signature of the representative, accompanied by a photocopy of the identity card or the registration certificate of the represented shareholder and a photocopy of the identity document or the representative's registration certificate, shall be filed at the head office of the company or by e-mail at asistent.manager@mecanicaceahlau.ro by 17.04.2018 at 16:00.

The shareholder may grant a general power of attorney valid for a period not exceeding 3 years, allowing his/her representative to vote on all items on the agenda of the General Meetings of Shareholders of the company identified in the power of attorney, including acts of disposition, provided that that the power of attorney is granted by the shareholder, as a client, to an intermediary defined according to art. 2 paragraph (1) point 14 of Law 297/2004 on the capital market, or to a lawyer.

The special power of attorney in copy, including the mention of conformity with the original under the signature of the representative, accompanied by a photocopy of the identity card or the registration certificate of the represented shareholder and a photocopy of the identity document or the representative's registration certificate, shall be filed at the head office of the company by 17.04.2018 at 16:00.

Shareholders registered on the reference date (10.04.2018) in the Shareholders' Register have the possibility to vote by mail, before the General Meeting of Shareholders, by using the vote by mail form.

The vote by mail form in original, written in Romanian or in English, together with the copy of the identity card or the shareholder's registration certificate, will be sent to the registered office of the company by 17.04.2018 at 16:00.

The information, materials and documents relating to the items on the agenda and the draft decisions, will be made available to the shareholders at the registered office of the company and on its website www.mecanicaceahlau.ro as of 19.03.2018, in both Romanian and English.

The forms of the special powers of attorney as well as the vote by mail form will be made available to the shareholders at the registered office of the company and on its website www.mecanicaceahlau.ro as of 05.04.2018, in both Romanian and English.

Voting will start on 05.04.2018.

One or more shareholders that own, individually or together, at least 5% of the share capital, have the right to insert new items on the agenda of the Ordinary or Extraordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting. The proposals shall be sent in writing to the company by 04.04.2018, at 16:00. Also, one or several shareholders that own, individually or together, at least 5% of the share capital, are entitled to submit draft resolutions for the items included or proposed to be included on the agenda of the general meeting. The draft resolutions shall be sent in writing by 04.04.2018 at 16:00.

Shareholders may submit, in writing, questions on items on the agenda of the General Meeting from 19.03.2018 and until 17.04.2018, at 16:00.

If, at the first convocation, the legal and statutory quorum necessary to carry out the Ordinary and Extraordinary General Meeting of Shareholders is not fulfilled, the following meeting of the ordinary and extraordinary general meetings of shareholders will take place on **20.04.2018**, with the same agenda, at the same place and at the same time. Additional information can be obtained from company's headquarters and by telephone at 0233-211104, extension 117, or by e-mail: ceahlau@mecanicaceahlau.ro

Chairman of the Board of Directors

Trifa Aurelian-Mirea-Radu