

## CONVOCAȚION

### Of the Ordinary General Assembly of the Shareholders – SC CONTED SA Dorohoi

The Board of Directors of SC CONTED SA Dorohoi, met at the assembly from 27.01.2014 decided the Convocation of the **Ordinary General Assembly of the Shareholders SC CONTED SA**, according to the following convening notice:

#### THE BOARD OF DIRECTORS

#### OF S.C. CONTED S.A. DOROHOI,

With social headquarter in. Dorohoi, 8<sup>th</sup> 1 Decembrie St., Botoșani, registered at Trade Register under the no. J07/107/1991, with fiscal registration code RO622445, convokes the Ordinary General Assembly of the Shareholders for 15.03.2014, hour 10<sup>00</sup>. The debates of the general assembly will take place in Dorohoi, 8<sup>th</sup> 1 Decembrie St., Botoșani county. At the general assembly of the shareholders have the right to participate and to vote only the shareholders registered in the Register of the Shareholders at the end of the day of 06.03.2014, established as a reference day.

The convocation is done in conformity with the provisions of the Law no. 31/1990 with the ulterior modifications of the Constitutive document and of the law no. 297/2004.

The Ordinary General Assembly of the Shareholders will have the following agenda:

1. Approval of the Board of Directors' President Report about the coordination of the Board of Directors in 2013.  
2. Approval of the annual individual financial situations for the exercise concluded on 31.12.2013, according to the accountancy rules conform with the International standards of Financial reporting made from:

- situation of the financial position;
- situation of the global result;
- situation of the modifications of the own capitals;
- situation of treasury fluxes;
- notes at financial situations;

3. Approval of the Board of Directors report concerning the financial exercise for 2013.

4. Approval of the financial auditory report for 2013.

5. Approval of the net profit repartition and fixing the dividend for 2013. The proposal of the Board of Directors for the repartition of net profit in value of 2.703.129,56 lei is that this one be distributed for dividends. The gross dividend on share for 2013 is of 11,277 lei.

6. Approval of the report concerning the cover of the reported accountancy loss provided from the passage at IFRS, in consequence of the appliance for the first time of IAS 29 „Reporting at

the hyper inflationist economies ”.

7. Managers discharge for the financial exercise of 2013.
8. Renegotiation of the remuneration for the members of the Board of Directors for the year 2014.
9. Approval of the incomes and expenses budget for the year 2014.
10. Proposal concerning the approval of lift restrictions for a number of 476 shares detained by S.C. Conted S.A. Dorohoi, registered at the Central Depository Bucharest as remaining at the company's disposition, in the purpose of capitalization by selling on the stock regulated market Bucharest, for the proportional repartition of the amounts obtained from selling, to each shareholder, in function of the percentages subscribed by each one. In case of approval, the empowerment of the Company's Board of Directors for asking the lift restrictions from the Central Depository S.A. Bucharest.
11. Approval by the Ordinary General Assembly of the proposal of Board of Directors that the registration date for the shareholders on which there will be applied the decision of the General Assembly be 31.03.2014.

In the situation of lack of accomplishment of the availability conditions at the first convocation, A.G.O.A. is convoked for the date of 16.03.2014, with the same agenda, with the same hour and place of assembly's taking place.

One or more shareholders representing individually or together at least 5% from the social capital have the right:

- a) to introduce new points on the agenda of the Assembly, with the condition that each point be accompanied by a justification or by a project of decision proposed to adoption by AGOA. The appliance must be transmitted in written in maximum 15 days from the publication of the convocation in the Official Gazette respectively up to 14.02.2014, hours 15:00. The proposals concerning the introduction of new points on the agenda of AGOA must be delivered at the headquarter of SC CONTED SA from Dorohoi, 8<sup>th</sup> 1 Decembrie Bd., Botosani county.
- b) To present projects of decision for the points included or proposed in order to be included on the agenda, in maximum 15 days from the publication of the convocation in the Official Gazette respectively up to 14.02.2014, hours 15:00.

The shareholders have the right to ask questions in written concerning the proposed points on the agenda to be discussed inside AGOA. The questions will be transmitted in written at the headquarter of SC CONTED SA Dorohoi, 8th 1 Decembrie St., Botosani county. The right to ask questions and the obligation to answer may be conditioned by the measures that the company may take to ensure the identification of the shareholders, the good development and training of the general assembly and also the protection of the confidence and of the commercial interests of the company. The company may formulate a general answer for the

questions with the same content. It is considered that an answer it is given if the pertinent information is disposable on the company's internet page in the form question-answer.

Physical persons will transmit the proposals concerning the introduction of new points on the agenda or questions concerning the points proposed on the agenda to be discussed inside the AGOA assembly, in original, signed, accompanied by a copy of the shareholder's identity document, signed to be conformed with this one. In case of the proposals transmitted by juridical persons, these will be signed in original by the legal representative, accompanied by the ascertaining certificate issued by ORC or equivalent, not older than 3 months from the date of the publication of the present convocation and by the copy of the legal representative's identity document which signs.

The right to vote may be exercised directly, through the representative or by correspondence.

The shareholders can participate personally or may be represented at the meeting, both by their legal representatives and by other representatives to whom it was awarded a special power of attorney in the conditions of the art. 243 from the law 297/2004 concerning the capital market.

The physical persons will transmit the power of attorney in original, signed, accompanied by a copy of the shareholder's identity document, signed for conformity by this. The juridical persons will transmit the power of attorney in original signed by the legal representative, accompanied by the ascertaining certificate issued by ORC or equivalent, not older than 3 months from the date of publication of the present convocation and by the copy of the identity document of the legal representative who signs. The documents presented in a foreign language (excepting the identity documents) will be accompanied by the translation made by a sworn translator, in Romanian or English.

The original of the power of attorney is deposited at the general Register office up to 13.03.2014, hours 10:00. The power of attorneys which contain at least the information form the form put at the disposition and which are not transmitted in the provide term above are not opposable to the company.

The voting by correspondence procedure will be presented in detail in the informative materials which will be put at the disposition of the shareholders.

The voting bulletins by correspondence will be delivered by post at the headquarter of SC CONTED SA from Dorohoi, 8<sup>th</sup> 1 Decembrie St., Botosani county.

The special powers of attorney and the vote by correspondence bulletin will be transmitted also with electronic signature at the e-mail address: [secretariat@conted.ro](mailto:secretariat@conted.ro).

The centralization, the verification and the taking into evidence of the votes by correspondence and of the special power of attorneys will be nominated by the board of directors.

The members of this committee will keep in safe the documents and will be ensure the confidence of the votes transmitted until the moment of voting of each resolution from the agenda.

The vote bulletins by correspondence will be taken into consideration if they are registered until 13.03.2014, hors 10:00. There will be considered nulls the vote bulletins by

correspondence which do not respect the term mentioned above or the procedure established by the board of directors.

The documents that will be presented on the general assembly, the project of proposal, the special powers of attorney and the bulletins of votes by correspondence in Romanian and in English will be at the disposition of the shareholders beginning with 14.02.2014, at the secretary Office of the company and on the web site [www.conted.ro](http://www.conted.ro). For more information you may contact the company at the phone number 0231/610067/int. 106.

SC CONTED SA  
President of the Board of Directors,  
Eng, Manole Popa

