



Electroputere

ELECTROPUTERE S.A.

Romanian Legal Person, the company's headquarters located in Craiova,
No 80 Calea Bucuresti, Dolj County
Registered under Trade Registry no J16/12/1991, Fiscal Registration Number 6312800
Share Capital 103,760,291.3 RON

CONVENING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ELECTROPUTERE S.A. CRAIOVA

The Board of Directors of S.C. ELECTROPUTERE S.A. (hereinafter referred to as "Electroputere" or "the Company") with the headquarters in Craiova, 80 Calea Bucuresti Street, Dolj County, registered at the Trade Register Office near the Tribunal Dolj with no. J/16/12/1991, Tax Registration Code RO 6312800, convened on March 22th 2017, according to the provisions of the Law no. 31/1990 on companies, republished, as further amended and completed, of Law no. 297/2004 on capital market, as further amended and completed, and of Regulations of the National Commission of Securities no. 6/2009 concerning the exercise of certain rights of the shareholders in general meetings of corporations and the Company's Act of Incorporation, updated on April 29th, 2016,

SUMMONS

THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS and THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS for April 26th, 2017, hours 11.00, respectively 12.00, taking place in the meeting room, at the Company headquarters, from Craiova, 80 Calea Bucuresti Street, Dolj County at which only the shareholders registered in the registrar of the Company's shareholders, at the end of **April 17th, 2016 (Reference Date)**, have the right to participate and vote, with the following agenda for:

I. THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

1. The approval of the Report of the Board of Directors for the fiscal year 2016;
2. The approval of the Financial Auditor's Report for the financial statements of Electroputere SA, for the fiscal year 2016;
3. The approval of the individually financial statements, drawing up in accordance with the International Financial Reporting Standards (IFRS) for the fiscal year 2016;
4. The discharge of administration of the Board of Directors for the fiscal year 2016;
5. The approval of the budget of revenues and expenditures for the fiscal year 2017;
6. Filling the structure of the Board of Directors, by appointing a new member of the Board of Directors, its mandate duration being limited to the duration of the mandate of the current Board of Directors.
7. Settle **May 16th, 2017 as Date of Registration** for the shareholders who will be affected by the decisions of the Ordinary General Assembly of Shareholders.
8. Setting the date of **May 15th, 2017 as "ex-date"**, namely the date prior to the registration date on which the financial instruments which make object of the company's resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art. 2, letter f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies as subsequently amended.
9. The empowerment of the natural person who will accomplish the publicity and registering formalities of the Assembly's decisions.

SC Electroputere S A
80 Calea Bucuresti street
200440 Craiova
Romania

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II. THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

1. Approval, in accordance with article 241 paragraph 1 of Law no 297/2004 on the capital market, as further amended and supplemented, of the conditions for the conclusion of a contract for sale of company immoveable property (non-current-assets), whose value exceeds 20% of total non-current assets, except for claims. Approval of Extraordinary General Meeting of Shareholders will refer in particular, but without limitation, to: identify the object of sale (including surfaces), the minimum selling price, any specific conditions that may affect the transaction.
2. Approval of destination of the amounts received from selling transaction of the immoveable property (non-current assets) of the company, as described at item 1 of this agenda.
3. Ratification by the Extraordinary General Meeting of Shareholders of any acts and transactions signed or implemented by the Company's management (Board of Directors and/or CEO) to create conditions for implementation of the envisaged transaction, before the meeting of the extraordinary general meeting. Ratification will refer in particular, but without limitation, to: pre-contracts and/or any other documents/documentation signed, in connection with the transaction, procedures for dismantling, procedures for obtaining zoning plans, procedures on identifying interested potential buyers.
4. The empowerment of Mr Osama AL HALABI, CEO of the company, for carrying out any formalities, negotiations or transactions and signing any intermediary documents necessary for preparing the final sale and to sign the contract/contracts of sale of the immoveable property (non-current assets) and to represent the company in front of a notary public to authenticate the transaction documents (when legislation in force provides such formality).
5. Settle **May 16th, 2017** as **Date of Registration** for the shareholders who will be affected by the decisions of the Extraordinary General Assembly of Shareholders.
6. Setting the date of **May 15th, 2017** as "**ex-date**", namely the date prior to the registration date on which the financial instruments which make object of the company's resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art. 2, letter f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies as subsequently amended.
7. The empowerment of the natural person who will accomplish the publicity and registering formalities of the Assembly's decisions.

If the necessary quorum is not met on April 26th, 2017, the Ordinary General Assembly of Shareholders and the Extraordinary General Assembly of Shareholders will gather again on April 27th, 2017, at 11 o'clock, respectively at 12 o'clock, in the meeting room, at the Company headquarters in Craiova, 80 Calea Bucuresti Street, Dolj County, having the same agenda.

The **Date of Registration** of the shareholders, who will be affected by the decisions of the Ordinary General Assembly of Shareholders and of the Extraordinary General Assembly of Shareholders, shall be established by the general assemblies, considering May 16th, 2017 as proposed by the Board of Directors therein.

The decision projects/drafts of the Ordinary General Assembly of Shareholders and of the Extraordinary General Assembly of Shareholders, as well as the meeting documents and materials are available starting with the date the Notice to Attend is put in (March 24th 2017), both in electronic format on the web-site of the company (www.electroputere.ro), following the link [Companie/Actionariat \(Company/Shareholders\)](#), and on paper, at the company registered office located in Craiova, 80 Calea Bucuresti Street, Dolj County, between 9 a.m. and 3 p.m. every working day, at the Secretary Office of GAS (General Assembly of Shareholders) and BoD (Board of Directors). The interested persons can get, at request, copies of the respective documents.

The shareholder(s) who own, individually or together, at least 5% of the share capital, is/are entitled:

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- to include new items on the agenda of the general assembly, provided that each item is supported by a justification and by a draft for decision submitted for the approval of the general assembly, within maximum 15 days after the Notice to Attend is published (March 24th, 2017), namely until April 10th, 2017, at 3 o'clock p.m.
- to present decision drafts for the existing items or for the items suggested to be included in the Agenda of the meeting, within maximum 15 days after the Notice to Attend is published (March 24th, 2017), namely until April 10th, 2017, at 3 o'clock p.m.

The aforesaid rights can be prosecuted only in writing and the related documents should be sent as follow:

- by post and/or courier with acknowledgement of receipt, at Company's headquarter in Craiova, no 80 Calea Bucuresti street, Dolj county, postal code 200440, to the attention of Mrs. Bianca Rotaru, or
- by e-mail, bearing the extended electronic signature, according to the Law no. 455/2001 regarding the electronic signatures, at the e-mail address: actionari@electroputere.ro. At the "Subject" it must be mentioned: "pentru Adunarea Generala a Acționarilor din 26/27 Aprilie 2017" ("for GAS – April 26th/27th, 2017").

In order to be taken into consideration, proposals with respect to adding new items on the agenda of the Meeting and the draft resolutions with respect to the items already on the agenda or items proposed to be added on the agenda of the Assembly shall be accompanied by copies of the Initiators' identification documents (identity card for natural persons, respectively for legal persons - legal representative identity card along with the documents attesting the capacity of the legal representative of the shareholder: an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the Assembly convening notice is published, if the shareholders has not informed Depozitarul Central SA in relation to his legal representative or if this information is not included in the Company's shareholders list at the Reference Date). Likewise, each new item on the agenda shall have to be accompanied by a justification or a draft resolution proposed for approval by the Assembly.

Each shareholder is entitled to ask questions regarding the Agenda of the general meeting, until April 21st 2017, at 3 p.m., at the Secretary Office of GAS (General Assembly of Shareholders) and the BoD (Board of Directors) (in attention of Mrs. Bianca Rotaru). The questions can be submitted in writing at the company registered office, sent by post and/or courier with acknowledgement of receipt or by e-mail at the e-mail address: actionari@electroputere.ro. At the "Subject" it must be mentioned: "pentru Adunarea Generala a Acționarilor din 26/27 Aprilie 2017" ("for the General Assembly of Shareholders – April 26th/27th, 2017"). For identification of the persons asking the questions, they will also submit all document mentioned in the previous paragraph, needed for identifying the shareholder's/shareholders' legal representatives. It is a condition for taking into consideration the respective questions. If a question is given an answer, the information will be available on the web page of the company, (www.electroputere.ro), following the link Investitori/Actionariat (Investors/Shareholders), section "întrebări frecvente" (frequent questions), in a question-answer format.

The list containing information regarding the name, the place of residence and the professional qualification of the persons proposed for the director shall be put at the shareholders' disposal, at the Company's headquarters from Craiova, No 80 Calea București Street, Dolj County and from the Company's website (www.electroputere.ro), with the possibility of being consulted and filled in by them until the deadline (to which the candidatures can be submitted) of 10.04.2017, 15.00 hours, close of business day for the Company. The proposals of the nominations for the administrator position must be sent to the Company by hand delivery at the Registration Desk of Electroputere situated in Craiova, No 80 Calea București Street, Dolj County, or by registered mail with acknowledgement of receipt, until the date 10.04.2017, hours 15.00, close of business day

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for the Company, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 26/27, 2017". The proposals of the nominations for the administrator position may be sent also by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, with subsequent amendments, no later than 10.04.2017, 15:00 hours, close of business day for the Company, at actionari@electroputere.ro, indicating in the "subject matter" field "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 26/27, 2017". On the request regarding the proposals of the nominations for director position there will be included information regarding the name, the place of residence and the professional qualification of the persons proposed for director positions.

The list of the candidates for the Company's administrator position shall be updated as receipt of proposals of candidates and communicated on 10.04.2017, starting at 18.00.

Proposals with respect to the nominations for director position shall be accompanied by copies of the Initiators' identification documents (identity card for natural persons, respectively for legal persons - legal representative identity card along with the documents attesting the capacity of the legal representative of the shareholder: an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the Assembly convening notice is published, if the shareholders has not informed Depozitarul Central SA in relation to his legal representative or if this information is not included in the Company's shareholders list at the Reference Date).

The persons bearing the quality of shareholders on the reference date are entitled to attend and vote in the Ordinary General Assembly of Shareholders and in the Extraordinary General Assembly of Shareholders from April 26th/ 27th, 2017, personally (by legal representative, in case of legal persons) or by representation. The representation can be assured by persons other than the shareholders, based on the **Special power of attorney** provided by the Company or based on the **General power of attorney**, according to the law.

The access of the shareholders who are entitled to attend the Ordinary General Assembly of Shareholders and the Extraordinary General Assembly of Shareholders is allowed by mere proof of their identity, as follows:

- in case of shareholders – individuals: an identity card (I.D./passport) and
- in case of shareholders - legal entities and of shareholders - individuals attending the meeting by legal representative: a Special power of attorney or a General power of attorney given to the representative and a copy of his/her I.D.

The special power of attorney may be granted to any person for representation in the Assembly, including Board members, directors or clerks of the Company and must contain the shareholder vote expressed according to the meeting agenda, based on the Special power of attorney form provided by the Company. Forms (both in Romanian and/or English language) can be obtained from the Company registered office, at the Secretary Office of GAS (General Assembly of Shareholders) and BoD (Board of Directors) or can be downloaded from the web-site of the Company: www.electroputere.ro, following the link Investitori/Actionariat (Investors/Shareholders) starting from 24th of March, 2017. A shareholder may be represented in the Assembly only by one appointed person, based on the Special power of attorney. However, a shareholder may appoint by Special power of attorney one or more substitute representatives to ensure its representation in the Assembly, where the representative appointed by proxy is unable to fulfil its mandate. If, by the Special power of attorney are appointed more substitutes, there will be determined the order in which they will exercise their mandate.



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If the **Special power of attorney is given to the custodian credit institutions**, which providing custodial services, the power of attorney, with the contents specified in this convening, signed by the shareholder, without requiring any additional documents relating to the respectively shareholder, shall be accompanied by an original statement on the financial institution legal representative liability, (signed and stamped), attesting that:

- i) the financial institution provides custody services for the respective shareholder;
- ii) the instructions from the special power of attorney are identical with the instruction from SWIFT message received by the financial institution to vote in the name of the respective;
- iii) the special power of attorney is signed by the shareholder.

The shareholders may grant to an intermediary, in the meaning of the capital market legislation, **or to an attorney a General power of attorney, valid for a period not exceeding three years**, allowing their representatives to vote on any matter in general assemblies of Electroputere debate, including disposal deeds. Shareholders cannot be represented in the General Assembly based on a General power of attorney by a person who is in a situation of conflict of interests which may arise especially in the cases regulated by art.243 paragraph (6⁴) of the Law no297/2004 regarding capital market, as subsequently amended. If the empowered person is a legal person, it may exercise the mandate by any person belonging to the administration or management body or of its employees.

The General powers of attorney, prior to their first use, and the Special powers of attorney, in copy, containing the statement of compliance with the original signed by the representative, filled in Romanian and/or in English language, signed/stamped by the shareholder, accompanied by copies of the shareholder's identification documents (identity card for natural persons, respectively for legal persons – legal representative identity card as case may be, along with documents attesting the capacity of the legal representative of the shareholder: an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the Assembly convening notice is published, if the shareholders has not informed Depozitarul Central SA in relation to his legal representative or if this information is not included in the company shareholders list at the Reference Date) **must be sent to the Company by hand delivery at the registration desk of Electroputere situated in Craiova, no 80 Calea Bucuresti, Dolj County, or by registered mail with acknowledgement of receipt, or by any type of courier with confirmation of receipt, not later than April 24, 2017, hours 11.00**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY AND THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS OF APRIL 26/27, 2017"**.

The General/Special powers of attorney may be sent also by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature No. 455/2001, with subsequent amendments, **no later than April 24, 2017, 11:00 hours**, at actionari@electroputere.ro indicating in the "subject matter" field **„ FOR THE ORDINARY AND THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS OF APRIL 26/27, 2017"**.

The Special powers of attorneys not including at least the information specified in the standard form provided by the Company, and that are not sent within the deadline stated above are not opposable to the Company, under the sanction of losing the right to vote in the Assembly. The General powers of attorneys which are not sent within the deadline stated above are not opposable to the Company, under the sanction of losing the right to vote in the Assembly.

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Documents attesting the capacity of the legal representative of the shareholders if they are drafted in a foreign language, other than English language, should be accompanied by a translation made by an authorized translator in Romanian language or English language, with no notarization or apostille required.

The shareholders registered on the Reference Date have the possibility to vote by mail, before the general assembly, by using the mail-vote form. The forms (both in Romanian and English language) are made available as of with March 24th 2017 at the Company registered office (the Secretary Office of the General Assembly of Shareholders and BoD) or can be downloaded from the site of the company: www.electroputere.ro, following the link Investitori/Actionariat (Investors/Shareholders).

The mail vote-forms - in Romanian or in English language - (filled in and signed by the shareholder's/shareholders' legal representatives and accompanied by documents verifying their identity as hereby detailed, under penalty of not being taken into consideration, if otherwise) should be submitted to the Company until April 24th 2017, at 11.00 hours, under penalty of not being taken into consideration, if received after the given date and time, as follows:

- by handing it in to the Company Registry Office or sent by registered mail with acknowledgement of receipt, or by any type of recorded delivery courier, as to allow its recording as received at Electroputere's registry office (in a sealed envelope, bearing the clearly written statement in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 26/27, 2017"), or
- by e-mail, bearing the extended electronic signature, according to the Law no. 455/2001 on electronic signatures, on the following address: actionari@electroputere.ro. At the "Subject" it must be mentioned: "for the Ordinary and Extraordinary General Assembly of Shareholders – April 26th/ 27th, 2017").

The internal regulation regarding the mail-voting procedure agreed by the Company can be consulted by the shareholders on the company website www.electroputere.ro, following the link Investitori/Actionariat (Investors/Shareholders), from the date of publishing this Note to Attend. If summons amends the internal regulation regarding the mail-voting procedure, the amendments will be considered as part of the regulation and will prevail over other opposite provisions.

The Voting Bulletins which were not received at the Registration Desk of the Company or by e-mail within the above-mentioned deadlines shall not be counted towards the quorum and majority in the Assembly.

The Company will accept a Voting bulletin form by correspondence, in writing format, submitted by a shareholder for which a custodian credit institution without requesting additional documents relating to the respectively shareholder, if the Voting bulletin form by correspondence is signed by such shareholder and is accompanied by an original statement on the financial institution legal representative liability, attesting that:

- i) the financial institution provides custody services for the respective shareholder;
- ii) the Voting bulletin form by correspondence is signed by the shareholder and contains identical instructions to vote as mentioned by shareholder in the SWIFT message received by the financial institution from the respectively shareholder;

If the shareholder who has expressed its vote by correspondence attends to the Assembly, in person or by representative, the vote by correspondence expressed for the Assembly is cancelled. In this case, will be considered only the vote expressed personally or through a representative.

If the person who represents the shareholder through personal attendance in the Assembly is other than that which has expressed his vote by correspondence, then, for the validity of his vote at the Assembly, it shall

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submit a written revocation of voting by correspondence signed by the shareholder or representative who expressed his vote by correspondence. This is not necessary if the shareholder or his legal representative is present on the Assembly.

When filling the Special power of attorney and the Voting Bulletin, please consider that new items could be added on the Agenda, in which case the complemented agenda will be published not later than April 10, 2017. In this case, the updated Special powers of attorney and Voting Bulletins may be obtained from the Registration Desk and from the website of the Company (www.electroputere.ro) starting with the date of publication of supplemented agenda.

The centralization, checking and recordkeeping of the Correspondence Voting Bulletins, as well as the verification and validation of the Special power of attorney deposited with the Company shall be made by technical secretaries appointed according to the law, they are going to keep the documents safely and shall maintain confidentiality over the votes cast until the items on the agenda are submitted for voting.

According to article 243 of Law no. 297/2004 regarding capital markets, as subsequently amended, the access of the shareholders registered in the shareholders' registry on the Reference Date, in the location where the Assembly will take place, is allowed only by proving the identity i.e. for the natural persons by way of identification document and for legal persons and natural persons that are represented, by way of power of attorney. In case a shareholder - a legal person - attends the Assembly through its legal representative, the latter must present his/her identity card together with the documents attesting the representation powers thereof in respect of the shareholder being represented: an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority of the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the convening notice for the Assembly is published, if the shareholders has not informed Depozitarul Central SA in relation to his legal representative or if this information is not included in the Company's shareholders list at the Reference Date.

On the day of the Assembly, upon entering the meeting room where the Assembly will take place, the shareholder's appointed representative will hand over to the Company's representative the copy of the Special/General power of attorney, in case it has been sent by e-mail having attached an extended electronic signature and a copy of the identification documents of the shareholder's appointed representative (identity card).

Additional information can be obtained at the telephone number: 0372 703 450 or at the e-mail address actionari@electroputere.ro.

**Chairman of the Board of Directors,
Ahmed Ibrahim Al Bassam**

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