

Translation from the Romanian language; Romanian version shall prevail

Company COMVEX S.A Constanța
Registered office: Dana 80-84, Constanța Port, Romania, postal code 900900
Share capital: LEI 29,139,927.5
Total number of shares: 11,655,971
Unique Registration Code: 1909360

**DRAFT DECISION FOR MATTER NO. 1 ON THE AGENDA OF THE ORDINARY
GENERAL MEETING OF SHAREHOLDERS**

**Decision no. 302
of September 24/25, 2018
of the Ordinary General Meeting of Shareholders of Comvex S.A.**

The Ordinary General Meeting of Shareholders of Comvex S.A. having its registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, Unique Registration Code 1909360, registered with the Trade Registry under no. J13/622/1991, summoned in accordance with the Regulation no. 5/2018 on issuers of financial instruments and market operations, the Law no. 24/2017 on issuers of financial instruments and market operations, the Company Law no. 31/1990, republished, as further amended and supplemented, at the Company's registered office in Constanța, Port of Constanța, Dana 80-84, Constanta County, Romania, on September 24/25, 2018, at 12.00 a.m.,

[****] – with a number of ____ votes in favour, amounting to ____% of the share capital represented in the Meeting, a number of ____ votes against, amounting to ____% of the share capital represented in the Meeting and a number of ____ refraining votes, amounting to ____% of the share capital represented in the Meeting, has been appointed member of the Board of Directors;

[****] – with a number of ____ votes in favour, amounting to ____% of the share capital represented in the Meeting, a number of ____ votes against, amounting to ____% of the share capital represented in the Meeting and a number of ____ refraining votes, amounting to ____% of the share capital represented in the Meeting, has been appointed member of the Board of Directors;

[****] – with a number of ____ votes in favour, amounting to ____% of the share capital represented in the Meeting, a number of ____ votes against, amounting to ____% of the share capital represented in the Meeting and a number of ____ refraining votes, amounting to ____% of the share capital represented in the Meeting, has been appointed member of the Board of Directors;

[****] – with a number of ____ votes in favour, amounting to ____% of the share capital represented in the Meeting, a number of ____ votes against, amounting to ____% of the share capital represented in the Meeting and a number of ____ refraining votes, amounting to ____% of the share capital represented in the Meeting, has been appointed member of the Board of Directors;

[****] – with a number of ____ votes in favour, amounting to ____% of the share capital represented in the Meeting, a number of ____ votes against, amounting to ____% of the share capital represented in the Meeting and a number of ____ refraining votes, amounting to ____% of the share capital represented in the Meeting, has been appointed member of the Board of Directors;

Sole Article

„The structure of the Board of Directors of the Company shall be the following:

1. [****] –member,
2. [****] –member,

3. [****] –member,
4. [****] –member,
5. [****] –member,

According to the Articles of Incorporation, the duration of the directors' mandate is of 4 years (2018 – 2022)".

Mr. Viorel Panait and Ms. Madalina Liliana Militaru are hereby appointed to severally or jointly sign all the documents related to the resolution of the present Meeting, as well as to fulfil all the relevant formalities for registration and publicity of the resolution with the competent authorities, in accordance with the applicable legal provisions.

Chairman,

Secretary,

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**DRAFT DECISION FOR MATTER NO. 2 ON THE AGENDA OF THE ORDINARY
GENERAL MEETING OF SHAREHOLDERS**

**Decision no. 303
of September 24/25, 2018
of the Ordinary General Meeting of Shareholders of Comvex S.A.**

The Ordinary General Meeting of Shareholders of COMVEX S.A. having its registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, Unique Registration Code 1909360, registered with the Trade Registry under no. J13/622/1991, summoned in accordance with the Regulation no. 5/2018 on issuers of financial instruments and market operations, the Law no. 24/2017 on issuers of financial instruments and market operations, the Company Law no. 31/1990, republished, as further amended and supplemented, at the Company's registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, on September 24/25, 2018, at 12.00 a.m.,

With a number of _____ votes in favour, amounting to ___% of the share capital represented in the Meeting, a number of _____ votes against and a number of _____ refraining votes, The Ordinary General Meeting of Shareholders of COMVEX S.A. has adopted the following decision:

Sole Article

"During the 2018-2022 mandate, the remuneration for the members of the Board of Directors shall remain at the level set by the Resolution of the Ordinary General Meeting of Shareholders no. 214/25.09.2014, respectively of 50% of the gross remuneration of the General Director. During the mandate, for the members of the Board of Directors there shall be borne the expenses referring to communication, transport, motor vehicle, delegation, daily pay, accommodation, protocol, private pension insurance, as well as a health insurance".

Mr. Viorel Panait and Ms. Madalina Liliana Militaru are hereby appointed to severally or jointly sign all the documents related to the resolution of the present Meeting, as well as to fulfil all the relevant formalities for registration and publicity of the resolution with the competent authorities, in accordance with the applicable legal provisions.

Chairman,

Secretary,

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**DRAFT DECISION FOR MATTER NO. 3 ON THE AGENDA OF THE ORDINARY
GENERAL MEETING OF SHAREHOLDERS**

**Decision no. 304
of September 24/25, 2018
of the Ordinary General Meeting of Shareholders of Comvex S.A.**

The Ordinary General Meeting of Shareholders of COMVEX S.A. having its registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, Unique Registration Code 1909360, registered with the Trade Registry under no. J13/622/1991, summoned in accordance with the Regulation no. 5/2018 on issuers of financial instruments and market operations, the Law no. 24/2017 on issuers of financial instruments and market operations, the Company Law no. 31/1990, republished, as further amended and supplemented, at the Company's registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, on September 24/25, 2018, at 12.00 a.m.,

With a number of _____ votes in favour, amounting to ____% of the share capital represented in the Meeting, a number of _____ votes against and a number of _____ refraining votes, The Ordinary General Meeting of Shareholders of COMVEX S.A. has adopted the following decision:

Sole Article

„During the 2018-2022 mandate, the general threshold for the supplementary remunerations granted to the members of the Board of Directors shall remain at the level set by the Resolution of Ordinary General Meeting of Shareholders no. 215/25.09.2014, respectively between 10% and 30% of the directors' remuneration”.

Mr. Viorel Panait and Ms. Madalina Liliana Militaru are hereby appointed to severally or jointly sign all the documents related to the resolution of the present Meeting, as well as to fulfil all the relevant formalities for registration and publicity of the resolution with the competent authorities, in accordance with the applicable legal provisions.

Chairman,

Secretary,

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**DRAFT DECISION FOR MATTER NO. 4 ON THE AGENDA OF THE ORDINARY
GENERAL MEETING OF SHAREHOLDERS**

**Decision no. 305
of September 24/25, 2018
of the Ordinary General Meeting of Shareholders of Comvex S.A.**

The Ordinary General Meeting of Shareholders of COMVEX S.A. having its registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, Unique Registration Code 1909360, registered with the Trade Registry under no. J13/622/1991, summoned in accordance with the Regulation no. 5/2018 on issuers of financial instruments and market operations, the Law no. 24/2017 on issuers of financial instruments and market operations, the Company Law no. 31/1990, republished, as further amended and supplemented, at the Company's registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, on September 24/25, 2018, at 12.00 a.m.,

With a number of _____ votes in favour, amounting to ___% of the share capital represented in the Meeting, a number of _____ votes against and a number of _____ refraining votes, The Ordinary General Meeting of Shareholders of COMVEX S.A. has adopted the following decision:

Sole Article

„It is hereby approved the date of October 12, 2018 as the registration date of the shareholders, in accordance with the provisions of the Regulation no. 5/2018 on issuers of financial instruments and market operations”.

Mr. Viorel Panait and Ms. Madalina Liliana Militaru are hereby appointed to severally or jointly sign all the documents related to the resolution of the present Meeting, as well as to fulfil all the relevant formalities for registration and publicity of the resolution with the competent authorities, in accordance with the applicable legal provisions.

Chairman,

Secretary,

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**DRAFT DECISION FOR MATTER NO. 5 ON THE AGENDA OF THE ORDINARY
GENERAL MEETING OF SHAREHOLDERS**

**Decision no. 306
of September 24/25, 2018
of the Ordinary General Meeting of Shareholders of Comvex S.A.**

The Ordinary General Meeting of Shareholders of COMVEX S.A. having its registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, Unique Registration Code 1909360, registered with the Trade Registry under no. J13/622/1991, summoned in accordance with the Regulation no. 5/2018 on issuers of financial instruments and market operations, the Law no. 24/2017 on issuers of financial instruments and market operations, the Company Law no. 31/1990, republished, as further amended and supplemented, at the Company's registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, on September 24/25, 2018, at 12.00 a.m.,

With a number of _____ votes in favour, amounting to ___% of the share capital represented in the Meeting, a number of _____ votes against and a number of _____ refraining votes, The Ordinary General Meeting of Shareholders of COMVEX S.A. has adopted the following decision:

Sole Article

„It is hereby approved the date of October 11, 2018 as „ex date”, in accordance with the Regulation no. 5/2018 2017 on issuers of financial instruments and market operations”.

Mr. Viorel Panait and Ms. Madalina Liliana Militaru are hereby appointed to severally or jointly sign all the documents related to the resolution of the present Meeting, as well as to fulfil all the relevant formalities for registration and publicity of the resolution with the competent authorities, in accordance with the applicable legal provisions.

Chairman,

Secretary,

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**DRAFT DECISION FOR MATTER NO. 6 ON THE AGENDA OF THE ORDINARY
GENERAL MEETING OF SHAREHOLDERS**

**Decision no. 307
of September 24/25, 2018
of the Ordinary General Meeting of Shareholders of Comvex S.A.**

The Ordinary General Meeting of Shareholders of COMVEX S.A. having its registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, Unique Registration Code 1909360, registered with the Trade Registry under no. J13/622/1991, summoned in accordance with the Regulation no. 5/2018 on issuers of financial instruments and market operations, the Law no. 24/2017 on issuers of financial instruments and market operations, the Company Law no. 31/1990, republished, as further amended and supplemented, at the Company's registered office in Constanța, Port of Constanța, Dana 80-84, Constanța County, Romania, on September 24/25, 2018, at 12.00 a.m.,

With a number of _____ votes in favour, amounting to ___% of the share capital represented in the Meeting, a number of _____ votes against and a number of _____ refraining votes, The Ordinary General Meeting of Shareholders of COMVEX S.A. has adopted the following decision:

Sole Article

„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..”

Chairman,

Secretary,