

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

## SUMMONING NOTICE

The Board of Directors of COMVEX S.A. Constanta, duly represented by its Chairman, registered with Constanta Trade Registry under number J13/622/1991, Unique Registration Code 1909360, having its registered office in Constanta, Incinta Port, Dana 80-84 Romania, postal code 900900 (hereinafter referred to as the „**Company**” or „**Comvex**”),

Considering the provisions of the Company Law no. 31/1990, republished, as further amended and supplemented, of the Law no. 24/2017 on issuers of financial instruments and market operations, of the Regulation no. 5/2018 on issuers of financial instruments and market operations, as well as the provisions of the Company’s Articles of Incorporation,

hereby

### SUMMONS:

The **Ordinary General Meeting of Shareholders of the Company** (hereinafter referred to as “OGMS”) which shall take place at the Company’s registered office in Constanta Incinta Port Constanța, Dana 80-84, Constanța county, **on September 24, 2018, 12:00 a.m.**, for all the shareholders registered with the Company Shareholders’ Registry kept by Depozitarul Central S.A. at the end of **September 24, 2018**, considered as the **Reference Date** for this general meeting. In case that on the aforementioned date the quorum requirements for the OGMS are not fulfilled, it is summoned and set, according to article 118 of Law no. 31/1990, the second Ordinary General Meeting of Shareholders on **September 25, 2018, 12:00 a.m.**, at the same place and with the same agenda and Reference Date.

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

1. The appointment of the members of the Board of Directors of the Company, for a 4-year mandate (2018 – 2022).
2. The convening of the members of the Board of Directors’ remuneration.
3. The convening of the general threshold for the supplementary remunerations granted to the members of the Board of Directors.
4. The approval of 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.
5. The approval of 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.

6. 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.

## **DETAILED INFORMATION REGARDING THE SHAREHOLDERS RIGHTS AND THE PROCEDURE**

1. **The Company's shareholders rights to introduce new matters on the agenda and to make new resolution proposals**
  - 1.1. The shareholders representing, individually or jointly, at least 5% of the Company's share capital have the right, in accordance with the applicable legal provisions, to introduce new matters on the agenda of the OGMS, as well as to make new resolution proposals for the matters included or proposed to be included on the agenda of the OGMS.
  - 1.2. Each new matter must be accompanied by a justification or by a project resolution to be passed by the OGMS.
  - 1.3. All rights mentioned within the present paragraph no. 1 may be exclusively exercised in writing and send either personally, by post or by courier and submitted at the Company's headquarter, so that these are registered as received at the Company's registration desk by the end of the working day (16,00 p.m.) within a 15 days term starting with the publishing date of the present summoning notice, respectively until **September 10, 2018, 4:00 p.m.** clearly mentioning on the envelope "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**", or by e-mail at [agaseptembrie2018@comvex.ro](mailto:agaseptembrie2018@comvex.ro), so that these proposals are registered with the Company by the end of the working day (4:00 p.m.) within a 15 days term starting with the publishing date of the present summoning notice, respectively until **September 10, 2018, 4:00 p.m.**, specifying clearly on the subject "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**".
  - 1.4. For the purpose of proving of the Company's shareholder status, the shareholders will provide the following documents issued by Depozitarul Central S.A. or by the participants defined at art. 168 paragraph (1) letter b) of the Law no. 297/2004 which provide custody services:
    - 1.4.1. the account statement, which shows the capacity as shareholder and the number of shares owned;
    - 1.4.2. documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participant.
2. **The shareholders right to propose candidates for the director position**
  - 2.1. All the shareholders have the right to propose candidates for the position of member of the Board of Directors. The proposals shall comprise also the information with respect to the name, domicile and professional qualification of the person/ persons proposed.
  - 2.2. The list comprising the information with respect to the name, domicile and professional qualification of the nominated candidates for the position of director shall be at the disposal of the shareholders, as the proposals are being submitted, at the Company's headquarters and on the Company's website, this list may be amended and consulted by the shareholders. The list comprising the information on the name, domicile and professional qualification of the proposed persons shall be updated by the Company on the first working day after the submission of the proposals and can be obtained from the Company's headquarters or from the Company's website [www.comvex.ro](http://www.comvex.ro).
  - 2.3. The candidates for the position of member of the Board of Directors must meet the eligibility criteria established by the Resolution of the Extraordinary General Meeting of Shareholders of the Company no. 93 of October 2, 2006. For this purpose, in order to be nominated for the position of director of the Company, any candidate must meet the following eligibility criteria:
    - 2.3.1. The individuals:
      - (i) must be graduates of higher education;
      - (ii) must be graduates of at least one postgraduate course in the field of bulk cargo operations in seaports and of at least one course in the field of cargo handling port

operations organized by a higher education establishment accredited by CNEAA / ARACIS and audited by the Romanian Naval Authority (ANR) and the European Maritime Safety Agency (EMSA);

- (iii) must carry out their activity and have a minimum of one year's duration in a company authorized to carry out their activity in the following fields of activity: (a) Maritime and coastal passenger transport – NACE 5010; (b) Sea and coastal freight transport – NACE 5020; (c) Deposits – NACE 5210; (d) Service activities related to water transport – NACE 5222; (e) Handling – NACE 5224.

2.3.2. The legal entities:

- (i) the legal entity must have implemented an ISO 9001 quality management system for one of the following activities: NACE code 5010, 5020, 5210, 5222, 5224, certified by a recognized certification body;
- (ii) the legal entity must have a certificate stating that it complies with the requirements of MMS 4001 on Maritime Management Systems;
- (iii) the turnover based on the balance sheet as of 31.12.2005 must be greater than RON 5,000,000;
- (iv) the permanent representative of the legal entity candidate must meet the requirements of point 2.3.1 (i), (ii), (iii), necessary for individual candidates.

2.4. The following supporting documents will be attached to each of nomination:

2.4.1. For the individual applicant, the following documents shall be submitted to the Company: copy of the identity card (BI / CI / passport / residence card or similar document issued by a competent authority in any jurisdiction), CV and copies /proofs referring to the appropriate qualifications attesting the eligibility of the person who intends to candidate.

2.4.2. For the legal entity candidate, the following documents will be submitted to the Company: copy of the registration / incorporation certificate issued by a competent authority in this respect (e.g. *The Trade Register*), certified statement, copy of ISO 9001 certificate, copy of the MMS 4001 certificate, copy of the company's license / authorization for its activity, as well as any other supporting documents proving that the eligibility conditions are met for the entity who intends to run. The permanent representative of the legal entity will present all the supporting documents referred to in 2.4.1. above.

- 2.5. The Board of Directors will centralize the proposals submitted until the deadline of **September 10, 2018**, will verify the fulfillment by the proposed persons of all eligibility criteria established by the decision of the EGMS no. 93 of October 2, 2006 and will provide the List of candidates nominated for the election as director by the OGMS.
- 2.6. The list comprising detailed information on the nominated candidates, according to the eligibility criteria established by the EGMS Decision no. 93 / 02.10.2006 for the positions of director, will be at the disposal of the shareholders as of **September 13, 2018**, this list being obtainable by the shareholders from the Company's headquarters or from the Company's website [www.comvex.ro](http://www.comvex.ro).
- 2.7. All rights mentioned within the present paragraph no.2 may be exclusively exercised in writing and send either personally, by post or by courier and submitted at the Company's headquarter, so that these are registered as received at the Company's registration desk by the end of the working day (16,00 p.m.) within a 15 days term starting with the publishing date of the present summoning notice, respectively until **September 10, 2018, 16,00 p.m.** clearly mentioning on the envelope "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**", or by e-mail at [agaseptembrie2018@comvex.ro](mailto:agaseptembrie2018@comvex.ro), so that these proposals are registered with the Company by the end of the working day (16,00 p.m.) within a 15 days term starting with the publishing date of the present summoning notice, respectively until **September 10, 2018, 16,00 p.m.**, specifying clearly on the subject "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**".
- 2.8. For the purpose of proving of the Company's shareholder status, the shareholders will provide the following documents issued by Depozitarul Central S.A. or by the participants defined at art. 168 paragraph (1) letter b) of the Law no. 297/2004 which provide custody services:

- 2.8.1. the account statement, which shows the quality as shareholder and the number of shares owned;
- 2.8.2. documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participant.
3. **The shareholders right to submit enquires concerning the agenda**
- 3.1. Any interested shareholder of the Company, which is registered at the Reference Date, is entitled to submit enquiries in writing with respect to the matters on the agenda of the OGMS.
- 3.2. Any enquire shall be submitted in writing, and send either personally, by post or by courier at the Company's headquarter so that these are registered as received at the Company's registration desk by the end of the working day (4:00 p.m.) of **September 21, 2018**, specifying clearly on the envelope "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**" or by e-mail at [agaseptembrie2018@comvex.ro](mailto:agaseptembrie2018@comvex.ro), so that these enquires are registered with the Company by the end of the working day (4:00 p.m.) of **September 21, 2018**, specifying clearly on the subject "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**".
- 3.3. The Company may answer to the shareholders enquires including by way of posting the answers on the Company's website, frequently asked questions section. The right to submit enquires and the Company's obligation to answer, shall be subject to the protection of privacy and business interests of the Company.
- 3.4. Any enquires with respect to the matters on the agenda, shall be accompanied by the following identity documents:
- In case of individuals: a copy of the valid identity document (ID/Passport/Resident Permit).
  - In case of legal persons, the capacity of legal representative is established based on Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., than the shareholders must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by a competent authority, in original or a certified copy, cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).
  - The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.
4. **The right of the Company's shareholders to attend the Ordinary General Meeting of Shareholders**
- 4.1. At the OGMS can participate and vote only the shareholders of the Company registered with the Company's Shareholders Registry at the Reference Date, **September 14, 2018**, in accordance with the legal provisions and the provisions of the Articles of Incorporation, **in person** (through legal representative, for the legal entities) or **represented** (with a Special or a General power of attorney, in accordance with the legal provisions), with the observance of the legal limitations, or, before the OGMS, by **correspondence** (based on the Correspondence voting form).
- 4.2. **The access and/or the voting by correspondence** of the shareholders of the Company entitled to participate to the OGMS is permitted subject to proofing their identity based on, for the Comvex individuals shareholders, the identification document (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens, or similar document issued by a competent authority in any jurisdiction) and for legal entities, the identification document of the legal representative (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens or similar document issued by a competent authority in any jurisdiction).

- 4.3. **The representatives of the individuals, shareholders of Comvex**, will be identified based on the identification document (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens or similar document issued by a competent authority in any jurisdiction) accompanied by the Special or general power of attorney signed by the shareholder of the Company.
- 4.4. **The representatives of the shareholders, legal entities, of Comvex** will prove their capacity based on the identification document (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens or similar document issued by a competent authority in any jurisdiction) accompanied by the Special or general power of attorney signed by the legal representative of the respective legal entity.
- 4.5. **The quality of shareholder** and, in case of shareholders, legal entities, **the quality of the legal representative** shall be acknowledged based on the Comvex list of shareholders from the Reference Date received from the Depozitarul Central S.A.
- 4.6. For the cases when: (i) individuals, shareholders of Comvex, have not previously registered with Depozitarul Central S.A. the valid identification details, than they must submit the copy of the valid identity document (identity card, passport/residence permit or similar document issued by a competent authority in any jurisdiction); (ii) the legal representative of shareholders, legal entities is not indicated within Comvex list of shareholders at the Reference Date, received from Depozitarul Central S.A., than the shareholders must submit an official document attesting the capacity of the legal representative of the signatory of the special power of attorney (issued by a competent authority, in original or a certified copy, that cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).
- 4.7. Information regarding the Special and general powers of attorney and the Voting by correspondence are mentioned under paragraphs 5,6 and 7 below.
- 4.8. The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.
5. **General powers of attorney**
  - 5.1. The shareholders of the Company registered at the Reference Date may be represented by designated representative based on General power of attorney.
  - 5.2. Before their first use, **the General powers of attorney** will be submitted/delivered, in copy, including the certification for conformity with the original under the signature of the representative, in a manner which allows the registration of receipt with the Company's registry desk until **September 21, 2018, 4:00 p.m.**, clearly indicating on the envelope "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**".
  - 5.3. The general powers of attorney can be delivered also by electronic venues using the e-mail address [agaseptembrie2018@comvex.ro](mailto:agaseptembrie2018@comvex.ro), in a manner which allows for the e-mail to be registered as received until **September 21, 2018, 4:00 p.m.**, indicating in the subject of the e-mail "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**" according to the above mentioned.
  - 5.4. The general powers of attorney in copy, bearing the mention of the conformity with the original, will be kept by the Company, indicating this in the minutes of the OGMS. The general powers of attorney are valid for a period which cannot exceed 3 years.
  - 5.5. Comvex shareholders can deliver the notification of the designation of the representative only in writing, either personal or via postal services, courier or electronic venues. The Company provides for the shareholders of Comvex who want to notify the designation of the representative by electronic venues, the e-mail address [agaseptembrie2018@comvex.ro](mailto:agaseptembrie2018@comvex.ro).

- 5.6. For the validity of the mandate, the representative should have the capacity of intermediary (as per the provisions of art. 2 para. 1 point 20 of the Law no. 24/2017) or lawyer, and Comvex shareholder should be their client. Furthermore, the representative must not be in a conflict of interest which may occur especially in one of the following cases:
- (a) is a majority shareholder of the Company or of another entity controlled by the respective shareholder;
  - (b) is member of an administrative, management or supervision body of the Company, of a majority shareholder or of an entity controlled, in accordance with those indicated under a) above;
  - (c) is an employee or auditor of the Company or of a majority shareholder or of an entity controlled, in accordance with those indicated under a) above;
  - (d) is the husband, relative, or similar until fourth grade inclusive of one of the individuals under a) – c) above.
- 5.7. The representative cannot be substituted by any other person, except when such power was expressly granted by the shareholder within the power of attorney. In case the representative is a legal person, it may exercise its mandate through any person part of its management bodies or its employees.
- 5.8. The General power of attorney must be personally signed by Comvex shareholder and shall be accompanied by an affidavit of the legal representative of the intermediary or by the lawyer who has been designated as a representative of the shareholder through the General power of attorney, which shall state that the General power of attorney is issued by Comvex shareholder, in his capacity as the client of the intermediary, or as the case may be, of the lawyer and the affidavit must be submitted in original with the Company, at the same time as the General power of attorney, signed and stamped, if the case may be.
- 5.9. Moreover, Comvex individual shareholders must send to the Company a copy of their identity document (ID card/ Passport/Residence permit or similar document issued by a competent authority in any jurisdiction).
- 5.10. The capacity as a legal representative of the shareholders legal entities of the Company is established based on Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., than the shareholders legal entities of the Company must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by a competent authority, in original or a certified copy, cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).
- 5.11. The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

## 6. **Special powers of attorney**

- 6.1. The shareholders of Comvex registered at the Reference Date may be represented by designated representative based on a Special power of attorney.
- 6.2. The Special power of attorney forms for representing Comvex shareholders in the OGMS, which are available in Romanian and English language, may be obtained at the Company's registered office starting with **August 24, 2018** or from the Company's web site [www.comvex.ro](http://www.comvex.ro).
- 6.3. For the matter no. 1 on the agenda, which is subject to secret vote, there shall be used the Special power of attorney forms dedicated to this matter and for the matters 2, 3, 4, 5 and 6 on the agenda, there shall be used the Special power of attorney forms dedicated to these matters made available by the Company.

- 6.4. The Special power of attorney shall be executed in 3 originals (one for the Company shareholder, one for the representative and one for the Company), by filling in, in Romanian or English language, the Special power of attorney form made available by the Company, with the observance of paragraph 6.12 below.
- 6.5. An original of the Special power of attorney dedicated to matter 1 on the agenda, filled in and signed by the shareholder, either in Romanian or English language, shall be deposited within a separate envelope, closed, clearly mentioning on the envelope "Confidential" which shall be deposited, in turn, within the envelope containing the Special power of attorney dedicated to the other matters on the agenda of the OGMS filled in and signed by the shareholder, either in Romanian or English language. An original of these Special powers of attorney shall be deposited at the Company registered office within a sealed envelope (clearly mentioning "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**") until **September 21, 2018, 4:00 p.m.**, or delivered, in original, by postal services or courier, in a manner which allows the registration of receipt with the Company's registry desk until **September 21, 2018, 4:00 p.m.**
- 6.6. The special powers of attorney dedicated to matter 1 on the agenda can be delivered also by electronic venues, by means of a separate e-mail, at the e-mail address [agaseptembrie2018@comvex.ro](mailto:agaseptembrie2018@comvex.ro), indicating in the subject of the e-mail "**Confidential –For the Ordinary General Meeting of Shareholders of September 24/25, 2018**", in a manner which allows for the e-mail to be registered as received until **September 21, 2018 4:00 p.m.**, according to the above mentioned. For the matters 2, 3, 4, 5 and 6 on the agenda of the OGMS, the Special powers of attorney shall be delivered at the e-mail address [agaseptembrie2018@comvex.ro](mailto:agaseptembrie2018@comvex.ro), indicating in the subject of the e-mail "**For the Ordinary General Meeting of Shareholders of September 24/25, 2018**", in a manner which allows for the e-mail to be registered as received until **September 21, 2018 4:00 p.m.**, according to the above mentioned.
- 6.7. The verification and validation of the Special powers of attorney deposited with the Company shall be made by the members of the secretariat of the OGMS, appointed in accordance with the applicable legal provisions; they shall maintain the confidentiality over the vote instructions until the secret votes of the shareholders that are present to the OGMS or of the representatives of the shareholder to the OGMS are known.
- 6.8. Convex shareholders can deliver the notification of the designation of the representative only in writing, either personal or via postal services, courier or electronic venues. The Company provides for the shareholders of Convex who want to notify the designation of the representative by electronic venues, the e-mail address [agaseptembrie2018@comvex.ro](mailto:agaseptembrie2018@comvex.ro).
- 6.9. The special powers of attorney are valid exclusively for the OGMS for which it was granted by Convex shareholder, shall have the form issued by the Company and shall indicate the vote instructions for each of the items on the agenda (respectively vote "For", "Against" or "Abstention").
- 6.10. For the valid exercise of the voting right based on a Special power of attorney, individual shareholders shall also submit a copy of the identity document (ID Card/Passport/Residence permit or similar document issued by a competent authority in any jurisdiction). The capacity of legal representative of the shareholders legal entities of the Company is established based on Convex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in Convex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., then the shareholders must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by a competent authority, in original or a certified copy, cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).
- 6.11. The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

- 6.12. When filling in the Special powers of attorney, the Company shareholders are kindly asked to consider the fact that new matters could be introduced on the agenda of the OGMS or new resolution proposals can be made and if the case may be, the amended agenda shall be available starting with **September 13, 2018**. Also, the Powers of attorney shall be updated with the name of the candidates nominated for the appointment by the OGMS for the position of director. In both cases from points 1.1 and 2.6 above, the Special powers of attorney shall be updated and made available for the Company shareholders at the Company registered office or from the Company web site [www.comvex.ro](http://www.comvex.ro) starting with **September 13, 2018**.
7. **Correspondence vote**
- 7.1. The shareholders of the Company registered at the Reference Date may exercise their voting right by correspondence before the OGMS.
- 7.2. The correspondence voting form for the OGMS, in Romanian and English language, may be obtained at the Company registered office or from the Company web site [www.comvex.ro](http://www.comvex.ro), starting with **August 24, 2018**.
- 7.3. For the matter no. 1 on the agenda, which is subject to secret vote, there shall be used the special correspondence voting forms dedicated to this matter and for the matters 2, 3, 4, 5 and 6, on the agenda, there shall be used the correspondence voting forms dedicated to these matters, made available by the Company.
- 7.4. The correspondence voting form dedicated to matter 1 on the agenda, filled in and signed by the shareholder, in original, either in Romanian or English language, shall be deposited within a separate envelope, closed, clearly mentioning on the envelope "Confidential" which shall be deposited, in turn, within the envelope containing the correspondence voting form dedicated to the other matters on the agenda of the OGMS, filled in and signed by the shareholder, either in Romanian or English language and the relevant documents; these documents shall be sent, in original, at the Company registry desk in a sealed envelope (clearly indicating "**Correspondence vote - For the Ordinary General Meeting of Shareholders of September 24/25, 2018**"), until **September 24, 2018, 12:00 a.m.** or it shall be sent in original by post/courier in a manner which allows the registration of receipt with the Company's registry desk until **September 24, 2018, 12:00 a.m.** The centralisation, checking and recordkeeping of the Correspondence voting forms shall be made by the members of the secretariat of the OGMS, appointed in accordance with the applicable legal provisions; they shall maintain the confidentiality over the vote instructions until the secret votes of the shareholders that are present to the OGMS or of the representatives of the shareholder to the OGMS are known.
- 7.5. The correspondence voting form shall be filled in on the form made available by the Company and shall indicate the vote instructions for each of the items on the agenda of the OGMS (respectively vote "For", "Against" or "Abstention").
- 7.6. For the valid exercise of the voting right based on a Correspondence voting form, individual shareholders shall also submit a copy of the identity document (ID Card/Passport/Residence permit, or similar document issued by a competent authority in any jurisdiction). The capacity of the legal representative of the shareholders legal entities of the Company is established based on the Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in the Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., then the shareholders must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by a competent authority, in original or a certified copy, cannot be older than 3 months prior to the publication date of the summoning notice of the OGMS).
- 7.7. The correspondence vote might be exercised by the representatives of the Company shareholders only for the case when they have been appointed as a representative of the respective shareholder based on a special or general power of attorney, which shall be deposited with the Company within the deadline provided at paragraph 5 and 6 above, or in the case the representative is a credit



institution providing custody services, with the observance of art. 92 paragraph 11 from the Law no. 24/2017.

- 7.8. The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.
- 7.9. When filling in the Correspondence voting forms, the Company shareholders are kindly asked to consider the fact that new matters could be introduced on the agenda of the OGMS or new resolution proposals can be made and if the case may be, the amended agenda shall be available starting with **September 13, 2018**. Also, the Correspondence voting forms shall be updated with the name of the candidates nominated for the appointment by the OGMS for the position of director. In both cases from points 1.1 and 2.6 above, the Correspondence voting forms shall be updated and made available for the Company shareholders at the Company registered office or downloaded from the Company web site [www.comvex.ro](http://www.comvex.ro) starting with **September 13, 2018**.

#### 8. **Other information**

- 8.1. Starting with **August 24, 2018**, the following documents can be consulted and obtained by Comvex shareholders at the Company registered office, during business days within working hours respectively between 8:00 a.m. – 4:00 p.m., or can be downloaded from the Company web site [www.comvex.ro](http://www.comvex.ro): **the Summoning notice of the OGMS** (available in Romanian and English language); **the List comprising information with respect to the name, domicile and professional qualification of the nominated candidates for the director position**, periodically updated in accordance with point 2.2 above; **the List comprising the nominated candidates for the appointment in the director position by the OGMS**, according to point 2.6 above, starting with September 13, 2018; **the Special powers of attorney forms** for representing the shareholders at the OGMS, forms that shall be updated according to point 6.12 above (available in Romanian and English language), **Correspondence voting forms** for the attendance and voting of the shareholders at the OGMS, forms that shall be updated according to point 7.9. above (available in Romanian and English language); **Materials and documents** related to the items on the agenda of OGMS, **Draft resolutions** for the items on the agenda of OGMS, documents available in Romanian and English language.
- 8.2. At the OGMS, the Company shareholders or their representatives shall show a valid identity document, in original, so as to prove their identity.
- 8.3. The whole proceedings related to the OGMS shall be in Romanian language. For those shareholders who do not know Romanian language, the Company shall make available an authoriser translator for English language.
- 8.4. Any and all documents related to the OGMS submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.
- 8.5. By electronic venues one shall understand the delivery of the proposals of candidates, request of introducing new matters on the agenda of the OGMS, new resolution proposals for the matters included or proposed to be included on the agenda of the OGMS, any enquires sent to the Company with respect to the matters on the agenda of the OGMS, the notification of the designation of the representative, as well as any documents that are required for proofing the identity of the shareholder or a representative, in writing, by scanning the originals in \*.pdf format and sent by e-mail at [agaseptembrie2018@comvex.ro](mailto:agaseptembrie2018@comvex.ro), as well as the possibility to send the special or general power of attorneys, in compliance with the applicable legal conditions and provisions of paragraphs 5 and 6 above.

All and any document for the Ordinary General Meeting of Shareholders can be registered at the Company registry desk in any of the business days, exclusively between 8:00 a.m. – 4:00 p.m. Further details as regards the shareholders rights are made available on the Company web site [www.comvex.ro](http://www.comvex.ro).

As of the summoning notice day, the share capital of the Company is of 29,139,927.5 lei and is formed by 11,655,971 nominative shares, dematerialised, each having a nominal value of Lei 2.5, each share giving the right to one vote at the Ordinary General Meeting of Shareholders.

Additional information is available at the Company's registered office or by phone 0241.603051, in any business day, between 8:00 a.m. – 4:00 p.m.

Chairman of the Board of Directors,  
Viorel PANAIT

