

**CONVENING NOTICE**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Herz Armaturen Ges.m.b.H.**, (hereinafter referred to as "**Herz**"), a company governed by the Austrian law, with its headquarters in Richard-Strauss-Strasse 22, 1230 Vienna, Austria, registered at the Vienna Trade Register under No. 101622 w, in its capacity of shareholder, holding 6.9934% of the share capital, of the company **ARMĂTURA S.A.** (hereinafter referred to as "**ARM**" or the "**Company**"), a joint stock company registered with the Trade Registry Office attached to the Cluj-Napoca County Court under number J12 / 13/1991, Sole Registration Number RO 199001, Cluj-Napoca, 19 Gării Street, Cluj county, having the subscribed and paid-up share capital of Lei 4,000,000,

in accordance with the provisions of Law no. 31/1990, the provisions of the Articles of Incorporation, of Law 24/2017 on Issuers of Financial Instruments and Market Operations and of Regulation no. 5/2018 on Issuers of Financial Instruments and Market Operations, respectively the Decision no. 172/2019 dated 05.02.2019 rendered by the Cluj Commercial Tribunal in file no. 481/1285/2017,

**convenes:**

**The Extraordinary General Meeting of the Company's Shareholders ("EGMS") for 24.04.2019, at 13:00 o'clock, at the registered office of the Company in Cluj-Napoca, 19 Gării Street, Cluj county.**

At the EGMS are entitled to participate and vote all shareholders registered in the Shareholders' Registry at the end of April 1, 2019, set as the reference date (the "**Reference Date**").

**The agenda of the Extraordinary General Meeting of the Company's Shareholders** is the following:

- 1) Deciding upon the application of art. 153 par. 24 of Law no. 31/1990, namely to adopt a decision to not dissolve the Company;
- 2) Presentation and approval of the internal regulation regarding the principles and procedures of the General Shareholders' Meeting of the Company, in the form approved by the Decision no. 2422 / 09.12.2014 of the Board of Directors of the Company;
- 3) Approval of the sale, in whole or in part, simultaneously or successively, to one or more buyers, of all the buildings owned by the Company, located in Cluj-Napoca, Gării Street, no. 19, Cluj County, and composed of the plots of land in total surface of 40,625 sqm. and the constructions built therein, as follows: (i) plot of land in surface of 467 sqm. having cadastral no. 7449/2/1, 7448/1/1, 7442/2/1, 7448/3/1, 7447/1/1, 7447/2/1, 7446/2/1, 7455/2/1 and the Administrative Pavilion building having the cadastral no. 7449/2/1-C1, 7448/1/1-C1, 7442/2/1-C1, 7448/3/1-C1, 7447/1/1-C1, 7447/2/1-C1, 7446/2/1-C1, 7455/2/1-C1, registered in the Land Book no. 267531; (ii) plot of land in surface of 5.048 sqm., with cadastral no. 7449/2/2, 7448/1/2, 7442/2/2, 7448/3/2, 7447/1/2, 7447/2/2, 7446/2/2, 7455/2/2 and the constructions: - Metalworking hall C1 having the cadastral no. 7449/2/2, 7448/1/2, 7442/2/2, 7448/3/2, 7447/1/2, 7447/2/2, 7446/2/2, 7455/2/2/C1; - Technical and Social Annex C2 having the cadastral no. 7449/2/2, 7448/1/2, 7442/2/2, 7448/3/2, 7447/1/2, 7447/2/2, 7446/2/2, 7455/2/2/C2; - Gate Cabin C3 having the cadastral no. 7449/2/2, 7448/1/2, 7442/2/2,



7448/3/2, 7447/1/2, 7447/2/2, 7446/2/2, 7455/2/2/C3, registered in the Land Book no. 260736; (iii) plot of land in surface of 805 sqm. having the cadastral no. 7449/2/3, 7448/1/3, 7442/2/3, 7448/3/3, 7447/1/3, 7447/2/3, 7446/2/3, 7455/2/3, and the construction Warehouse C1 having the cadastral no. 7449/2/3, 7448/1/3, 7442/2/3, 7448/3/3, 7447/1/3, 7447/2/3, 7446/2/3, 7455/2/3-C1, registered in the Land Book no. 267535; (iv) plot of land in surface of 556 sqm. having the cadastral no. 7449/2/4, 7448/1/4, 7442/2/4, 7448/3/4, 7447/1/4, 7447/2/4, 7446/2/4, 7455/2/4, and the building Hall retail, cafeteria, offices - C1 with cadastral no. 7449/2/4, 7448/1/4, 7442/2/4, 7448/3/4, 7447/1/4, 7447/2/4, 7446/2/4, 7455/2/4-C, registered in the Land Book no. 267518; (v) plot of land in surface of 502 sqm. having the cadastral no. 7449/2/5, 7448/1/5, 7442/2/5, 7448/3/5, 7447/1/5, 7447/2/5, 7446/2/5, 7455/2/5, and the Estacada construction, dye house dep. C1, having the cadastral no. 7449/2/5, 7448/1/5, 7442/2/5, 7448/3/5, 7447/1/5, 7447/2/5, 7446/2/5, 7455/2/5-C, registered in the Land Book no. 267522; (vi) plot of land in surface of 7.309 sqm. having the cadastral no. 7449/2/6, 7448/1/6, 7442/2/6, 7448/3/6, 7447/1/6, 7447/2/6, 7446/2/6, 7455/2/6, and the constructions: - Casting hall C1 having the cadastral no. 7449/2/6, 7448/1/6, 7442/2/6, 7448/3/6, 7447/1/6, 7447/2/6, 7446/2/6, 7455/2/6-C1; - Administrative Building C2 having the cadastral no. 7449/2/6, 7448/1/6, 7442/2/6, 7448/3/6, 7447/1/6, 7447/2/6, 7446/2/6, 7455/2/6-C2, registered in the Land Book no. 267528 of Cluj-Napoca; (vii) plot of land in surface of 778 sqm. having the cadastral no. 7449/2/7, 7448/1/7, 7442/2/7, 7448/3/7, 7447/1/7, 7447/2/7, 7446/2/7, 7455/2/7, and the construction vehicle service Station - C1 having the cadastral no. 7449/2/7-C1, 7448/1/7-C1, 7442/2/7-C1, 7448/3/7-C1, 7447/1/7-C1, 7447/2/7-C1, 7446/2/7-C1, 7455/2/7-C1, registered in the Land Book no. 267520; (viii) plot of land in surface of 161 sqm. having the cadastral no. 7449/2/8, 7448/1/8, 7442/2/8, 7448/3/8, 7447/1/8, 7447/2/8, 7446/2/8, 7455/2/8, and the construction vehicle service Station and micro cafeteria having cadastral no. 7449/2/8, 7448/1/8, 7442/2/8, 7448/3/8, 7447/1/8, 7447/2/8, 7446/2/8, 7455/2/8-C1, registered in the Land Book no. 267537; (ix) plot of land in surface of 1.976 sqm. with cadastral no. 7449/2/9, 7448/1/9, 7442/2/9, 7448/3/9, 7447/1/9, 7447/2/9, 7446/2/9, 7455/2/9, and the construction Casting brass Hall, social annex C1 with cadastral no. 7449/2/9, 7448/1/9, 7442/2/9, 7448/3/9, 7447/1/9, 7447/2/9, 7446/2/9, 7455/2/9-C1, registered in the Land Book no. 267546; (x) plot of land in surface of 1.254 sqm. having the cadastral no. 7449/2/10, 7448/1/10, 7442/2/10, 7448/3/10, 7447/1/10, 7447/2/10, 7446/2/10, 7455/2/10 and constructions: - Vans Workshop C1 with cadastral no. 7449/2/10, 7448/1/10, 7442/2/10, 7448/3/10, 7447/1/10, 7447/2/10, 7446/2/10, 7455/2/10-C1, and - Heating installation, compressed air installation and acetylene installation -C2 having the cadastral no. 7449/2/10, 7448/1/10, 7442/2/10, 7448/3/10, 7447/1/10, 7447/2/10, 7446/2/10, 7455/2/10-C2, registered in the Land Book no. 267509; (xi) plot of land in surface of 284 sqm. having cadastral no. 7449/2/11, 7448/1/11, 7442/2/11, 7448/3/11, 7447/1/11, 7447/2/11, 7446/2/11, 7455/2/11, and the construction Storehouse and Heat Treatment Workshop C1 sqm having the cadastral no. 7449/2/11, 7448/1/11, 7442/2/11, 7448/3/11, 7447/1/11, 7447/2/11, 7446/2/11, 7455/2/11-C, registered in the Land Book no. 267543; (xii) plot of land in surface of 2.284 sqm. having the cadastral no. 7449/2/12, 7448/1/12, 7442/2/12, 7448/3/12, 7447/1/12, 7447/2/12, 7446/2/12, 7455/2/12, and the construction toolroom and maintenance Workshop - C1 having the cadastral no. 7449/2/12, 7448/1/12, 7442/2/12, 7448/3/12, 7447/1/12, 7447/2/12, 7446/2/12, 7455/2/12/C, registered in Land Book no. 267507; (xiii) plot of land with an area of 173 sqm. having the cadastral no. 7449/2/13, 7448/1/13, 7442/2/13, 7448/3/13, 7447/1/13, 7447/2/13, 7446/2/13, 7455/2/13, and the construction Building materials Storehouse C1 having the cadastral no. 7449/2/13-C1, 7448/1/13-C1, 7442/2/13-C1, 7448/3/13-C1, 7447/1/13-C1, 7447/2/13-C1, 7446/2/13-C1, 7455/2/13-C1, registered in the Land Book no. 267521; (xiv) plot of land in surface of 87 sqm. having the cadastral no. 7449/2/14, 7448/1/14, 7442/2/14, 7448/3/14, 7447/1/14, 7447/2/14, 7446/2/14, 7455/2/14 and the construction Trafo station C1 having




the cadastral no. 7449/2/14, 7448/1/14, 7442/2/14, 7448/3/14, 7447/1/14, 7447/2/14, 7446/2/14, 7455/2/14/C, registered in the Land Book no. 267504, and (xv) plot of land in surface of 18.905 sqm. having the cadastral no. 7449/2/15, 7448/1/15, 7442/2/15, 7448/3/15, 7447/1/15, 7447/2/15, 7446/2/15, 7455/2/15 and the constructions: - Cooling station, Oxygen storage -C1 having the cadastral no. 7449/2/15, 7448/1/15, 7442/2/15, 7448/3/15, 7447/1/15, 7447/2/15, 7446/2/15, 7455/2/15-C1; - Gas control station -C2 having the cadastral no. 7449/2/15, 7448/1/15, 7442/2/15, 7448/3/15, 7447/1/15, 7447/2/15, 7446/2/15, 7455/2/15-C2, and - water tower, neutralization station decanter -C3 having the cadastral no. 7449/2/15, 7448/1/15, 7442/2/15, 7448/3/15, 7447/1/15, 7447/2/15, 7446/2/15, 7455/2/15-C3, registered in the Land Book no. 267494, together with all the devices, improvements, installations, machines and equipment that are immobile assets by destination ("**Property**") for a total price of minimum EUR 5,000,000 (in LEI equivalent), in view to obtain the necessary funds for paying the Company's debts .

4) The empowerment of the Board of Directors and of the Chairman of the Board of Directors with full and unlimited powers to: (i) initiate and carry out any tender or other procedure for the identification of potential buyers for the Property; (ii) negotiate, agree and decide in the name and on behalf of the Company the terms and conditions of the sale of the Property, in whole or in part, simultaneously or successively, to one or more buyers, including the sale price [by observing the minimum total price of at least EUR 5,000,000 (in LEI equivalent)] of the Property and the way it will be paid by the buyer(s); (ii) sign, hand over and execute, in the name and on behalf of the Company, in authentic form and before the competent public notary, any promise of sale, pre-sale agreement and / or purchase sale agreement for the sale of the Property, in whole or in part, simultaneously or successively, to one or more buyers, as well as any other prior notice, deeds, documents or forms necessary or useful for the valid conclusion and execution of the sale agreement of the Property; (iv) to take, undertake and execute, in the name and on behalf of the Company, any decision necessary for the dismantling of the Property in view of its partial sale thereof and to sign, hand over and execute, in the name and on behalf of the Company, any documents, declarations, measurements, plans and cadastral documents, acts for the cadastral office and public records registration, and to represent in general the Company in front of all private/public persons/authorities, including the cadastral offices and public records offices, notaries and other officials, with a view to and in order to meet all the requirements and formalities required by the Romanian law for the dismantling the Property; (v) use the proceeds of the sale of the Property for the payment of the Company's debts, respectively the loan granted by the shareholder Herz Armaturen Ges.m.b.H. and any other arrears of the Company.

5) The empowerment of Dr Gerhard Glinzerer, with his domicile in Richard Strauss-Strasse 22, 1230 Vienna, Austria, Passport no. P 7367422, to sign on behalf of shareholders the OGMS decision and any other documents related to them and the mandating of Mr. Daniel Vladu, with his domicile in Cluj-Napoca, Turzii Street no. 113, CI KX 815578, PNC 1670629120653 to perform any act or formalities required by law for registration of the OGMS decision with the Cluj Trade Registry.

The EGMS will be carried out in accordance with the legal norms in force and the regulation approved for this purpose by the Board of Directors and ratified by the EGMS on 12.02.2015, which can be consulted on the Company's website [www.armatura.ro](http://www.armatura.ro).

Shareholders registered on the reference date in the shareholders' register have the option of voting by correspondence, prior to the EGMS, by using the ballot paper form by correspondence. The ballot paper form by correspondence will be sent to the Company's registered office in original until 22.04.2019 at 17:00 under the penalty of losing the voting right in the meeting.



One or several shareholders who hold, individually or together, at least 5% of the share capital of the Company have the right to propose new items on the agenda of the Extraordinary General Meeting of the Company's Shareholders, provided that each item is presented in writing, accompanied by a justification or a draft decision proposed for adoption by the general meeting, which shall be sent to the Company within 15 days from the date of publication of the convening, according to Article 92 paragraph. 5 of Law 24/2017.

The shareholders who proposed new items on the agenda are obliged to submit in writing the draft decisions for the items included or proposed to be included on the agenda of the EGMS within 15 days from the date of publication of the convening notice.

Information on the materials to be approved in the EGMS can be consulted on the Company's website [www.armatura.ro](http://www.armatura.ro).

Shareholders may ask questions regarding the items on the agenda of the EGMS of the Company from 25.03.2019 and until 22.04.2019 at 17:00 o'clock.

The shareholders will participate in the EGMS of the Company through their legal representatives or through the representatives mandated by special or general power-of-attorney, which will be filed at the Company's headquarters by fax no. **0264-435-368**, or e-mail at **office@armatura.ro** starting with 25.03.2019, however the powers-of-attorneys in original will have to reach the Company's registered office until 22.04.2019 at 17:00 under the sanction of losing the right of exercising the right to vote in the meeting. At the entrance to the meeting room, the shareholders will identify themselves with the identification documents provided by the law.

**The special powers-of-attorneys forms and ballot papers by correspondence written in Romanian or English, as well as the materials that will be presented in the general meeting and the draft decisions can be obtained from the Company's registered office starting with 25.03.2019 and on the website, [www.armatura.ro](http://www.armatura.ro) and the shareholders can fill in and submit the ballot papers forms by correspondence and special power-of-attorneys in the two languages or in any international language until 22.04.2019, 17:00 o'clock. Documents written in a foreign language other than English will be accompanied by a translation into Roman or English of an authorized translator, the notarization or apostillation of such translations not being required.**

If the Extraordinary General Meeting of Shareholders of the Company is not held on 24.04.2019 due to the non-fulfilment of the quorum conditions stipulated in the Articles of Incorporation, a second convening of the Extraordinary General Meeting of the Company's Shareholders for 25.04.2019 will be held at the same address, at 13:00 o'clock, with the same agenda as for the first convening.

Additional relationships can be obtained at the Company's registered office or at phone . 0264-435-365 or 0799 806 504.

**Herz Armaturen Ges.m.b.H.,**  
**by legal representative – Dr Gerhard Glinzerer**

