

No. 265/20.03.2019

CONVENING NOTICE

ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of 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 Article 111 and Article 117 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 and the Decision of the Board of Directors of 20.03.2019,

convenes:

The Ordinary General Meeting of the Company's Shareholders ("OGMS") for 24.04.2019, at 9:00 o'clock, at the registered office of the Company from Cluj-Napoca, 19 Gării Street, Cluj county.

At the Ordinary General Meeting of Shareholders all shareholders registered in the Shareholders' Registry at the end of April 15, 2019, set as the reference date (the "Reference Date") are entitled to participate and vote.

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

- 1) Presentation and submission for approval of the management report on the Company's Annual Financial Statements prepared for the financial year 2018 and of the report of the Board of Directors on the Company's Annual Financial Statements prepared for the financial year 2018;
- 2) Presentation and submission for approval of the Company's statutory annual financial statements, namely the balance sheet, the profit and loss account, the statement of changes in equity, the cash flow statement, informative data, the statement of fixed assets and the explanatory notes to the annual financial statements for the financial year 2018;
- 3) Presentation of the report of the Company's external financial auditor on the annual financial statements prepared for the financial year 2018;

4) Presentation and approval of the Annual Report prepared in accordance with the provisions of Article 63 of Law no. 24/2017 on issuers of financial instruments and market operations and of Article 126 and Annex no. 15 to Regulation no. 5/2018 for the financial year ended December 31, 2018;

5) Approval of the discharge of the Company's directors for the work carried out during the financial year 2018 on the basis of the reports submitted;

6) Appointment of the independent external financial auditor, for a period of 1 year, for auditing the financial statements for the year 2019, out of the following companies:

- GRADIENT S.R.L.;
- ACCOUNTING AUDIT S.R.L.;
- INTEGRAL AUDIT S.R.L..

The offers submitted by these companies can be consulted on the Company's website www.armatura.ro.

7) Approval of the date of 15.05.2019 as registration date according to the provisions of Article 86 of Law 24/2017 and of Article 2 of Regulation 5/2018, namely the date that serves to the identification of the shareholders for whom the OGMS decisions will be taken, and ex-date 14.05.2019;

8) The empowerment of Mr. Akper Saryyev as Chairman of the Board of Directors to sign on behalf of shareholders the OGMS decision and any other documents related to them and the mandating of Mrs. Sorana Muresanu to perform any act or formalities required by law for registration and fulfilment of the decision of the OGMS, including the formalities for its publication and registration with the Trade Registry or any other public institution,

The general meeting of the shareholders 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.

Shareholders registered on the reference date in the shareholders' register have the option of voting by correspondence, prior to the general meeting of shareholders, 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 the loss of 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 candidates for the position of auditor and the right to propose new items on the agenda of the Ordinary 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 General Meeting of the Company's Shareholders within 15 days from the date of publication of the notice to attend.

Information on the materials to be approved in the OGMS can be consulted on the Company's website www.armatura.ro.

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

The shareholders will participate in the Ordinary General Meeting of the Company's Shareholders, 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, but the powers-of-attorneys will have to reach the Company's registered office in original 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 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 Ordinary 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 Ordinary General Meeting of the Company's Shareholders for 25.04.2019 will be held at the same address, at 9:00 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.

THE BOARD OF DIRECTORS of ARMĂTURA S.A.

by **CHAIRMAN– AKPER SARYYEV**



