

CONVENING NOTICE

ORDINARY 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 Ordinary General Meeting of the Company's Shareholders (“OGMS”) for 24.04.2019, at 11:00 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 1, 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) Revoking the current members of the Board of Directors and appointing five new members of the Board of Directors;

In this respect, the persons proposed by Herz to be elected as members of the Board of Directors are:

1. Mr. Akper Saryyev, Richard-Strauss-Strasse 22, 1230 Viena, Austria;
2. Mr. Damir Rutar, Na Hribih 3, 5220 Tolmin, Slovenia;
3. Mr. Walter Simmel, Richard-Strauss-Strasse 22, 1230 Viena, Austria;
4. Mr. Matthias Haider, Richard-Strauss-Strasse 22, 1230 Viena, Austria;
5. Mr. Zoran Bankovic, Richard-Strauss-Strasse 22, 1230 Viena, Austria.

2) Approval of the revenue and expenditure budget/ investment budget for 2017;

3) 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 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 member of the Board of Directors 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 notice, 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 convening notice.

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 11:00 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**

