

**CALL**

**Extraordinary General Meeting of Shareholders S. ANTECO S.A. ploiesti**

**on 25/26 SEPTEMBER 2019**

The Board of Directors of the ANTECO S.A. Company, with its registered office in Ploiesti, str. Lamiitei, no. 2, Prahova County, fiscal identification code RO 1351808, order number in the trade register J29 / 96/1991 (hereinafter referred to as "the Company"), meeting in the meeting on August 14, 2019, pursuant to the provisions of the Companies Law no. 31/1990, republished, with the subsequent modifications and completions, Law no. 24/2017, of Regulation A.S.F. no. 5/2018, as well as the Articles of Incorporation of the Company,

**SUMMONS**

At the company headquarters in the municipality of Ploiesti, str. Lamiitei, no.2, Prahova County, postal code 100185, the Extraordinary General Meeting of the Shareholders of the company on September 25, 2019 at 10.00. In case the meeting cannot be held due to the non-fulfillment of the quorum, the second convocation is set for September 26, 2019, in the same place, at the same time and with the same agenda.

At the Extraordinary General Meeting, the shareholders registered in the Register of Shareholders held by S. Depozitarul Central S.A. are entitled to attend and vote. Bucharest at the end of September 10, 2019, considered the reference date

**AGENDA:**

1. Ratification of the Decision of the Board of Directors regarding the conclusion of the Additional act no. 4 / 09.08.2018 at the credit and mortgage contract no. PLO5 / 14/2016 concluded with UNICREDIT BANK.

2. Approval of the Conclusions of the Evaluation Report no. 9114 drawn up on June 19, 2019 by T.N.P. GLOBAL & PARTNERS.

3. Approval of the conclusion of a refinancing contract, with a maximum value of 350,000 LEI, with one of the following banks: C.E.C. BANK S.A. , RBS BANK ROMANIA, ANGLO ROMANIAN BANK, NOVA BANK SA, BANK OF CYPRUS ROMANIA, BANCA ITALO ROMENA, BANC POST SA, BANCA ROMANA FOR DEVELOPMENT, LIBRA BANK S.A. , BANCA ROMANEASCA, EMPORIKI BANK ROMANIA S.A. , TRANSILVANIA BANK, ALPHA BANK, CARPATIC COMMERCIAL BANK, CITIBANK ROMANIA, CREDITCOOP COOPERATIVE CENTRAL BANK, MKB ROMEXTERRA SA, BANK LEUMI ROMANIA S.A. , MARFIN BANK ROMANIA S.A., NATIONAL BANK OF GREECE, EXIMBANK, CREDIT EUROPE BANK ROMANIA S.A. , ING BANK ROMANIA, BANCA MILLENIUM S.A. , ATE BANK ROMANIA S.A. , PROCREDIT BANK, PIRAEUS BANK ROMANIA, PORSCHE BANK, BANCA COMERCIALA ROMANA, RAIFFEISEN BANCA PT LOCUINTE, GUARANTEES BANK INTERNATIONAL NV. , VOLKSBANK ROMANIA,

COMMERCIAL BANK INTESA SANPAOLO ROMANIA, THE STATE TREASURER

Delegation to the Board of Directors of the companies regarding the approval of the credit ceiling, the negotiation of the conditions for the prolongation of the credit contract, the establishment of the movable and immovable assets necessary to guarantee the respective credit, whose value cannot exceed 20% of the total value of the fixed assets, less the receivables, the cancellation of the existing guarantees, the designation of the persons who will represent the company in order to sign the documents that will be drawn up for this purpose, the modification / supplementation of the credit ceiling, the termination of the contract, the conclusion and signing of other additional documents.

4. Ratification of Decision C.A. through which was approved the financing of the Company with the purpose of paying the value of the loan committed from Unicredit Bank in the amount of 150,000 lei.

5. Approval, with the purpose of entering into legality the situation of buildings having inventory number 1.093 and 1.094, the following operations:

- the land with cadastral number 126440 will be dismantled with an area of 2,964 m.p. in two lots: lot I will have an area of 2,770 m.p. and a new cadastral number and lot II with an area of 194 m.p. ;
- the land with a new cadastre number on the surface of 2,770 m.p. (lot I resulted from the dismantling of the land with cadastral number 126440 in the area of 2,964 m.p) in two other lots: lot III in the area of 333 M.P. and lot IV with an area of 2,437 m.p. ;
- lot II with an area of 194 m.p. will join the land with the cadastral number 128023 (old cadastral number 63/2/2/2) with an area of 5,351 m.p. , resulting in a new lot with an area of 5,545 m.p. ;
- lot III in the area of 333 m.p. will adhere to the land with the cadastral number 120839 (old cadastral number 63/2/2/3) in the area of 6,407 m.p. resulting in a lot of 6,740 m.p. ;
- before the assignment of lot III, an update documentation (E-TERRA 3) of this cadastral number will be executed;
- legal documents will be drawn up, in authentic form, regarding the previously mentioned dismantling and joining;
- it is empowered to Mr. Ilisie Mircea, Romanian citizen, domiciled in the municipality of Ploiesti, str. Lamiitei, no. 2, Prahova County, identified by C.I. PX series, no. 384153, issued by S.P.C.L.E.P. Ploiesti on 17.11.2015, C.N.P. 1740113054713, to sign in front of the notary public, lawyers and any other natural or legal persons all statements and documents and take all necessary steps in relations with: O.C.P.I. , Land Book, Trade Register Office, Official Monitor, A.S.F. and BVB, etc. in order to execute and finalize the operations of the previously approved topo.

6. Revocation / annulment of Decision A.G.E.A. S. ANTECO S.A. PLOIESTI no.1 / 27.03.2019.

7. The empowerment of a person to sign in front of the notary public, of the lawyers and of any other natural or legal persons all the adopted decisions and to take all the necessary steps in the relations with the Trade Register Office, the Official Monitor, A.S.F. and BVB, etc. .



8. Establishing the date of OCTOBER 15, 2019 as the registration date for the identification of the shareholders on whom the effects of the Extraordinary General Meeting of Shareholders, and of the date of OCTOBER 14, 2019, are considered as "ex date".

The informative documents regarding the agenda of the AGEA meeting will be available starting August 23, 2019, on the working days, at the registration office of the Company's headquarters located in Lamiitei street, no. 2, mun. Ploiesti, Prahova county and in electronic format on the Company's website at <http://www.scaunesimeselemn.ro/index.php?p=8>. Shareholders may receive, upon request, copies of the documents relating to the items included on the AGEA agenda.

One or more shareholders representing, individually or together, at least 5% of the share capital of the Company, can request through a request addressed to the Board of Directors of the Company to introduce additional items on the agenda of the EGM, and to present draft resolutions for items included or proposed to be included on the agenda of the EGMS.

Proposals regarding the introduction of new items on the agenda will have to be accompanied by a justification and / or a draft decision proposed for adoption.

The proposals regarding the introduction of new items on the agenda of the EGMS and justification and / or the draft decisions for the items included or proposed to be included on the agenda of the EGMS will be:

a) sent by any form of courier with acknowledgment of receipt and registered with the Company Registry, or sent by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the address: [office@anteco.ro](mailto:office@anteco.ro) until September 7, 2019 at 10.00. Both methods of transmission must contain the statement clearly and in capital letters "FOR THE AGEN FROM 25/26 SEPTEMBER 2019".

b) in the case of the shareholders natural persons, accompanied by the copies of the identity documents of the shareholders (the identity documents must allow the identification of the shareholders in the Register of Shareholders of the Company held and issued by the Central Depository SA), and in the case of the shareholders legal entities for the identity copy of the representative legally, together with the certifying

certificate, in original or a copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority in the state where the shareholder is legally registered and attesting the quality of legal representative, with a maximum of 3 months old as of the date of publication of the convening of the AGEA.

The documents attesting the quality of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or English. The shareholders of the Company may ask written questions, in Romanian or English, regarding the items on the agenda of the EGMS. The written questions regarding the items on the agenda of the AGEA will be sent and registered at the Company's Register by any form of courier with acknowledgment of receipt, or by e-mail at the office@anteco.ro with the extended electronic signature incorporated according to Law no. . 455/2001 regarding the electronic signature, until 19 SEPTEMBER 2019, 10.00, with the mention written in clear and with capital letters "FOR THE DATE OF 25/26 SEPTEMBER 2019". The answers will be available on the Company's website at <http://www.scaunesimeselemn.ro/index.php?p=8>. The shareholders of the Company will send written questions regarding the items on the agenda of the EGMS, in the case of the shareholders natural persons, accompanied by the copies of the identity documents of the shareholders (the identity documents must allow the identification of the shareholders in the Register of Shareholders of the Company held and issued by the Central Depository SA ), and in the case of shareholders legal persons for identity copy of the legal representative, together with the certifying certificate, in original or copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority in the state in which the shareholder is legally registered and attesting to the status of legal representative, with a maximum of 3 months old as compared to the date of publication of the convening of the AGEA.

The documents attesting the quality of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or English.



Shareholders registered on reference date SEPTEMBER 10, 2019 in the Register of Shareholders of the Company held and issued by the Central Depository S.A. may participate in the AGEA and may vote:

- i) personnel - direct vote;
- ii) through a representative, with special or general power of attorney;
- iii) by correspondence.

**Special empowerment form:**

a) can be obtained, in Romanian and English, starting with 23 AUGUST 2019, from the Company Registry and from the Company's website (<http://www.scaunesimeselemn.ro/index.php?p=8> )

b) it will contain the way of identifying the quality of shareholder and the number of shares held, as well as the mention of voting "for" or "against" or "abstention" of each problem subject to approval;

c) will be completed by the shareholder in three copies: one for the shareholder, one for the representative and one for the Company.

The general power of attorney may be granted by the shareholder, as a client, only to an intermediary, or to a lawyer.

The special and general powers will be transmitted, in original, in Romanian or English, by shareholder at the Company Registry, by any form of courier with confirmation of receipt until the latest on September 23, 2019, 10.00, in closed envelope, with the written statement clearly and in capital letters "FOR THE AGENDA DATE OF 25/26 SEPTEMBER 2019", together with the copy of the shareholder identity document (in the case of the shareholders natural persons the identity document, respectively in the case of the legal persons, the identity document of the representative legal) as the case may be, together with the certifying certificate, in original or a copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority in the state where the shareholder is legally registered and which attests the quality of legal

representative, with a maximum of 3 months old as compared to the date of publication of the convening of the AGEA.

If the representative is a credit institution that provides custody services and has a special power of attorney; this must be signed by the shareholder who will be accompanied, by obligatory, by a declaration on his own responsibility given by the credit institution that has received the power of representation, through the special power of attorney, from which it will be shown that:

- a) the credit institution provides custody services for the respective shareholder;
- b) the instructions from the special power of attorney are identical to the instructions within the SWIFT message received by the credit institution to vote on behalf of the respective shareholder;
- c) the special power of attorney is signed by the shareholder.

The special and general powers may also be transmitted by e-mail to the office: office@anteco.ro with the electronic signature extended incorporated, according to Law no. 455/2001 regarding the electronic signature, so that they will be received until the latest on September 23, 2019, at 10.00.

When completing special and general powers, shareholders must fully consider the possibility completing / updating the agenda, in which case these documents will be updated and made available by September 7, 2019, at 15.00.

The access of the shareholders entitled to participate in the EGMS is allowed by the simple proof of their identity as follows:

- a) in the case of shareholders natural persons based on the identity document;
- b) in the case of legal persons, based on the presentation of a copy of the certifying or equivalent certificate and of the identity document of the legal representative or, as the case may be, of the documents attesting the quality of legal representative of the legal person;
- c) in the case of participation by a conventional representative, the documents provided in letter. a)

or b) to which is added the special or general power of attorney.

The quality of legal representative is evidenced by the presentation of a certifying certificate, issued by the Trade Register (or by another institution having a similar authority in the country of residence of the shareholder foreign legal person), in original or a copy conforming to the original, with an age of one more than 3 months from the date of publication of the convening of the AGEA. The documents attesting the quality of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or English.

The shareholders of the Company have the possibility to vote by correspondence, before the EGMS, by using the ballot form for the vote by correspondence ("Voting ballot by correspondence").

The ballot by correspondence:

a) can be obtained, in Romanian and English, starting with 23 AUGUST 2019, from the Company Registry and from the Company's website

<http://www.scaunesimeselemn.ro/index.php?p=8>

b) it will contain the way of identifying the quality of shareholder and the number of shares held, as well as the mention of voting "for" or "against" or "abstention" of each problem subject to approval.

The ballot papers by correspondence will be sent, in original, in Romanian or English, by any form of courier with confirmation of receipt at the Company Registry, or by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature at the address [office@anteco.ro](mailto:office@anteco.ro), until the latest on September 23, 2019, at 10.00.

The ballot papers, completed and signed, will be sent accompanied by the copy of the identity document of the shareholder (in the case of the shareholders natural persons the identity document, respectively in the case of legal persons, the identity document of the legal representative) as the case may be, together with the certifying certificate, in original or copy in accordance with the original, issued by the Trade Registry or any other document, in original or in copy in accordance with the original, issued by a



competent authority of the state in which the shareholder is legally registered and which attests as a legal representative, with a no more than 3 months old as of the date of publication of the convening of the AGEA.

When completing the ballot papers by correspondence, the shareholders must consider the possibility of completing / updating the agenda, in which case these documents will be updated and made available until the latest on September 7, 2019, at 15.00.

The ballots, the special or general powers that are not received at the REGISTRATION of the COMPANY or by e-mail until September 23, 2019, 10.00 will not be taken into account for determining the quorum and majority in the EGMS.

Further information can be obtained at the headquarters of S. ANTECO S.A. or on the phone number 0244/543088, between 10:00 - 16:00.

THE PRESIDENT OF THE BOARD OF DIRECTORS

ILISIE MIRCEA

