**CALL**

 **Ordinary General Meeting of Shareholders S. ANTECO S.A.**

 **Ploiesti on December 16/17, 2019**

**The Board of Directors of 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 October 31, 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, Ordinary General Meeting of the Shareholders of the company on December 16, 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 December 17, 2019, in the same place, at the same time and with the same agenda.  At the Ordinary General Meeting, the shareholders registered in the Register of Shareholders held by S. Depozitarul Central S.A. are entitled to participate and vote. Bucharest at the end of December 2, 2019, considered the reference date.**

 **AGENDA:**

 **1. Exchange of immovable property constituted as guarantee to Unicredit Bank based on the provisions of the Credit Agreement PLO5 / 14/2016 and of the additional act no. 4 / 09.08.2018, as follows: current guarantees: Real estate mortgage and interdiction of alienation, encumbrance, construction, inclusion, attachment, restructuring, dismantling, demolition and landscaping on the surface of 6073 sqm, registered in CF 12342, Ploiesti, having no cad 63/2/2/3 and urban land. in the area of ​​5,351 sqm, located in Ploiesti together with the construction: C1- Manufacture hall + offices with Sc = 2336mp, registered in CF 128023, Ploiesti, having no cad 12823-C1 and mortgage right on the individual share (1/3) of the land with an area of ​​492 sqm, with road destination,
identified with no. I'm falling. 63/2/2/5, registered in the land book no. 120843; they will be replaced by the following guarantees: a) lot 63/2/2/1, registered in CF 120835 (old 12343) with an area of ​​2136 sqm and with the 3 buildings located on it; b) Building C1 / 1 with an area of ​​1206.07 sqm; c) Building C2 (warehouse, transformed into offices) with an area of ​​195.47; d) Building C3 (door cabin) with an area of ​​12.47m.p. . 2.Approval of the updating and registration in the records of the Trade Register Office of the Prahova Tribunal of the contact details of S. ANTECO S.A. Ploiesti. 3. Approval of the inventory results of the patrimony of S. ANTECO S.A. Rain on 31.12.2018. 4.Approval of the methods of capitalization of the inventory results of the patrimony of S. ANTECO S.A. Ploiesti performed on 31.12.2018. 5. Presentation, discussion and approval of the annual financial statements of the Company ANTECO S.A. Rainfall for the financial year 1.01.2018 - 31.12.2018. 6.Approval of profit and loss account for the financial year 1.01.2018 - 31.12.2018. 7. Approval of the Directors' Report for the financial year 1.01.2018 - 31.12.2018. 8. Presentation of the Audit Report for the financial year 1.01.2018 - 31.12.2018. 9.Approval of the discharge of the directors of the company ANTECO S.A. Rain for the financial year 1.01.2018 - 31.12.2018.**

 **10. Ratification of all measures / decisions of the Board of Directors between MAY 2018 - OCTOBER 2019. 11.Approval of the methods of distributing the profit obtained in the financial year 1.01.2018 - 31.12.2018.            12. Election of a new member in the Board of Directors following the expiration of the mandate of an administrator. The applications will be submitted to the headquarters of S. ANTECO S.A. Ploiesti from Ploiesti Municipality, str. Lamiitei, no. 2, Prahova County until the latest on December 9, 2019. 13. Approval of the Company's Income and Expenditure Budget for 2019. 14. Approval of the Company's Investment Plan for 2019. 15. Approval of the conclusion of a Contract with an Audit Company.             16. 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. .            17. Establishing the date of January 7, 2020 as the registration date for identifying the shareholders on whom the effects of the Ordinary General Meeting of Shareholders, and of the date of January 6, 2020, are considered as "ex-date".  The informative documents regarding the agenda of the AGOA meeting will be available starting November 15, 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 AGOA 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 AGOA agenda, and to present draft resolutions for items included or proposed to be included on the AGOA agenda.**

**Proposals regarding the introduction of new items on the agenda should 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 OGMS and justification and / or the draft decisions for the items included or proposed to be included on the agenda of the OGMS 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 until November 29, 2019 at 10.00. Both methods of transmission must contain the statement clearly and capitalized "FOR THE WATER FROM DECEMBER 16/17 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 of 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 AGOA convener.**

**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 questions in writing, in Romanian or English, regarding the items on the agenda of the OGMS. The written questions regarding the items on the agenda of the OGMS will be transmitted and registered to the Company Register through any**

**courier form with acknowledgment of receipt, or by e-mail at office@anteco.ro with the extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, until the 10th of December 2019, at 10.00 am, with the written mention clearly and in capital letters “FOR THE WATER FROM DATE OF 16/17 DECEMBER 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 AGOA agenda, 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 compared to the date of publication of the AGOA summons.**

**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 the reference date DECEMBER 2, 2019 in the Register of Shareholders of the Company held and issued by the Central Depository S.A. may participate in the AGOA 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 November 15, 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 "abstaining" 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 December 13, 2019, at 10.00, in closed envelope, with the written statement clearly and in capital letters "FOR THE WATER FROM DATE OF 16/17 DECEMBER 2019", together with 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 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 AGOA summons.**

**If the representative is a credit institution that provides custody services and has a special power of attorney, it must be drawn up in accordance with Regulation C.N.V.M. no.6 / 2009 and the Disposition of measures C.N.V.M. no. 26/2012, 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 signature**

 **electronic, so that they will be received until the latest on December 13, 2019, at 10.00. When completing the special and general powers, 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 November 29, 2019, at 15.00.  The access of the shareholders entitled to participate in the OGMS 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 AGOA summons 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 OGMS, by using the ballot form for the vote by correspondence ("Ballot voting by correspondence"). The ballot by correspondence: a) can be obtained, in Romanian and English, starting November 15, 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 "abstaining" 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, until the latest on December 13, 2019, at 10.00.  The ballots, completed and signed, will be sent accompanied by the copy of the identity document of the shareholder (in the case of the shareholders of individuals 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 Register or any other document, in original or in copy according to 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 not more than 3 months old as of the date of publication of the AGOA summons.  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 November 29, 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 December 13, 2019, 10.00 will not be taken into account for the determination of the quorum and majority in the OGMS.**

**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**