



S.C. TURBOMECHANICA S.A.

Bivd. Iuliu Maniu No. 244 District 6 Post Code 061126

Bucharest - Romania

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Bucharest Trade Registry Office code: J40/533/1991

Fiscal Code RO3156315 Sole identification code 3156315

Subscribed and Paid Capital of 36.944.247,50 RON

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CONVENER



The management board of **S.C. TURBOMECHANICA S.A.**, with headquarters in Bucharest, 244 Iuliu Maniu Bd., District 6, registered with the Bucharest Trade Registry Office under no. J40/533/1991, C.U.I. 3156315, according to the provisions of Law 31/1990, republished, with all modifications and addendums of Law no. 297/2004, met on 24.03.2015, decided to convene on 28.04.2015, 11.00 o'clock respectively 11.30, in the Protocol room of S.C. "Turbomecanica" S.A., situated in Bucharest blvd. Iuliu Maniu no. 244, district 6, of the **ORDINARY GENERAL SHAREHOLDERS MEETING** and the **EXTRAORDINARY GENERAL SHAREHOLDERS MEETING** documented in the Shareholder's Register at the end of day: 15.04.2015

The ordinary general shareholder meeting shall have the following itinerary:

1. Approval of Accounting Record of Managing Board for 2014 financial exercise and accounting unloading of Managing Board members for year 2014;
2. Approval of financial Auditor Report upon financial status on year 2014;
3. Approval of financial status on year 2014;
4. Approval of company income and expenses budget for year 2015.
5. Approval of the registration date which serves for the identification of the shareholders subject to the resolution of the General Shareholders' Meeting, proposing to such end the day of 20.05.2015, respectively ex date 19.05.2015.

6. Empowering Mrs. Spinka Henriette, Managing Board member, to sign the minute and the ordinary general shareholders meeting decision and the company juridical adviser to carry out the necessary formalities for undertaken requests registration at the Bucharest Trade Registry Office and publication of the general shareholders meeting decision publication in the Official Gazette, Part IV.

Extraordinary general shareholder's meeting shall have the following itinerary:

1. Ratification of the decision of the Management Board regarding credit amenities restructuring provided by Transilvania Bank – Militari Branch, according to:

- loan in the amount of RON 3.354.274,76 , received under Loan Agreement no. 40/04.02.2011 and subsequent addendums;

- loan in the amount of RON 1.674.495,31 , received under Loan Agreement no. 664/21.11.2011 and subsequent addendums;

- loan in the amount of RON 1.596.475 , received under Loan Agreement no. 385/02.07.2012 and subsequent addendum;

- loan in the amount of RON 9.400.000, received under Loan Agreement no. 186/24.06.2009 and subsequent addendum;

- loan in the amount of 159.094,89 euro, received under Loan Agreement no. 187/24.06.2009 and subsequent addendum;

2. Approval of granting power-of-attorney to the President of the Board of Directors to sign in the name and for the company all the documents regarding the loan restructuring of the loans granted by Banca Transilvania S.A. Cluj-Napoca – Militari Branch, as well as all undertaken agreements and commitments.

3. Approval of the registry date which serves to identify the shareholders upon which the general shareholders meeting decision have consequences, and for which the date of 20.05.2015 is proposed and respectively 19.05.2015.

4. Empowering Mrs. Spinka Henriette, Managing Board member, to sign the minute and the ordinary general shareholders meeting decision and the company juridical adviser to carry out the necessary formalities for undertaken requests registration at the Bucharest Trade Registry Office and

publication of the general shareholders meeting decision publication in the Official Gazette, Part IV.

If at the first convener legal representation conditions are not met, the extraordinary general shareholder's meeting shall take place on 29.04.2015, 11.00 o'clock respectively 11:30, same place, and with the same addendum.

Shareholder's access at the general meeting will be based on ID for individuals, for juridical persons and representing of private individual by special warrant of the individual they represent.

The special warrant shall be made in 3 exemplars: Romanian or English language (one for the company, one for mandate and one for the manatee). The special warrants in Romanian or English and a copy of the ID or a registry certificate of a represented shareholder shall be filed in at the company's headquarters or sent via e-mail: office@turbomecanica.ro, with extended electronic signature, until 27.04.2015, 10:00 o'clock.

The general empowering granted by the shareholder, as a client, to a intermediate (defined accordingly to article 2 paragraph (1) point 14 from Law no. 297/2004) or to an attorney, before the first use, shall be submitted to the company headquarters, in a certified copy by the shareholders power-of-attorney, until 27.04.2015, 10.00 o'clock (date for registration at the company registrar's office), under the sanctioning of losing the vote rights trough a power-of-attorney in the general meeting convened trough the present convener, according to the provisions of the Law.

Registered shareholders at the reference day in the shareholders registry can vote trough correspondence (in Romanian or English language), before the general shareholders meeting, with the use of a correspondence vote form. Correspondence vote form (in Romanian or English language), public notary legalized signature, together with an ID or shareholder registered certificate copy, shall be transmitted to the company, in original, at the headquarters until 24.04.2015, 16.00 o'clock.

Information and documents referring to itinerary , decision projects , special warrant forms ,and correspondence vote forms, all in Romanian or English shall be at the shareholders disposal , at the company's headquarters or on the companies site or (www.turbomecanica.ro), starting with 27.03.2015.

One or more shareholders who hold individually or at least 5% from the social capital, have the right to introduce new points in the daily itinerary of

the shareholders general meeting, which have to be sent to the company until 22.12.2014, 16.00 o'clock. Shareholders with proposed introduction of new points in the daily order have the right to present decision projects for the subjects proposed for the daily order until 10.04.2015, 16.00 o'clock.

Shareholders can ask questions regarding daily order points from the general meetings held on 27.03.2015 until 24.04.2015, 12.00 o'clock.

Detailed information's regarding shareholders rights can be consulted at the company headquarters or on the company internet page (www.turbomecanica.ro).

Reference date is 15.04.2015. Only shareholders registered in the Shareholders Registry at the reference day can participate and vote in the meeting.

RADU VIEHMANN

President of the Board

