



S.C. TURBOMECHANICA S.A.

Iuliu Maniu Bd. No. 244 Sector 6 Postal Code 061126

Bucharest - Romania

Phone: (+4) 0214340741; Fax: (+4) 0214340921; (+4) 0214343165

Trade Register Number J40/533/1991

Fiscal Identification Code RO3156315, Unique Identifier Code 3156315

Paid-in Subscribed Capital 36.944.247,50 RON

www.turbomecanica.ro; e-mail: office@turbomecanica.ro



CONVENER

The Board of **S.C. TURBOMECHANICA S.A.**, with its seat in Bucharest, Iuliu Maniu Bd. no. 244, sector 6, Trade Register No. J40/533/1991, C.U.I. (U.I.C.) 3156315, in accordance with the provisions of Law no. 31/1990, republished, as amended, and of Law no. 297/2004, met on 10.12.2015, has decided the convening on 18.01.2016, at 11.00 hours, at the Protocol Hall of S.C. "Turbomecanica" S.A., located in Bucharest, Iuliu Maniu Bd. No. 244, sector 6, **OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** registered in the Shareholders' Book at the end of the day of 08.01.2016.

The Extraordinary General Meeting will have the following agenda:

1. Ratification of the Board's Decision concerning the association of Turbomecanica S.A as funding member of the Aerospace National Association for the Non-destructive Control - "RO-NANDTB".
2. The approval of buy-back by the Society of its own shares according to the legal provisions applicable in the following conditions: maximum 36.944.241 shares (10% out of the total shares that constitute the shareholding) with the nominal value of 0.1 leu / share at a minimal price equal to the market price from BVB (Bucharest Stock Exchange) in the moment when the acquisition is made and a maximal price of 0.12 lei, for a period of maximum 18 months from the publication date of the AGEA (EGM) Decision in the Official Monitor of Romania, Part Four, in order to implement a remuneration system which will ensure the compliance with the long-term performance principle and a loyalty program for the employees on a period of at least 3 years, respectively giving a mandate to the Board in order to comply with this decision.
3. Authorisation of Mr. Viehmann Radu, domiciled in Bujorului Str. no. 35, sector 1, identified with I.C. series DP no. 123788, issued on 15.03.2007 by I.N.E.P., C.N.P 1520914400585, as President of the Board and General Manager to fulfil, in the society name on its behalf, all and any of the necessary acts and deeds in order to implement the buy-back, including but not limited to: (i) selection of the investment company/ companies which will perform the buy-back, (ii) negotiation and signing of contracts of supply investment services with the investment companies that will perform the buy-back, (iii) drafting the reports imposed by the regulatory framework applicable for the buy-back.
4. The approval of registration date which is used to identify the shareholders affected by the effects of the Shareholders' General Meeting's decision, by proposing to that purpose the date of 08.02.2016, respectively the ex date of 05.02.2016.

5. Authorisation of Mr. Radu Viehmann, president of the Board to sign The Minute and the Decision of the Shareholders' Extraordinary General Meeting and of the company's legal counsel to fulfil the necessary formalities in order to register the deed of undertaking at the Trade Office Register and publishing the Decision of the Shareholders' Extraordinary General Meeting in the Official Monitor, Part IV.

If at the first convocation the legal conditions of representation are not met, the Extraordinary General Meeting will be convened again on 19.01.2016, at 11.00 hours, in the same location, having the same agenda.

The access of shareholders to the general meeting is done by the simple proof of their identity, made in the case of individual shareholders, with the identity document, and in the case of legal personal and represented individual shareholders, with a special mandate given to the individual that represents them.

The special mandate will be issued in three original copies in Romanian or English (one for the society, one for the principal and one for the agent). Special mandates in Romanian or English and a copy of the identity document or the Registration certificate of the represented shareholder, will be submitted in original at the premises of the society or transmitted via e-mail: office@turbomecanica.ro, with extended electronic signature, until the 15.01.2016, at 10.00 hours.

The general power of attorney granted by the shareholder, as a customer, to an intermediary (defined according to art. 2 par. (1) pct. 14 of Law no. 297/2004) or to an lawyer, before the first use, will be submitted at the society premises as a copy certified by the shareholder representative until 15.01.2016, at 10.00 hours (the date of registration at the company's registry), under the sanction of use-it-or-lose-it right to vote by a Representative at the General Meeting convened through the present convener, according to the provisions of the law.

The shareholders registered at the reference date in the Shareholders'Book have the possibility to vote by correspondence (in Romanian or English) before the Shareholders' General Meeting by using the correspondence vote form. The correspondence vote form (in Romanian or English) with signature legalisation by a public notary together with the copy of the identity document or registration certificate of the shareholder will be transmitted to the society, in original, at its premises, until 15.01.2016, at 16.00 hours.

The information and documents concerning the items on the agenda, the decision drafts, the forms for the special mandates (in Romanian and English), as well as the correspondence vote form (in Romanian and English) will be made publicly available at the premises of the society or on its site (www.turbomecanica.ro), starting with 15.12.2015.

One or more shareholders which hold individually or collectively at least 5% of the share capital, have the right to introduce new items on the agenda of the shareholders general meeting, which will be transmitted to the society until 30.12.2015, at 14.00 hours. The shareholders which proposed the introduction of new items on the agenda have the right to present drafts decision for the items on the agenda, until 30.12.2015, at 14.00 hours.

The shareholders may ask questions concerning the items on the agenda of the general meetings starting with 15.12.2015 until 15.01.2016, at 12.00 hours.

More detailed information concerning the rights of the shareholders will be available for consultation at the society premises or on the society's Internet page (www.turbomecanica.ro).

The reference date is 08.01.2016. Only the registered shareholders in the Shareholders' Book at the reference date will be allowed to participate and vote during the meeting.

RADU VIEHMANN
President of the Board

