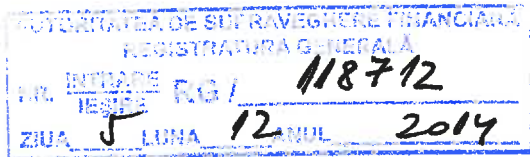
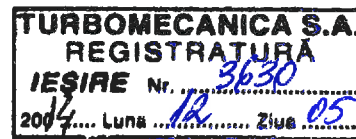


S.C. TURBOMECHANICA S.A.  
Blvd. Iuliu Maniu No. 244 District 6 Poștal Code 061126  
Bucharest - Romania  
Tel.: (+4) 0214340741; Fax: (+4) 0214340921; (+4) 0214343165  
Bucharest Trade Registry Office code: J40/533/1991  
Fiscal Code RO3156315 Sole identification code 3156315  
Subscribed and Paid Capital of 36.944.247,50 RON  
www.turbomecanica.ro; e-mail: office@turbomecanica.ro



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 04.12.2014, decided to convene on 07.01.2015, 11.00 o'clock, in the Protocol room of S.C. "Turbomecanica" S.A., situated in Bucharest blvd. Iuliu Maniu no. 244, district 6, of the EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING documented in the Shareholder's Register at the end of day: 24.12.2014.

Extraordinary general shareholder's meeting itinerary:

I. Ratification of the selling contract of the building with cadastral no. 216617, composed of terrain and it's afferent buildings, contract authenticated under no. 1142/20.11.2014 by the Individual Notary Office „Sandina Tabarana”.

II. Ratification of the decision of the Management Board from 25.11.2014 regarding:

1. Full reimbursement of the main loan contract no.103/16.05.2008, with the value of 2.337.847,48 Euro, closed with B.R.D.-G.S.G.- Militari Branch;

2. Full reimbursement of the sums of: 3.902.366,30 lei and 58.080,97 Euro, due to 25.01.2015, witch represents the main afferent to the credit contract no. 567/10.12.2007, closed with B.R.D.-G.S.G.- Militari Branch;

3. The deference between sums: 17.829.410,50 lei shall be used to diminish the multioption and multicurrency global loan ceiling granted acc. to

credit contract no. 103bis/28.04.2006, closed with B.R.D.-G.S.G.- Militari Branch under the following conditions:

a) Mobile goods guarantee extension represented by equipments destined to create pinions/gears acquired with the investment loan no. 103/16.05.2008, closed with B.R.D.-G.S.G.- Militari Branch, for the credit contract no. 103bis/28.04.2006, closed with the same bank, by signing of a new mortgage contract upon the equipment and registering it at A.E.G.R.M;

b) Extending the mortgage of the terrain from Dragomiresti-Vale, Ilfov county, brought as guarantee of loan contract no. 567/10.12.2007, closed with B.R.D.-G.S.G.- Militari Branch and upon loan contract no.103bis/28.04.2006 (multioption and multicurrency ceiling), closed with the same bank.

III. Ratification of the decision of the Management Board from 28.05.2014 and 11.11.2014 regarding credit amenities restructuring provided by Transilvania Bank – Militari Branch, according to:

- Addendums no. 07/40/30.05.2014 and no. 08/40/11.11.2014 to the loan contract no. 40/04.02.2011 and subsequent addendums;

- Addendums no. 07/664/30.05.2014 and no. 08/664/11.11.2014 to the loan contract no. 664/21.11.2011 and subsequent addendums;

- Addendums no. 07/665/30.05.2014 and no. 08/665/11.11.2014 to the loan contract no. 665/21.11.2011 and subsequent addendums;

- Addendums no. 06/385/30.05.2014 and no. 07/385/11.11.2014 to the loan contract no. 385/02.07.2012 and subsequent addendums;

- Addendums no. 06/386/30.05.2014 and no. 07/386/11.11.2014 to the loan contract no. 386/02.07.2012 and subsequent addendums;

- Addendums no. 08/186/30.05.2014 and no. 09/186/11.11.2014 to the loan contract no. 186/24.06.2009 and subsequent addendums;

- Addendums no. 05/187/30.05.2014 and no. 06/187/13.11.2014 to the loan contract no. 187/24.06.2009 and subsequent addendums.

IV. Approval of a under ceiling increase to issue banc guarantee letters from the multioption and multicurrency ceiling granted according to loan agreement no. 103bis/28.04.2006, closed with B.R.D.-G.S.G.- Militari Branch, with the sum of 1.000.000 lei. Bank guarantee letters constituted from the increased non-cash limit of 1.000.000 lei shall be used only in relation with M.Ap.N.

V. 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 guarantee agreements and non-cash limit increase , with B.R.D.-G.S.G.- Militari Branch

VI. 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 23.01.2015, respectively ex date 22.01.2015.

VII. Empowering the President of the Board of Directors to sign the minutes and the resolution of the Extraordinary General Shareholders' Meeting and empowering the company's legal counselor to carry out the necessary deeds for the registration of the mentions application with the Trade Registry Office and for the publication of the resolution of the Extraordinary General Shareholders' Meeting in the Official Gazette of Romania, Part IV.

If at the first convener legal representation conditions are not met, the extraordinary general shareholder's meeting shall take place on 08.01.2015, 11.00 o'clock, same place , and with the same addendum.

Shareholder's access at the general meeting will be based on ID for individuals ,and for juridical persons by special warrant

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 05.01.2015, 16.00 o'clock.

The special warrant shall be authenticated if the designated representing person is not an shareholder or if the warrant is sent by post office or by messenger and legalized if it's authenticated outside the country.

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 05.01.2015, 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 companies headquarters or on the companies site or ([www.turbomecanica.ro](http://www.turbomecanica.ro)), starting with 05.12.2014.

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, witch have to be sent to the company until 22.12.2014, 16.00 o'clock. Shareholders witch 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 22.12.2014,16.00 o'clock.

Shareholders can ask questions regarding daily order points from the general meetings held on 05.12.2014 until 05.01.2015, 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](http://www.turbomecanica.ro)).

Reference date is 24.12.2014. Only shareholders registered in the Shareholders Registry at the reference day can participate and vote in the meeting.

RADU VIEHMANN  
Management Board President

