



TURBOMECANICA

244 Iuliu Maniu Bd. District 6 Postal Code 061126 Bucharest Romania

Tel.: (+4) 021 434 07 41 Fax: (+4) 021 434 09 21; (+4) 021 434 31 65

Trade Registry Code J40/533/1991

Fiscal Registration Code RO3156315 Sole Registration Code 3156315

Fully Paid Share Capital 36.944.247,50 RON

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



CONVENER

The Board of **S.C. TURBOMECANICA S.A.**, with headquarters 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 23.03.2016, has decided the convening on **25.04.2016**, at **11.00** hours respective **12:00** hours, at the Protocol Hall of S.C. "Turbomecanica" S.A., located in Bucharest, Iuliu Maniu Bd. No. 244, sector 6, **OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** registered in the Shareholders' Book at the end of the day of 15.04.2016.

The ordinary general shareholder meeting shall have the following agenda:

1. Approval of the Administrators' Report issued by the Managing Board for year 2015 and the administrative discharge of the Managing Board members for year 2015;
2. Approval of the Financial Audit Report issued for the year 2015;
3. Approval of the Financial Statements for the year 2015;
4. Approval of the net profit distribution for the year 2015;
5. Approval of the income and expense budget for the year 2016;
6. Approval of the investment plan for year 2016;
7. Approval of the administrative agreement no.5/2012 termination and the discharge of the Managing Board members from its effects;
8. Election of the Managing Board members;
9. Approval of the draft framework administrative agreement which will be concluded with each Managing Board member and appointment of the person who will represent the Company by signing in the name of the Company the administrative agreement with the Managing Board members;
10. Remuneration settlement for the Managing Board members for the ongoing exercise;
11. Approval of the general limits for all additional remuneration of the Managing Board members and approval of the general limits for the executive directors' remuneration;
12. Appointment of the financial auditor and settlement of the minimum period of contract for the financial audit engagement;
13. 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 18.05.2016.

14. Authorisation of the President of the Board to sign The Minute and the Decision of the Shareholders' Ordinary 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' Ordinary General Meeting in the Official Monitor, Part IV

The list with information: name, town of residence and professional experience related to the persons proposed as member of the Managing Board will be made available for consultation and expansion, to the shareholders;

Applications, if any, for position in the Managing Board may be submitted until latest 08.04.2016; the application folder will include a curriculum vitae and diplomas to certify the professional qualification of the applicant;

The **extraordinary general shareholder meeting** shall have the following agenda:

- I. Authorization to change the company's memorandum of association (statute), as follows:

1. Replacing throughout the memorandum of association (statute) text the wording "commercial company" with the expression "company" and appropriate change of art. 1 and 2 of the memorandum of association (statute), which is rephrased as follows:

Art. 1. - Name of the company

The name of the company is TURBOMECANICA S.A. Company.

In all documents, invoices, announcements, publications and other documents used in trade, issued by the company, it will be mentioned: the name of the company, which will be preceded by the word "company" and followed by the words "share company" or the initials S.A., head offices, commercial registration number, unique registration code and share capital, out of which the paid share capital.

Art. 2. - Legal Form of the Company

The Company TURBOMECANICA S.A. is a Romanian legal person, having a legal form of joint stock Company, admitted to trading. It carries out its activity accordingly to Romanian law provisions and with the present memorandum of association (statute)."

2. Change of art. 8, paragraph. (3), which will have the following wording:
"The record of shareholders is ensured by S.C. Depozitarul Central S.A. (Central Depository), Bucharest-based, 34-36 Bd. Carol, district 2, authorised private independent registry, with which the company concluded an agreement for the provision of registry services."

3. Change of art. 9, paragraph (2), which will have the following wording:
"The shares will be issued exclusively in a dematerialised form, recorded in book-entry form, accordingly to the Regulation no. 13/2005 laying down procedures for the authorisation and functioning of central depository, clearing houses and central counterparties, approved by the Order of the National Securities Committee no. 60 / 2005."

4. Change of art. 17, paragraph (1) which will have the following wording:

(1) The Company "TURBOMECHANICA" S.A. Bucharest is managed in a unitary system by the Board, consisting of five members, chosen by the Ordinary General Assembly, including one president, chosen by the Board of its members. The Board's President is also the General Manager of the company.

5. In the last phrase of art. 17 paragraph (4), the expression "directors" is replaced with "managers".

6. Art. 21 paragraphs (2), (3) and (5) are modified and will have the following wording:

(2) All other personnel are hired by the general manager of the company.

(3) The salaries level of the company's personnel, on categories of functions, is established and can be modified by the General Manager based on studies and actual work, complying with the minimal limit of pay provided by the law.

(5) The rights and obligations of the company's personnel are established by the Company's General Manager.

7. Art. 23 paragraph (1) is modified and will have the following wording:

"Yearly financial statements will be drawn up under the conditions provided by the law and will be checked and audited, according to the law, a copy of them, together with the management report, the financial auditor's report and the minutes of the Shareholders' General Assembly will be submitted at the territorial unit of the Minister of Public Finances, under the conditions provided by the Law of accountancy no. 82 / 1991, republished."

8. Following paragraph (1) of art. 23 a new paragraph is inserted with the following wording:

"In case the companies' annual turnover is over 10 million RON, the company has the obligation to publish an announcement confirming the submission of acts provided at paragraph (1) in the Official Journal of Romania, Part IV."

II. The approval of registration date which is used to identify the shareholders affected by the effects of the Shareholders' Extraordinary General Meeting's decision, by proposing to that purpose the date of 18.05.2016.

III. Authorisation of the President of the Board to sign the following documents: The Minute and the Decision of the Shareholders' Extraordinary General Meeting, the addendum with the amendments and additions to the memorandum of association (statute) of the Company; the updated memorandum of association (statute) of the Company and the authorization 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 Ordinary and Extraordinary General Meeting will be convened again on 26.04.2016, at 11.00 hours respective 12:00 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 Company, 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 Company or transmitted via e-mail: office@turbomecanica.ro, with extended electronic signature, until the 22.04.2016, at 14.00 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 Company premises as a copy certified by the shareholder representative until 22.04.2016, 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 Company, in original, at its premises, until 22.04.2016, at 14.00 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 Company or on its site (www.turbomecanica.ro), starting with 24.03.2016.

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 Company until 08.04.2016, at 16.00 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 08.04.2016, at 16.00 hours.

The shareholders may ask questions concerning the items on the agenda of the general meetings starting with 24.03.2016 until 22.04.2016, at 12.00 hours.

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

The reference date is 15.04.2016. 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

