



TURBOMECANICA

Bd. Iuliu Maniu Nr. 244 District 6 Zip Code 061126 Bucharest - Romania

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European Unique Identifier (EUID) [ROONRC.J40/533/1991](#)

Commerce Registry Code J40/533/1991

Tax Code RO3156315 Unique Registration Code 3156315

Subscribed share fully paid capital 36,944,247.50 RON

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

CONVOCAȚION

The Board of Directors of the Company **TURBOMECANICA S.A.**, with headquarters in Bucharest Bd Iuliu Maniu nr 244 sector 6 incorporated under no J40/533/1991, CUI 3156315, in accordance with the provisions of the Law no 31/1990 as republished with subsequent modification and amendments and of the Law no. 24/2017 , gathered on 22.07.2020 has decided to call on 28.05.2020 hour 11 in the Protocol Hall of Turbomecanica SA located in Bucharest Bd Iuliu Maniu no.244 sector 6 THE ORDINARY GENERAL MEETING OF SHAREHOLDERS registered in the shareholders' registry at the end of the day of 14.08.2020.

The ordinary general meeting will have the following agenda:

1. Approval of the development strategy of Turbomecanica – diversifying the services portfolio for maintenance and repairs for CFM56-7B engines which are used on Boeing 737NG aircrafts;
2. Approval of the investment plan for 2020;
3. Approval of the registration date for the purpose of identifying the shareholders for whom the decision of the general meeting of shareholders produces effects, being proposed the date of 24.09.2020.
4. Establishing the date of 23.09.2020 as „ex date”, the calendar day from which the shares issued by TURBOMECANICA S.A., object of the Decisions of the ordinary general meeting of Shareholders are to be traded without the rights deriving out of that decision;
5. Empowering the President of the Board of Directors to sign the minutes and the decision of the ordinary general meeting of shareholders and the company's legal counsellor to fulfill the formalities necessary for registering it with the Trade Registry Office and for publishing the decision of the ordinary general meeting of shareholders in the Official Gazette, Part IV.

In case at the first call the legal conditions for the quorum are not being fulfilled, the ordinary general meeting of shareholders shall be again convened for 26.08.2020 hours 11 in the same place with the same agenda.

The shareholders registered with the Central Depository as shareholders as of 14.08.2020, which is the reference date of the meetings as per the evidences issued by Central depository SA may participate to the general meeting directly or may be represented at the meeting either by their legal representatives or by other representatives who were granted a special or general

power-of-attorney, under the conditions of art. 92 para 19 of Law no. 24/2017 on financial instruments issuers and market operations.

The minimum content of the power-of-attorney is as per art. 201 of ASF Regulation no. 5/2018. The preprinted form of the special power-of-attorney, in Romanian and English language, may be obtained upon request from the company's headquarters or it can be downloaded from the web site <https://turbomecanica.ro/adunarea-general-a-actionarilor/>, starting with the date of 24.07.2020.

The shareholders may grant a general power-of-attorney valid for a period which will not exceed 3 years, allowing its representative to vote in all aspects under debate in the general meetings of shareholders of one or several companies identified in the power-of-attorney, including as regards to dispositive documents, given that the power-of-attorney is granted by the shareholder, as a client, to an agent defined as per the provisions of the Law no 24/2017 on financial instruments issuers and market operations, or to a lawyer.

The shareholders may not be represented in the general meetings of shareholders based on a general power-of-attorney by a person found in a situation of conflict of interests that may occur especially in one of the following cases:

- a) he/she is a majority shareholder of the company or another entity controlled by the respective shareholder;
- b) he/she is a member of a body of administration, management or surveillance of the company, of a majority shareholder or an entity controlled as per those provided at letter a);
- c) he/she is an employee or auditor of the company or of a majority shareholder or an entity controlled as per those provided at letter a);
- d) he/she is the husband, relative or affinitive up to the fourth degree including of one of the natural persons provided at letters a)-c).

The proxy may not be substituted by another person. If the proxy is a legal entity, it may exercise its mandate by means of any person who is a part of the administration or management body or of its employees.

The deadline for submitting the powers-of-attorney is 21.08.2020, 11 a.m. hours. One signed copy of the power-of-attorney, containing the mention of conformity with the original, signed by the representative (in Romanian or English language) together with a copy of the identity card or the registration certificate of the represented shareholder will be submitted at the company's headquarters in Bucharest, Bd Iuliu Maniu no 244, District 6, or may be sent via e-mail with the extended electronic signature at the email address office@turbomecanica.ro. Certified copies of the powers of attorney are withheld by the Company this being mentioned in the minutes of the shareholders' meeting.

The shareholders may empower a credit institution which provides custodian services on the basis of a special power of attorney drafted under ASF Regulation no. 5/2018 and signed by the respective shareholder which shall be delivered together with a statement given on its own responsibility of the custodian institution which was so empowered where it shall be mentioned that:

- i) the credit institutions provides custodian services for the respective shareholder;
- ii) the instructions from the special power of attorney are identical with the instructions received through the SWIFT message received by the credit institutions in order to vote in the name of that shareholder;
- iii) the special power of attorney is signed by the respective shareholder.

The Special Power of attorney and the statement mentioned above shall be submitted at the Company's headquarters from Bucharest, Bd Iuliu Maniu no 244, District 6., in original, signed and if applicable, stamped, or they can be sent by email with extended electronic signature attached at office@turbomecanica.ro.

The shareholders registered on the reference date in the shareholders registry have the possibility to vote by correspondence, before the General Meeting of Shareholders, by using the preprinted form of correspondence vote, in Romanian or English language. The preprinted form of correspondence

vote signed, in original, or bearing the extended electronic signature, together with a copy of the identity card or the registration certificate of the shareholder, will be sent in original to its headquarters until 21.08.2020, up to 11 a.m. hours. Under the provisions of art 92 para 20 of the Law no 24/2017 in case a shareholder whom has expressed its vote by correspondence participates personally or by proxy in the general meeting, the correspondence vote expressed for that general meeting will be annulled, being considered only the personal or by proxy expressed vote.

Legal entities shareholders shall evidence the legal representative quality by a certificate issued by the trade registry presented in original or certified copy or any other document in original or certified copy issued by the competent authority in the state where the shareholder is duly registered which mentions the quality as legal representative. The documents in this respect shall be issued with maximum 3 months before 24.07.2020.

The documents which attest the quality of legal representative drafted in a foreign language other than English Language shall be accompanied by a translation, by an authorized translator, in Romanian or English language, without other additional formalities.

The documents, materials regarding the agenda, draft decision and the correspondence vote form, available in both English and Romanian languages shall be at the shareholders' disposal to be analyzed and if the case might be amended as per the provisions of art 117 para 6 of the Law no 31/1990 starting with 24.07.2020, 10 a.m. hours, at Company's headquarters in Bucharest, Bd Iuliu Maniu no 244, District 6, at Company's secretariat during business days and on the website o the Company <https://turbomecanica.ro/adunarea-general-a-actionarilor/>.

The shareholders holding individually or jointly at least 5% of the social capital has/have the right:

- (i) to insert new items on the agenda of the Extraordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft decision proposed to be adopted by the general meeting; and
- (ii) to submit draft decision for the items included or proposed to be included on the agenda of the general meeting.

These rights may be exercised in writing until 10.04.2020.

The company's shareholders may raise questions, in writing, concerning the items on the agenda, and they must be submitted at the company's headquarters or by email at the email address zaira.bamberger@turbomecanica.ro together with copies of the documents allowing the identification of the shareholder until 21.08.2020, 15 hours.

The company hereby informs the shareholders that it will strictly apply the restrictions in force at the date of the ordinary general meeting of the shareholders, regarding the limitation of the number of participants to events held in closed spaces, only according to the express decisions taken by the competent authorities. We inform specifically and expressly the shareholders of the Company that participation in public events / meetings held in confined spaces, under the conditions imposed by the authorities at that time, exposes the participants to a possible contamination with SAR-CoV-2 coronavirus, might represent a risk on which the Company and / or its management cannot be held responsible.

Taking into account the measures applied by the Company to ensure also the proper conduct of the general meetings of the shareholders, taking into account the legal provisions applicable due to the current epidemiologic situation in Romania, if the ordinary general meeting of the shareholders cannot be carried out by the physical presence of the shareholders, as a result of the specific decisions adopted by the authorities, the Company took all measures for the general meeting of the shareholders to take place by using the correspondence vote, and, as the case may be, by expressing the vote by using electronic means of data transmission, according to the legal provisions.

Thus, considering the provisions of the constitutive documents of TURBOMECHANICA SA, as well as those of Law no. 31/1990 on companies, Law no. 24/2017 regarding issuers of financial instruments and market operations the Regulation of the Financial Supervisory Authority no. 5/2018 regarding the issuers of financial instruments and market operations and the Regulation of the Financial Supervisory Authority no. 5/2020 for implementing of measures regarding the general meeting of shareholders while the emergency status caused by COVID-19, we specifically request the shareholders and investors convened for the Ordinary General Meeting of the Shareholders of 25.08. 2020 to analyze the support materials for the items on the agenda of the ordinary general meetings of the shareholders available on the Company's website www.turbomecanica.ro.

In the current context, the management of TURBOMECHANICA SA recommends to its shareholders, to the extent possible:

- To access the support materials for the OGMS in electronic format, available on the company's website, rather than the copies available at the company's headquarters;
- To vote by correspondence using the voting ballot by correspondence also available on the Company's website;
- To use all the electronic means of communication indicated in the call (e-mail at the addresses office@turbomecanica.ro or zaira.bamberger@turbomecanica.ro) rather than the post or the courier at the Company's headquarters, when submitting (i) proposals with respect to adding new items on the OGMS agenda, (ii) draft resolutions, (iii) written questions before OGMS, (iv) the powers of attorney for representation in the OGMS or (v) the correspondence voting ballot.

RADU VIEHMANN

President of the Board of Directors