

METALICA SA ORADEA

ORADEA, UZINELOR 10

J05/128/1991, CUI RO 51179

Tel. 0259/267732, Fax 0259470032

www.metalica.rdsor.ro

E-mail: metalica@rdsor.ro, office@meor.ro

CONVENER FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

CONSTANTIN RELATIVE INVESTMENTS SRL, having the registered office in Bucharest, 6 Aleea Parva, building C37, 4th entrance, 4th floor, flat 152, 6th sector, duly represented by Ștefan Constantin, in the capacity of Administrator, under the hearing report no. 77/17.03.2016, pronounced by Bihor Court in file no. 3546/111/2015, and as per the provisions of Law 31/1990, calls the **ORDINARY GENERAL MEETING OF SHAREHOLDERS** on 01.06.2016, hours 09:00, at the registered office of the company in Oradea, 10 Uzinelor Street, for all the shareholders registered in the Shareholders' Register by 01.04.2016, the reference date being considered the date established by the court through hearing report no. 77/17.03.2016, pronounced by Bihor Court in file no. 3546/111/2015. If the quorum requirements are not met on 01.06.2016, as per hearing report no. 77/17.03.2016, pronounced by Bihor Court in file no. 3546/111/2015, the Ordinary General Meeting of Shareholders shall be reconvened on 08.06.2016, hours 09:00, at the registered office of the company, with the same agenda.

A) THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS of 1/8 June 2016 is the following:

1. Revoke the members of the Board of Directors of METALICA SA;
2. Elect new members of the Board of Directors. The nominations for members of the Board of Directors of METALICA SA are the ones approved by the executive report pronounced by Bihor Court in file no. 3546/111/2015, respectively: Silinescu Bogdan Florin, Ștefan Constantin and Ștefan Dumitru. The interested persons may submit their candidatures as per the conditions specified in the convener within 15 days at most from the publication of the convener, at the secretariat of METALICA SA.

3. Approval of the commission of a person for fulfilling the required measures at the Trade Registry for the registration of the Decision and of other documents approved at the Ordinary General Meeting of Shareholders of 1/8 June 2016.

The shareholders' rights to attend general meetings; documents afferent to the general meeting:

- The right to attend or to be represented at the Ordinary General Meeting of Shareholders and to vote is held by all the shareholders registered in the Shareholders' Register of METALICA SA, listed by Registrar DEPOZITARUL CENTRAL SA Bucharest on 01.04.2016, reference date established by Judgment in civil case no. 77/17.03.2016, pronounced by Bihor Court in file no. 3546/111/2015, with the voting rights conferred according to this register and the provisions of article 203 of Law 297/2004.
- The shareholders registered in the Shareholders' Register on the reference date can attend the general meetings in person, through legal representatives or attorney-in-fact, under special power of attorney.
- The special power of attorney shall be drafted in three originals, one for the company, the second for the attorney-in-fact and the third for the shareholder. After being filled in and signed, the special power of attorney issued to the company, along with a copy of the identity document or of the registration certificate of the represented shareholder, shall be submitted at the registered office of the company 48 hours at least before the date of the General Meeting, that is, by 30 May 2016, hours 09:00, under penalty of the loss of the right to vote at that Ordinary General Meeting of Shareholders and shall be notified to the shareholder who calls the meeting, CONSTANTIN RELATIVE INVESTMENTS SRL by e-mail at office@meor.ro.
- The powers of attorney shall be kept by the company, being mentioned in the minutes of the Ordinary General Meeting of Shareholders.
- The shareholders' access to the General Meeting is granted based on proof of their identity – for natural persons, the identity document, for legal persons and represented natural persons (and represented legal persons), the special power of attorney, the attorney's identity document and the proof of registration.

- The shareholders may vote the items on the agenda through correspondence as well, the properly filled in and signed voting form shall be sent in sealed envelope at the office of the company by the 30th of May 2016, hours 09:00 at the latest, writing on the envelope, in capital letters: "For the Ordinary General Meeting of Shareholders of 01.06.2016". The dispatch of the envelopes or the submission of the correspondence at the office of the company shall be notified to the shareholder who calls the meeting by e-mail at office@meor.ro.

The original ballot sent by correspondence shall bear the signature certified by the notary public and shall be sent by mail or another courier at the address of METALICA SA Oradea, as specified above.

- In case of the secret ballot applicable to items 1 and 2 of the agenda, the secretariat of the Ordinary General Meeting shall ensure the procedure of secret ballot.

- The special power of attorney form, the correspondence ballot form, the ballots, the decision draft, as well as the informative materials submitted for approval on the agenda of the Ordinary General Meeting of Shareholders, can be procured from the office of the company, as well as from the office of the conventional representative of the shareholder who calls the meeting, lawyer Pop Adrian, having the office in Oradea, 6 Mihail Kogălniceanu Street, flat 1, Bihor (Monday to Friday, from 13:00 to 16:00), as well as from the webpage of the company – www.metalica.rdsor.ro, in the time span which starts at least 30 days before the date of the Ordinary General Meeting of Shareholders.

- One or several shareholders who hold individually or collectively at least 5% of the share capital of the company are entitled to introduce new items on the agenda of the Ordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or decision draft, submitted for approval to the Ordinary General Meeting, which shall be sent in writing to the above-mentioned registered office of the company and to the e-mail address of shareholder Constantin Relative Investments SRL, which calls the Ordinary General Meeting of Shareholders, respectively office@meor.ro, within 15 days at most from the publication of the convener afferent to the Ordinary General Meeting of Shareholders.

- In case the agenda of the General Meeting includes the election of the members of the Board of Directors, the candidatures for the position of member of the Board of Directors of the company may be submitted, as per article 117 index 1 of Law 31/1990 republished, with the subsequent amendments and supplements at the office of the company, within 15 days at most from the publication of the convener and shall be notified by e-mail at office@meor.ro. For each nominated candidate, include a CV which shall specify, at least, the name, the place of residence and the professional qualification of the candidate. The list including the name, place of residence and professional qualification of the persons nominated for the position of administrator are at the shareholders' disposal and can be consulted and completed by them according to the conditions above.

- The shareholders of the company may ask questions concerning the items on the agenda of the Ordinary General Meeting of Shareholders, in writing, which shall also be submitted at the office of the company by e-mail, at office@meor.ro, along with copies of the identity documents for the purposes of the shareholder's identification (copy of the identity card in case of natural persons shareholders and registration certificate along with the official document attesting the capacity of legal representative of the shareholder in case of legal persons shareholders) 48 hours at the latest before the date of the assembly, that is, 30th of May 2016, hours 9:00. The company may formulate a general answer for the questions with the same content. The answers shall be communicated at the Ordinary General Meeting.

- All the documents sent to the company in relation to the General Meeting shall be sent in closed envelope, bearing the mention: "For the Ordinary General Meeting of Shareholders of 1/8 June 2016".

- The session of the Ordinary General Meeting of Shareholders shall begin at the time specified in the afferent convener. The General Meeting shall be presided over by the Chairman of the meeting, Mr. Ștefan Constantin, according to the convener authorisation court order. The Chairman of the meeting shall nominate a secretary of the meeting and shall submit the latter's nomination to the vote of the General Meeting.

- The list containing information concerning the name, the place of residence and the professional qualification of the persons nominated for the position of administrator shall

be at shareholders' disposal at the registered office of the company, as well as on the internet page of the company www.metalica.rdsor.ro, and it can be consulted and filled in by the shareholders.

Constantin Relative Investments SRL
represented by administrator Ștefan Constantin

illegible signature

round stamp: CONSTANTIN RELATIVE INVESTMENTS S.R.L. C.U.I. 34748902

*J40 / 8349 / 2015 * Bucharest – Romania **



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