

THE COMPANY METALICA S.A., 10 Uzinelor St., Oradea

Regulation on carrying out The Ordinary General Assembly of Shareholders
01/08.06.2016

The ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS of the Company METALICA S.A., dated 01.06.2016, 9:00 AM, respectively 08.06.2016, 9:00 AM, at the office in 10 Uzinelor St., Oradea;

The shareholders must act under the provisions of Law no. 31/1990, Law no. 297/2004 and Regulation CNVM¹ no. 6/2009.

In order to identify and prove the quality of shareholder of a person asking questions or making proposals for completion of the agenda, the Company shall ask such person to present documents certifying their identity, as well as the account balance issued by the Central Depository or by participants who provide custodial services (as they are defined in art. 168 paragraph (1) letter b) of Law no. 297/2004) proving the quality of shareholder and the number of shares held.

The General Assembly of Shareholders convenor shall contain at least the following information:

- a. the Company name;
- b. date and place of the General Assembly;
- c. starting time of the General Assembly;
- d. the proposed agenda. When the agenda includes proposals for amendments of the document of incorporation, the convocation shall contain the full text of such proposals. Where the agenda includes the appointment of Managers, the convocation shall specify that the list containing information on names, place of residence and professional qualification of the persons proposed for the position of Manager is at the shareholders' disposal, and it can be consulted and completed by them;
- e. a clear and precise description of the procedures that must be observed by the shareholders in order to participate and vote within the assembly; there

¹ The Romanian National Securities Committee

shall be specified the rights of the shareholders and the due date by which they may be exercised;

- f. explicit specification of the fact that the right to vote can be exercised either directly, by a representative or by correspondence, as well as references on the voting procedure by a representative or by correspondence;
- g. manner of distribution of voting ballots by correspondence and of forms of special power of attorney for representation within the General Assembly of Shareholders, as well as the date from which they are available;
- h. the date up to which the shareholder may send their vote by correspondence and the exact address where the votes by correspondence are to be sent;
- i. date and place of transmission/reception of the special powers of attorney;
- j. reference date as well as specification of the fact that only the persons that are shareholders on that date have the right to participate and to vote within the assembly;
- l. due date up to which one can make proposals for candidates for the positions of Managers, where the agenda includes the appointment of Managers;
- m. place where one can obtain the full text of documents and decision projects;
- n. other information related to issues on the agenda of the assembly and the date from which they are available, as well as the procedure to be followed in this regard;
- o. the website address where information on the assembly will be available;
- p. proposal on the registration date, ex-date and date of payment.

Each share subscribed and paid by the shareholders offers them the right to vote within the General Assembly of Shareholders, the right to elect and be elected in the governing bodies, the right to participate in profit sharing, as well as other rights provided by the Company's document of incorporation. The Company understands to ensure the right to equal treatment for all the shareholders on the same position in terms of participation and exercise of the right to vote within the General Assembly of Shareholders. Shareholders have, among others, the right to

participate in the general assemblies of shareholders and the right to access to sufficient information on issues subject to debate in the General Assembly.

Voting by a representative

Each shareholder registered on the reference date has the right to appoint, based on a special power of attorney whose signature is legalized by the notary public, any other natural or legal person, except for Managers, as a representative, in order to participate and vote on their behalf within the General Assembly of Shareholders. The representative rejoices the same rights to vote, take the floor or ask questions within the General Assembly of Shareholders as the shareholder they represent. In order to be appointed as a representative, such person must have legal capacity. The special power of attorney shall be prepared in three original copies (one for the Company, one for the shareholder and one for the representative), by filling in the form published on the Company's website, under legalized signature. Together with the submission to the Company of the special powers of attorney, the shareholder is bound to attach the proof of quality as a representative of the person signing the special power of attorney (a copy of the identity document and ascertaining certificate issued by the Trade Register, not older than 90 calendar days).

If the agenda changes, the Company is bound to update the form for the special power of attorney. The special power of attorney is valid only within the General Assembly of Shareholders that it was requested for. The representative has the obligation to vote according to the instructions formulated by the shareholder appointing them. A person representing more than one shareholder based on special powers of attorney shall vote by aggregating the total number of votes "for/approved", "against/not approved" or "abstention" votes, without compensating them. The special powers of attorney, filled in by the shareholder either in Romanian or in English and signed on each page with a legalized signature, shall be submitted in their original forms at the Company's office, sent by fast courier, by regular post, with confirmation of receipt, or transmitted by means of electronic signature extended to the e-mail address specified in the convenor, at least 72 hours before the assembly, under the penalty of losing the exercise of the right to vote within the assembly thereby. The special powers of attorney, accompanied by the identity documents and those certifying the quality of representative of the signer, where

applicable, shall be put in a sealed envelope with the following observation on the envelope: "SPECIAL POWERS OF ATTORNEY FOR THE ORDINARY AND/OR EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS FROM ____/____".

A special power of attorney may not be taken into account in one of the following situations:

- the shareholder's signature has not been legalized by the notary public
- it has not been submitted in due time
- it does not contain the name written clearly and the shareholder's signature legalized by the notary public
- it does not contain the identification data of the shareholder
- it is not accompanied by the identity documents and papers certifying the quality of representative of the signer
- it does not contain the name of the representative
- the representative is incompatible (Management Board members or employees)

Special powers of attorney affected by vices such as: conflicting or conditioned options, illegible writing, etc. shall be taken into account only by the quorum of the meeting, and the votes shall be cancelled.

The vote by correspondence may be used by any shareholder, either natural or legal person. For this purpose, the Company shall provide on the company's website voting ballots by correspondence, with the following minimum content:

- METALICA SA shareholder identification data
- Specification of the number of rights to vote, as proportion of the total number of rights to vote
- Date, place and time of the General Assembly of Shareholders that the voting ballot by correspondence has been filled in for
- The requirement that the signature on the voting ballot be legalized by the notary public. The release date of the voting ballot by correspondence. The ones issued on a subsequent date repeal the previous ones.

- Specification of each point on the agenda and the shareholder's option "for/approved", "against/not approved" or "abstention". The shareholder must choose a single option, under the penalty of annulment of the vote.
- In case of appointment of Management Board Members, there shall be counted the "for/approved" votes. Each shareholder is bound to vote "for/approved" for 3 candidates at the most, under the penalty of annulment of the vote. Instead, they may vote for and only "for" one or two of the candidates. The vote cannot be divided into more options, in the sense that the vote shall be expressed for the entire number of shares held for each point on the agenda.
- the name written clearly and the shareholder's signature legalized by the notary public

The voting ballots shall be submitted to the company METALICA SA, at least 48 hours before the Ordinary General Assembly of Shareholders, in a sealed envelope with the observation: "FOR THE ORDINARY AND/OR EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS FROM ____/____". They shall be communicated by submission to the Secretariat of METALICA SA, by postal service or courier service. The voting ballots shall bear the signature legalized by the notary public. They will be accompanied by the identity document of the shareholder in case of natural persons, or the identity document of the legal representative of the shareholder in case of legal persons and ascertaining certificate not older than 90 days issued by the Trade Register Office.

Access of the shareholders to the General Assembly of Shareholders meeting is made by the mere proof of identity, in case of shareholders natural persons with the identity document.

In case of shareholders legal persons and shareholders natural persons by a representative, the access is granted with a special power of attorney for the person representing them, as well as the ascertaining certificate for the shareholder legal person.

The shareholders present at the assembly (directly or by a representative) as well as those that have sent their voting ballots by correspondence shall be taken into account by the secretariat of the assembly when establishing the weight of the share capital represented in the meeting compared to the total share capital of

METALICA SA, in order to establish the quorum necessary for carrying out the assembly and the validity of the decisions made.

The Secretariat of the Ordinary General Assembly of Shareholders – appointed by the person presiding the Ordinary General Assembly of Shareholders – shall keep safe the writs as well as the confidentiality of the votes expressed by correspondence and of the special powers of attorney submitted to the company's office, until the time of vote of the corresponding resolutions related to the agenda.

Each shareholder present at the assembly or requesting the communication of forms shall receive one or more voting ballots bearing the stamp of the Company, and specifying the number of shares held, the number of votes and the points on the agenda, as well as the options "for/approved", "against/not approved" or "abstention". The Secretariat of the General Assembly of Shareholders shall verify the consistency of the data filled in by the shareholder in the voting ballots by correspondence and the ones in the shareholders' register on the reference date, as well as the concordance between the special powers of attorney and the voting ballots filled in by representatives. They will be deemed valid only the voting ballots containing all the identification elements required for the signer and that have encircled a single option on the voting ballot next to an issue put to a vote. In case of appointment of the Management Board Members, each voter has the right to express on the voting ballot 3 "for/approved" options for 3 candidates enrolled and validated for this position. Based on their options, the shareholders have the possibility to express a "for/approved" vote only for one or two candidates. In case of a secret vote for the election of the Management Board, there shall be deemed elected those who sum up the highest number of "for/approved" votes among all candidates. The voting ballots having encircled more than one option for a single candidate or presenting more than 3 "for/approved" options for the enlisted candidates are to be considered void. In case of vote for dismissal of the Management Board Members, the dismissal is considered approved if, during the Ordinary General Assembly of Shareholders meeting where the statutory quorum is met, the "for/approved" votes for dismissal outnumber the "against/not approved" votes for dismissal of the Management Board Members. After exercising the right to vote, the voting ballots are kept and archived by the Company.

The secret nature and the procedure of the vote where the vote is secret shall be ensured by the technical secretariat of the Ordinary General Assembly of Shareholders – that may be assisted in order to apply this regulation by a lawyer contracted in this regard by the company METALICA SA on demand of the president of the meeting.

The General Assembly of Shareholders is chaired by the Shareholders Manager convening the shareholders assembly or by a substitute. In the meeting take part the company director – who will answer the shareholders' questions formulated under the legal terms and conditions, and specialist legal advisers who will ensure the technical secretariat of the meeting – notary, lawyer. The chairman opens the meeting and proposes the election of a secretariat, in this regard one may use the services of a notary public.

The notary public verifies the shareholders' presence list and the fulfillment of all formalities required by law and by the document of incorporation for conducting the General Assembly of Shareholders. The chairman may appoint, among the company's employees or may specifically hire a lawyer, for the ensurance of the technical secretariat, to support the activity of the meeting secretariat. After finding fulfillment of the legal requirements and provisions of the document of incorporation, the agenda is browsed through.

The General Assembly of Shareholders Secretariat shall prepare the minutes of the meeting to which shall be attached the documents referring to convocation, as well as the shareholders' presence lists. The minutes signed by the chairman of the meeting and by the secretary, shall find the fulfilment of all convocation formalities, date and place of the General Assembly of Shareholders, present shareholders, number of shares, summary of the debates, decisions made, and on shareholders' demand, statements made during the meeting.

The Ordinary General Meeting of Shareholders shall be audio recorded.

The minutes shall be recorded in the general assemblies' register. The decisions made during general assemblies shall be signed by the chairman of the meeting and by the secretary of the meeting.



Enforceable against third parties, the decisions made during general assemblies shall be submitted within 15 days to the Trade Register Office in order to be referred to in the register and published in the Romanian Official Gazette, Part IV.

The decisions shall be published within the same deadline on the Company's website as well.

Also, the decisions shall be communicated to shareholders, through submission of the current report to ASF² and BVB³ in order to be published on the market operator's website www.bvb.ro, according to the provisions of art. 113 of the CNVM Regulation no. 1/2006.

The decisions of the General Assembly of Shareholders are compulsory even for the absent shareholders, those represented by a proxy or those who voted against. Shareholders who did not attend the general assembly or those who voted against and asked it to be recorded in the meeting minutes, have the right to take to court the decisions of the general assembly within 15 days starting from publication in the Romanian Official Gazette, Part IV.

Bucharest, 27.04.2016

Chairman of the Ordinary General Assembly of Shareholders 01/08.06.2016

CONSTANTIN RELATIVE INVESTMENTS SRL

through Manager Ștefan Constantin

Illegible Signature

Round stamp of CONSTANTIN RELATIVE INVESTMENTS SRL

The undersigned, HUDRIȘ ROXANA CONSTANTINA, sworn translator and interpreter for English and French by principle of the Authorization no. 31611 released on May 17th, 2011, by the Romanian Ministry of Justice, certify the accuracy of the translation from Romanian into English, that the text presented to me has been fully translated, without omissions, and that during the translation, there was not distorted the content and meaning of the document.

² Financial Supervisory Authority
³ Bucharest Stock Exchange

