

CONVOCAATION LETTER

As a result of the deliberations within the meeting held on 22nd of March 2017, the Board of Directors of the company MECANICA FINA SA headquartered in Bucharest, 5-25 Popa Lazar Street, district 2, phone: 0212520085 / 0212523121, fax 0212523118, e-mail: office@mecanicafina.ro, web: www.mecanicafina.ro, registered within Register of Companies of Bucharest Court of Law under no. J 40 / 2353 / 1991, sole registration code: 655, convokes the Ordinary General Meeting of Stockholders on 27th of April 2017, 10 o'clock at the company's headquarters for all stockholders registered within the Register of Stockholders on 13th of April 2017, established as reference date, having the following agenda:

1. Analysis and approval of the management report of the Board of Directors for year 2016;
2. Analysis and approval of the financial auditor report regarding the financial statements for year 2016;
3. Analysis and approval of the financial statements for year 2016 and approval of distributing the net profit to the reserve fund, within the limit provided by the Law and to development fund (other reserves – own financing sources);
4. Approval of the yearly report for 2016 prepared according to provisions of the capital market legislation;
5. Approval of discharging the managing directors for the financial year 2016 and taking over of the management for the financial year 2017;
6. Establishing the remuneration for the managing directors for the current year;
7. Analysis and approval of the income and expenses budget / activity program for year 2017;
8. Approval of the date of 16th of May 2017 as the registration date of the stockholders affected by the decisions adopted within the General Meeting and approval of the date of 15th of May 2017 as "ex date".

In case of lacking the quorum, the General Meeting of Stockholders shall be held on 28th of April 2017, in the same place, at the same hour and having the same agenda, for all stockholders registered within the Register of Stockholders at the same reference date.

Only the shareholders entered in Register of Shareholders on **13.04.2017** (Reference date) may participate and vote within general meeting.

The access of shareholders entitled to participate in the general meeting is allowed based on simple proof of their identity, made in case of shareholder – physical person based on the identity card and in case of shareholders – legal entities or shareholders – represented physical persons, based on special or general power of attorney granted to the physical person representing them and based on the identity card of the representative. The form of special power of attorney may be obtained from the Company's headquarters starting on **27.03.2017** and from its website: www.mecanicafina.ro being available in Romanian and English languages.

The special or general power of attorney shall be prepared in triplicate (one for the company, one for the attorney-in-fact and one for the empowering person). The powers of attorney and a copy of the identity card or registration certificate and certificate of good standing issued by the register of companies or any other document issued by a competent authority from the state in which the shareholder is legally incorporated (maximum 3 months old related to the date of publishing the convoking letter of the general meeting) of the represented shareholders, shall be submitted/transmitted in original at the Company's headquarters or transmitted by e-mail by means of extended electronic signature at the e-mail address office@mecanicafina.ro and prepared either in Romanian or English language, until **25.04.2017, 10.00** o'clock.

In case of special / general power of attorney granted by a shareholder to a credit institution providing custody services, it shall be signed by the respective shareholder and shall be accompanied by a statement on one's own liability given by a credit institution receiving the representation empowering letter by means of the special/general power of attorney from which it results: (i) that the credit institution provides custody services for the respective shareholder, (ii) that the instructions contained by the special power of attorney are identical to the instructions contained by SWIFT message received by the credit institution for voting in the name of the respective shareholder, (iii) that the special power of attorney is signed by the shareholder.

On the date of the meeting, at the access point to the meeting room of the general meeting, the appointed representative shall hand over the original of the power of attorney, in case of transmitting it by e-mail, with incorporated electronic signature and a copy of his/her identification documents.

One or several shareholders individually or jointly representing at least 5% from the share capital have the right to introduce items on the agenda of the General Meetings. The quality as shareholder of the Company must be proved by means of original true copies of the valid identification documents of initiators. They relate to identity documents (identity card) in case of physical persons and registration and good standing certificates or any other document issued by a competent authority from the state in which the shareholder is legally incorporated (maximum 3 months old related to the date of publishing the convoking letter of the general meeting) indicating the holders of the quality as legal representatives for the shareholder – legal entities of the Company. The documents attesting the quality as legal representative prepared in a foreign language other than English language shall be accompanied by the translation made by a sworn translator, into Romanian or English language. The proposals for introducing new items on the agenda of the extraordinary general meeting and the drafts of decisions for the items included or proposed for being included on the agenda of the extraordinary general meeting, shall be accompanied by copies of identity documents of initiators and shall be submitted at the Company's headquarters until **10.04.2017, 10.00 o'clock** at the latest, in closed envelope, with the clear mention in capital letters "FOR THE GENERAL MEETING OF SHAREHOLDERS" or sent by e-mail, with incorporated electronic signature pursuant to Law no. 455/2001, on electronic signature, until the same date, at the e-mail address: office@mecanicafina.ro indicating as subject "FOR THE GENERAL MEETING OF SHAREHOLDERS". The shareholders are informed that for the proposals regarding the insert of new items on the meeting's agenda, for each new item proposed by initiators, there must be presented a justification or a decision draft proposed to be adopted by the general meeting.

The last updated variant of powers of attorney and correspondence vote bulletins shall be available on the website of the company: www.mecanicafina.ro starting on **14.04.2017**.

Each shareholder has the right to ask questions to Board of Directors, in written form, before the date of general meeting, regarding its agenda, pursuant to art. 13 of CNVM Regulation no. 6/2009. The answer is considered to be given if the requested information is published on the company's website.

The shareholders entered on the reference date within the register of shareholders have the possibility to vote by correspondence, before the date of the meeting of by using the correspondence vote form. The correspondence vote form together with the copy of the identity document and/or registration certificate and certificate of good standing issued by ORC or any other document of the shareholders, issued by a competent authority from the state in which the shareholder is legally incorporated (maximum 3 months old related to the date of publishing the convoking letter of the general meeting) shall be transmitted to the Company, in original, at its headquarters or by e-mail, with extended electronic signature, incorporated according to Law no. 455/2001, at the e-mail address office@mecanicafina.ro until **25.04.2017, 10.00 o'clock**. The forms shall be prepared either in Romanian or in English language.

The shareholders voting by means special powers of attorney or correspondence vote bulleting may change their initial vote option or the means of expressing their vote, being considered as valid the last vote expressed and registered until **25.04.2017, 10.00 o'clock**. If the shareholder expressing his/her vote by correspondence participates personally or by proxy in the general meeting, the correspondence vote expressed for that general meeting shall be cancelled. In this case, there shall be taken into consideration only the vote expressed personally or by proxy.

The forms for correspondence vote bulletin, forms for special powers of attorney, documents and informative materials regarding the problems included on the agenda, including the resolution drafts, are put at the disposal of the shareholders starting on **27.03.2017** at the company's headquarters or on the company's website: www.mecanicafina.ro.

The check and centralization of the correspondence votes and votes given by means of special powers of attorney shall be made by a technical commission appointed by the Board of Directors, consisting in persons who shall keep under safe conditions and ensure the confidentiality of the votes until the moment of voting the resolutions entered on the agenda of the general meeting.

The herein convoking letter is completed by applicable legal provisions.

President of Board of Directors – General Manager Mollo Sergio