

CONVOCATION  
OF THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS  
OF SC COCOR SA

The Board of Directors of SC COCOR SA with head office in Bucharest, 29-33 IC Bratianu Blvd., district 3, registered with the Trade Register under no. J40/8281/1991, unique registration code 327763, on 18.02.2016, by virtue of Law no. 31/1990, Law no. 297/2004, of the regulations issued by CNVM, as well as of the articles of incorporation, decided the convening of the General Extraordinary Meeting of Shareholders on 22.03.2016 at 13,30 hours, at the head office of the company from Bucharest, 29-33 IC Bratianu Blvd., 4<sup>th</sup> floor – boardroom, district 3.

Only the shareholders registered in the Shareholders' Register kept by SC Depozitarul Central SA on 08.03.2016 established as reference date shall be entitled to attend and can exercise the right to vote, in person or by their legal representatives.

The General Extraordinary Meeting of Shareholders will have the following agenda:

1. Ratification of the Board of Directors decision no. 1 / 21.12.2015 on extending the maturity of the credit contracted by Cocor SA, through the credit agreement amended and consolidated nr. 235 / 28.06.2013 concluded with the Romanian Commercial Bank.
2. Approval of the amendment of Art. 7 of the Articles of Incorporation of the company meaning modifying the market within the Bucharest Stock Exchange where shares are traded. The proposed amendment reads: "Art. 7. Shareholders record is kept at the independent register kept by Central Depository SA and the company's shares are nominative, dematerialized and traded on the Bucharest Stock Exchange - Market Aero. " Approval of the Articles of Incorporation in the updated form and mandating the Chairman of the Board for signing the Articles of Incorporation in updated form.
3. Approval as the registration date 07.04.2016, according to art. 238 paragraph. (1) of Law no. 297/2004 to identify the shareholders who are affected by decisions adopted in

this General Extraordinary Meeting of Shareholders and approval of the date 06.04.2016 as "ex date".

4. Granting a power of attorney to the person who will take the necessary steps for the registration and publication of the resolution, as well as for the mentions of the company at the Trade Register.

The registered capital of SC Cocor SA is made up of 301.691 nominal stocks, each stock giving the right to one vote within the General Meeting of Shareholders.

The shareholders registered on the reference date are entitled to attend and to vote in the general meetings directly or they can be represented by other persons than the shareholders, except for administrators, based on a special power of attorney.

The access and/or the vote by correspondence of the shareholders entitled to attend the General Extraordinary Meeting of Shareholders is allowed only after proving their identity, which shall be made, in case of shareholder natural persons, by the identity card or in case of legal persona or represented shareholders natural persons, based on the form of power of attorney granted to the person representing them.

The representatives of the shareholders legal persons will prove their quality as follows:

- the legal representative base on an official document attesting such quality (for example: articles of incorporation, excerpt/trade register certificate issued by the Trade Register or any other proof issued by a competent authority, issued maximum 30 days before);
- the person to which the representation was granted – besides the above-mentioned documents, will submit also the special power of attorney signed by the legal representative of such legal person.

The forms of special power of attorney and/or the forms of vote by correspondence can be obtained from the head office of the company from Bucharest, 29-33 IC Bratianu Blvd., district 3, 4<sup>th</sup> floor – boardroom or can be downloaded from the company website, starting 22.02.2016. One original counterpart of the special power of attorney and/or the voting form of correspondence, filled in and signed, accompanied by the above-mentioned documents will be submitted / sent so that it can be registered with the company until the latest 18.03.2016 at 16 hours. The special powers of attorney / forms

of vote by correspondence accompanied by the shareholder's identity cards can be also sent by email with incorporated extended electronic signature, so that they can be registered with the company until the latest 18.03.2016 at 16 hours to the address [office@cocor.ro](mailto:office@cocor.ro) mentioning in the subject field "FOR THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 22/23.03.2016". On the date of the general meeting, the appointed representative will deliver the original of the special power of attorney/powers of attorney, if they were sent by e-mail with incorporated extended electronic signature.

One or more shareholders representing individually or together, at least 5 % of the registered capital, shall be entitled to introduce new items on the agenda of the general meeting, provided that each item is accompanied by a justification or a resolution draft proposed for adoption by the general meeting, as well as to make proposals of resolutions for the items included or proposed to be included on the agenda of the general meeting, no later than 15 days from the publication of the convening in the Romanian Official Gazette, 4th part. The proposals can be forwarded as follows:

- a) submitted at the head office of the company from Bucharest, 29-33 IC Bratianu Blvd., district 3, 4<sup>th</sup> floor, secretariat, with the specification written in capital letters "FOR THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 22/23.03.2016" or
- b) by certified letter with acknowledgment of receipt /courier, with the specification written in capital letters "FOR THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 22/23.03.2016" or
- c) sent by e-mail with incorporated extended electronic signature, to the address [office@cocor.ro](mailto:office@cocor.ro), mentioning in the subject field "FOR THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 22/23.03.2016".

Any interested shareholder shall be entitled to ask questions regarding the items on the agenda. The company can express a general answer for the questions with the same content. The answers to the shareholders' questions will be given during the meeting or they will be available on the company webpage, in question-answer format.

The above-mentioned shareholders shall have the obligation to send the materials / questions in writing, in sealed envelopes, accompanied by certified copies of the identity cards in case of natural persons, respectively the copy of the trade register certificate issued by the Trade Register or any other proof issued by a competent authority regarding the identity of the legal representative of the legal person not older than 30 days, as well as the copy of the document proving their quality of legal representative, at the head office of the company from Bucharest, 29-33 IC Bratianu Blvd., district 3, 4<sup>th</sup> floor – boardroom with a clear specification, written in capital letters: “FOR THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 22/23.03.2016”. The shareholders can send such questions also by incorporated extended electronic signature, accompanied by the certified copy of the identity card and the document attesting the quality of representative of the legal person, according to the mentions above, to the address [office@cocor.ro](mailto:office@cocor.ro), mentioning in the subject field “FOR THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 22/23.03.2016”.

The resolution drafts and the informative materials can be inspected at the head office of the company, any working day or on the company website [www.cocor.ro](http://www.cocor.ro), section “investors informations” starting 22.02.2016.

Additional information can be obtained at the head office of the company from Bucharest, 29-33 IC Bratianu Blvd., district 3, 4<sup>th</sup> floor, secretariat, at phone 021/313.14.03, from Monday to Friday, between hours 10-16.

If the validity requirements of the general extraordinary meeting are not met at the first call, the second call is established for 23.03.2016 in the same place, at the same time and with the same agenda.

Chairman of the Board of Directors,  
S.C. Popescu Management S.R.L.  
By Mr. Popescu Florea

