

CONVOCATION  
OF THE GENERAL ORDINARY MEETING OF SHAREHOLDERS  
OF SC COCOR SA FROM 26/27.03.2018

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. J40/182/1991, unique registration code RO 1579530, on 22.02.2018, by virtue of Law no. 31/1990, Law no. 24/2017, of the regulations issued by CNVM, as well as of the articles of incorporation, decided the convening of the General Ordinary Meeting of Shareholders on 26.03.2018 at 13 hours, at the head office of the company from Bucharest, 29-33 IC Bratianu Blvd., 4<sup>rd</sup> floor, boardroom, district 3.

Only the shareholders registered in the Shareholders' Register kept by SC Depozitarul Central SA on 12.03.2018 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 Ordinary Meeting of Shareholders will have the following agenda:

1. Discussion and approval of the individual annual financial statements, respectively the balance sheet, the profit and loss account, the statement of changes in equity, the cash flow statement, informative data, fixed assets statement and explanatory notes of the annual financial statements, drawn up for the financial year 2017, based on the reports submitted by the Board of Directors and the Financial Auditor
2. Approving the distribution of the net profit realized on 31.12.2017 to cover the losses of the previous years
3. Approval of the Income and Expenditure Budget for the year 2018
4. Approval of the release of management of the company directors for the activity performed during the financial year 2017
5. The election of the members of the board of directors by the cumulative vote method
6. Approval of the remunerations of the Board of Director's members
7. Rewarding the President of the Board of Directors for the activity developed in 2017
8. Approval to empower Ms. Popa Liliana to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders' resolution
9. Approval of the date of 13.04.2018 as registration date, for the opposability of all the decisions made by the Shareholder's Ordinary General Meeting, in accordance with the provisions of art. 86 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations.
10. Approval of the date of 12.04.2018 as ex date in accordance with the provisions of art. 1292 of Regulation no 1/2006 on issuers and operations with securities issued by NSC.

The registered capital of SC Cocor SA is made up of 301691 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, based on a general or a special power of attorney.

The access and/or the vote by correspondence of the shareholders entitled to attend the General Ordinary Meeting of Shareholders is allowed 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 special or general power of attorney granted to the natural 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, 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>rd</sup> floor, boardroom room or can be downloaded from the company website, starting 23.02.2018.

The special power of attorney may be granted to any person for representation in one general meeting and shall contain specific vote instruction from the shareholder.

Shareholders may grant a general power of attorney valid for a period which will not exceed three years, allowing its representative to vote in all matters under discussion in the general meetings of shareholders of one or more companies identified in the power of attorney, including in terms of disposal documents, provided that power of attorney be granted by the shareholder, as a customer, to an intermediate defined according to article 2, paragraph (1) point 14, of Law no. 297/2004, or to a lawyer. The general powers of attorney, before their first use, are submitted to the company with 48 hours before the general meeting, in copy, containing the conformity with the original mention under the representative signature. Certified copies of the powers of attorney are retained by the company, having made mention of this in the minutes of the general meeting.

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 23.03.2018 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 23.03.2018 at 16 hours to the address [office@cocor.ro](mailto:office@cocor.ro) mentioning in the subject field "FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 26/27.03.2018". 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.

The correspondence vote forms which shall not have been received in the form, within the stipulated term and accompanied by the documents mentioned in this convocation, shall not be taken into account when the presence and the voting quorum is established and when the votes are counted in the Ordinary General Meeting of the Shareholders.

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, boardroom room, with the specification written in capital letters "FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 26/27.03.2018" or
- b) by certified letter with acknowledgment of receipt /courier, with the specification written in capital letters "FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 26/27.03.2018" 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 ORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 26/27.03.2018".

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 room with a clear specification, written in capital letters: "FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 26/27.03.2018". 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 ORDINARY MEETING OF SHAREHOLDERS OF SC COCOR SA from 26/27.03.2018".

The nominations for the director position may be deposited until 19.03.2018, and will include at least information regarding name, hometown and professional skills of the persons nominated for the director position. The nominations for the director position will be posted at the Company's website starting from the date of their registration at the Company. The Company will draft the list containing the name, hometown and professional skills of the persons nominated for the director position and will make it available for the shareholders, at the Company's registered office or on its website and can be consulted or amended by the shareholders.

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 23.02.2018.

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, boardroom room, at phone 021/313.14.03, from Monday to Friday, between hours 10-16.

If the validity requirements of the general ordinary meeting are not met at the first call, the second call is established for 27.03.2018 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. Pricopie Cristian-Claudiu

