

COMCEREAL SA TULCEA

Tulcea, Isaccai Street, no. 73; Ph./Fax: 0240/534061/534069; e-mail: comcereal_tulcea @yahoo.com
Unique Registration Code: RO8392201; Trade Register Registration no. J 36/165/1996; LEI Code:
254900R1D1AN3UY3Q040; Share Capital: 8,177,652.50 ron
TRANSILVANIA BANK ACCOUNT: RO88BTRL03701202E10399XX
RAIFFEISEN BANK ACCOUNT: RO47 RZBR 0000 0600 0035 2530
BRD TULCEA ACCOUNT: RO13 BRDE 370S V016 7740 3700
UNICREDIT BANK ACCOUNT: RO26 BACX 0000 0005 2325 5000

NOTICE OF CONVOCATION of the Extraordinary General Meeting of Shareholders / Ordinary General Meeting of Shareholders

The sole administrator of **COMCEREAL S.A. TULCEA**, pursuant to article 113 and article 111 of the Law no. 31/1990, republished and amended, of the Law no. 24/2017, of the Regulations of the Financial Surveillance Authority and the provisions of the Articles of Incorporation, convenes the **Extraordinary General Meeting of the Shareholders** and the **Ordinary General Meeting of the Shareholders** which will be held on **11.04.2019, at 10.00 hours and respectively at 11.00 hours**, at the legal office of the company in Tulcea – Isaccai Street, no. 73, 3rd floor.

The right to participate and vote in the general meetings belongs to all shareholders nominally registered in the Shareholders' Registry at the end of the day **01.04.2019, which is the reference date**.

If at the first convocation the legal quorum conditions are not met, the General Meetings shall be rescheduled on **12.04.2019 at 10.00 hours and respectively 11.00 hours** at the legal office of COMCEREAL S.A. from Tulcea, Isaccai Street, No. 73, 3rd floor.

AGENDA of the Extraordinary General Meeting of Shareholders

1. Approval for Comcereal SA Tulcea to contract a loan in the maximum amount of 40.000.000 lei, for working capital.
2. Approval to guarantee the credit with fixed assets belonging to Comcereal SA Tulcea, representing 100% of the total fixed assets in the patrimony as well as the movable mortgage on the company's stocks and receivables.
3. Empowering the sole administrator to approve the terms of the effectively contracted credit, as well as the related guarantees.
4. Approval of the date of **02.05.2019**, as **registration date** and of the date of **01.05.2019** as **"ex date"**, for the identification of those shareholders affected by the decisions of the Extraordinary General Meeting of Shareholders.
5. Approval of the mandate for Mrs. Monea Aurora, economic manager, to sign and carry out the decisions of the Extraordinary General Meeting of Shareholders and to fulfil all the legal formalities required by the law for the registration of the mentions with the Trade Register, according to the adopted decisions.

AGENDA of the Ordinary General Meeting of Shareholders

1. Presentation and approval of the individual financial statements on 31.12.2018, based on the Report of the Board of Directors and on the Report of the Financial Auditor.

2. Approval of the distribution of the profit realized in the financial year 2018 in the amount of 1,491,319.30 ron for the following legal destinations:
 - 7,414.50 ron for the constitution of the legal reserve;
 - 175,480.40 ron for the constitution of reserves at the disposal of the company;
 - 1,308,424.40 ron for the distribution of dividends due to shareholders resulting in a proposed gross dividend value of 0,40 RON/share.
3. Presentation and approval of BVC (T.N.: Budget of Revenues and Expenses) and of the Investment Program for 2019.
4. The approval in the financial year 2019 of the accounting record for the resumption of incomes of the dividends not recovered for more than three years from the date of their exigibility for which the right to share is extinguished on prescription, respectively the dividends related to the financial years of 2007, 2008, 2009, 2011 and 2015, existing in balance as unpaid at the end of 20.10.2019.
5. Approval of the management discharge of the company's manager for the financial year 2018.
6. Approval of the sole administrator's allowance valid from 01.05.2019.
7. Approval of the level of professional liability insurance of the sole administrator for 2019.
8. Appointment of JPA Audit & Consultanta Romania SRL as financial auditor of Comcereal SA Tulcea for a period of 3 years in order to audit the individual financial statements for the financial years 2019, 2020 and 2021 as well as the empowerment of the sole administrator Pauna Ioan in order to negotiate and conclude the contract audit.
9. Approval of the date **30.08.2019** as the "**payment date**" of the dividends. The expenses related to the payment are borne by the shareholders from the net dividend.
10. Approval of the date of **08.08.2019**, as **registration date** and of the date of **07.08.2019** as "**ex date**", for the identification of those shareholders affected by the decisions of the General Meeting of Shareholders.
11. Approval of the mandate for Mrs. Monea Aurora, economic manager, to sign and carry out the decisions of the Ordinary General Meeting of Shareholders and to fulfil all the legal formalities required by the law for the registration of the mentions with the Trade Register, according to the adopted decisions.

The shareholders, individually or collectively representing at least 5% of the share capital, have the right, within **15 days** from the publication of this notice of convocation in the Romanian Official Gazette, part IV, to request the introduction of items on the agenda and to present the decision drafts for the items included or proposed to be included on the agenda.

The request to complete the agenda shall be sent in writing, in original, by post, at the company's legal office, accompanied by a copy of the identity document of the shareholder natural person/legal representative of the shareholder legal person and the proof of the shareholder's capacity, issued by the Central Depository.

The proof of the quality of legal representative of the legal person shall be made with an original ascertaining certificate, issued by the Trade Register Office, no later than 60 days before the date of the request's submission.

The right to ask questions about the items on the agenda may be exercised until **05.04.2019**, at the latest, by original letter, accompanied by the proof of the shareholder's capacity issued by the Central Depository and by the proof of the legal representative's capacity, by an original ascertaining certificate, issued by the Trade Register, in original, no later than 15 days before the date of the letter's transmission.

The information on the exercise of these rights is available on the company's website www.comcerealtulcea.ro, **under the rubric "Relation with the investors"**.

The shareholders may directly participate and vote in the general meeting or may be represented by persons other than the shareholders, based on a special or general empowerment, which will be submitted directly at the company's legal office, in original, **48 hours** before the deadline set for holding the assembly.

The shareholders may also exercise their voting rights by post.

The vote by post will be submitted at the company's legal office or sent by post no later than **09.04.2019, until 15:00 hours**.

The shareholders of Comcereal SA can send the special or general Empowerment or the Vote by post also by data transmission electronic means, with extended electronic signature, based on a qualified certificate, at the e-mail comcereal_tulcea@yahoo.com.

The special or general empowerment form, the vote-by-post form and the procedures for filling in and transmitting them, shall be obtained as of **27.03.2019**, from the company's website www.comcerealtulcea.ro or from the shareholding department.

The materials can be consulted by the shareholders from the company's legal office in Tulcea, Isacsei Street, no. 73, 3rd floor, or from the company's official website www.comcerealtulcea.ro, starting with the date of publication of this Notice of Convocation in the Romanian Official Gazette, part IV.

The access into the meeting room is only allowed for shareholders on the basis of the Identity Bulletin/Identity Card for the natural persons, and for the legal persons, on the basis of the proof of legal representative or empowered person capacity. In the case of the represented natural persons and legal persons, the representatives will also present a copy of the special or general empowerment.

Sole Administrator
Pauna Ioan