

# Convening notice

January 12, 2018

**The Executive Board of S.C. PRODPLAST S.A. Bucharest**, company managed in two-tier system, registered with the Trade Register Office attached to Bucharest Court under no. J40/161/1991, Unique registration code 108, with its registered office in Bucharest, 256 Basarabia Blvd., District 3, Romania (hereinafter referred to as the "**Company**"), gathered in the meeting of January 10, 2018.

Pursuant to Law no. 31/1990 on trading companies, republished, with further amendments and additions, ("**Law no. 31/1990**"), Law no. 24/2017 on the capital market, with subsequent amendments (**Law no. 24/2017**), ASF Decision no. 1430/07.10.2014, (**Decision no. 1430/2014**) and provisions in the Articles of Association of S.C. Prodplast S.A.,

## CONVENES:

**The Extraordinary General Meeting of Shareholders on 19.02.2018, at 11:00 a.m.**, at the Company's registered office in Bucharest, 256 Basarabia Blvd., District 3, Romania, for all shareholders registered with the Company's Register of Shareholders, held by S.C. Depozitarul Central S.A. Bucharest, at the end of 05.02.2018, considered the **Reference Date** for this meeting.

If at the date mentioned above the conditions of validity/quorum stipulated by Law no. 31/1990 and by the Articles of Association of the Company are not met, pursuant to art. 118 of Law no. 31/1990, a second Extraordinary General Meeting of Company's Shareholders will be convened and established, for **20.02.2018, at 11:00 a.m.**, in the same place and with the same agenda and Reference Date.

## The agenda of the Extraordinary General Meeting of Shareholders is the following:

1. Approval to move the registered seat of the company from Bucharest, 256 Basarabia Boulevard, district 3, to Buftea city, 1 Bucuresti- Targoviste Highway, Ilfov county and the subsequent amendment of the Articles of Incorporation.
2. Approval to mandate the Managing Board to conclude any legal and administrative documents necessary for the move of the registered seat.
3. Approval to terminate the work point PVC Production Centre and the Polyethylene Packaging Production Centre from Buftea, 1. Bucuresti-Targoviste Highway, Ilfov county.
4. Approval of the date of 07.03.2018 as the Registration Date, as per article 86 paragraph [1] of Law no. 24/2017, in order to identify the shareholders who are subject to the resolutions adopted by the Extraordinary General Shareholders Meeting and the date of 06.03.2018 as an ex-date.
5. Approval to mandate the legal adviser of Prodplast, Mrs Gaisteanu Gabriela, with the possibility of replacement, in order to carry out all legal formalities to sign in the name of

Prodplast S.A.'s shareholders the Articles of Incorporation, in their updated version, as well as for registration, opposability, performance and publication purposes, in what concerns the resolutions adopted by the Extraordinary General Shareholders Meeting.

**a) The shareholders' right to attend the Extraordinary General Meeting of Shareholders**

Only shareholders registered with the Company's Register of Shareholders on the Date of Reference **(05.02.2018)** shall be entitled to attend and exercise their voting right in the **Extraordinary General Meeting of Shareholders**, according to the legal provisions and the Articles of Association, **personally** (through the legal representatives) or **by proxy** (based on Special Power of Attorney), or before the Extraordinary General Meeting of Shareholders, **by correspondence** (based on Ballot by mail). Representation of shareholders in the Extraordinary General Meeting of Shareholders can also be done through other persons than shareholders, based on special or general power of attorney.

**Access and/or voting by correspondence** of shareholders entitled to attend the Extraordinary General Meeting of Shareholders is allowed by simple evidence of their identity, achieved, *for natural person shareholders*, with the identity document (identity card for the Romanian citizens or, as the case may be, passport/staying permit for foreigners) and, *for legal persons*, with the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, passport/staying permit for foreigners).

**The capacity of legal representative** shall be proven with confirmation of company details issued by the Trade Register or any other document issued by a competent authority in the state where the shareholder is legally registered, proving the capacity of legal representative, presented in original or certified true copy. Documents proving the capacity of legal representative of the legal person shareholder shall be issued up to 3 months before the publication date of the convening notice for the Extraordinary General Meeting of Shareholders.

**Representatives of natural persons** shall be identified based on identity documents (identity card for the Romanian citizens or, as the case may be, passport/staying permit for foreigners), accompanied by Special Power of Attorney signed by the natural person shareholder.

**Representatives of legal person shareholders** shall be identified based on identity documents (identity card for the Romanian citizens or, as the case may be, passport/staying permit for foreigners), accompanied by Special Power of Attorney signed by the legal representative of the respective legal person. Representatives of legal person shareholders shall also present an official document proving the capacity of legal representative of the signatory of the Special Power of Attorney (proof issued by a competent authority, in original or certified true copy, not older than 3 months before the date of publication of the convening notice for the Extraordinary General Meeting of Shareholders).

**Representatives of shareholders other persons than shareholders** shall submit the Special or General Power of Attorney in original, signed by the shareholder, and the identity document [identity

card/passport/staying permit] of the empowered natural person representative or the document of registration of the empowered legal person in certified true copy and the identity document of the representative of the legal person empowered, as well as the document certifying the capacity of representative of the legal person empowered.

**Information on Special Powers of Attorney and voting by mail are mentioned in section c) below.**

**Documents submitted in a foreign language, other than English (except for identity documents valid on the territory of Romania) shall be accompanied by translation made by a sworn translator, in Romanian or English.**

**b) Documents related to the Extraordinary General Meeting of Shareholders**

As of **15.01.2018, at 09:00 a.m.**, the following documents can be downloaded from Company's website [www.prodplast.ro](http://www.prodplast.ro), Section Investor Relations/General Meeting of Shareholders, or can be obtained, upon request, every working day (09:00 a.m. - 04:00 p.m.) from Company's headquarters, by fax or mail:

- **Convening Notice of the Extraordinary General Meeting of Shareholders** (available in Romanian and English);
  - **Special Power of Attorney Forms** for shareholders' representation in the Extraordinary General Meeting of Shareholders, which can be updated if new items are added on the agenda (available in Romanian and English);
  - **Ballot Forms for voting by mail** for shareholders' participation in the Extraordinary General Meeting of Shareholders, which can be updated if new items are added on the agenda (available in Romanian and English);
  - **The information documents and materials** regarding the issues/aspects included on the agenda (available in Romanian and English);
  - **Draft Decisions** for items on the agenda of the Extraordinary General Meeting of Shareholders.
- If necessary, the reviewed agenda will be communicated by the Date of Reference, no later than on **02.02.2018, at 04:30 p.m.**, according to legal provisions.

**c) Special Powers of Attorney and Ballots for voting by mail**

After filling in and signing the **Special Powers of Attorney** for shareholders' representation in the Extraordinary General Meeting of Shareholders and/or, as the case may be, the **Ballots for voting by mail, forms which will be made available by the Company** according to those mentioned in letter b), **an original counterpart of the Special Power of Attorney/Ballot for voting by mail**, as appropriate, shall be submitted/sent in closed envelope, so that it is registered as received by Company's registration office by **14.02.2018, at 10:00 a.m.**, mentioning on the envelope typed and with capital letters **“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 19.02.2018/20.02.2018”**.

The procedure for voting by mail is available on Company's website [www.prodplast.ro](http://www.prodplast.ro), Section Investor Relations/General Meeting of Shareholders.

**Special Powers of Attorney** may also be sent by e-mail with incorporated advanced electronic signature, according to Law no. 455/2001 on electronic signature, with further amendments and additions, so that they are registered as received at Company's registry office by **14.02.2018, at 04:30 p.m.**, at the e-mail address [office@prodplast.ro](mailto:office@prodplast.ro), mentioning in the subject **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDES OF 19.02.2018/20.02.2018"**.

**Special Powers of Attorney and Ballots for voting by mail that are not registered at Company's registry office by the deadlines mentioned above shall not be taken into account to determine the presence and voting quorum in the Extraordinary General Meeting of Shareholders.**

**Special Powers of Attorney and Ballots for voting by mail shall have the format made available by the Company and contain specific voting instructions for each item on the agenda (i.e. vote "for", vote "against" or "abstention").**

**For validly exercising the rights mentioned in letter c), shareholders shall submit to the Company the certified copy of the identity document of the natural person shareholder (ID/Passport/Staying permit). In the case of legal persons, an official document shall also be submitted, issued by a competent authority, regarding the identity of the legal representative of the legal person shareholder, in original or certified true copy, not older than 3 months before the date of publication of the convening notice for the Extraordinary General Meeting of Shareholders.**

**Documents submitted in a foreign language, other than English (except for identity documents valid on the territory of Romania) shall be accompanied by translation made by a sworn translator, in Romanian or English.**

When they fill in the Special Powers of Attorney/Ballots for voting by mail, shareholders are kindly asked to take into account the possibility of supplementing the agenda of the Extraordinary General Meeting of Shareholders with new items or resolutions, in which case the agenda will be supplemented and made available no later than **02.02.2018, at 04:30 p.m.** In this assumption, Special Powers of Attorney/Ballots for voting by mail shall be updated and made available by means shown in section b) no later than **02.02.2018, at 04:30 p.m.**

Credit institutions providing custody services for the Company's shareholders may sign and transmit powers of attorney on behalf of their clients, based on their rights conferred by custody contracts and timely voting instructions received from clients for this General Meeting.

In this case, the Special Powers of Attorney shall be accompanied by an Affidavit given by the credit institution that received the empowerment of representation by Special Power of Attorney, showing

that:

- i) the credit institution provides custody services for the respective shareholder;
- ii) instructions in the Special Power of Attorney are identical with the instructions in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder;
- iii) The Special Power of Attorney is signed by the shareholder.

Special Powers of Attorney and the Affidavit given by the credit institution that received the empowerment of representation by Special Power of Attorney shall be submitted at Company's headquarters in original, signed and, as appropriate, stamped, without fulfilling other formalities regarding the form of these documents, within the deadlines referred to above.

Centralization, verification and keeping records of votes by mail, as well as verification and validation of Special Powers of Attorney submitted at the Company shall be done by the technical secretaries appointed under the law, who will keep the documents safe, as well as the confidentiality of votes expressed in this manner, until the moment of submitting to voting the corresponding resolutions related to the agenda.

**d) The shareholders' right to introduce new items on the agenda and make proposals of decisions for the existing items or those proposed to be included on the agenda**

Shareholders representing, individually or together, **at least 5% of the share capital of the Company**, are entitled, under the law, **to introduce new items on the agenda and to make proposals of decisions for items included or proposed to be included on the agenda**, by registered letter with acknowledgment of receipt/courier, in closed envelope, so that they are registered as received at Company's registry office by **31.01.2018, at 04:30 p.m.**, mentioning on the envelope typed and in capital letters **FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 19.02.2018/20.02.2018”**.

**Each new item proposed must be accompanied by justification or draft decision proposed for approval by the Extraordinary General Meeting of Shareholders.**

**For validly exercising the rights mentioned in letter d), shareholders shall submit to the Company the certified copy of the identity document of the natural person shareholder (ID/Passport/Staying permit).**

**The revised agenda shall be put at the disposal of shareholders on the website of the Company [www.prodplast.ro](http://www.prodplast.ro) on 02.02.2018, 04:30 pm.**

Legal person shareholders shall also present an official document proving the capacity of legal representative of the signatory of the Special Power of Attorney (proof issued by a competent authority, in original or certified true copy, not older than 3 months before the date of publication of the convening notice for the Extraordinary General Meeting of Shareholders).

**Documents submitted in a foreign language, other than English (except for identity documents valid on the territory of Romania) shall be accompanied by translation made by a sworn translator, in Romanian or English.**

**e) Shareholders' right to ask questions regarding the agenda**

**Any interested shareholder is entitled to send in writing questions regarding items on the agenda of the Extraordinary General Meeting of Shareholders, so that they are registered as received at Company's registry office by 01.02.2018, at 04:30 p.m.**

Questions shall be sent in writing and be submitted/delivered in closed envelope, mentioning on the envelope typed and in capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 19.02.2018/20.02.2018"**.

Answers will be available on Company's website [www.prodplast.ro](http://www.prodplast.ro), Section Investor Relations/General Meeting of Shareholders, starting with **02.02.2018, at 09:00 a.m.**, under the law. The right to ask questions and the Company's obligation to answer shall be subject to protecting the confidentiality and commercial interests of the Company.

**For validly exercising the rights mentioned in letter e), shareholders shall submit to the Company the certified copy of the identity document of the natural person shareholder (ID/Passport/Staying permit).**

Legal person shareholders shall also present an official document proving the capacity of legal representative of the signatory of the Special Power of Attorney (proof issued by a competent authority, in original or certified true copy, not older than 3 months before the date of publication of the convening notice for the Extraordinary General Meeting of Shareholders).

**Documents submitted in a foreign language, other than English (except for identity documents valid on the territory of Romania) shall be accompanied by translation made by a sworn translator, in Romanian or English.**

On the date of convocation, the share capital of the Company is RON 17,072,385 and consists of 17,072,385 nominative, dematerialized shares, with a face value of RON 1 each, each share giving the right to one vote in the General Meeting of Shareholders.

Additional information can be obtained by phone, at no. 021-252.35.78 - Mrs. Gabriela Gaisteanu, fax 021-252.36.17, or e-mail [office@prodplast.ro](mailto:office@prodplast.ro), during 09:00 a.m. - 04.30 p.m., and on Company's website [www.prodplast.ro](http://www.prodplast.ro), Section Investor Relations/General Meeting of Shareholders.

**EXECUTIVE BOARD,**

**Through Mr. Tudor Alexandru GEORGESCU, President of the Executive Board**