

**COS TARGOVISTE S.A.**

**in reorganizare judicaiara, under judicial reorganisation, en redressement**

**CONVENING NOTE for  
SHAREHOLDER ORDINARY GENERAL MEETING  
of COS TARGOVISTEA SA  
in reorganizare juridica, under judicial reorganization, en redressement**

headquarters in Targoviște, 130087, Soseaua Gaesti nr.9-11, jud. Dambovița, registered with Trade Registry Office under no. J15/284/199, Sole registration Code / Fiscal Code: RO 913720

**SMDA INSOLVENCY S.P.R.L.**, with its headquarters in Bucharest, Phoenicia Business Center, strada Turturelelor nr. 11A, etaj 4, sector 3, registered with Registrul Formelor de Organizare a U.N.P.I.R. under no. RFO0727, administrative number UNPIR 2A0727/2014, CUI 32718093, by its permanent representative Mr. Razvan Costin Dumitrescu ("Judicial Administrator") as a judicial administrator of **COS TARGOVIȘTE S.A. (in reorganizare judiciara, under judicial reorganization, en redressement)**, confirmed by the meeting finding dated 09.01.2015 and ruled by Dambovita Court of Law, Section II- Civil, Fiscal and Administrative Court, for the File no. 1906/120/2013, based on art. 20, paragraph. 1, letter "g" of Law no. 85/2006 related to Insolvency Procedure, with its further modifications and supplements, provisions of Law of Companies no. 31/1990 with its further modifications and supplements, and Company Charter

**CONVENES**

**ORDINARY GENERAL MEETING of COS TARGOVISTEA SA SHAREHOLDERS (in reorganizare judiciară, under judicial reorganization, en redressement)** for the date of **29.04.2015, at 10 o'clock am**, at the headquarters of judicial administrator SMDA INSOLVENCY S.P.R.L located in Bucharest, Phoenicia Business Center, strada Turturelelor nr. 11A, etaj 4, sector 3, for all shareholders registered in Company Shareholder Register kept and issued by Depozitarul Central S.A., at the end of the day of **17.04.2015**, considered as Reference Day for this Meeting, on the following

**AGENDA :**

1. Approval of company financial statements for the financial year of 2014 based on the Reports showed by the Special Administrator and Financial Auditor.
2. Approval of proposition accounting loss corresponding to financial year 2014 to be covered out of accounting profits corresponding to future financial years.
3. Approval of registration date, as per art. 238, paragraph (1) of Law no. 297/2004 related to capital market, and "ex date" as per art. 2 and art 5, item 11 of Regulation no. 6/2009 related to exercising certain rights of shareholders throughout general meetings of companies. Proposition for registration date: 20.05.2015. Proposition for „ex date”: 19.05.2015.

In case of failure to comply with validity/quorum conditions set forth by Company Charter, the second convening is to be held on **30.04.2015, at 10 o'clock am**, at the same address, under the same Agenda, on the same Reference Date.

Draft of Shareholders' General Meeting Decision, documents and materials for the meeting are available starting 27.03.2015 as electronic documents on company website ([www.cos-tgv.ro](http://www.cos-tgv.ro)) or can be obtained at company headquarters in Targoviste, Soseaua Gaesti nr.9-11, jud. Dambovita, during working days between 8:00 am – 4:00 pm.

One or more shareholders representing, either individual or collectively, at least 5 % out of share capital, are entitled to introduce, within at most 15 days after the date of herein Convening Note publication by Official Gazette, Part IV, new items on the Agenda provided that each item to be accompanied by a justification or a decision draft proposed for its adopting, and to present decision drafts for the items included or proposed to be included on the Agenda of the General Meeting. Such right can only be exercised in written form and laid down/ transmitted by mail or express mail in a closed envelope and under the clearly written and in capital letters, remark: FOR THE GENERAL MEETING OF SHAREHOLDERS ON THE DATE OF 29/30.04.2015) to company headquarters located in Targoviste, strada Soseaua Gaesti, nr. 9-11, jud. Dambovita.

Each shareholder is entitled to ask questions regarding items of the General Meeting Agenda, questions company may also answer by posting the response on the company internet page ([www.cos-tgv.ro](http://www.cos-tgv.ro)), in the shape question – answer, or a general response may be formulated for the questions under the same content

Questions may be laid down/ transmitted by mail or express courier in a closed envelope and under the clearly written and in capital letters remark: FOR THE GENERAL MEETING OF SHAREHOLDERS ON THE DATE OF 29/30.04.2015, to company headquarters located in Targoviste, strada Soseaua Gaesti, nr. 9-11, jud. Dambovița or may be sent electronically to e-mail: actionariat@cos-tgv.ro.

In order to identify themselves or to prove their quality as a shareholder asking questions or submitting propositions for supplementing the Agenda, Company may ask for presentation of a natural person shareholder identity document copy, presentation of a document showing identification details of shareholder and its legal representative, as well, in case of juridical person shareholder, and number of shares owed, document issued by Depozitarul Central SA or, as the case may be, by the participants providing custody services according to the law, or in case legal representative of juridical person shareholder was not communicated by the shareholder to the Depozitarul Central SA, a finding certificate issued by the Trade Registry or any other document issued by a competent authority of the State shareholder is legally registered attesting quality of legal representative, issued at least three months earlier to publication of herein Convening Note.

The Meeting may be only attended, and the votes may only be cast, by the shareholders registered in the Registry of Shareholders on the reference date of 17.04.2015.

Shareholders may attend General Meetings either directly or may be represented by other persons (including other persons than shareholders) based on a Special Power of Attorney or, as the case may be, they may vote by correspondence.

Documents necessary for participation to Shareholder General Meetings of natural person shareholders are: if the shareholder attends himself: identity paper; if the shareholder is represented by a different person: Special Power of Attorney or, as the case may be, General Power of Attorney and identity paper of the representative and a copy of shareholder identity paper.

Representatives of juridical person shareholders may prove their quality as follows:

(i) legal representative- identity paper. In case shareholder did not provide to Depozitarul Central SA all information related to its legal representative prior to reference date thus he to be found in the references supplied by the Central Depository for the reference date, by identity paper and a finding certificate issued by Trade Register or any other document issued by a competent authority of the State shareholder is legally registered attesting its quality of legal representative, certificate issued three months at most before herein Convening Note is published, and presented as original document.

(ii) person whom representation competence was delegated to – identity paper of the representative, Special Power of Attorney or, as the case may be, General Power of Attorney signed by the legal representative of the corresponding juridical person. In case shareholder did not provide information to Depozitarul Central SA related to person whom representation competence was delegated to, prior to reference date thus he to be found in the references supplied by the Depozitarul Central SA for the reference date, a finding certificate issued by Trade Register will be presented, as well, or any other document issued by a competent authority of the State shareholder is legally registered attesting its quality of legal representative, certificate issued three months at most before herein Convening Note is published, and presented as original document. Shareholder may assign a General Power of Attorney valid for a period not exceeding three months thus allowing its representative to vote for all aspects found on the debate of Shareholders General Meetings, including directive documents, provided that Power of Attorney to be assigned by the shareholder, on its quality as a customer, to an intermediary as it is defined according to art.2, paragraph (1) item 14 of Law 297/2004 related to capital market, or to an attorney at law who is not to be under a conflict of interests, according to art 243, paragraph (6<sup>4</sup>) of Law 297/2004 related to capital market. .

Special Power of Attorney forms, both in Romanian and English, may be obtained at company headquarters or they be downloaded on company website ([www.cos-tgv.ro](http://www.cos-tgv.ro)) starting 27.03.2015.

Special Power of Attorney is to be drawn up by the shareholder, in Romanian or English, in three original copies ( one of them for the company, one for the mandant (principal) and one for the mandatee (agent) ).

Before its first utilization, General Power of Attorney or Special Power of Attorney is to be laid down/transmitted by mail or express courier, as a registered letter, in a closed envelope bearing clearly written in capital letter remark: FOR THE GENERAL MEETING OF SHAREHOLDERS ON 20/30.04.2015), to company headquarters in Targoviste, strada Soseaua Gaesti , nr. 9-11, jud. Dambovița , thus any of them to be registered as received by the company until 27.04.2015, at 10.00 am , under sanction of loss of vote by representative, in original or, only in the circumstance shareholder provided to Depozitarul Central SA information related to person representation competence was delegated to, prior to reference date thus it to be found in the records supplied by Depozitarul Central SA for the reference date, as a copy, bearing the remark of conformity with the original document under the signature of the representative.

Before its first utilisation, the General Power of Attorney or Special Power of Attorney may also be transmitted, under the same term, signed electronically by extended electronic signature according to provisions of Law 455/2001 related to electronical signature, by e-mail to: [actionariat@cos-tgv.ro](mailto:actionariat@cos-tgv.ro), circumstance under which it is recommended company to be reached by phone (+4)0245634173 in order to avoid the e-mail not to be received because of technical reasons.

Shareholders registered on reference date have the choice to vote by correspondence, prior to General Meeting, using vote by correspondence form, either in Romanian or in English, available starting 27.03.2015 on company website ([www.cos-tgv.ro](http://www.cos-tgv.ro)) or at company headquarters.

Vote by correspondence form, filled in and signed by natural person shareholder or by legal representative of shareholder, with the signature recognized by a public notary (notarized), is to be laid down/transmitted by mail or express courier, upon receiving of confirmation, in a closed envelope bearing clearly written in capital letter remark: FOR THE GENERAL MEETING OF SHAREHOLDERS ON 20/30.04.2015, to company headquarters in Targoviste, strada Soseaua Gaesti , nr. 9-11, jud. Dambovița, thus it to be registered as received until 27.04.2015, at 10.00 am. Vote by correspondence forms received later than the time settled are not to be considered for the purposes of the General Meeting.

In case juridical person shareholder did not provide information to Depozitarul Central SA related to its legal representative prior to reference date thus he to be found in the references supplied by the Depozitarul Central SA for the reference date, the Special Power of Attorney, General Power of Attorney or Vote by Correspondence Form is also to be accompanied by a finding certificate, in original, issued by Trade Register, or by any other copy conform with its original, or any other document issued by a competent authority of the State shareholder is legally registered attesting its quality of legal representative, certificate issued three months at most before herein Convening Note is published.

Special Powers of Attorney/ Vote by Correspondence Forms assigned by the shareholders to some credit institution providing custody services are to be accepted by the company under conditions of art. 17<sup>1</sup> correspondingly 18<sup>1</sup> of Regulations ASF no. 6/2009 provided that time under which they have to be received by the company to be observed, respectively within 27.04.2015, at 10.00 am.

Documents attesting legal representative quality, drawn in a foreign language, other than English, are to be accompanied by a translation produced by an authorized translator, in Romanian or English. It is not required apostillation or notarisation attesting quality of legal representative.

In case the initial Convening Note is to be supplemented with new items of the Agenda, company will make available to shareholders updated Vote by Correspondence Form and Special Power of Attorney until the reference date 17.04.2015.

Additional information may be obtained daily, any working day, on phone numbers 0040245634173 or 0040 245630439 – Legal Department, between 09.00 am – 4.00 pm or on email: [actionariat@cos-tgv.ro](mailto:actionariat@cos-tgv.ro)

**Judicial Administrator**  
**SMDA INSOLVENCY S.P.R.L.**  
**By its permanent representative Mr. Razvan Costin Dumitrescu**