

## CONVENING NOTICE

BOARD OF DIRECTORS of SC SINTEZA S.A. Oradea, located in Oradea, Sos. Borşului no. 35, Bihor, ORC registered under no. J05 / 197/1991 in accordance with Art. 117 of the Law no.31 / 1990 republished with subsequent amendments, Law no. 297/2004, CNVM Regulations and the provisions of the Constitutive Act, met on 24 .03. 2015 decided convening the **Ordinary General Meeting of Shareholders** on 27/04/2015 10:00 am at the company's headquarters in Oradea, Sos. Borşului no.35 with the following

### ORDER OF THE DAY:

1. Discussion and approving the financial statements for the year ended December 31, 2014, based on the directors' Report and auditor's Report for the financial year 2014;
2. Discussion and approval of the Board of directors' proposal for distribution of profit for the year 2014 to reserves;
3. Discharge of Directors for the financial year 2014;
4. Presentation and approving the Budget of company's revenues and expenses for 2015;
5. Approve as the registration date 05/14/2015, and 05/13/2015 as the date for the ex-date according to article 2, item f of CNVM Regulation no. 6/2009.

If the failure to meet statutory ordinary general meeting of shareholders on the day shown, this one will reconvene on April 28, 2015 at the same time, same place and with the same agenda.

Shareholders who entitled to attend general meetings, are those listed in the register of shareholders on 04/18/2015, considered as the reference date.

Shareholders registered at the reference date may participate and may vote at the general meetings or may be represented by persons other than shareholders, based on a general or special power of attorney. Access of the shareholders in general meetings will be made by a simple proof of their identity, made for physical persons shareholders with ID, and legal persons shareholders and represented physical persons shareholders, with general power of attorney / special power of attorney given individual representing them.

**Power of attorney** (special power of attorney) will be made in three originals (one for society, one for person mandated and one for trustee) and are available in romanian and english language, either from the company's headquarters in person or on the website [www. sinteza.ro](http://www.sinteza.ro), starting with of 03/25/2015 at 10 am.

After completing and signing the copy for personal issuer shall be submitted in person until **04/25/2015** in a sealed envelope clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS on 04/27-28/2015" or sent by e-mail with electronic signature at the company's headquarters, accompanied by a copy of the registration certificate or identity of the shareholder represented, until **04/25/2015** 10,00 am, e-mail address is [sinteza@sinteza.ro](mailto:sinteza@sinteza.ro).

Will be accepted powers of attorney either in Romanian or English.

Shareholders registered at the reference date in the shareholder register have the opportunity to vote by mail before the General meeting of Shareholders, by using the voting by

correspondence. The voting form in romanian and english language can be obtained starting from 25/03/2015 10 am, at the company's headquarters or website [www.sinteza.ro](http://www.sinteza.ro).

**The voting form** by mail, in romanian and english language, with the legalization of signature by a notary public, with the copy of the identity or the registration certificate of the shareholder, will be transmitted to the company at its headquarters until 04/25/2015 at 10 am in a sealed envelope clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS on 04/27-28/2015".

One or more shareholders holding, individually or together, at least 5% of the share capital have the right to introduce new items on the agenda of the general meeting of shareholders, provided that each such item is accompanied by a justification or a draft resolution for approval Ordinary General Meeting of Shareholders, which will be submitted at the company's headquarters in writing until 25.04. 2015 at 10, also have the right to table draft resolutions for items included or to be included on the agenda of Ordinary General Meeting of Shareholders, the right who may be exercised in writing by transmission at the company's headquarters, until 10. 04. 2015 at 10 am.

Applications on the introduction of new items on the agenda and draft decisions for these points shall be submitted in writing to the Board of Directors only, in a sealed envelope clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS on 27 / 28.4.2015 ". Agenda completed with the proposed items it will be republished under the requirements of law for convening the General Meeting.

The company's shareholders can ask written questions about items on the agenda, which shall be deposited at the company's headquarters together with copies of documents which identify shareholder until 04/10/2015 at 10 am.

Questions shall be submitted in writing to the Board of Directors, in a sealed envelope clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS on 04/27-28/2015 ". The Company will formulate answers to questions on the website.

Special powers of attorney, the original voting form completed and signed original claims about the introduction of new items on the agenda, formulated questions from shareholders, will be accompanied by the following documents (a) for individuals - signed photocopy of ID for compliance with original or (b) legal persons - photocopy of the ID of the legal representative, certificate issued by the Trade Registry, issued more than 3 months before the publication date of the general meeting of shareholders, photocopy in original of the society registration certificate.

Board of Directors proposes that the record date , 05/14/2015, depending on which will be identified the shareholders over which will be reflected the GENERAL MEETING OF SHAREHOLDERS decisions , in accordance with article 238 of Law 297/2004 and setting the date 05/13/2015 as ex-date according to article 2, item f of CNVM Regulation no. 6/2009.

Documents, materials regarding issues on the agenda, draft resolutions, special power of attorney forms and mail voting form will be available in English at the company's headquarters and on the website [www.sinteza.ro](http://www.sinteza.ro), starting publication of this notice, 03/25/ 2015.

Additional information, including information on the rights of shareholders can be obtained by phone: 0259/444969, daily from 9.00 to 13.00.

**CHAIRMAN OF THE BOARD,**

TIBOR TINCAU

