

## CONVENING NOTICE

Following the vacation of a company manager position, by Mr. Ryan Gavin Nicholas' renunciation of the mandate, as of the date of the first General Meeting of Shareholders in which the new Board of Directors membership will be approved, with a view to completing the statutory number of members in the Board of Directors,

THE BOARD OF DIRECTORS OF S.C. SINTEZA S.A. Oradea, with head office in Oradea, Șos. Borșului no. 35, Bihor county, registered at the Trade Register Office Bihor under no. J05/197/1991, on the grounds of Art. 117 of the Law no. 31/1990 republished with the subsequent amendments and additions met on 09.05.2017, in accordance with the stipulations of art. 117 of the Law no. 31/1990 republished with the subsequent amendments and additions, of the Law no. 297/2004, of the Law no. 24/2017, of the CNVM Regulations and of the dispositions of the Articles of Incorporation, convenes the **ORDINARY GENERAL MEETING** of shareholders on **12.06.2017, 12,00 o'clock** at the company's head office in Oradea, Șos. Borșului no. 35, with the following

### AGENDA:

1. The election of a new Board of Directors member for the position left vacant, following Mr. Ryan Gavin Nicholas' renunciation of the mandate as manager, for a mandate valid from the date of the General Meeting until 20.07.2020;

2. The approval as registration date, of the date of 30.06.2017 and the establishment of the date of 29.06.2017 as ex-date according to art. 2, letter f) of the Regulation CNVM no. 6/ 2009;

In case of non-fulfilment of the statutory conditions regarding the Ordinary General Meeting of Shareholders on the mentioned day, this will be reconvened for the **13<sup>th</sup> of June 2017**, at the same hour, in the same place and with the same agenda.

The shareholders who have the right to attend the general meetings are the ones who appear in the Shareholders' Register on **02.06.2017, considered the date of reference**.

The shareholders registered at the date of reference may attend and vote in the general meetings directly or may also be represented by other persons than the shareholders, based on a special or general mandate granted according to the legal stipulations. The shareholders' access to the general meetings can be done by simple proof of their identity, made in the case of the shareholders -natural persons with the identity document and in the case of the shareholders - legal persons and of the shareholders - represented natural persons, with general mandate / special power of attorney, given to the natural person who represents them.

**The special power of attorney** (special mandate) or the general power of attorney will be drafted in three original copies (one for the company, one for the principal and one for the agent) and **are available in the Romanian and English language** either at the company's head office in person or on the web page [www.sinteza.ro](http://www.sinteza.ro), **as of 10. 05. 2017, 12 o'clock**.

After filling in and signing the copy for the issuer one will submit it in person in original until **10.06.2017** in enclosed envelope with the written mention in print with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 12/13.06.2017" or it will be sent by e-mail with extended electronic signature, at the company's head office, accompanied by a copy of the identity document or of the registration certificate of the represented shareholder, until **10.06.2017, 12,00 o'clock**, at the e-mail address [sinteza@sinteza.ro](mailto:sinteza@sinteza.ro).

The powers of attorney will be accepted either in the Romanian or in the English language.

The shareholders registered on the date of reference in the shareholders' register have the possibility to vote by mail, before the General Meeting of Shareholders, by using the vote by mail

form. The ballot paper in the Romanian and English language can be obtained as of 10.05.2017, 12 o'clock from the company's head office or from the website: [www.sinteza.ro](http://www.sinteza.ro).

**The vote by mail form (ballot paper)** in the Romanian or English language, filled in and signed by the shareholder together with all the accompanying documents, may be forwarded as follows: a) sent to the company in original at its head office until **10.06.2017, 12 o'clock** in enclosed envelope with the written mention in print with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 12/13.06.2017,," with signature legalization by a notary public with the copy of the shareholder's identity document or registration certificate, by any means of delivery

b) sent by e-mail with embedded extended electronic signature according to the Law no. 455/2001 regarding the electronic signature, until **10.06.2017, 12 o'clock** at the address [sinteza@sinteza.ro](mailto:sinteza@sinteza.ro) mentioning in the subject "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 12/13.06.2017,,"

One or more shareholders who own, individually or together, at least 5% of the share capital, **have the right to introduce, within at the most 15 days after the publication of the convening, respectively 26.05.2017, new items on the agenda of the General Meeting of Shareholders**, under the condition that each item be accompanied by a justification or by a draft resolution proposed for approval by the Ordinary General Meeting of Shareholders, which will be sent to the company's head office in writing, **until 03.01.2017**, likewise **they have the right to present draft resolutions for the items included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders**, this right can be exercised in writing, by sending it to the company's head office, until **26.05.2017, 12 o'clock**.

The requests regarding the introduction of some new items on the agenda as well as the draft resolutions for these items will be forwarded to the Board of Directors only in writing, in enclosed envelope with the written mention in print with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 12/13.06.2017,,". The agenda with the proposed items will be republished with the fulfilment of the requirements stipulated by law for the convening of the General Meeting.

**The proposals regarding the candidates** for the position of Board of Directors members may be submitted until **26.05.2017, 12 o'clock**, at the company's head office.

The list containing information regarding the name, residence locality and professional qualification of the persons proposed for the position of manager are at the shareholders' disposal, it may be viewed and supplemented in by them.

**The company's shareholders may address questions in writing** regarding the items on the agenda, these will be submitted to the company's head office together with copies of documents which allow the identification of the shareholder, until **26.05.2017, 12 o'clock**.

The questions are submitted to the Board of Directors in writing, in original, in enclosed envelope, with the written mention in print with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 12/13.06.2017,,". The company shall compose a reply to the questions on the web page, in the shortest time possible, but not later than 3 working days after receiving the respective questions.

The special powers of attorney, the vote form filled in and signed in original, the requests regarding the introduction of new items on the agenda, the questions composed by the shareholders, will be accompanied by the following documents (a) in the case of the natural persons photocopy identity document signed for conformity with the original, respectively (b) in the case of the legal persons photocopy of the identity document of the legal representative, confirmation of company details issued by the Trade Register, issued at least 3 months before the publication of the convening notice of the general meeting of shareholders, in original or in certified true copy.

The Board of Directors proposes as **registration date the date of 30.06.2017**, based on which the shareholders affected by the decisions of the General Meeting of Shareholders will be identified, in accordance with the stipulations of art. 238 of the Law 297/ 2004 and the establishment of the date of **29. 06. 2017** as ex-date according to art. 2, letter f of the Regulation CNVM no. 6/ 2009.

The documents, materials regarding the issues on the agenda, the draft resolution, the forms of the special powers of attorney and the vote by mail form will also be available in the English language for the shareholders both at the head office of the company and on the web page [www.sinteza.ro](http://www.sinteza.ro), as of the publication date of the present convening notice, respectively **10.05.2017**.

Additional information, including information regarding the shareholders' rights can be obtained by phone: 0259/444969, daily between the hours 9,00-13,00.

**CHAIRMAN OF THE BOARD OF DIRECTORS ,**  
CLAUDIU SORIN PĂSULĂ

