

SUMMONS

The Board of Directors of COMELF SA, with headquarters in Bistrita, no. 4, Industriei Street, Bistrita - Nasaud county, gathered on 08.03.2019, through the Decision of the Board of Directors no. 1 of 08.03.2019 summons the Ordinary General Meeting of Shareholders (OGMS) on April 18th, 2019, at 10:30 at the company's main office, with the following agenda:

1. Report of the Board of Directors, Auditors' Reports, Statement of Financial Position and of the Global Result for 2018 and their approval. Discharge of Administration of the Board of Directors, its Chairman and of the General Manager of the Company for 2018.
2. Approval of the distribution of the net profit for the year 2018, according to the proposal of the Board of Directors, the dividends due to the shareholders amounting to 0,0625 gross lei / share and the date of 15 July 2019 as payment date.
3. Approval of the REB and the organization chart for 2019.
4. Approval of the investment program for 2019.
5. Defining the General Manager's and the Financial Manager's scope of authority in acquiring banking products.
6. Termination of the contract with the company G2 EXPERT SRL from Dej for internal audit and the contract with the company G5 CONSULTING SRL from Dej for external audit.
7. Appointment of ACON AUDIT SRL, Ploiesti as internal financial auditor of COMELF SA, and of AUDIT COMAN EXPERT-AC SRL, in Bucharest as external auditor, for a period of 1 year.
8. Approving the cancellation of dividends related to the following financial years:
 - 2011 established by OGMS from 19.04.2012,
 - 2012 established by OGMS of 18.04.2013,
 - 2013 established by the OGMS of 24.04.2014,
 - 2014 established by OGMS of April 23, 2015, not claimed until December 31, 2018 and their registration at "Other income" according to accounting regulations.
9. Empowering the general manager of the company, Mr. Ing. Cenusă Gheorghe to perform all the formalities regarding the registration of the OGMS decision at the Bistrita-Nasaud Trade Register Office, publishing the decision in the Official Gazette and signing the Report on the OGMS.
10. Approval of the registration date proposed by the Board of Directors 27.06.2019, ie ex date 26.06. 2019 .

All shareholders registered in the Shareholders Register from DEPOZITARUL CENTRAL SA at the end of 09.04.2019, as the reference date, may attend and express their vote during the meeting.

One or more shareholders representing individually or together at least 5% of the share capital are entitled:

- a) to Insert points on the agenda of the General Meeting, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the General Assembly no later than 15 days from the date of publication of the Summons Notice, i.e. March 25th, 2019.
- b) To submit draft decisions for the items included or proposed to be included in the agenda of the General Meeting no later than 15 days from the date of the publication of the convocation, respectively 25 March 2019.

In the same interval, each shareholder has the right to write questions in writing about the items on the OGMS agenda. The company will prepare a general reply to questions with the same content that will be available on the company's website in question-answer format.

The shareholders mentioned in the previous paragraphs have the obligation to send the written materials/questions in sealed envelopes, accompanied by certified copies of identity documents, identity paper / identity card for individuals, respectively registration certificate for legal persons, as well as copy of the document proving the status of legal representative thereof, at the headquarters of the company with a clear written mention in capital letters FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 18.04.2019, or by e-mail with extended electronic signature incorporated according to the Law no.455 / 2001 regarding the electronic signature, at tabloubord@comelf.ro, referring to the subject "for OGMS of 18.04.2019". The access of the shareholders entitled to attend the OGMS at the reference date is allowed by the simple proof of their identity, in the case of individuals, through identity document or, in the case of legal persons, the Special Power of Attorney, given to the natural person representing them.

Shareholders may participate personally or through other persons, based on a Special Power of Attorney, according to the form provided by the company, in accordance with the legal regulations.

The special power of attorney forms for OGMS of 18.04.2019 in Romanian and English can be obtained from the company's office - the Dashboard Service or can be downloaded from the company's website starting with 15.03.2019. A copy, in the original of the Special Power of Attorney in Romanian or English, filled in and signed, accompanied by the copy of the valid identity document of the shareholder (identity paper / identity card in the case of natural persons shareholders and registration certificate for legal persons) / sent to the company's headquarters until 16.04.2019, 10 o'clock, another one to be made available to the representative so that he can prove his capacity as representative in the assembly. The special POA's with the identification documents of the shareholders may be submitted in Romanian or English and by e-mail with extended electronic signature incorporated according to Law no.455 / 2001 on electronic signature, until 16.04.2019 at 10⁰⁰ at tabloubord@comelf.ro mentioning on the subject "for OGMS in 18.04.2019 ". At the time the OGMS takes place, the appointed representative will hand over the originals of the special POA's, if they were sent by e-mail with the extended electronic signature and a copy of the valid identity card of the designated representative.

The general POA granted by the shareholder as a client to an intermediary [defined according to Law no. 24/2017] or a lawyer, before the first use, will be filed at the registered office of the company, in a copy certified by the shareholder's representative, until 16.04.2019 (date of registration with the company's registry), under the penalty of the loss of the right of vote by representative at the general meeting convened by this summons notice, according to the law.

The shareholders of COMELF SA can vote by mail, using the Vote by Mail Form, in Romanian and English. The forms can be obtained from the company's headquarters - the Dashboard service or can be downloaded from the company's website starting with 15.03.2019. The Vote by Mail Forms in Romanian or English are filled and signed, accompanied by the copy of the valid identity document of the shareholder (identity papers / identity card in the case of natural persons shareholders, respectively registration certificate and copy of the identity document of the legal person in case of persons legal documents) can be sent to the company's headquarters, with acknowledgement of receipt, so that they can be registered as received by 16 April 2019 at 10 o'clock. Forms received after the date and time above will not be taken into account for quorum and majority determination in OGMS. The voting option can be expressed by e-mail in Romanian or English at tabloubord@comelf.ro, with the electronic signature mentioning "for the OGMS of 18.04.2019".

The materials and the draft decision subject to the OGMS debate can be consulted at the company's headquarters every working day or on the company's website (www.comelf.ro - Section "Up-to-Date Information"), starting with 15.03.2019.

If at the first convocation the meeting will not be statutory, the meeting shall be reconvened on April 19th under the same conditions (place, time, agenda).

Additional information can be obtained at COMELF SA Bistrita, at 0263.234462 ext. 201, 0372.037309, between 8:00 to 3:00 p.m. Or by e-mail at the addresses tabloubord@comelf.ro.

Chairman of the Board of Directors,
Eng. Savu Constantin