



## NOTICE TO ATTEND

The Chairman of VES S.A. Managing Board of Sighișoara, headquartered in Sighișoara 102 Mihai Viteazu Street, Mureș County, registered at Trade Register under number J 26/2/1991, sole identification number RO 1223604, pursuant to article 117 of Law number 31/1990 on trading companies, republished, upon subsequent amendments, by Chairman Fetiță Alin Sorin, during the meeting as of 02/06/2015, decided to summon the Extraordinary General Meeting of the Company's Shareholders, in accordance with the enforceable statutory and legal stipulations, for the date 06/07/2015, hours 11.00, in Cluj-Napoca, Tetarom 1 Industrial Park, 47/15N Tăietura Turcului Street, Office Building, Building A, 2<sup>nd</sup> floor, Cluj County.

The summons is addressed to all shareholders registered in the Register of the Company's Shareholders at the end of 26/06/2015, which is considered as reference date for the holding of the Meeting.

If on 06/07/2015, the presence quorum stipulated by the enforceable legislation and by the Articles of Incorporation of the Company is not summoned, pursuant to article 118 of Law 31/1990, republished, a second Extraordinary General Meeting of the Company's Shareholders shall be summoned and established for the date of 07/07/2015, at same hours, same place and with the same agenda.

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

1. Approval of the credit line facility contracted by Chimsport SA for the amount of EUR 4.014.000 with CEC Bank SA, according to agreement number RQ13120793669278 as of 10/01/2014, as well as maintenance of the already established guarantees, within the following terms:
  - a. extension of the credit line for a new period of maximum 15 years, with monthly reimbursements;
  - b. Conversion of the credit currency from Euro (EUR) in Lei (RON);
  - c. The guarantees of the Company are the following:
    - real estate mortgage over the following real estate which is property of Ves SA: 1) incorporated area with a surface of 358 square meters and construction consisting of a dwelling composed of 1 room, kitchen, stoop, registered in the Land Register number



50026 Albești, property of VES SA; 2) incorporated area with a surface of 990 square meters and construction consisting of dwelling house with 2 chambers, kitchen and fixtures, registered in the Land Register number 50027 Albești, property of VES SA; 3) incorporated area with a surface of 252 square meters and construction consisting of Research pilot station special enamelled pots (offices + laboratories), registered in the Land Register number 50031 Albești, property of VES SA; 4) incorporated area with a surface of 1735 square meters and construction consisting of C1- Electro loading station, C2- Deposit, C3- Storehouse, C4- Metallic storehouse, C5- Boiler hall, C6- Boiler hall, registered in the Land Register number 50179 Albești, property of VES SA; 5) incorporated area with a surface of 5.371 square meters and construction consisting of C1-Gate house, C2-Canteen, registered in the Land Register number 50180 Albești, property of VES SA; 6) incorporated area with a surface of 3.193 square meters and construction consisting of C1- Rainwater tank, C2- Gas adjustment house, C3-Pump house, C4-Deposit, C5-Pump station, C6-Clearing tank, C7-Catch pit, C8- Clearing tank, C9-Water storage basin for acid waters, C10- Garage, C11- Gas adjustment house, C12- Clearing tank, C13- Catch pit, registered in the Land Register number 50181 Albești, property of VES SA; 7) incorporated area with a surface of 2.123 square meters and construction consisting of C1-Fuel deposit, C2- metallic hall for storage of Caldi products, registered in the Land Register number 50664 Sighișoara, property of VES SA; 8) incorporated area with a surface of 3.189 square meters and construction consisting of C1-Finite products storehouse, registered in the Land Register number 50939 Sighișoara, property of VES SA; 9) incorporated area with a surface of 2.343 square meters and construction consisting of C1-Water management, C2-Water tank, registered in the Land Register number 50940 Sighișoara, property of VES SA; 10) incorporated area with a surface of 12.042 square meters and construction consisting of C1-Administrative building (offices), c2-Enamelled pot manufacturing building, C3-Workhouses, C4-Compressor station, C5-Workhouses, C6- Trafo station, registered in the Land Register number 50942 Sighișoara, property of VES SA; 11) incorporated area with a surface of 3.831 square meters and construction consisting of C1-Mill and plate deposit hall, C2-tank, registered in the Land Register number 50944 Sighișoara, property of VES SA; 12) incorporated area with a surface of 4.870 square meters and construction consisting of C1-Metallic hall, C2-Gate house, C3-Social



group and cabin, C4-Metallic storehouse, registered in the Land Register number 50946 Sighișoara, property of VES SA.

- pledge over the finite products stock pertaining to VES SA, upon the value of the guaranteed necessary amount;

- receivables pledge from the following business agreements: 1) sales – purchase agreement no. 3660 as of 18/07/2012 concluded between Ves SA and Weekend SRL; 2) sales – purchase agreement no. 3659 as of 18/07/2012 concluded between Ves SA and Magdolna Impex SRL; 3) sales – purchase agreement no. 3142 as of 08/06/2012 concluded between Ves SA and Via-Com SRL; 4) sales – purchase agreement no. 1454 as of 11/03/2014 concluded between Ves SA and Dedeman SRL.

- present and future receivables pledge from other business agreements concluded between Chimsport SA and/or Ves SA and/or Chimica Automotive SA, with the clients from Romania and/or abroad;

- receivables pledge over the current accounts open by the Company at CEC Bank SA.

2. Approval of the contracting by Chimsport SA of one/several credit facilities from CEC Bank SA, for an amount of maximum RON 10.000.000, on a maximum period of 10 years, for the funding of the project deployed within the Sectorial Operational Program “Growth of Economic Competitiveness”, co-financed by the European Fund for Regional Development, titled “Growth of SC CHIMSPORT SA competitiveness by purchase of high technology equipments for the extension of the production of sports articles”, within the following terms:

a. the equipments purchased are the exclusive object of the hereinbefore mentioned project;

b. credit facility guarantee on pledge on future assets, respectively the purchased equipments stipulated at letter a);

c. credit facility guarantee on real estate mortgage of subsequent rank over all real estate for which there is mortgage established in favour of CEC Bank SA, respectively over the following real estate: 1) incorporated land with an area of 10.290 square meters and construction consisting of heavy injection hall, P, offices, P+2, mill, storehouse, P, registered in the Land Register number 61052 Orăștie, property of Chimica SA; 2) incorporated land with an area of 10.984 square meters and construction consisting of investment offices, new moulding workshop, old moulding workshop, dressing rooms, storehouse, registered in the Land Register number 61053 Orăștie, property of Chimica SA; 3) incorporated land with an area of 8.690 square meters and construction consisting of deposit hall, shed, registered in the Land Register number 60457 Orăștie, property of Chimsport SA, 4) incorporated land with an area of 580 square meters and



construction consisting of electric workhouse with dressing room, registered in the Land Register number 61158 Oraștie, property of Chimsport SA, 5) incorporated land with an area of 358 square meters and construction consisting of house consisting of 1 room, kitchen, stoop, registered in the Land Register number 50026 Albești, property of VES SA; 6) incorporated land with an area of 990 square meters and construction consisting of dwelling house of 2 chambers, kitchen and fixtures, registered in the Land Register number 50027 Albești, property of VES SA; 7) incorporated land with an area of 252 square meters and construction consisting of Research pilot station special enamelled pots (offices + laboratories), registered in the Land Register number 50031 Albești, property of VES SA; 8) incorporated land with an area of 1735 square meters and construction consisting of C1- Electro loading station, C2- Deposit, C3- Storehouse, C4- Metallic storehouse, C5- Boiler hall, C6- boiler hall, registered in the Land Register number 50179 Albești, property of VES SA; 9) incorporated land with an area of 5.371 square meters and construction consisting of C1-Gate house, C2-Canteen, registered in the Land Register number 50180 Albești, property of VES SA; 10) incorporated land with an area of 3.193 square meters and construction consisting of C1- Rainwater tank, C2- Gas adjustment house, C3-Pump house, C4-Deposit, C5- Pump station, C6-Clearing tank, C7-Catch pit, C8- Clearing tank, C9-Water storage basin for acid waters, C10- Garage, C11- Gas adjustment house, C12- Clearing tank, C13- Catch pit, registered in the Land Register number 50181 Albești, property of VES SA; 11) incorporated land with an area of 2.123 square meters and construction consisting of C1-Fuel deposit, C2- metallic hall for storage of Caldi products, registered in the Land Register number 50664 Sighișoara, property of VES SA; 12) incorporated land with an area of 3.189 square meters and construction consisting of C1-Finite products storehouse, registered in the Land Register number 50939 Sighișoara, property of VES SA; 13) incorporated land with an area of 2.343 square meters and construction consisting of C1-Water management, C2-Water tank, registered in the Land Register number 50940 Sighișoara, property of VES SA; 14) incorporated area with a surface of 12.042 square meters and construction consisting of C1-Administrative building (offices), c2-Enamelled pot manufacturing building, C3-Workhouses, C4-Compressor station, C5-Workhouses, C6- Trafo station, registered in the Land Register number 50942 Sighișoara, property of VES SA; 15) incorporated land with an area of 3.831 square meters and construction consisting of C1-Mill and plate deposit hall, C2-tank, registered in the Land Register number 50944 Sighișoara, property of VES SA; 16) incorporated area with a surface of 4.870 square meters and construction consisting of C1-Metallic hall, C2-Gate house, C3-Social group and cabin, C4-Metallic storehouse, registered in the Land Register number 50946 Sighișoara, property of VES SA.



3. Approval of the contracting from CEC Bank of credit facilities of the type Chimsport treasury limit, of which the destination was forward foreign exchange operations, in amount of maximum 2 million Euros, on a maximum period of 12 months.
4. Approval of the credit facility guarantee from the previous point with the pledge over receivables Chimsport SA and/or Ves SA and/or Chimica Automotive SA, concluded with internal and/or external debtors, as well as with the pledge over the bank accounts of the company open at CEC Bank, up to the level of the guaranteed amount;
5. Approval of the Company's engagement of not being divided/ fused/ of not deciding the anticipated dissolution of the company all along the period of the credit facilities to be contracted, without prior consent of the bank.
6. Approval related to drafting and conclusion, on behalf of and for the Company, of all documents necessary to access the credit facilities from the previous points, of data transfer, of data request, of credit facility agreements, of guarantee agreements, as well as of all and any documents connected to credit facilities to be approved and to establishment of related guarantees by Mr Alin Sorin Fetiță, acting as assignee and Chairman of the Managing Board.
7. Approval of the completion of the secondary object of activity from article 6, paragraph 2 of the Articles of Incorporation, with the following activities:
  - NACE code 7211 - Research and experimental development on biotechnology;
  - NACE code 7219 - Other research and experimental development on natural sciences and engineering;
  - NACE code 7220 - Research and experimental development on social sciences and humanities.
8. Approval of the date 22/07/2015 as registration date, respectively as an identification date of the shareholders whom the effects of AGEA decisions are reflected upon, pursuant to stipulations of article 238 of Law 297/2004 on capital market and approval of the date 21/07/2015 as ex date, as defined by the stipulations of CNVM Regulation no. 6/2009.
9. The empowerment of the Chairman of Managing Board Alin Sorin Fetiță for the fulfilment of all necessary formalities in order to register and publish AGA\* decisions, including for the conclusion of the updated Articles of Incorporation.

- II. One or more shareholders who possess, individually or jointly, at least 5% of the company's share capital, registered upon the reference date, are entitled to insert new



points on the agenda pertaining to the Extraordinary General Meeting of the Company's Shareholders in maximum 15 days as of publishing of the notice to attend, respectively until 20/06/2015, provided that each point be accompanied by an evidence or a decision related project proposed for adoption by AGA.

In addition, the shareholders are entitled to submit decision related projects for the points included or proposed to be included in the General Meeting's agenda, until 20/06/2015 at the latest.

Such rights shall only be exerted in writing.

III. The shareholders are entitled to address questions on the points of the hereinbefore mentioned agenda, and their answers are about to be published on the internet page of the company [www.ves.ro](http://www.ves.ro). The questions shall be submitted or sent so that they be registered at the Company's Record Office until 04/07/2015, hours 11.00, at the latest, in sealed envelope, with the clear mention in capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS" as of 06/07.07.2015.

IV. The shareholders registered upon the reference date may exert their right to vote directly into the General Meeting of Shareholders, based on their Identity Card or Document, as well as the right to vote via correspondence or via a representative according to a special or general power of attorney, according to the specifications mentioned on the Company's internet page [www.ves.ro](http://www.ves.ro), section AGA.

If the shareholders appoint their representatives to participate and vote in the General Meeting of Shareholders, the notification of their appointment shall be sent to the Company in writing only.

V. The correspondence ballot forms and the special power of attorney forms in Romanian and English languages for the representation of the shareholders in the General Meeting of Shareholders can be procured from the registered office of the company, as well as from the company's internet page, [www.ves.ro](http://www.ves.ro) 30 days before AGA, respectively as of 06/06/2015.

After having filled in the correspondence vote form in Romanian or English language, on signature legalization performed by a Notary Public, along with a copy of the identity card – for individuals and a copy of the registration certificate along with the original Certificate of Good





Standing issued in maximum 3 months before the first Meeting of the equivalent documents issued by the competent authorities of the shareholder's country of residence – for companies, shall be submitted or sent to the registered office of the Company until 04/07/2015, hours 11.00, at the latest, in sealed envelope, with the clear mention in capital letters “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS” as of 06/07.07.2015.

The correspondence ballot forms that are not received in the shape and term stipulated in the present notice to attend shall not be taken into account for determination of the presence and vote quorum as well as upon counting of the votes at the General Meeting of Shareholders.

VI. After completion, the special powers of attorney in Romanian or English language shall be submitted or sent, in original, at the registered office of the Company so that they be registered at the Company's Record Office until 04/07/2015, hours 11.00, at the latest, in sealed envelope, with the clear mention in capital letters “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS” as of 06/07.07.2015. The powers of attorney are drafted in three original counterparts, of which one shall be sent to the company according to the previously mentioned procedure, one shall be rendered to the representative so as to make evidence of the quality of representative upon the secretariat's request and one counterpart shall be handed to the shareholder. The powers of attorney can also be transferred in electronic format, at the following address [office@ves.ro](mailto:office@ves.ro), provided that the original be sent to the Company, pursuant to the stipulations of article 125, paragraph 3 of Law 31/1990 and of the present notice to attend.

The special powers of attorney submitted or sent after 04/07/2015 shall not be taken into account for determination of the presence quorum nor at the counting of votes at the General Meetings.

VII. The shareholder can give a general power of attorney (empowerment) valid for a period not exceeding 3 years, allowing the representative to vote in all aspects debated at the company's general meetings of shareholders identified in the power of attorney, including regarding the enactments, provided that the empowerment be given by the shareholder, acting as client, to an intermediary defined in accordance with Article 2, paragraph (1), point 14 of Law 297/2004 on the capital market, or to a lawyer. The general power of attorney (empowerment) in copy, containing the mention of being a certified true copy under the representative's signature, accompanied by a copy of the identity card or a copy of the representative's registration certificate, shall be submitted to the registered office of the company until 04/07/2015, hours 11.00. The shareholders



*Company administered in two-tier system*

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cannot be represented in AGA, based upon a power of attorney, by a person under a situation of conflict of interests, pursuant to article 243, paragraph 6 of Law 297/2004.

VIII. Only the persons registered as shareholders upon the reference date are entitled to participate and to vote within the General Meeting of Shareholders as of 06 /07.07.2015, in person or by means of a representative.

IX. The documents and informative materials related to the subjects on the agenda, as well as the decision related projects for the points on the agenda, as the case may be, are made available to the shareholders at the Company's registered office from Sighișoara, 102 Mihai Viteazul Street, Mureș County and they are also posted on the company's internet page, [www.ves.ro](http://www.ves.ro), as of 06/06/2015.

You can get additional information at the registered office of the company or via telephone at 0365 -808884 or 0365-808885.

**CHAIRMAN OF THE MANAGING BOARD**

**FETIȚĂ ALIN SORIN**

*Translator's remarks:*

*\*AGA stands for General Meeting of the Shareholders*