



Two-tier system company

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NOTICE TO ATTEND

The Executive Board of VES S.A., headquartered in Sighișoara, str. Mihai Viteazul nr. 102. Mureș, registered in the Trade Register under no. J26/2/1991, having the unique registration code RO 1223604, pursuant to Article 117 of Law no. 31/1990 on companies, republished, with subsequent amendments, by Chairman Ciobotărică Ion Laurențiu, in the meeting of 28.09.2018 decided the convening of the **Extraordinary General Meeting of the Shareholders** in accordance with the statutory and legal provisions in force, for the date of 02.11.2018, 11:00, in Cluj-Napoca, Str. Fagului, nr. 83, Cluj County. The notice to attend is addressed to all shareholders registered with the Shareholders' Registry at the end of the day of October 19th, 2018, considered as the reference date for the holding the Meeting.

If on November 2nd, 2018 the presence quorum stipulated by the legislation in force and by the Articles of Incorporation of the Company are not met, it shall be convened and fixed - on the grounds of Article 118 of Law no. 31/1990, republished - the Second General Meeting of Shareholders for 03.11.2018 at the same time, in the same place and with the same agenda.

The agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. Approval of the share capital decrease of the Company according to the regulations of Law no. 31/1990, republished, Article 207, by decreasing the number of shares, with the purpose of partially covering the loss carried forward from the previous financial years, recorded in the audited financial statements of the Company as at 31.12.2017; the capital decrease shall be made in the amount of 10 thousand lei, respectively 100 thousand shares.

2. To approve the procedure used for the reduction of the share capital, according to the following proposal:

a) the existing share capital in the amount of 11,881,719 lei is decreased by 10,000,000 from the value of the losses carried forward on 31.12.2017, resulting in a new amount for the social capital of 1,881,719 lei;

c) the number of shares subject to the reduction is proportionally shared with the participation quota of each shareholder to the share capital at the date of the registration;

d) if, by applying the proportional reduction, there shall result in fractional shares, the rounding of the share number remaining in the shareholders' account shall be applied to the lower integer. A price of 0.1 lei/share is set for the compensation of the share fractions resulting from the application of the algorithm and the rounding of the results. The share capital decrease rate is 84.1629%;

3. The approval of the amendment to the Articles of Incorporation of the Company as a result of the decrease of the share capital, respectively of Article 7 of the Articles of Association regarding the *share capital*, shall have the following content: **Article 7 Share capital**

The subscribed and fully paid up share capital is 1,881,719 lei, divided into 18,817,190 shares, nominative and indivisible, in dematerialised form, with a nominal value of 0.10 lei/share and has the following structure:

- Chimsport SA, a Romanian legal entity headquartered in Romania, Cluj-Napoca, Fagului Street, no. 83, Hunedoara County, registered in the Trade Register under no. J12/124/2013, having a unique registration code 11836894, holding a total of 9,059,526 shares, totalling 905,952.6 lei representing 48.14% of the share capital of the Company with a contribution in profits and losses of 48.14%;
- Aquadune Limited, a Cypriot legal entity based in Cyprus, Nicosia, Strovolou, 77, Strovolos Center, 2nd floor, Office 204, registered in the Cyprus Companies Register under no. 228494/10 of 05.08.2010, having the fiscal registration code HE243177, holding a total of 3,223,112 shares, totalling 322,311.2 lei, representing 17.13% of the share capital of the Company, with a contribution in profits and losses of 17.13%;



• Other shareholders, natural and legal persons, holding a total of 6,534,552 shares, totalling 653,455.2 lei, representing 34.73% of the share capital of the Company, with a contribution in the profits and losses of 34,73%.

4. Approval of the date of 11.02.2019 as the registration date, of 07.02.2019 as the last trading day, of 12.02.2019 as the date of payment and of 08.02.2019 as ex-date.

5. Mandating the Chairman of the Company's Board for carrying out all the necessary formalities for the registration and publication of GMS decisions, for the signing of the Company's Articles of Incorporation at the date of the share capital decrease and for carrying out all necessary procedures in the context of the share capital decrease and for the fulfilment of the GMS decisions.

I. One or more shareholders holding, individually or collectively, at least 5% of the Company's share capital, as registered at the reference date, shall have the right to enter new items on the agenda of the Extraordinary General Meeting of the Shareholders in term of 15 days from the publication of the notice to attend, respectively until October 16th, 2018, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the GMS.

Shareholders are also entitled to submit draft resolutions for the items included or proposed for inclusion on the agenda of the General Assembly no later than 16.10.2018. These rights shall only be exercised in writing.

II. Shareholders shall have the right to ask questions related to items on the agenda above-mentioned, and the answers shall be published on the company's website www.ves.ro. The questions shall be submitted or sent in a manner allowing the registration with the Company Registry, no later than 30.10.2018, 11:00 am, in a sealed envelope, with the clear mention in capital letters "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS of 02/03.11.2018".

III. Shareholders registered on the reference date may exercise the right to participate and vote directly in the General of Shareholders on the basis of the BULLETIN or the Identity Card, as well as the right to vote by correspondence or through a representative with a special proxy or general power of attorney, according to the information displayed on the www.ves.ro website, the GMS section

If the shareholders designate their representatives to participate and vote in the General Meeting of Shareholders, the notification of their designation shall be submitted to the Company only in writing.

IV. The ballot forms by mail and special proxy forms in Romanian and English languages to represent shareholders in general meetings of shareholders may be obtained at the company and on the company website www.ves.ro. 30 days before the GMS, respectively starting on 02.10.2018.

Upon filing the vote by correspondence form, in Romanian or English languages, with a signature certification from a notary public, together with a copy of the identity document - for natural persons and a copy of the registration certificate together with the Certificate of Good Standing in original copy, issued no more than 3 months prior to the first meeting or the equivalent documents issued by the competent authorities of the country of residence of the shareholder - for legal entities, shall be filed or sent to the Company's registered office so that they are registered with the Company Registry until 30.10.2018 at 11.00 in a sealed envelope, with the clear mention in capital letters "VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 02/03.11.2018".

Correspondence voting forms that are not received in the form and term stipulated in this notice to attend shall not be taken into account for determining the presence and voting quorum as well as for counting votes in General Meeting of Shareholders..



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V. Upon filing, the special proxies in Romanian or English languages shall be submitted or sent in original copy to the Company's registered office so that they are registered with the Company Registry no later than 30.10.2018 at 11.00 in a sealed envelope with the clear mention in capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 02/03.11.2018". The proxies are drawn up in three original copies, one of which shall be sent to the company according to the aforementioned procedure, one shall remain with the representative in order to prove his/her capacity as a representative at the request of the technical secretariat, and one copy shall remain to the shareholder. Proxies may be sent electronically to the office@ves.ro. provided that the original is transmitted to the Company in accordance with the provisions of Article 125 par. 3 of Law 31/1990 and of this notice to attend.

Special proxies in original copy filed or sent after October 30th, 2018 shall not be taken into account for determining the presence quorum nor for counting votes in General Meetings.

VI. The shareholder may award a general power of attorney valid for a period not exceeding three years, allowing his/her representative to vote on all aspects of the general meetings of shareholders of the company identified in the power of attorney, including acts of disposition, provided that the power of attorney is granted by the shareholder, as a client, to an intermediary or a lawyer. The general power of attorney in copy, including the mention of compliance with the original copy under the signature of the representative accompanied by a copy of the identity card or the registration certificate of the represented shareholder and a copy of the identity card or the representative's registration certificate shall be filed at company headquarters by 30.10.2018 at 11.00. The shareholders may not be represented in the GMS on the basis of general proxy by a person who is in a conflict of interests situation, according to Article 243 paragraph 6 of Law 297/2004.

VII Only persons who are registered as shareholders on the reference date have the right to participate and vote in the General Meetings of Shareholders dated 02/03.11.2018 personally or through a representative.

VIII. Documents and informative materials related to the items on the agenda, as well as the draft resolutions for the items on the agenda, as the case may be, are available to the shareholders at the Company's headquarters in Sighisoara, Str. Mihai Viteazul nr. 102, Mureş County and are published on the company's website www.ves.ro starting with 02.10.2018.

Additional information can be obtained from the company's headquarters or at 0365-808884 or 0365-808885.

Chairman of the Executive Board

Ciobotărică Ion Laurențiu