

**The convocation of the
Ordinary General Meeting of Shareholders of SC Conted S.A. Dorohoi**

The Board of Directors of S.C. CONTED S.A. Dorohoi, met in the session from 16.01.2013, decided the convocation of the Ordinary General Meeting of Shareholders of SC Conted S.A. Dorohoi according to the following convocator :

**THE BOARD OF DIRECTORS
OF S.C. CONTED S.A. DOROHOI,**

With head quarter in Dorohoi, 8th 1 Decembrie St Botosani county, registered at O.R.C. under the number J07/107/1991, with Fiscal identification code RO622445, convokes the Ordinary General Meeting of Shareholders for the date of 02.03.2013, hours 10⁰⁰. The papers of the general assembly will take place in Dorohoi, 1 Decembrie St, no. 8, Botoşani county. At the general assembly of the shareholders have the right to participate and to vote all shareholders registered in the Shareholders Register at the end of the day of 21.02.2013, established as a reference day.

The convocation is done in agreement with the provisions of the Law 31/1990 with the ulterior modifications, of the constitutive document and of the Law no. 297/2004.

The Ordinary General Meeting of Shareholders will have the following agenda :

1. The report of the President of the Board of Directors about the coordination of the Board of Directors in the year 2012.
2. The report of the Board of Directors in what concerns the financial exercise of the year 2012.
3. The report of the financial auditor for the year 2012.
4. The discussing, the approval or the modification of the financial situations for the year 2012 in base of the report presented by the Board of Directors, by the Financial auditor, the establishment of the dividend for the year 2012.
5. The pronouncement of the management for the year 2012.
6. The establishment of the incomes and expenses budget for the year 2013.
7. The approval of the extension for the budget of incomes and expenses – service of financial audit
8. The approval by A.G.O.A. of the proposal of the Board of Directors as a registration date for the shareholders on which there will be applied the decisions of the General Assembly to be on 18.03.2013.

In the situation of non accomplishment of the availability situations at the first convocation, A.G.O.A. is convoked for the date of 03.03.2013, with maintenance of the agenda, of the hour and of the place of the meeting.

One or more shareholders representing individually or together at least 5% from the social share have the right :

a) To introduce new points on the agenda of the meeting, with the conditions that each point be accompanied by a justification or by a project of decision proposed to adoption by A.G.O.A.. The request must be transmitted in written in maximum 15 days from the publishing in the Official Gazette. The proposal concerning the introduction of new points on the agenda A.G.O.A. must be deposited at the headquarter of S.C. CONTED S.A. from Dorohoi, 1 Decembrie St., no. 8, Botoşani county.

b) To present projects of decision for the included points or for those to be included on the agenda, in maximum 15 days from the publishing of the convocation in the Official Gazette.

The shareholders have the right to put questions in written in what concern the points proposed on the agenda in order to be discussed inside A.G.O.A..The questions will be transmitted in written at the headquarter of S.C. CONTED S.A. from Dorohoi, 1 Decembrie St., no. 8, Botoşani county. The right to ask questions and the obligation to answer may be conditioned by the measures that the company may take in order to ensure the identification of the shareholders, the good development and training of the general assembly and the protection of the confidence and of the commercial interests of the company. The company may give a general answer for the questions with the same content. It is considered that an answer is given if the pertinent information is disposable on the company's internet page, in the form question-answer.

The physical persons will transmit the proposals concerning the introduction of new elements on the agenda or the questions concerning the points proposed on the agenda to be discussed inside the A.G.O.A meeting in original, signed, accompanied by a copy of the original identity card, signed in conformity by this one. In case of the proposals transmitted by the juridical persons these will be signed in original by the legal representative, accompanied by the ascertaining certificate issued by O.R.C. or equivalent, not older than 3 months from the date of the publishing of the present convocatory and the copy of the legal representative's Id who signs.

The right of vote may be exercised directly through the representative or through correspondence.

The shareholders may participate personally or can be represented at the meeting, both by their legal representatives, and by other representatives to whom it was given a power of attorney in conditions of the art. 243 from the law 297/2004 concerning the capital market.

The physical persons will transmit the power of attorneys in original, signed, stamped, accompanied by a copy of the shareholder's id, signed for conformity by this one. The juridical persons will transmit the power of attorneys in original, signed by the legal representative, accompanied by the ascertaining certificate issued by O.R.C. or equivalent, not older than 3 months from the publishing date of the present convocatory and the copy of the legal representative's id who signs. The documents presented in a foreign language (excepting the identity cards) will be accompanied by the translation made by an authorized translator, in Romanian or in English.

The original of the power of attorney will be deposited at the general Register until 28.02.2013, hour 10:00. The powers of attorney which does not content at least the information from the form put on the disposition and which are not transmitted in the term provided above are not opposable to the company.

The procedure of vote through correspondence will be presented in detail in the informative materials put on the disposition of the shareholders.

The vote bulletins through correspondence will be sent by post at the headquarter of S.C. CONTED S.A. from Dorohoi, 1 Decembrie St., no. 8, Botoşani county.

The centralization, the verification and the evidence of the votes by correspondence and of the powers of attorney will be realized by a committee nominated by the Board of Directors. Its members will keep in safe the documents and will ensure the confidence of the transmitted votes until the moment of the vote from the agenda./

The bulletins of vote through correspondence will be taken into consideration if they are not registered at the company until 28.02.2013, hours 10:00. There will be considered nulls of right the bulletins of vote which do not respect the term mentioned above or the procedure established by the Board of Directors.

The documents which follow to be presented to the general assembly, the special powers of attorney and the bulletins of vote by correspondence will be put at the

disposition to the shareholders beginning with 01.02.2013, at the company' secretary and on the web www.conted.ro.

For other information you may contact the company at the phone number 0231/610067/int.106.

S.C. CONTED S.A.
President of the Board of Directors,
Ing. Manole Popa

