



S.C. MECANICA CEHLĂU S.A.
FONDATĂ ÎN 1921
610202 Piatra Neamț – România, str. Dumbravei nr. 6
J 27/8/1991; CUI:2045262; cont BCR RO 45 RNCB 0196027797940001
capital social subscris și varsat: 23 990 846 lei
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**THE BOARD OF DIRECTORS
of S.C. MECANICA CEHLĂU S.A.**

with registered office in Piatra-Neamț, Str. Dumbravei, N° 6, Neamț County, registered with the Register of Commerce with N° J27/8/1991, unique code of incorporation 2045262, convened on 10/03/2014, in compliance with the provisions of the Company By-Laws and the Law No 31/1990, republished and amended,

**hereby convene the Shareholders' Ordinary General Meeting
at 13:00 on 14/04/2014,**

and

**the Shareholders' Extraordinary General Meeting
at 14:30 on 14/04/2014, both to be held at the company**

in the municipality of Piatra-Neamț, Strada Dumbravei, N° 6, County of Neamț, for all shareholders registered in the Shareholders' Register at the end of the day of **01/04/2014**, with the following agenda:

Agenda of the Shareholders' Ordinary General Meeting [SOGM]:

1. Election of the secretariat of the Shareholders' Ordinary General Meeting, in compliance with the provisions of Law 31/1990, article 129, paragraph (21);
2. Presentation, discussion, and approval of the Report on the Activity of the Board of Directors in 2013;
3. Presentation, discussion, and approval of the individual Financial Statements for 2013, accompanied by the independent auditor's opinion;
4. Approval of the distribution by destinations of the 2013 net profit;
5. Approval of the managers' discharge for 2013;
6. Approval of the amicable settlement of dispute with the former director general;
7. Presentation, discussion, and approval of the main operational directions and of the BVC for 2014;
8. Approval of the overall limits of remuneration for the company managers and directors, as per Art.153¹⁸ of Law 31/1990 republished and amended;
9. Empowering the Board of Directors to negotiate and execute the management agreement with the executive directors and their respective retribution within the limits set by the SOGM;
10. Approval of the date of 02 May 2014 as the date for the identification of the shareholders who are to benefit from rights and to be submitted to the effects of the SOGM resolutions.

Agenda of the Shareholders' Extraordinary General Meeting [SEGM]:

1. Election of the secretariat of the Shareholders' Extraordinary General Meeting, in compliance with the provisions of Law 31/1990, article 129, paragraph (21);
2. Draft project to modify the company By-Laws;

Rephrasing Article 3 as follows:

- after the first paragraph, the following paragraph shall be inserted: "The company has a secondary registered office, representative office with no legal personality in Bucharest, Blvd. Bucureștii Noi, No 25A, Sector 1, Bucharest";

- paragraph 2 shall become paragraph 3 and shall be rephrased as follows:

Current text: "the company shall have subsidiaries, representative offices, agencies or working points in the same locality or in other locations in the country or abroad."

Text submitted to approval: „The Company shall set up branches, representative offices, agencies or working points in the same locality or in other locations in the country or abroad.”

Rephrasing Article 16, paragraph 17 as follows:

Current text: “In exceptional cases, duly justified by the emergency of the situation and the company’s interest, the resolutions of the Board of Directors may be adopted by the members’ unanimous vote, expressed in writing, which would not require that such body be convened.”

Text submitted to approval: “The Board of Directors shall convene at the company premises or in any other location set under the convening notice. The Board of Directors meetings can also be attended via electronic communication, i.e., telephone/video conference, via the internet or intranet, etc. Such meetings can be held provided the technical conditions allow for the direct and concomitant identification of the attendees by each of the other participants to such meeting and that the debates be recorded in real time.

Additions to the Company By-Laws with the following secondary operations:

4110 – Estate development (promotion);

4120 – Construction works for residential and non-residential buildings

3. Approval of setting up the secondary registered office: “Bucharest Representative Office” with no legal personality in compliance with the provisions of Article 11, letter d) of Law 31/1990 R, and Article 3, paragraph 2 and 3, of the company By-Laws.

4. Documenting the necessary credits and the level of credit collaterals for such credits for 2014. Setting the level of credits and warranties that can be contracted by the Board of Directors for 2014.

5. Approval of the date of 02 May 2014 as the date for the identification of the shareholders who are to be submitted to the effects of the SEGM resolutions.

The shareholders shall attend the ordinary general meeting simply by proof of their identity, i.e., for individual shareholders, with ID, and by special proxy to individual representatives, in case of corporate shareholders and individual shareholders represented in the meeting. Such special proxy shall be issued in three original counterparts (one for the company, one for the principal and one for the agent). The original special proxies and a copy of the ID or of the represented shareholder’s certificate of registration will be submitted in original at the company offices or sent via email, in Romanian or in English, to ceahlau@mecanicaceahlau.ro by **13:00 on 12.04.2014**.

Shareholders registered on the reference date (i.e., **01/04/2014**) in the shareholders’ register could opt for voting via post, before the Shareholders’ General Meeting, using the postal vote form. The original postal vote form, in Romanian or in English, together with the shareholder’s identity document or shareholder’s registration certificate shall be sent to the company’s offices by **16:00 on 12/04/2014**. Please note that only shareholders already registered on the reference date (i.e., 01/04/2014) are entitled to attend the general meeting and/or cast their vote therein.

Further information and documents related to items on the agenda, e.g., draft projects, special proxy forms, and postal vote form, will be available for shareholders at the company’s head office and on the company’s website, i.e., www.mecanicaceahlau.ro, as of **14/03/2014**.

One or more shareholders holding individually or between them at least 5% of the shares of the capital are entitled to introduce new items on the agenda of the shareholders’ ordinary or extraordinary general meetings, provided each item be accompanied by an argument or a draft resolution to be submitted to the approval of the general meeting. Moreover, one or more shareholders holding individually or between them at least 5% of the shares of the capital are entitled to introduce draft resolutions for the items already on the agenda or proposed to be introduced on the agenda of the general meeting. Such draft resolutions shall be submitted in writing by **16:00 on 26/04/2014**.

Shareholders may address, in writing, their queries as to items on the agenda of the general meetings between the **14/03/2014** and **16:00 on 12/04/2014**.

In case a quorum is not reached on the first meeting convened, the following general meetings shall be held on **15/04/2014**, with the same agenda, at the same place and time. For further information please refer to the company registered office and feel free to call on 0233-211104 extension 117.

Cătălin IANCU
Chair of the Board of Directors