

## NATURA QUATTUOR ENERGIA HOLDINGS S.A.

### CONVENING NOTICE

The Board of Directors of Natura Quattuor Energia Holdings S.A., a joint stock company established and operating according to Romanian law, with headquarters in Romania, Bucharest, 5-7 Dimitrie Pompei, 5th floor, Section B, registered with the Trade Registry of Bucharest under no. J40/3315/2009, sole registration code 2695737 (the "**Company**" or "**NQEH**"), according to the provisions of art. 117 par. (1) of Law 31/1990 regarding companies, as republished, and of Law 297/2004 regarding capital markets, of Regulation 6/2009 regarding the exercise by shareholders of certain rights within the general meetings of companies, and pursuant to art. 7 of the Articles of Incorporation of NQEH,

### CONVENES

#### I. THE ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")

**for 23 January 2017, 16:00 hours at the registered office of the Company in Romania, Bucharest, 5-7 Dimitrie Pompei, 5th floor, Section B, district 2, for all shareholders registered in the shareholders' registry at the end of 17 January 2017, set as the reference date, having the following agenda:**

1. Approval of the audited annual consolidated financial statements for the 2015 financial year, based on the report submitted by the Board of Directors and the financial auditor;
2. Empowering Mr. Argyrios Volis to prepare and sign in the name and on behalf of the Company and to submit any documents and give any necessary statements for the registering/submitting at the Trade Registry of the OGSM resolutions and to fulfil any other formalities, including to pay any fees, solicit and receive certificates or any other documents issued by the Trade Registry. Mr. Volis is entitled to delegate the fulfilment of this mandate to other persons;
3. Establishing the record date which serves for the identification of the shareholders who shall benefit from the effects of the resolutions adopted by the OGSM. The proposed record date is 9 February 2017.

Only persons registered as shareholders at the reference date of **17.01.2017** ("**Record Date**") in the Company's shareholders registry kept with Depozitarul Central S.A. are entitled to participate and vote in the OGSM.

## Shareholders' proposals related to the OGSM

One or more shareholders of the Company, representing, individually or jointly, at least 5% of the share capital of NQEH (hereinafter called "**Initiators**") has/have the right to:

- (a) introduce items on the agenda of the OGSM, under the condition that each item is accompanied by a justification or a draft of the resolution proposed to be approved by the OGSM and
- (b) present draft resolutions for the items included or proposed to be included on the agenda of the OGSM.

The Initiators' requests for introducing new items on the agenda, as well as the draft resolution for the points included or to be included on the agenda of the OGSM, accompanied by a copy of the Initiator's valid identity document (in case of individuals-identity card, in case of legal persons – legal representative's identity card registered in the NQEH shareholders' list issued by the Central Depository) may be:

- a) Submitted only in a written form, in person or by courier services, to the Company's Board of Directors or submitted at the headquarters of NQEH from Romania, Bucharest, 5-7 Dimitrie Pompei, 5th floor, Section B no later than 06.01.2017, in a closed envelope, mentioning "**For the Shareholders General Meeting of NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 23/25 January 2017**".
- b) Sent by e-mail, accompanied by valid identity documents, to the e-mail address [info@nqeholdings.com](mailto:info@nqeholdings.com), mentioning as subject: "**For the Shareholders General Meeting of NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 23/25 January 2017**", no later than 06.01.2017.

The agenda supplemented with the items proposed by the above-mentioned shareholders will be published according to legal provisions and to the Articles of Incorporation of the Company for the convening of the OGSM no later than 12.01.2017.

## Questions related to the OGSM

NQEH shareholders, disregarding the level of participation to the share capital, may ask questions regarding the points on the agenda of the OGSM, accompanied by a copy of the shareholder's valid identity document (in case of individuals-identity card, in case of legal persons – legal representative's identity card registered in the NQEH shareholders' list issued by the Central Depository), at the NQEH headquarters from Romania, Bucharest, 5-7 Dimitrie Pompei, 5th floor, Section B mentioning clearly and in capital letter "**For the Shareholders General Meeting of NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 23/25 January 2017**" until the OGSM/EGSM date. The answers will

be given during the OGSM or will be published on the NQEH website,  
[www.nqeholdings.com](http://www.nqeholdings.com).

### Participation to the OGSM

The access of the shareholders registered in the shareholders registry as of the Reference Date are entitled to participate to the OGSM by simply proving their identity, made, in case of natural persons, with the valid identity card or, in case of legal persons and of natural persons that attend the meeting by representation (other than legal representatives), with the proxy given to the natural person representing such shareholders, in compliance with the relevant applicable legislation.

Shareholders registered at the Reference Date in the Company's shareholders registry kept by Depozitarul Central S. A. may attend the OGSM in person or by proxy, each shareholder having the right to empower any other natural or legal person as representative in order to participate and vote on his behalf during the OGSM, in compliance with art. 243, paragraph (6)-(6<sup>4</sup>) of Law 297/2004, as further supplemented and amended.

If participating by proxy, the shareholder will appoint a representative by a special proxy, prepared in accordance with the form of special proxy provided to the shareholders by NQEH, both in Romanian and in English, or by a general proxy given according to the below-mentioned conditions:

### General Proxy or Special Proxy

The general proxy is valid only if: (i) it is granted for a period not exceeding 3 years, (ii) it expressly permits a shareholder's representative who received such a proxy to vote on all issues under debate in the general shareholders meetings of NQEH, including acts of disposal and (iii) it is given by the shareholder, in its quality of customer, to an **intermediary**, as defined by art. 2 par. (1) point 14 of Law 297/2004, as amended, or to a **lawyer**. NQEH Shareholders cannot be represented in the OGSM based on a general proxy given to a person who is in a situation of conflict of interest that may arise in particular in the following cases:

- a) is a majority shareholder of NQEH, or of another entity controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of NQEH, of a majority shareholder or of a controlled entity as provided in a) above;
- c) is an employee or an auditor of NQEH or of a majority shareholder or of a controlled entity as provided in a) above;
- d) is a spouse or relative up to the fourth degree inclusively of one of the natural persons referred to in a)-c) above.

The special proxy must contain specific voting instructions for each item on the agenda of the OGSM and the representative is obliged to vote in accordance with the

instructions issued by the shareholder who empowered him. The special proxy is valid only for the meeting that was requested for.

The General proxy must contain at least the following information: **1.** name/denomination of the shareholder; **2.** name/denomination of the representative (the person to whom the proxy is granted); **3.** date of proxy as well as its validity period, complying with the legislation in force; the proxies bearing a subsequent date generate the revocation of previously dated ones; **4.** the mention that the shareholders gives power of attorney to the representative in order to participate and vote on his/her/its behalf through general power of attorney to the shareholders general meeting for the entire holding of the shareholder as of the record date, specifically mentioning the company/companies for which the respective power of attorney is used. The General proxy ceases according to paragraph 2 of art. 15<sup>1</sup> of NSC Regulation 6/2009.

A shareholder may appoint only one person to represent him at the OGSM. Nevertheless, if a shareholder holding NQEH shares in several securities accounts, this restriction will not prevent him designating a separate representative for the shares held in each securities account, in relation to a certain general meeting. Nevertheless, he is forbidden to express different votes according to the shares held to the share capital of NQEH.

The special power of attorneys must contain specific voting instructions for each item on the agenda of the OGSM, and the representative must vote according to the instructions made by the shareholder designating him.

The special power of attorney is valid only for the meeting for which it was requested. The representative must vote according to the instructions made by the shareholder designating him.

At the same time, a shareholder may designate by proxy one or more alternate representatives to ensure its representation in the OGSM if the representative appointed by a special proxy is unable to fulfill his mandate. In case the proxy provides more alternate representatives, there will be determined the order in which they will exercise their mandate.

In case of **the special proxy**, an original copy, filled in English or Romanian language and signed by the shareholder, together with a copy of the ID of the shareholder (in case of natural persons - identity card, and respectively for legal persons – identity card of the legal representative, registered in the shareholders' registry of NQEH issued by Depozitarul Central S.A.), shall be submitted or sent by registered letter with confirmation of receipt at the NQEH headquarters from Romania, Bucharest, 5-7 Dimitrie Pompei, 5th floor, Section B in a closed envelope, mentioning clearly and in capital letter "**For the Shareholders General Meeting of NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 23/25 January 2017**", no later than 21.01.2017, following that the representative should have with him at the OGSM an original of the special power of attorney.

The special power of attorney, together with the above-mentioned documents, may be also sent by e-mail incorporating the extended electronic signature according to Law 455/2001 on the electronic signature, accompanied by valid identity documents, at the e-mail address [info@nqeholdings.com](mailto:info@nqeholdings.com), mentioning at the subject: "**For the Shareholders General Meeting of NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 23/25 January 2017**", no later than 21.01.2017.

In case of **general proxy**, before its first utilisation, a copy of the general proxy having the mentioning that it is in accordance with the original and having the signature of the representative, together with a copy of the ID of the shareholder (in case of natural persons - identity card, and respectively for legal persons – identity card of the legal representative, registered in the shareholders' registry of NQEH issued by Depozitarul Central S.A.) shall submitted or sent by registered letter with confirmation of receipt at the NQEH headquarters from Romania, Bucharest, 5-7 Dimitrie Pompei, 5th floor, Section B in a closed envelope, mentioning clearly and in capital letter "**For the Shareholders General Meeting of NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 23/25 January 2017**", no later than 21.01.2017, following that the representative should have with him at the OGSM an original of the general power of attorney.

The **general power of attorney** may be also sent by e-mail incorporating the extended electronic signature according to Law 455/2001 on the electronic signature, accompanied by valid identity documents, at the e-mail address [info@nqeholdings.com](mailto:info@nqeholdings.com), mentioning at the subject: "**For the Shareholders General Meeting of NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 23/25 January 2017**", no later than 21.01.2017.

Certified copies of the general power of attorneys shall be kept by NQEH, this being mentioned in the minutes of the OGSM.

The person who was given a general proxy cannot be replaced by another person. In case the empowered person is a legal person, the legal person can exercise its mandate given to it through any person who is a member of the management or executive body or through its employees.

The shareholders can appoint and revoke their representative by electronic means of data transmission, the revocation starting to be effective and opposable to NQEH if it was received by NQEH until the deadline for the submission/sending the power of attorneys.

If the person representing the shareholder in the OGSM is different from that who has voted by correspondence, then for the vote to be valid, the representative shall present within the OGSM a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the OGSM.

### Special provisions related to the general power of attorney

NQEH will accept a general power of attorney for participation and vote at the OGSM / EGSM, given by a shareholder, as a client, only to an intermediary as defined according art. 2 para. (1), point 14 of Law 297/2004, as further amended and supplemented, or to a lawyer, without requiring the submission of other documentation relating to such shareholder, if the special proxy is made according to NSC Regulation no. 6/2009, and is signed by such shareholder and accompanied by a statement given by the legal representative of the intermediary or lawyer which received the power of representation by general proxy, showing that:

- (i) the empowerment is given by the respective shareholder, as client, to his intermediary, or as the case may be, to his lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case may be.

The statement stipulated under the previous paragraph must be submitted by the issuer in original, signed and, as the case may be, stamped, without complying with other formalities related to its form.

The statement will be submitted to NQEH together with the general power of attorney, under the terms and conditions mentioned above for the general power of attorney.

### Vote by correspondence

NQEH shareholders registered as of the Record Date in the shareholders registry kept by Depozitarul Central SA have the possibility to vote by correspondence by using the correspondence ballots made available to NQEH shareholders both in Romanian and English languages.

Vote by correspondence may be exercised by a representative only if he has received from the shareholders he represents a special/general power of attorney which is submitted to the issuer according to art. 243, para. (6<sup>3</sup>) of Law 297/2004, as further amended and supplemented.

In case of voting by correspondence, the voting ballots, filled in in Romanian or English language and signed, together with a copy of the identity card of the shareholder (in case of natural persons - identity card, and respectively for legal persons – identity card of the legal representative, registered in the shareholders' registry of NQEH issued by Depozitarul Central S.A.) shall be submitted or sent by registered letter with confirmation of receipt at the NQEH headquarters from Romania, Bucharest, 5-7 Dimitrie Pompei, 5th floor, Section B in a closed envelope, mentioning clearly and in capital letter " **For the**



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The **correspondence ballot**, together with the above mentioned documents may be also sent by e-mail incorporating the extended electronic signature according to Law 455/2001 on the electronic signature, accompanied by valid identity documents, at the e-mail address [info@nqeholdings.com](mailto:info@nqeholdings.com), mentioning at the subject: "**For the Shareholders General Meeting of NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 23/25 January 2017**", no later than 21.01.2017.

Other stipulations regarding the OGSM

In the case of legal persons shareholders and entities without legal personality shareholders, the quality of legal representative will be verified in the Shareholders Registry issued by the Central Depository for the reference date. If documents attesting the quality of legal representative are issued in a foreign language other than English, they must be accompanied by a translation into Romanian or English, performed by a certified translator. The issuer will not require the authentication or apostilation of documents attesting the quality of shareholder's legal representative.

In all cases described above in which there is a reference to the shareholders' representative who is registered in the shareholders registry issued by Depozitarul Central S.A., if the respective representative is not registered as such in the evidence of Depozitarul Central S.A., for the identification of the representative of the shareholder who is a legal person, an ascertaining certificate issued by the Trade Registry will be sent to the Company, which is no older than 3 months before the date when the convening notice for the OGSM was published.

Failing to send the general or special powers of attorney/correspondence ballots until the established date will be sanctioned with losing the right to vote by representative/by correspondence at the OGSM. Special/general powers of attorney/correspondence ballots that do not contain the information mentioned in the form made available by NQEH are not opposable to NQEH. At the same time, the general power of attorneys that do not contain the minimum information as required by law will not be opposable to NQEH.

If on **23.01.2017** (date of first convocation of OGM) the legal validity conditions for holding the OGSM are not met, the respective OGSM is convened for **25.01.2017** at the same place, time and with the same agenda.

The documents and the informative materials referring to the points of the agenda of the OGSM, this convening notice, the total number of shares and the voting rights existing at the date of the convening, well as the special proxies and the correspondence voting forms for the OGSM shall be made available to the

shareholders, in Romanian and English language, starting with 04.11.2016, at the Company's headquarters, and by making them available on the internet page of the Company, respectively <http://www.nqeholdings.com>, Investors Relations section).

As of the convening notice date, NQEH share capital is made up of 36,059,484 nominal shares, each share giving the right to one vote; as a consequence, the total number of votes as of the convening date is of 36,059,484 voting rights.

Draft resolutions proposed by the shareholders will be uploaded on NQEH web page as soon as possible, after NEQH receives them.

President of the Board of Directors  
of Natura Quattuor Energia Holdings SA  
Georgios Tsamis