

CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) ASCENDIA S.A.

The sole administrator of ASCENDIA S.A. (The "Company"), a Romanian legal person, having its registered office in Str. Eufrosin Poteca Nr. 40, Et.1, Sector 2, Bucharest, Romania and the correspondence address at the work point of Str. Avrig Nr. 12, Et. 4, Sector 2, Bucharest, Romania, registered with the Trade Register under no. J40.6604 / 2007, having as Unique Registration Code RO21482859, company traded on the Bucharest Stock Exchange under the ASC trading symbol, having a share capital divided into 1,444,444 nominative shares, fully subscribed by the shareholders, conferring on their holders , proportional to the number of shares held, 1,444,444 equal votes in the OGMS,

CONVENES

The Ordinary General Meeting of Shareholders (OGMS) of the company for **29.04.2018, 11:00** (Romanian time), in the meeting room of Ascendia S.A., located at the working point from Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania, convening all shareholders registered in the Shareholders Register at the end of **18.04.2019 (Reference Date)**. Only persons who are shareholders on the Reference Date have the right to participate and vote at the OGMS.

If at the first meeting the legal and statutory quorum of attendance is not achieved, the Ordinary General Meeting of Shareholders (OGMS) is convoked again on 30.04.2019, 11:00 (Romanian time) at the address mentioned for the first convocation, with the same agenda and the same reference date.

THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS IS AS FOLLOWS:

1. Approval of the financial statements for the financial year 2018, accompanied by the Administrator's Report and the Financial Auditor's Report.
2. Discharge of the Administrator for any liability for his administration during the 2018 financial year.
3. Approval of the revenues and expenditure budget for 2019.
4. Approving the proposal for profit distribution for 2018. The proposal for allocation is: the creation of reserves.
5. Approval of the signing between the Company and the sole administrator of the Company, Mr. Cosmin Mălureanu, of a paid administration contract of 4500 lei net / month value.

6. Approval of the signing between the Company and the sole administrator of the Company, Mr. Cosmin Mălureanu, of a paid management contract of 7500 lei net / month value.
7. Approval of the Registration Date, defined as the date that serves to identify the shareholders to whom the decisions of the OGMS are imposed. The identification of the shareholders will be done by consulting the Shareholders' Registry held by the Central Depository. The proposal for the **Registration Date** is: **23.05.2019**, and the Date for the **Ex-date** **22.05.2019**.
8. Empowerment, with substitutability, of the company's administrator, Mr. Cosmin MĂLUREANU to sign the shareholders' resolutions and any other documents related to them and to perform all the procedures and formalities provided by the law for the implementation of the resolutions of the shareholders, including the formalities for their publication and registration with the Trade Registry or any other public institution.

INSTRUCTIONS REGARDING THE OGMS from the 22nd (23rd) of September 2018

Participation at the OGMS

The reference date for the OGMS is **18.04.2019**. Only shareholders registered at this date in the Shareholders' Registry held by the Central Depository will be able to participate and vote at this general meeting.

The share capital of Ascendia S.A. consists of 1,444,444 nominative, ordinary and dematerialized shares, each share held giving the right to a vote in the general meeting.

Shareholders **may participate directly or may be represented by other persons**, under the terms of the law and according to the Articles of Incorporation, or **may vote by correspondence**. In all these situations, the documents listed below are required, with the mention that in case of correspondence voting (online or printed correspondence), the identity documents will be sent in copy according to the original, under the handwritten signature of the shareholder.

All documents submitted in the name of the shareholders, as well as copies of the original documents, will be kept by Ascendia S.A.

Note: Should any difference be noted between the contents of the documents published in English and the documents published in Romanian related to the OGMS, the Romanian language documents contents will prevail.

The necessary documents for participation in the OGMS for **natural persons** are:

- If he participates directly: a) a simple proof of the identity, made with the identity document, in the original;
- If another natural person is represented: a) a copy of the identity document of the represented person, b) the identity document of the authorized person, in original, c) notarial authorization

signed by the represented person as well as d) **the special power of attorney** by Ascendia SA, in original;

- If a legal person is representing the natural person: a) a copy of the identity document of the represented person, b) an official document attesting the quality of the legal representative (certificate issued by the Trade Register within the validity term or other proof issued by a competent authority, in the original), c) the identity document of the representative of the authorized representative, in the original, and d) **the special power of attorney** document provided by Ascendia SA, in original.

The documents required for participation in the OGMS for **legal entities** are:

- If it is represented by the legal representative: a) an official document attesting to such a quality (certificate issued by the Trade Register during the term of validity or other proof issued by a competent authority in original) and b) the identity document of the legal representative , in original;

- if he is represented by a person other than the legal representative: a) an official document attesting to the quality of the legal representative (certificate of attestation issued by the Trade Registry within its validity period or other proof issued by a competent authority, in original); the identity document of the legal representative, c) the representative's identity document, in original, and d) **the special power of attorney** document provided by Ascendia S.A.

Voting through OGMS representatives

For voting through representatives, Ascendia S.A. makes special powers of attorney (documents) available to shareholders starting from **27.03.2019**.

In order to be considered valid, the special power of attorney filled in by the shareholders will include the information provided in the special power of attorney form provided by the company, specifying the vote for each item on the agenda.

After completing and signing the special power of attorney (**in 3 original copies** - one copy of the power of attorney will be forwarded to Ascendia S.A., one will be handed to the representative and the third copy will remain with the shareholder.), under penalty of losing the right to vote, the documents will be forwarded to Ascendia S.A. to be verified and to also check if all legal conditions are met, before the OGMS.

The deadline for receiving the documents at Ascendia S.A. is 24.04.2018, 11:00 (Romanian time), following the procedure described below:

- a) If sending of printed form is chosen, **a copy of the power of attorney, together with the documents mentioned as required for participation in the OGMS and specified in the power of attorney**, will be delivered / sent to the company's headquarters in Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania.
- b) If opting to send by e-mail, the power of attorney will be transmitted as a signed document with electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the

email address: investors@ascendia.ro. **In the case of the electronic transmission of the power of attorney, electronic counter-signed (scanned and then signed with digital signature) will also be required for the documents mentioned as needed for participation in the OGMS, which will also be send.**

Also, the representation of the shareholders in the general meeting can also be done on the basis of a general mandate letter. Through this general mandate, the represented shareholder gives his / her representative the opportunity to vote on all aspects of the debate of one or more general meetings, including the documents under review, without specific voting instructions from the shareholder.

In order to be considered valid, the general mandate letter must include at least the following information:

1. name / name of the shareholder;
2. the name / name of the representative (the person empowered);
3. the date of empowerment, as well as the period of its validity, in compliance with the legal provisions; the powers given with a later date have the effect of revoking the previously dated given powers;
4. specifying that the shareholder empowers the representative to participate and vote on its behalf by giving general authorization to the general meeting of shareholders for the full ownership of stocks the shareholder holds at the reference date, with the express specification of the company (s) for which that general authorization is used; either individually or through a generic wording relating to a particular category of issuers.

At the same time, general empowerment will only be valid if granted by the shareholder as a client to an intermediary (financial investment services companies authorized by ASF, credit institutions authorized by BVB in accordance with the applicable banking legislation, as well as entities of their nature authorized in the Member States or non-member to provide investment services and activities) or to a lawyer, for a period of maximum 3 (three) years, according to the provisions of art. 92 para. (13) of Law no. 24/2017.

The shareholders may not be represented in the general meeting of shareholders on the basis of a general mandate letter by a person that is in a situation of conflict of interest, in particular in one of the following cases:

- a) is a majority shareholder of ASCENDIA S.A. or another person controlled by that shareholder;
- b) is a member of a management, management or supervisory body of ASCENDIA S.A., a majority shareholder or a controlled person, in accordance with the provisions of let. a);
- c) is an employee or auditor of ASCENDIA S.A. or of a majority shareholder or a controlled entity, in accordance with the provisions of let. a);
- d) is the spouse, relative or affinal to the fourth degree of one of the natural persons referred to in let. a)-c).

The empowered person may not be substituted by any other person unless that right has been expressly conferred on the shareholder by the power of attorney. Where the person empowered is a legal person, he may exercise his mandate through any person who is part of his or her management or management body or its employees.

The deadline for receiving the general mandate letter at Ascendia S.A., subject to the penalty of losing the voting right, is 24.04.2019, 11:00 (Romanian time), following the procedure described below:

- a) If sending of a printed copy is chosen, **a copy of the power of attorney including the mention of compliance with the original under the signature of the representative, accompanied by the documents set as necessary for participation in the OGMS and specified within the mandate, if any**, shall be deposited / sent to the offices of the company from Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania.
- b) If opting to send by e-mail, the general mandate letter will be transmitted as a signed document with electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the email address: investors@ascendia.ro. **In the case of the electronic transmission of the general mandate letter, electronic counter-signed (scanned and then signed with digital signature) will also be required for the documents mentioned as needed for participation in the OGMS, which will also be send.**

The general mandate letter will cease by:

- a) revocation written by its principal shareholder forwarded to ASCENDIA SA in printed form or by e-mail in accordance with the aforementioned procedure no later than **24.04.2019 at 11:00** – Romanian time (deadline for depositing the mandates) drafted in Romanian or in English; or
- b) the loss of the shareholder's title to the reference date applicable to the general meeting (**18.04.2019**); or
- c) the loss of the status of intermediary or attorney of the trustee (empowered person).

The Vote by Correspondence

Shareholders registered at the reference date have the option to **vote by email** before the OGMS until the deadline of **28.04.2019, 11:00** (Romanian time) - **the date of receipt by Ascendia S.A.** of their vote, by using the **correspondence voting form** made available to the shareholders starting from **27.03.2019**. For voting by correspondence, the following system will be used:

- a) If sending of printed form is chosen, the voting forms will be submitted / sent to the company headquarters in Bucharest, Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania by the mentioned deadline. **The correspondence voting form shall be considered valid only if it is accompanied by the documents required for participation in the OGMS.**
- b) If opting to send by e-mail, the correspondence voting forms may be sent, by means of signed documents with electronic signature, according to Law no. 455/2001 regarding the electronic signature, at the e-mail address investors@ascendia.ro, till the mentioned dedline. **In the case of**

the electronic submission of the voting form, in order to be considered valid, also the digital counter-signing will be required (scanned than dually signed) for the documents mentioned as needed for participation in the OGMS.

Starting with **27.03.2019**, the special power of attorney forms for OGMS, respectively those for exercising the right to vote by correspondence, can be obtained from Ascendia S.A. - Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania or can be downloaded from the company's website (www.ascendia.ro), from the Investors section (from the Romanian language version of the website).

Statutory conditions regarding the shareholders' proposals regarding the OGMS

According to the legal provisions and the Articles of Incorporation, one or more shareholders, who hold individually or together at least 5% of the share capital, have the right within 15 days from the date of publication of the convocation:

- a) to add new items on the agenda, provided that each item is accompanied by a justification or a draft resolution proposed for approval to the ordinary or extraordinary general meeting, to be transmitted at the company's registered office - Str. Avig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania;
- b) to submit draft decisions for the items included or proposed to be included on the agenda, proposals that will be made in writing and sent to the company's headquarters - Str. Avig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania.

Shareholders' proposals and documents attesting to the fulfillment of the conditions for the exercise of these rights shall be transmitted by the specified dates using one of the following forms of transmission:

- a) as original document (handwritten), by post or courier services, in a closed envelope marked "*Proposal of new items on the agenda for the general meeting of the shareholders*" at Ascendia S.A. - Str. Avig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania;
- b) as a signed document with extended electronic signature, according to the Law no. 455/2001 regarding the electronic signature, by e-mail having as topic "*Proposal of new items on the agenda for the general meeting of the shareholders*" at: investors@ascendia.ro.

If the case, the revised agenda will be published by **17.04.2019** in accordance with the legal provisions in force.

Resources available to shareholders and questions about the OGMS

The Convening Notice and the resources to be discussed will be available for consultation starting with **27.03.2019** at the working point of the company from Str. Avig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania and on the company website (www.ascendia.ro), at the Investors section.

The list of available documents includes: Convening Notice for OGMS 29(30).04.2019, Balance Sheet for 31.12.2018 and its Notes, Administrator's Report for the financial year ended 31.12.2018, proposed Revenues and Expenses Budget for 2019, Statement of Responsible Persons, Draft Resolutions for OGMS 29(30).04.2019, Distance Voting Forms and Special Power of Attorney forms for individuals and legal entities.

Company's shareholders may submit written questions on agenda items, together with identification documents of the shareholder, no later than the day before the OGMS. The company can also respond by posting the answer on the company's website (www.ascendia.ro), for questions with the same content, a general answer by the company may be offered. Shareholders' questions will be sent in writing, either by post or courier services at the above-mentioned offices, or by electronic means (at: investors@ascendia.ro).

Additional information can be obtained directly at Ascendia S.A. from Str. Avrig Nr. 12, Et 4, Sect. 2, Bucharest, Romania or tel +4.021.312.42.26, Monday to Friday, between 11:00 - 17:00, until 26.04.2019.

SOLE ADMINISTRATOR OF ASCENDIA S.A.

Cosmin Mălureanu

