

S.C. CONDMAG S.A.
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INTRARE Nr.
IESIRE Luna 03 Anul 2014

24 February 2014

S.C. CONDMAG S.A. – Brasov, Romania
52 Avram Iancu St.
500075 BRASOV
ROMANIA

In attention of: Management Board:

- Mr. Gheorghe Calburean - President
- Mr. Alexandru-Liviu Tatar - Member
- Mrs. Mariana Pruteanu - Member
- Mrs. Dana Elisabeta Nanu - Member
- S.C. Palmer Capital RO S.R.L. through Mr. Cristian R. Făder - Member

Ref: Call for Shareholders Meeting

Dear Sirs and Madams,

Refer to attached request to call the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders.

We wait for your prompt reply.

Yours sincerely,

VAN HERK INVESTMENTS B.V. represented by,

E.G.A. Esveld

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Data: 24 Februarie 2014

Catre: Consiliul de Administratie al S.C. Condmag S.A.

Ref: Cerere de convocare a Adunarii Generale Ordinare a Actionarilor si de convocare a Adunarii Generale Extraordinare a Actionarilor

Stimati Domni,

Subscrisa, VAN HERK INVESTMENTS B.V., cu sediul social in Lichtenauerlaan 30, 3062 ME ROTTERDAM, the Netherlands,, in calitate de actionar detinand 41,613,095 actiuni reprezentand 10.9125% din capitalul social subscris si varsat al S.C. Condmag S.A., reprezentata legal de Mr E.G.A. Esveld

In conformitate cu:

- (A) Art. 117¹ alin.1 din Legea 31/1990 a societatilor comerciale, republicata, cu completarile si modificarile ulterioare;
- (B) Art. 7 (1) din Regulamentul 6/2009 privind exercitarea anumitor drepturi ale actionarilor in cadrul adunarilor generale ale societatilor comerciale, si ale
- (C) Art. 14 din Actul Constitutiv al societatii,

unul sau mai multi actionari care detin, individual sau impreuna, cel putin 5% din capitalul social pot convoca adunarea generala a actionarilor. In consecinta,

Convoaca

Adunarea Generala Ordinara a Actionarilor
S.C. CONDMAG S.A.,

pentru data de 27 Martie 2014, ora 11.00 (prima convocare), respectiv pentru data de 28 Martie 2014, orele 11.00 (a doua convocare, in cazul in care prima adunare nu s-a putut tine), la sediul societatii, din str. Avram Iancu nr. 52, Brasov, cu urmatoarea ordine de zi:

1. Alegerea membrilor Consiliului de Administratie prin metoda votului cumulative, conform legislatiei in vigoare. Candidaturile pentru Consiliul de Administratie se pot

Date: 24 February 2014

To: Board of Directors of S.C. Condmag S.A.

Ref: Request to call the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders

Dear Sirs,

The subscribed, VAN HERK INVESTMENTS B.V., with registered address at Lichtenauerlaan 30, 3062 ME ROTTERDAM, the Netherlands, in its capacity as shareholder holding 41,613,095 shares representing 10.9125% of the subscribed share capital of S.C. Condmag S.A., legally represented by Mr E.G.A. Esveld

In accordance with:

- (A) The provisions of art. 117¹ of Law 31/1990 on companies, as republished and subsequently amended;
- (B) The provisions of art. 7 (1) of Regulation no. 6/2009 concerning the exercise of certain rights of shareholders in general meetings of shareholders, and
- (C) The provisions of Art. 14 of the company's by-laws,

one or more shareholders holding, individually or together, at least 5% of the share capital may call a general shareholders meeting. As a result, we submit a

Call
for
Ordinary Shareholders Meeting of
S.C. CONDMAG S.A.

for the date of March 27th, 2014, 11.00 hours (first call), or date March 28st, 2014, 11.00 hours (second call, in case the first meeting can not be held), at the company's head office in str. Avram Iancu nr. 52, Brasov, with the following agenda:

1. Election of the Board of Directors using the cumulative voting method, in accordance with the existing laws. Candidacies for the Board of Directors can be submitted until



Proiect de hotarare

Motivarea punctelor de pe ordinea de zi

- 1. Alegerea membrilor Consiliului de Administratie prin metoda votului cumulativ, conform legislatiei in vigoare.**

Motivare: scopul solicitarii de alegere a membrilor Consiliului de Administratie prin metoda votului cumulativ, este de a oferi o mai buna reprezentativitate a actionarilor minoritari, in conducerea companiei. Candidaturile pentru Consiliul de Administratie se pot depune pana la data de 3 Martie 2014.

- 2. Aprobarea ca tranzactiile de cumparare sau vanzare in care contraparte este DAFORA SA sau companiile afiliate, in valoare (individual sau cumulativ) de peste 50,000 Euro (pe an), sa fie efectuate doar dupa obtinerea aprobarii AGOA pentru respectivele tranzactii.**

Motivare: Pentru a intari guvernanta corporativa si a asigura un tratament egal pentru totii actionarii, se propune obtinerea aprobarii AGOA pentru tranzactiile cu o valoare de peste 50,000 Euro, in care contraparte este DAFORA S.A. sau companiile afiliate. In acest fel, tranzactiile motivate economic, vor putea fi aprobate si de catre actionarii minoritari. Pentru claritate, pragul de 50,000 Euro se aplica atat tranzactiilor individuale cat si cumulate, derulate pe parcursul unui an calendaristic.

Motivations of the resolutions on the agenda

- 1. Election of the Board of Directors using the cumulative voting method, in accordance with the existing laws.**

Motivation: the reason for the request to elect new members for the Board of Directors through cumulative voting, is to offer a better representation of minority shareholders in the company management. Candidacies for the Board of Directors can be submitted until March 3rd, 2014.

- 2. Approve that all buy or sale transactions in which counterparty is DAFORA SA or affiliated companies, with a value (individually or cumulative) of more than EUR 50,000 (per year), to be done only after obtaining the General Shareholders Meeting approval for the respective transactions.**

Motivation: In order to strengthen corporate governance and to insure a fair treatment of all shareholders, the Ordinary General Shareholders Meeting should approve transaction in excess of EUR 50,000, in which counterparty is DAFORA S.A. or affiliated companies. In this way, transactions which are economically sound, will be approved by minority shareholders as well. For clarity, the EUR 50,000 threshold value applies to individual or cumulative transactions done during the calendar year.



depune pana la data de 10 Martie 2014.

2. Aprobarea ca tranzactiile de cumparare sau vanzare in care contraparte este DAFORA SA sau companiile afiliate, in valoare (individual sau cumulat) de peste 50,000 Euro (pe an), sa fie efectuate doar dupa obtinerea aprobarii AGOA pentru respectivele tranzactii.
3. Propunerea datei de 16 Aprilie 2014 ca data de inregistrare pentru identificarea actionarilor asupra carora se rasfrang efectele hotararilor AGOA.
4. Acordarea de imputerniciri pentru indeplinirea tuturor formalitatilor procedurale necesare punerii in aplicare a hotararilor Adunarii Generale Ordinare a Actionarilor si pentru semnarea si indeplinirea oricaror formalitati sau proceduri de inregistrare sau publicare cerute de lege.

La adunare vor putea participa si vota toti actionarii existenti si inregistrati in Registrul Actionarilor la sfarsitul zilei de 19 Martie 2014 (data de referinta).

March 10rd, 2014.

2. Approve that all buy or sale transactions in which counterparty is DAFORA SA or affiliated companies, with a value (individually or cumulative) of more than EUR 50,000 (per year), to be done only after obtaining the General Shareholders Meeting approval for the respective transactions.
3. The approval of April 16th, 2014 as the registration date, to identify the shareholders which will benefit from the decisions taken in the SGM.
4. Granting power of attorney / representation for fulfilling the decisions of the General Shareholders Meeting and to sign and carry out all procedures and formalities set out by the law for the purpose of implementing the shareholders' resolutions.

At the shareholders meeting can participate and vote existing and registered shareholders in the Shareholders' Registry as of March 19th, 2014 (reference date).

