

**CONVENING NOTICE**  
**ORDINARY GENERAL MEETING OF SHAREHOLDERS AND**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**Natura Quattuor Energia Holdings S.A.**

The Board of Directors of Natura Quattuor Energia Holdings SA, a joint stock company organized and operating under the laws of Romania, with its headquarters in Bucharest, str Provision no. Ap 14-18/23 Office 4, Sector 3, registered with the Trade Registry under no. J40/3315/2009, unique registration code 2695737, pursuant to art. 117 para. (1) of Law 31/1990, republished and art. 13 of the memorandum of Natura Quattuor Energia Holdings SA (hereinafter the "Company"),

Convenes

**(A) The General Meeting of Shareholders ("OGMS") on 3 September 2013 at 16:00 at Hotel Minerva, Juno Hall, Str. Gheorghe Manu. 2-4, sector 1, Bucharest, to all shareholders registered in the registry of shareholders at the end of 27th August 2013, established as the reference date for OGMS.**

With the following agenda:

1. Reappointment of Mr. Georgios Tsamis as a member of the Board of Directors, for a term of three years, starting with the adoption of this decision.
2. Empowering Mr. Argyrios Volis to prepare and sign in the name and on behalf of the company and file any documents and give any statements required to register / submit to the Trade Register the decisions of the OGMS, and fulfill all other formalities, including to pay any taxes to request and receive certificates or any other documents issued by the Trade Register. Mr. Volis is empowered to meet the mandate mentioned above by others.
3. The setting of the record date that serves to identify shareholders who will be affected by the decisions taken by the OGMS. The proposed date is September 20, 2013.

and

**(B) The Extraordinary General Meeting of Shareholders ("ESGM") on 3 September 2013 at 16:30 at Hotel Minerva, Juno Hall, Str. Gheorghe Manu. 2-4, sector 1, Bucharest, to all shareholders registered in the registry of shareholders at the end of 27th August 2013, established as the reference date for ESGM.**

With the following agenda:

1. Admission of shares issued by the Company to trading on regulated market managed by the Bucharest Stock Exchange, category III Equities sector.
2. The Board of Directors is empowered to take all necessary measures in order to carry out the decision referred to in paragraph 1, including but not limited to authorized financial intermediary selection, preparation and submission of the prospectus for admission to trading on the FSA to approval and carry out all necessary formalities in relation to relevant capital market entities.
3. Empowering Mr. Argyrios Volis to prepare and sign in the name and on behalf of the company and file any documents and give any statements required to register / submit the EGMS Resolutions to the Trade Register, and meet any other formalities, including to pay any taxes to request and receive certificates or any other documents issued by the Trade Register. Mr. Volis is empowered to meet the mandate mentioned above by others.
4. The setting of the record date that serves to identify shareholders who will be affected by the decisions adopted by the EGMS. The proposed date is September 20, 2013.

Only the persons who are registered as shareholders on August 27, 2013 ("Reference Date") in the Company's registry of shareholders kept by the Central Depository, are entitled to attend and vote at the OGMS and/or EGMS.

One or more shareholders representing, individually or together, at least 5% of the share capital of the Company (hereinafter referred to as "initial") are entitled:

**(A)** to put items on the agenda of the OGMS and / or EGMS, provided that each item is accompanied by a justification or a draft resolution to be adopted by the OGMS and / or EGMS and / or

**(B)** to submit draft resolutions for items included or to be included on the agenda of the OGMS and / or EGMS.

The proposals for the introduction of new items on the agenda of the OGMS and / or ESGM shall be accompanied by copies of the identity of the initiator. Applications on the introduction of new items on the agenda of the OGMS and / or EGMS shall be submitted to the Board of Directors of the Company no later than 15 days from the date of publication of the convening notice of the OGMS and / or EGMS, only in writing in a sealed envelope, mentioning "For the Ordinary / Extraordinary General Meeting of the Shareholders of Natura Quattuor Energia Holdings SA on a 3/4 September 2013", accompanied by a copy of valid ID of the initiator (in case of individuals, ID / ID card, or their businesses, ID / ID card of the legal representative together with a certificate issued by the Trade Registry, not older than 3 months before the convening notice of the OGMS and / or EGMS). Full agenda of OGMS and / or EGMS of shareholders proposed points above will be published under the requirements of the law and the articles of association to convene the General Assembly no later than 23 August 2013

The proposals for candidates for the position of director by the shareholders may be made personally at the company or in writing, by letter sent to the Company's headquarters, labeled 'For the Ordinary General Meeting of Shareholders of Natura Quattuor Energia Holdings SA on 3/4 September 2013, accompanied by a copy of valid ID of the shareholder (in case of individuals, ID / ID card or in case of legal persons, ID / ID card of the legal representative together with a certificate issued by the Trade Registry no later than 3 months before the convening notice of the OGMS) until 23 August 2013 inclusive. Nominations for the position of administrator must include the name, place of residence and professional qualifications of the person proposed as administrator. The list of information about the name, place of residence and professional qualifications of the persons proposed by the administrator will be made available to shareholders and can be consulted and completed by them at the Company's OGMS calling notice from the date of publication in the Official Gazette, Part IV.

The Draft resolutions for items included or to be included in the agenda of the OGMS and / or EGMS is concluded no later than 15 days from the publication of the convening notice of the OGMS and / or EGM, only in writing at the company or by letter sent to the premises in a sealed envelope labeled "'For the Ordinary / Extraordinary General Meeting of the Shareholders Natura Quattuor Energia Holdings SA on 3/4 September 2013', accompanied by a copy of valid ID of the initiator (for individuals, ID / ID card or in case of legal persons, ID / ID card of the legal representative together with a certificate issued by the Trade Registry, not older than 3 months before the convening notice of the OGMS and / or EGMS).

The shareholders of the Company, regardless of its stake in the share capital may submit questions in writing regarding items on the agenda of the OGMS and / or EGMS. Shareholders may also submit questions only accompanied by a copy of valid ID (in case of individuals, ID / ID card or in case of legal persons, ID / ID card of the legal representative together with a certificate issued by the Trade Registry not older than 3 months before the convening notice of the OGMS and / or EGMS) at the company or in writing, by letter sent to the headquarters of the Company between the hours of 9:00 to 12:00, in a sealed envelope with the words written " Ordinary / Extraordinary General Meeting of the Shareholders of Natura Quattuor Energia Holdings SA on a 3/4 September 2013 ".

Shareholders registered on the Company's registry of shareholders on the Reference Date in the Central Depository may attend in person or by proxy the OGMS and / or EGMS. If participating by proxy, the shareholder will appoint the OGMS and / or EGMS through a representative proxy drawn up in accordance with the form of proxy provided to the shareholders of the Company. Form of proxy for the OGMS and EGMS representation (in Romanian and English) will be available to shareholders at the Company starting on August 2, 2013 between 09:00-12:00.

Powers of attorney for OGMS and / or EGMS will be completed by the shareholder in three originals, in Romanian or English. Special power of attorney must contain specific voting instructions for each item on the agenda of the OGMS and / or EGMS and the representative is obliged to vote in accordance with instructions issued by the appointing shareholder. The power of attorney is valid only for the meeting that was requested.

An original copy of power of attorney OGMS and / or EGMS, completed and signed by the shareholder, together with a copy of the identity of the shareholder (in case of individuals, ID / ID card or in case of legal persons, ID / card identity of the legal representative together with a certificate issued by the Trade Registry, not older than 3 months before the convening notice of the OGMS and / or EGMS) will be sent to the Company by deposit in the registry or by registered letter with acknowledgment of receipt, until 1 September 2013 at 14:00, in a sealed envelope with the words written "For the Ordinary / Extraordinary General Meeting of the Shareholders of Natura Quattuor Energia Holdings SA on a 3/4 September 2013".

A shareholder may grant a credit institution that provides custodial services a proxy to participate and vote at the OGMS and / or EGM, without requiring the presentation / submission of other documentation relating to that shareholder, while the proxy is prepared in accordance with Regulation NSC. 6/2009, is signed by that shareholder and is accompanied by an affidavit on the credit institution that received

- (i) power of representation by proxy, revealing that: the credit institution provides custodial services for that shareholder;
- (ii) the proxy instructions are identical to the instructions of the SWIFT message received by the credit institution to vote on behalf of such shareholder in OGMS and / or EGMS;
- (iii) the proxy is signed by the shareholder.

Proxy for OGMS and / or EGMS and the statement above must be submitted to the Company Registry original, signed and, if applicable, stamped, without other formalities related to the form of such documents or shall be sent by registered letter with acknowledgment of receipt, until September 1, 2013, 14:00, in a sealed envelope with the words written " For the Ordinary / Extraordinary General Meeting of the Shareholders of Natura Quattuor Energia Holdings SA on a 3/4 September 2013 "

Failure to submit special proxies for OGMS and / or EGMS until the abovementioned date and time shall be punished with the loss of the right to vote by proxy at the OGMS and / or EGMS. Powers of attorney for OGMS and / or EGMS that do not contain at least the information contained in the form provided by the Company are not binding on the firm.

The Company's shareholders registered on the Company's registry of shareholders and keep references to the Central Depository have the opportunity to vote in the OGMS and / or EGMS by mail using the form of correspondence to vote by mail. Forms for ballot by mail for OGMS and EGMS (in Romanian and English) can be obtained starting on August 2, 2013 at the Company between 09:00-12:00. In case of voting by correspondence for OGMS and / or EGMS, the form must be completed (in Romanian or English) and signed, accompanied with a copy of the identity of the shareholder (in case of individuals, bulletin / card respectively in case of legal persons, ID / ID card of the legal representative together with a certificate issued by the Trade Registry not older than 3 months before the convening notice of the OGMS and / or EGMS) and transmitted to the Company by filing the registration or by registered letter with acknowledgment of receipt, until September 1, 2013, 14:00, in a sealed envelope with the words written " For the Ordinary / Extraordinary General Meeting of the Shareholders of Natura Quattuor Energia Holdings SA on a 3/4 September 2013 '.

Documents certifying the legal representative drafted in a foreign language other than English must be accompanied by a translation done by a certified translator in Romanian or in English, without the need for legalization or Apostille of documents attesting the legal representative of the shareholder. If on September 3, 2013 (referred to as the first call of OGMS and EGMS) shall not meet legal and statutory validity conditions for holding OGMS and / or EGMS, OGMS and / or EGMS is convened for September 4 2013 in the same place, same time and with the same agenda.

Documents and materials related to the items included on the agenda of the OGMS and EGMS, the convening notice hereto, the total number of shares and voting rights at the date of convocation, draft resolutions for each item included on the agenda of the OGMS and EGMS, the resolutions proposed by shareholders and proxy forms and forms for voting by mail for OGMS and EGMS will be made available to shareholders, starting on August 2, 2013, at the company, between 09:00-12:00 and publication on the website of the Company, respectively <http://nqeholdings.com>.

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Georgios Tsamis  
Chairman of the Board