

CONVENING NOTICE
FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY OF
S.C. NATURA QUATTUOR ENERGIA HOLDINGS S.A.

The Board of Administrators of S.C. Natura Quattuor Energia Holdings S.A., joint stock company established and operating according to Romanian law, with the headquarters in Bucharest, 14-18/23 Prevederii St., Office 4, District 3, registered with the Trade Registry of Bucharest Court of Law under no.. J40/3315/2009, sole registration code 2695737, according to art. 117 para. (1) of Law 31/1990 on commercial companies, as republished, and art. 13 of the Establishment Deed of S.C. Natura Quattuor Energia Holdings S.A. ("**Societatea**"), hereby

CONVENES

The Shareholders General Ordinary Assembly ("Assembly"), for 29 April 2014, at 16:00 at Minerva Hotel-Junona Room, 2-4 Gheorghe Manu Str., district 1, Bucharest, for all the shareholders registered in the shareholders registry at the end of 22 April 2014, established as reference date.

Having the following Agenda:

1. Approving the financial statements for 2013 financial year, pursuant to the reports presented by the Board of Administrators and the financial auditor.
2. Approving not to distribute dividends for the 2013 financial year;
3. Approving to discharge the board of administrators for the 2013 financial year;
4. Approving the revenues and expenses budget for the year 2014;
5. Granting power of attorney to Mr. Argyrios Volis to elaborate and sign for and on behalf of the Company and to submit any documents and give any declarations necessary for the registration/submission with the Trade Registry of the Resolutions of the Assembly and to fulfill any other formalities, including to pay any taxes, to request and receive any certificates or deeds issued by the Trade Registry.
6. Establishing as registration date for identifying the shareholders that will be affected by the decisions taken within the Shareholders General Ordinary Assembly. The proposed date is **21 May 2014**.

Only persons who are registered as shareholders on the reference date, 22.04.2014 ("**Reference Date**") in the Company's register of shareholders kept by SC Depozitarul Central S. A. are entitled to participate and vote in the Assembly.

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

- (a) introduce items on the agenda of the Assembly, under the condition that each item is accompanied by a justification or a draft of the resolution proposed to be approved by the Assembly and

- (b) to present draft resolutions for the items included or proposed to be included on the agenda of the Assembly

Proposals on introducing new items on the agenda of the Assembly must be accompanied by the copy of the identity documents of the Initiators.

The requests for introducing new items on the agenda of the Assembly shall be submitted to the Company's board of administrators within no more than 15 days as of the publication of the convening notice, respectively no later than 11 April 2014, only in written, in a closed envelope, mentioning "**FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY OF S.C. NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 29/30 April 2014**", accompanied by a valid identity document of the Initiator (in case of natural persons, identity card, and respectively for legal persons, identity card of the legal representative, together with a certificate of status issued by the Trade Registry, not earlier than 3 months before the publication date of the convening notice of the Assembly). The agenda of the meeting supplemented with the items proposed by the above-mentioned shareholders shall be published by complying with legal requirements and the stipulations of the establishment deed for the convening of the general assembly so later than 18 April 2014.

Draft resolutions for the items included or to be included on the agenda of the Assembly shall be forwarded to the Board of Administrators within 15 days from the publication of the convening notice for the Assembly, April 11, 2014 respectively, only in writing in a sealed envelope mentioning "**For the Shareholders General Ordinary Assembly of SC NATURE QUATTUOR ENERGY HOLDINGS SA as of 29 / 30 April, 2014**" accompanied by a copy of valid ID of the Initiator (in case of natural persons, identity card, and respectively for legal persons, identity card of the legal representative, together with a certificate of status issued by the Trade Registry, not earlier than 3 months before the publication date of the convening notice of the Assembly).

Shareholders of the Company, regardless of their stakes in the share capital, may submit questions in writing to the points on the agenda of the Assembly. Shareholders may submit such questions only accompanied by a copy of valid ID (in case of natural persons, identity card, and respectively for legal persons, identity card of the legal representative, together with a certificate of status issued by the Trade Registry, not earlier than 3 months before the publication date of the convening notice of the Assembly) at the Company's headquarters between 09:00-12:00, in a sealed envelope mentioning "**For the Shareholders General Ordinary Assembly of SC NATURE QUATTUOR ENERGY HOLDINGS SA as of 29 / 30 April, 2014**".

Shareholders registered in the Company's registry of shareholders kept by SC Depozitarul Central S. A. may attend in person or by proxy at the SGOA. If participating by proxy, the shareholder will appoint a representative by proxy, compiled in accordance with the form of proxy provided to the shareholders by the Company.

Form of proxy representation in the Assembly will be made available to shareholders at the Company's headquarters starting on March 28, 2014 between the hours of 9:00 to 12:00, and on the company website, www.nqeholdings.com, both in Romanian and English languages.

Special power of attorney must contain specific voting instructions for each item on the agenda of the Assembly and the proxy is obliged to vote in accordance with the instructions issued by the appointing shareholder. The proxy is valid only for the meeting that was requested.

Special power of attorney forms will be completed and signed in Romanian or in English, in triplicate: an original of the proxy, completed and signed by the shareholder, together with a copy of the identity of the shareholder (in case of natural persons, identity card, and respectively for legal persons, identity card of the legal representative, together with

a certificate of status issued by the Trade Registry, not earlier than 3 months before the publication date of the convening notice of the Assembly) will be sent to the Company by submission to the registry or by registered mail with acknowledgment of receipt, until April 25, 2014 , 17:00 , in a sealed envelope mentioning "**For the Shareholders General Ordinary Assembly of SC NATURE QUATTUOR ENERGY HOLDINGS SA as of 29 / 30 April, 2014**" or transmitted electronically to the E-mail address info@nqeholdings.com, an original will be handed to the proxy and the third original will remain with the represented shareholder.

Failure to send the special power of attorney forms until the date is sanctioned with loss of the right to vote by proxy at the Assembly. Special proxies that do not contain at least the information contained in the form provided by the Company are not binding for the Company.

The Company's shareholders registered on the Company's registry kept by SC Depozitarul Central S.A. as of the Reference Date have the opportunity to vote by correspondence using the form of ballot to vote by correspondence. Ballot by correspondence may be obtained either in Romanian or in English, starting on March 28, 2014 between 09:00-12:00 at the Company's headquarters or from the company's website, www.nqeholdings.com.

If voting by correspondence, the ballots, completed and signed, together with a copy of the identity of the shareholder (in case of natural persons, identity card, and respectively for legal persons, identity card of the legal representative, together with a certificate of status issued by the Trade Registry, not earlier than 3 months before the publication date of the convening notice of the Assembly) will be sent to the Company, through submission to the registry of the Company, by registered letter with acknowledgment of receipt, in a sealed envelope with mentioning "**For the Shareholders General Ordinary Assembly of SC NATURE QUATTUOR ENERGY HOLDINGS SA as of 29 / 30 April, 2014**" or electronically at the e-mail info@nqeholdings.com, until April 25, 2014, 17:00.

If on April 29, 2014 (herein referred to as first convening the Assembly) the legal and statutory validity conditions for holding the meeting are not met, the General Assembly of Shareholders is convened for April 30, 2014 in the same place, at the same time and with the same agenda.

Documents and materials relating to the items included on the agenda of the Assembly, draft resolutions and special power of attorney forms and forms for voting by correspondence will be made available to shareholders starting on March 28, 2014, between 09:00 - 12:00 at the company headquarters and on the company website, www.nqeholdings.com.

Tsamis Georgios

President of the Board of Directors