

**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, 5-7 Dimitrie Pompei Bvd., 5th Floor, District 2, 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. 7 of the Establishment Deed of S.C. Natura Quattuor Energia Holdings S.A. ("**Societatea**"), hereby

**CONVENES**

**The Shareholders General Ordinary Assembly ("Assembly"), for 24 October 2014, at 16:00 at Bvd Dimitrie Pompei no 5-7, 5<sup>th</sup> Floor, district 2, Bucharest, for all the shareholders registered in the shareholders registry at the end of 17 October 2014, established as reference date.**

Having the following Agenda:

1. Information on the fact that Mr. Efsatathios Marmanis submitted his resignation as member of the Board of Directors of NQEH, which will become effective from the date of appointment of another administrator;
2. Election of a member of the Board of Directors of NQEH, for a four year period from the date of taking this decision, following the resignation of Mr. Marmanis Efstathios from the position Member of the Board of Directors of NQEH;
3. Approval of the NQEH board members' remuneration for the year 2014 amounting to 20,000 RON (gross)/month for each member; any member may renounce at the remuneration;
4. Empowering Mr. Argyrios Volis to prepare and sign in the name and on behalf of the Company and submit any document and give any statement required for registraton/submission of the Assembly's decision with the Trade Register and fulfill any formalities, including to pay any duty, to request and receive certificates or any other documents issued by the Trade Register. Mr Volis is empowered to delegate the above mandate to other persons .
5. Establishing as registration date for identifying the shareholders that will be affected by the decisions taken by the Assembly. The proposed date is **10 November 2014.**

Only the persons who are registered as shareholders on the reference date, 17.10.2014 ("**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 of the Company (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 6 October 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 24/25 October 2014**", accompanied by a valid identity document of the Initiator (in case of natural persons, identity card, and respectively for legal persons, – iD of the legal representative –included in the shareholders' list of NQE Holdings SA issued by Depozitarul Central SA). 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 no later than 13 October 2014.

The shareholders may submit proposals for candidates to the Administrator position, in person, at the headquarters of the Company or in written, by letter sent to the headquarters of the Company, mentioning „**FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY OF S.C. NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 24/25 October 2014**", accompanied by a valid ID copy of the shareholder (in case of natural persons – identity card, and in the case of legal bodies – iD of the legal representative –included in the shareholders' list of NQE Holdings SA issued by Depozitarul Central SA) no later than 14 October 2014. The proposal for a candidate to the Administrator position must include the name, domicile and the professional qualification of the person proposed for the position of Administrator.

The list containing the information regarding name, domicile locality and professional qualification of the persons proposed for the position of Administrator will be made available to the shareholders, with the possibility to be consulted and amended by them at the headquarters of the company, starting with the date of publication of the convening notice for the Assembly in the Official Gazzette, Part IV.

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 included in the shareholders' list of NQE Holdings SA issued by Depozitarul Central SA), at the Company's headquarters, in a sealed envelope, mentioning „**FOR THE SHAREHOLDERS GENERAL ORDINARY ASSEMBLY OF S.C. NATURA QUATTUOR ENERGIA HOLDINGS S.A. as of 24/25 October 2014**"

Shareholders registered in the Company's registry of shareholders kept by SC Depozitarul Central S. A. may attend the Assembly in person or by proxy. 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, both in Romanian and in English.

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 for.

Also, a shareholder may appoint by proxy one or more alternate representatives to ensure its representation in the Assembly if the proxy appointed to represent is unable to fulfill its mandate. If several alternate representatives are appointed the order in which they will exercise their mandate will be determined.

Special power of attorney forms will be completed and signed in Romanian or in English, 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 included in the shareholders' list of NQE Holdings SA issued by Central Depository SA) and will be sent to the Company by submission to the front office or by registered mail with acknowledgment of receipt, until 22 October 2014 , 17:00 , in a sealed envelope mentioning "**For the Shareholders General Ordinary Assembly of SC NATURE QUATTUOR ENERGY HOLDINGS SA as of 24 / 25 October, 2014**" or transmitted electronically to the e-mail address info@nqeholdings.com.

A shareholder may grant a credit institution providing custody services a proxy to participate and vote in the Assembly, without requiring the presentation/submission of other documentation relating to such shareholder, if the special power of attorney is made under CNVM Regulation no. 6/2009, signed by such shareholder and accompanied by an affidavit given by the legal representative of the credit institution which received the power of representation by proxy, showing that:

- (i) the credit institution is providing custody services to such shareholder;
- (ii) special proxy instructions are identical to the instructions of the SWIFT message received by the credit institution to vote on behalf of such shareholder in the Assembly;
- (iii) special power of attorney is signed by the shareholder.

The Company also accepts mail voting forms submitted by a shareholder for which a credit institution is providing custodial services if mail voting form is signed by such shareholder and is accompanied by an affidavit given by the representative legal credit institution showing that:

- (i) the credit institution is providing custody services to such shareholder;
- (ii) mail voting form is signed by the shareholder and contains voting options identical to those specified by the shareholder through a SWIFT message received by the credit institution of such shareholder.

Special proxy / postal vote form for the Assembly and the statement above must be submitted to the front office of the Company in original signed and, where applicable, stamped, without further formalities related to the form of those documents or be sent by registered letter with acknowledgment of receipt until 22 October 2014, 17:00, in a sealed envelope marked "**For the Shareholders General Ordinary Assembly of SC NATURE QUATTUOR ENERGY HOLDINGS SA as of 24 / 25 April, 2014**"

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.

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 included in the shareholders' list of NQE Holdings SA issued by Depozitarul Central SA) will be sent to the Company, through submission to the front office of the Company, by registered letter with acknowledgment of receipt, in a sealed envelope with marked **"For the Shareholders General Ordinary Assembly of SC NATURE QUATTUOR ENERGY HOLDINGS SA as of 24 / 25 October, 2014"**.

If on October 24, 2014 (herein referred to as first convening of the Assembly) the legal and statutory validity conditions for holding the Assembly are not met, the General Assembly of Shareholders is convened for October 25, 2014 in the same place, at the same time and with the same agenda.

In all the above cases the representative referred to shareholders registered in the shareholders' list issued by Depozitarul Central SA, if that representative is not registered as such in the records of Depozitarul Central SA in order to identify the legal person shareholder, the representative will send a certificate issued by the Commercial Register not older than three months before the publication date of the convening notice of the Assembly.

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 September 23, 2014, between 09:00 - 12:00 at the company headquarters and on the company website, [www.ngeholdings.com](http://www.ngeholdings.com).



**Tsamis Georgios**

**President of the Board of Directors**

