

TARNAVA S.A.

Headquarters: Sighișoara, Mihai Eminescu Street, No. 69, Mures County

Trade Registry code: J26/17/1991

Fiscal code: 1228504

Share capital: 1.610.720,10 lei

NOTICE FOR GENERAL SHAREHOLDERS' MEETING

The Board of TARNAVA S.A.'s **Shareholders**, with the headquarters in Sighișoara, Mihai Eminescu Street, No. 69, Mures County, registered at Trade Registry under no J26/17/1991, fiscal code 1228504, call a Extraordinary General Meeting of TARNAVA S.A.'s Shareholders to be held on **27/03/2018**, or on **28/03/2018** the second meeting, at 12 am, at company headquarters, for all the shareholders of the company registered in the Shareholders at the reference date 16/03/2018, who are entitled to participate and to vote in the general meeting, with the following **agenda**:

1. Presenting the report of the Board containing the presentation of the alternative trading systems inside of the shares issued by the company can be traded.
2. Approval for conducting all the necessary steps for admission to trade the company shares inside of the alternative trading system AeRO administrated by the Bucharest Stock Exchange.
3. Approval for trading the company shares inside of another alternative trading system, approved according to the no. 297/2004 Law as amended and the others rules and regulations issued pursuant.
4. Approval for mandating the Board for conducting the necessary steps for further trade the company shares or to trade them inside of another alternative trading system, in case it will be approved the item no. 2, or the item no. 3 from the present agenda.
5. Approval for removing the shares issued by TARNAVA S.A. from trading and withdraw them from the A.S.F. record, in order to renounce at the tradable statute and transform the company in a private limited company, governed by no. 31/1990 Law amended to date, respecting the shareholders right to retreat from the Company.
6. Approval for establish the ways shareholders can retreat from the Company, in case it will be approved the item no. 5 from the present agenda.
7. Approval to mandate the Board for naming an independent authorized evaluator recorded at A.S.F., in order to draw up an evaluation report regarding the price per share the shareholders should receive in case of retreating from the Company, in case it will be approved the item no. 5 from the present agenda.
8. Approving of 13.04.2018 as registration date and of 12.04.2018 as ex-date.
9. Approval for mandating the President of the Board.

10. Approval for mandating a person in order to do all the requested formalities regarding the registration of the AGEA Decision to be adopted at ORC, to do the publicity formalities for publishing the AGEA Decision to be adopted in the Official Gazette, part IV.

Shareholders representing, together or individually, at least 5 % of the share capital, are entitled within 15 days from the publication of the notice in The Official Gazette of Romania, to add items on the agenda and to present resolution drafts for the items included or proposed to be included on the agenda. The shareholders may exercise these rights only in writing and the documents will be transmitted by courier services or by email.

Every shareholder is entitled to ask questions to the company regarding the items on the agenda of the meeting until 24 March 2018.

The documents regarding the items included on the agenda, including the voting forms for voting by correspondence, the special powers of attorney, the drafts of the decisions, will be available and may be obtained from the headquarters of the company, in every working day between 10 A.M. – 4 P.M., or from the website www.tctrust.ro – News /Mandatory reports- General Meetings, starting with 23 February 2018.

The shareholders may participate personally in the general meeting, may appoint a representative or may vote by correspondence, and they will attest their quality in the conditions and with the documents provided by Disposition of Measures of CNVM no 26/2012 and by CNVM Regulation no 6/2009. Shareholders' representation may be realised also by other persons than the shareholders, based on special or general powers of attorney.

Special powers of attorney may be granted to any person for representation in the General Assembly and contains specific voting instructions from the shareholder that grants it.

A shareholder may grant a power of attorney valid for a period not exceeding 3 years, allowing its representative to vote on all issues under debate in the general assembly of shareholders of one or more companies identified in the power of attorney, including disposal documents, provided that the authority to be given by the shareholder as a customer, to an intermediate defined in Art. 2 pg. (1) pct. 20 of Law no. 24/2017 or to a lawyer.

Special or general powers of attorney will be submitted in original at the company's headquarters until 24 March 2018. Within the same term, the voting forms for voting by correspondence, completed and signed by the shareholder, will be submitted at the company's headquarters, personally or by letter with acknowledgment of receipt, on which is written down the address of the sender (shareholder).

President of the Board

Mcom. Manzu-Hancu Cristina Cecilia

Stamp