

## SUMMONS

### of the General Ordinary Meeting of the Shareholders

#### PRACTIC S.A.

The Management Board of **PRACTIC S.A.**, joint stock company, duly elaborated and functioning according to the Romanian laws, with headquarters in No 2 Ion Otetelesanu Street, ground floor – semi-basement, 1<sup>st</sup> district, Bucharest, joint stock: 40.983.171 RON and registered within the Trade Registry Office under no J40/611/1991, Sole Identification no 2774512 (“**the Company**”), hereby summons:

**The General Ordinary Meeting of the Shareholders** on **08.08.2016, at 10:00**, in the meeting room situated on 21-23 Biserica Amzei Street, 1<sup>st</sup> district, Bucharest, for all the shareholders registered within the Shareholders Registry from 25.07.2016.

Should, during the first summons, there will not be fulfilled the quorum conditions, the Management Board presently summons a second General Ordinary Meeting of the Shareholders for **09.08.2016, at 10:00**, in the same place and bearing the same agenda.

At the General Ordinary Meeting of the Shareholders there are entitled to participate and to vote all the shareholders registered within the Shareholders Registry from **25.07.2016**, established as the **reference date**.

The participation at the General Ordinary Meeting of the Shareholders is done in accordance with the provisions of the Company Agreement and of the Company’s Articles of Incorporation, as well as in line with the legal enforceable provisions for the joint stock companies.

The entire documentation, including the integral text of the decision documents and projects that are going to be examined by the shareholders’ debates and other information and materials regarding the problems included on the General Ordinary Meeting of the Shareholders’ Agenda, shall be made available for the shareholders to be examined and information, at the address from Bucharest, 21-23 Biserica Amzei Street, building C3, 2<sup>nd</sup> floor, 1<sup>st</sup> district and on the company’s website [www.practicsa.ro](http://www.practicsa.ro), starting with the date of publishing the present summons.

The shareholders may participate, either in person, or by representative, on the grounds of a special power of attorney, or of a general power of attorney, or they may vote by correspondence.

The special power of attorney may be awarded to any person for representation in a single General Meeting and it will contain specific vote instructions on behalf of the issuer shareholder. In this case, the provisions of article 125 para 5 of the Law no 31/1990, republished as amended and supplemented, are not applicable.

The shareholder may award a valid power of attorney for a period that will not overpass 3 years, allowing the representative to vote for all the aspects found within the debates of the General Meeting of the Shareholders of one or several companies identified by empowerment, including regarding the rule documents, under the condition that the power of attorney to be awarded by the shareholder as the client, to an intermediary as defined in line with article 2 para 1 point 14, or to a lawyer.

Before their first use, the power of attorney are going to be submitted to the company 48 hours before the General Meeting or within the term mentioned by the articles of incorporation, in copy, comprising the mention of a true copy, under the signature of the representative. Certified copies of the power of attorney are kept by the company, reference being made about this matter on the General Meeting's Minute.

The form for the special power of attorney for the representation of the shareholders at the Meeting is available at the address from: Bucharest, 21-23 Biserica Amzei Street, building C3, 2<sup>nd</sup> floor, 1<sup>st</sup> district and on the Company's website [www.practicsa.ro](http://www.practicsa.ro), starting with the date of publishing the present summons.

The shareholders registered upon the reference date have the possibility to vote by correspondence, before the General Ordinary Meeting of the Shareholders by using the vote form available at the date of publishing the present summons on the Company's website [www.practicsa.ro](http://www.practicsa.ro) and at the address from: Bucharest, 21-23 Biserica Amzei Street, building C3, 2<sup>nd</sup> floor, 1<sup>st</sup> district.

The vote by correspondence form, together with the justifying documents that allow the identification of the shareholders shall be sent to the above mentioned address, until 04.08.2016, in accordance with the *Procedure of Exercising the Vote by Correspondence*, displayed on the company's website.

One or several shareholders representing, individually or together, at least 5% of the joint stock, has/have the right:

- a) to introduce points on the General Meeting's Agenda, provided that each point is accompanied by a justification or by a decision project proposed to be adopted by the General Meeting; and
- b) to present the decision projects for the points included or proposed to be included on the General Meeting's Agenda.

The rights of the shareholders mentioned above may be exercised in writing only (sent by courier or other electronic means) within at least 15 days since the summons' publishing date.

If exercising the right mentioned in letter a) above determines the modification of the General Meeting's Agenda that has already been communicated to the shareholders, the Company will have to make available a revised Agenda, using the same procedure as the one used for the previous Agenda, observing the term mentioned by the Law no 31/1990, republished as amended and supplemented, so as to allow the other shareholders to name a representative or, if the case, to vote by correspondence.

Each shareholder has the right to ask questions regarding the points of the General Meeting's Agenda. The company shall answer all the questions asked by the shareholders.

The right to ask questions and the obligation to answer may be conditioned by the actions that the company may take in order to provide the identification of the shareholders, the good development and preparation of the General Meetings, as well as protecting the confidentiality and the commercial interests of the company. The company may utter a general answer for all the questions having the same content. An answer shall be considered if the right information is available on the website of the company, in a question-answer pattern.

## **THE AGENDA OF THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS**

The General Ordinary Meeting of the Shareholders shall include the following aspects:

1. Approving the distribution of the amount of 6.500.000 lei as dividends from the current profit remained undistributed and from the excess achieved from the reevaluation reserve.
2. Setting the date of 07.09.2016 for the dividends' payment according to article 129<sup>3</sup> of the C.N.V.M. Regulation no 1/2006.
3. Setting the date of 25.08.2016 as the identification and registration date of the shareholders over whom there shall refrain all the effects of the General Meeting of the Shareholders, in accordance with the provisions of art.238 (1) from the Law no.297/2004 regarding the capital market and of the date of 24.08.2016 as the "ex date".
4. Empowerment of some persons to sign any kind of documents associated to the decisions of the General Ordinary Meeting of the Shareholders and to achieve, in person or by a subsequent empowerment, all the procedures and formalities mentioned by the law in order to fulfil the decisions of the General Ordinary Meeting of the Shareholders

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Lucian HOANCA

President of the Management Board