

## CONVENING

### of the Extraordinary General Meeting of the Shareholders of

### PRACTIC SA

The Board of directors of PRACTIC SA, joint-stock company established and operating according to the Romanian laws, with its head office in 2 Ion Otetelesanu Street, ground floor-basement, 1<sup>st</sup> District, Bucharest, having its share capital: 40.983.171 RON and being registered with the Trade Register under no. J40/611/1991, sole registration code:2774512 ("The Company") convene:

The Extraordinary General Meeting of the Shareholders on **12.09.2016, 10:00 A.M.**, at the meeting room located in 21-23 Biserica Amzei Street, 1<sup>st</sup> District, Bucharest, for all the shareholders registered in the Shareholders' Registry at the date of reference 25.08.2016.

In case the first convening will not meet the quorum conditions, the Board of Directors hereby convene a second Extraordinary General Meeting of the Shareholders for **13.09.2016, 10:00 A.M.**, in the same place and with the same agenda.

There shall be entitled to participate and to vote in the meeting of the Extraordinary General Meeting of the Shareholders the shareholders registered in the Shareholders' Registry on the date of **25.08.2016**, set as **the reference date**.

Participation at the Extraordinary General Meeting of the Shareholders shall be done in accordance with the provisions of the Company's Contract and Articles of Association and with the legal provisions applicable to joint stock companies.

The entire documentation, including the full text of the documents and of the decisions drafts subject to the shareholders' debates and other information and materials relating to the items included on the agenda of the Extraordinary General Meeting of the Shareholders will be made available for viewing and information of the shareholders in Bucharest, 21-23 Biserica Amzei Street, bldg. 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 this convening.

The shareholders may participate either personally or by representative on the basis of a special or general power of attorney or may vote by correspondence.

The special power of attorney may be granted to any person for representation in a single general meeting and it contains specific vote instructions on the part of the issuing shareholder. In this situation, the provisions of Article 125 paragraph 5 from Law No. 31/1990, republished with subsequent amendments and supplements, are not applicable.

The shareholder may grant a power of attorney valid for a period not exceeding 3 years, allowing its representative to vote in all matters in debate of the general meetings of the shareholders of one or more companies, as identified in the power of attorney, including in respect of the disposition acts, provided the power of attorney has been granted by the shareholder, as a client to an intermediary, defined in accordance with Article 2 paragraph 1 point 14, or to a lawyer.

The powers of attorney, before their first use, shall be submitted, in copy, to the company 48 hours before the general meeting or within the time limit provided in the company's Article of Association, being complied with the original under the representative's signature. Certified copies of the powers of attorney shall be held by the company, mention being made of this in the minutes of the general meeting.

The form of the special power of attorney to represent the shareholders in the Meeting is available at the address in Bucharest, 21-23 Biserica Amzei Street, Bldg. 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 this convening.

The shareholders registered at the reference date, have the opportunity to vote by correspondence, before the Extraordinary General Meeting of the Shareholders by using the voting form available to them starting the date of this convening on the Company's website - [www.practicsa.ro](http://www.practicsa.ro) . and at the address in Bucharest, 21-23 Biserica Amzei Street, Bldg. C3, 2<sup>nd</sup> floor, 1<sup>st</sup> District.

The voting form by correspondence together with the proving documents allowing the identification of the shareholders will be sent to the above mentioned address until the date of 08.09.2016, in accordance with the *Procedure for the exercise of a vote by correspondence* displayed on the Company's website.

One or more shareholders representing, individually or together, at least 5% of the share capital has/have the right to:

- a) insert points on the agenda of the general meeting provided each point will be followed either by a justification or a decision draft to be adopted by the general meeting; and
- b) present decision drafts for the points included or proposed to be included on the agenda of the general meeting.

The shareholders' rights referred to above may be exercised only in writing (sent by courier services or by electronic means) within a period of not more than 15 days as of the convening publishing date.

In cases where the exercise of the right referred to in letter (a) above determines the change of the general meeting's agenda as it was sent to the shareholders, the Company will make available a

revised agenda using the same procedure as the one used for the former agenda, with the observance of the term provided by Law No. 31/1990, republished, with subsequent amendments and supplements, so as to allow the other shareholders to appoint a representative or, if the case, to vote by correspondence.

Each shareholder has the right to ask questions regarding the points on the agenda of the General Meeting of the Shareholders. The Company will be answer the questions addressed by the shareholders.

The right to ask questions and the obliged to answer may be subject to the actions the Company may take in order to ensure the identification of shareholders, good progress and preparation of the general meetings as well as the protection of privacy and the commercial interests of the Company. The Company may provide a general response to the questions having the same content. An answer shall be considered as provided if the relevant information is available on the Company's website, under the form of a question-answer.

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

The agenda of the Extraordinary General Meeting of the Shareholders will include the following aspects:

1. The approval of the sale and the establishment of the selling price of the real estate: „Hotel Racovita” Spa Resort, located in Slanic Moldova, No 4 Nicolae Balcescu Street, Bacau County, made of the following property bodies: Central Pavilion Racovita, together with the related land, having a total surface of 4,698 sq.m; Inhaler, together with the related land, having a total surface of 2,210 sq.m; Cafeteria-Restaurant; Bowling alley; Thermal Power Station.
2. Determining the date of 29.09.2016 as the date of identification and registration of the shareholders over whom the General Meeting's effects shall be reflected , in accordance with the provisions of Article 238 (1) of Law no 297/2004 on capital market and the date of 28.09.2016 as the “ex-date”.
3. Empowerment of some persons to sign any documents relating to the resolutions of the Extraordinary General Meeting of the Shareholders and to carry out, personally or by a subsequent power of attorney all the procedures and formalities laid down by the law for the purpose of carrying out the judgments of the Company's Extraordinary General Meeting of the Shareholders.

Lucian Hoanca

President of the Board of Directors