# Summons

November 20, 2014

**I.** The Board of Directors of Alum S.A. (hereinafter called the "Company"), with registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania, registered with the Trade registry under no. J36/29/1991, Sole Registration Code 2360405, on the basis of art. 117 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, hereby convenes the Extraordinary General Meeting of the Shareholders registered in the Shareholders' Registry at the end of the day of **December 11, 2014**, considered reference date, for the date of **December 23, 2014,** at **12,00 AM** at the Company's registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania.

Should, on the above mentioned date, the attendance quorum provided by the Company's Articles of Incorporation be not met, according to art. 118 of Law no. 31/1990, pertaining to companies, republished, with subsequent changes, the second Extraordinary General Meeting of Shareholders is convened and set for the date of **December 24, 2014,** at **12,00 AM** at the Company's registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania.

**II.** The agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. Approval of the dissolution of the Company according the provisions of the $153^{24}$ of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, taking into account that, as result of the losses acknowledged in the financial statements for the year 2013, the Company's net assets, determined as difference between the total assets and the total liabilities, have decreased to less than half of the subscribed share capital
2. Debating the situation created by the lack of a legal framework for the functioning of RASDAQ market and approval for the Company to perform all the legal necessary endeavours in order that the Company's shares to be admitted to trading on a regulated market or to be traded on the Alternative Trading System (ATS), according to the provisions of the Law no. 151/2014 regarding the clarification of the legal status of the shares traded on the RASDAQ market or on the unlisted securities market
3. Approval to empower Mrs. Feodorof Mariana to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders' decisions
4. Approval of the date of **January 20, 2015** as registration date in accordance with the provisions of art. 238 in Law no. 297/2004 on Capital Market
5. Approval of the date of **January 19, 2015** as ex date in accordance with the provisions of art. $129^{2}$ of Regulation no 1/2006 on issuers and operations with securities issued by NSC (presently Financial Supervisory Authority)

One or more shareholders holding, individually or together, at least 5% of the Company's share capital, has/have the right to include new items on the agenda of the Extraordinary General Meeting of the Shareholders (each new item shall be submitted together with an explanation or a draft decisions in order to be adopted in the Extraordinary General Meeting) and to submit draft decisions for items included or to be included on the agenda of the Extraordinary General Meeting of the Shareholders, not later than 15 days from the date this summons has been published, i.e. not later than **December 8**, **2014**.

The above mentioned rights of the shareholders shall be exercised only in writing.

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alum@alum.ro
www.alum.ro

**III.** The shareholders have the right to ask questions related to items on the above mentioned agenda; the answers to be published on the Company's Internet website page www.alum.ro.
The questions shall be submitted or sent to the registered office of the Company in such way to be registered at the registry of the Company not later than **December 15, 2014**, **hour 4,00 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM DECEMBER 23/24, 2014".**

**IV.** The registered shareholders at the reference date shall exercise the right to participate and to vote in the Extraordinary General Meeting of the Shareholders personally, via correspondence or through a representative with special proxy.

**V.** In case the shareholders appoint representatives for the participation and voting in the Extraordinary General Meeting of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.

**VI.** The correspondence vote forms and the special proxy forms for representation of the shareholders in the Extraordinary General Meeting of the Shareholders are made available at the registered office of the Company, as well as on the website of the Company www.alum.ro**.**

**VII.** The correspondence vote forms filled in by the shareholders either in Romanian or English shall be submitted or sent in original, through certified mail, to the Registration Office of the Company, together with the copy of the identity document for shareholders - natural person or with the copy of the identity document of the legal representative of the shareholder - legal person, signatory of the Correspondence vote form, in such way to be registered at the registry of the Company not later than **December 21, 2014**, **hour 10,00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM DECEMBER 23/24, 2014".**

**VIII.** The correspondence vote forms which shall not have been received in the form and within the term provided under art. VII of this summons shall not be taken into account when the presence and the voting quorum is established and when the votes are counted in the Extraordinary General Meeting of the Shareholders.

**IX.** The special proxies filled in by the shareholders either in Romanian or in a widely used language in the international financial area, together with the copy of the identity document of the appointed representative, shall be submitted or sent in original, through certified mail, to the Registration Office of the Company in such way to be registered at the registry of the Company not later than **December 21, 2014**, **hour 10,00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM DECEMBER 23/24, 2014".**
The proxies may also be sent by e-mail to the address mfeodorof@alum.ro following to be submitted or sent, in original, according to those above-mentioned.

**X.** The special proxies not received within the term provided under art. IX of this summons shall not be taken into account by the Company.



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**XI.** Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Extraordinary General Meeting of the Shareholders summoned for **December 23/24, 2014** personally, via correspondence or through a representative with special proxy.

**XII.** The documents and information related to the items on the agenda, as well as the draft decisions related to the items on the agenda, the correspondence vote forms and the proxy forms for representation of the shareholders in the Extraordinary General Meeting of the Shareholders, as well as the Regulation for exercising the voting right in the General Meeting by the shareholders of Alum S.A. Tulcea, are made available for the shareholders at the registered office of the Company from Tulcea, no. 82 Isaccei Street, Tulcea County, Romania, and are posted on the website of the Company www.alum.ro starting from the date of **November 22, 2014**.

Any additional information may be obtained at phone no. 0240.535.022.

**Gheorghe Dobra**
**Chairman of the Board of Directors**



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