Summons

July 4, 2019

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 Ordinary and the Extraordinary General Meetings of the Shareholders registered in the Shareholders' Registry at the end of the day of **July 30, 2019**, considered reference date, for the date of **August 9, 2019,** at **11,00 AM and respectively at 11,30** 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 Ordinary and Extraordinary General Meetings of Shareholders are convened and set for the date of **August 10, 2019,** at **11,00 AM and respectively at 11,30** at the Company's registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania.

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

1. Appointment of the 5 members of the Board of Directors, following the expiring of the directors' mandates
2. Approval to empower Mrs. Feodorof Mariana to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders' decision
3. Approval of the date of **September 3rd, 2019** as registration date, for the opposability of the decisions of the Ordinary General Meeting of Shareholders, in accordance with the provisions of art. 86 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations
4. Approval of the date of **September 2nd, 2019** as *ex date* in accordance with the provisions of art. 187 point 11 from the Regulation 5/2018 regarding the issuers of the financial instruments and market operations, issued by the Financial Supervisory Authority

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

1. Approval to modify the art. 15 paragraph (5) from the Articles of Incorporation of the Company following to the appointment of the Board of Directors' members; art. 15 paragraph (5) will have the following content:
   "(5) The structure of the Board of Directors is the following:
   - ♦♦♦ (*to be completed after appointment of the new director)*
   - ♦♦♦ (*to be completed after appointment of the new director)*
   - ♦♦♦ (*to be completed after appointment of the new director)*
   - ♦♦♦ (*to be completed after appointment of the new director)*
   - ♦♦♦ (*to be completed after appointment of the new director)"*

2. Approval to empower Mrs. Feodorof Mariana to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders' decision, including for signing the Company's Articles of Incorporation, as amended according to the decision taken by the Extraordinary General Meeting of Shareholders

3. Approval of the date of **September 3rd, 2019** as registration date, for the opposability of the decisions of the Extraordinary General Meeting of Shareholders, in accordance with the provisions of art. 86 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations
4. Approval of the date of **September 2nd, 2019** as *ex date* in accordance with the provisions of art. 187 point 11 from the Regulation 5/2018 regarding the issuers of the financial instruments and market operations, issued by the Financial Supervisory Authority

IV. One or more shareholders holding, individually or together, at least 5% of the Company's share capital, has/have the right:

(a) to include new items on the agenda of the two General Meetings of the Shareholders (each new item shall be submitted together with an explanation or a draft decision in order to be adopted in the two General Meetings) and

(b) to submit draft decisions for items included or to be included on the agenda of the two General Meetings of the Shareholders, not later than 15 days from the date this summons has been published, i.e. not later than **22 July**, **2019**.

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

V. The shareholders have the right to ask questions related to items on the agenda of the two General Meetings; 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 **August 1st, 2019**, **hour 4,00 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY AND/OR EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS FROM AUGUST 9/10, 2019".**

VI. The registered shareholders at the reference date shall exercise the right to participate and to vote in the Ordinary and Extraordinary General Meetings of the Shareholders personally, via correspondence or through a representative with special/general proxy. The general proxy will be awarded by the shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 20 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations, or to an attorney-at-law.

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

VIII. The correspondence vote forms and the special proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings 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**.**

IX. 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

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person, signatory of the Correspondence vote form, in such way to be registered at the registry of the Company:

- not later than **August 7, 2019**, **hour 9,00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM AUGUST 9/10, 2019";** In case of correspondence voting forms for secret vote, the correspondence voting forms shall be enclosed in a distinct envelope on which it shall be mentioned: **"SECRET VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM AUGUST 9/10, 2019";**
- not later than **August 7, 2019**, **hour 9,30 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM AUGUST 9/10, 2019"**

X. The correspondence vote forms which shall not have been received in the form and within the term provided under art. IX 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 Ordinary and Extraordinary General Meetings of the Shareholders.

XI. The proxies for the shareholders' representation in the General Meeting, 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 copy, containing the remark of true copy of the original under the representative's signature, 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 **August 7, 2019**, **hour 9,00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM AUGUST 9/10, 2019";**
- not later than **August 7, 2015**, **hour 9,30 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM AUGUST 9/10, 2019".**

The proxies may also be sent by e-mail to the address mfeodorof@alum.ro.

XII. Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Ordinary and Extraordinary General Meetings of the Shareholders summoned for **August 9/10, 2019** personally, via correspondence or through a representative with proxy.

XIII. The nominations for the director position will be posted on the company's website starting from the date of their registration at the Company. The nominations for the director position may be deposited until **July 29, 2019**. The list containing information regarding the name, hometown and professional skills of the bodies nominated for the director position is available for the shareholders, at the Company's registered office or on its website and it can be consulted or amended by the shareholders.

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XIV. The documents and information related to the items on the agenda of the two General Meetings, as well as the draft decisions related to the items on the agenda of the two General Meetings, the correspondence vote forms and the proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings 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 with the date of **July 9, 2019**.

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

Gheorghe Dobra
Chairman of the Board of Directors

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