Summons

March 21, 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 General Meeting of the Shareholders registered in the Shareholders' Registry at the end of the day of **April 12, 2019**, considered reference date, for the date of **April 24, 2019,** at **11,00 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 Ordinary General Meeting of Shareholders is convened and set for the date of **April 25, 2019,** at **11,00 AM** 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. Approval of the financial statements for the year 2018 prepared in accordance with OMF no. 1802/2014, on the basis of the Directors' Report and Financial Auditor's Report for year 2018
2. Approval of the unconsolidated and consolidated financial statements for the year 2018 prepared in accordance with IFRS, on the basis of the Directors' Report and Financial Auditor's Report for year 2018
3. Approval of the directors' discharge of liability for year 2018
4. Approval of the Annual Report for year 2018 drawn up in accordance with the provisions of the Regulation no. 5/2018 of Financial Supervisory Authority
5. Approval to distribute the net profit for year 2018
6. Approval of the Income and Expenses Budget for year 2019
7. Approval of the Investments Plan for year 2019
8. Approval of the Activity Program for year 2019
9. Approval of the remuneration of the Board of Directors members for year 2019
10. Approval of the general limit of all the remunerations granted to the Board of Directors' members with special functions and to the managers, for year 2019
11. Appointment of the financial auditor that shall act as the Company's financial auditor as of August 15, 2019 and establishing the duration of the financial audit contract
12. Appointment of the persons empowered to sign the financial audit contract
13. Approval to empower Mrs. Feodorof Mariana to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders' decision
14. Approval of the date of **May 21, 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
15. Approval of the date of **May 20, 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. 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 Extraordinary General Meeting of the Shareholders (each new item shall be submitted together with an explanation or a draft decision in order to be adopted in the Extraordinary General Meeting) and

(b) 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 **April 8**, **2019**.

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

IV. The shareholders have the right to ask questions related to items on the agenda of the General Meeting; 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 **April 16, 2019**, **hour 4,00 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 24/25, 2019".**

V. The registered shareholders at the reference date shall exercise the right to participate and to vote in the Ordinary General Meeting 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 14 of Law 297/2004 on the capital market, or to an attorney-at-law.

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

VII. The correspondence vote forms and the special proxy forms for representation of the shareholders in the Ordinary 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**.**

VIII. 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 **April 22, 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 APRIL 24/25, 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 APRIL 24/25, 2019"**

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

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X. 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 **April 22, 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 APRIL 24/25, 2019".**

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

XI. Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Ordinary General Meeting of the Shareholders summoned for **April 24/25, 2019** personally, via correspondence or through a representative with proxy.

XII. The documents and information related to the items on the agenda of the General Meeting, as well as the draft decisions related to the items on the agenda of the General Meeting, the correspondence vote forms and the proxy forms for representation of the shareholders in the Ordinary General Meeting 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 **March 22, 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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