

# Summons

March 25, 2010

- I. The Board of Directors of Alro S.A. (hereinafter referred to as the "Company"), with registered office in Slatina, 116 Pitești Street, Olt County, Romania, registered with the Trade Registry under no. J28/8/1991, Unique Registration Code RO 1515374, on the basis of art. 117 of Law no. 31/1990 pertaining to commercial companies, republished, with subsequent changes, summons the Ordinary and the Extraordinary General Meeting of Shareholders registered in the Shareholders' Registry at the end of the day of April 12, 2010, deemed reference date, for the date of April 29, 2010, at 9.00 AM and respectively at 11.00 AM, at the Company's registered office in Slatina, 116 Pitești Street, Olt County, Romania.
- Should, on the above-mentioned date, the attendance quorum stipulated by the Articles of Incorporation of the Company be not met, on the basis of art. 118 of Law no. 31/1990, republished, the second Ordinary and the second Extraordinary General Meeting of Shareholders are summoned and settled for the date of April 30, 2010, at 9.00 AM and respectively at 11.00 AM, at the Company's registered office in Slatina, 116 Pitești Street, Olt County, Romania.
- II. The agenda of the Ordinary General Meeting of the Shareholders is the following:
1. Approval of the stand-alone Report of the Directors for year 2009.
  2. Approval of the consolidated Report of the Directors for year 2009.
  3. Approval of the directors' discharge from liability for year 2009.
  4. Approval of the stand-alone Report of the Financial Auditor for year 2009.
  5. Approval of the consolidated Report of the Financial Auditor for year 2009.
  6. Approval of the stand-alone financial statements for year 2009.
  7. Approval of the consolidated financial statements for year 2009.
  8. Approval to distribute the net profit for year 2009 and approval of the dividends.
  9. Approval of the annual report made in accordance with the provisions of the Regulation no. 1/2006 of the NSC (National Securities Commission), for year 2009.
  10. Approval of the Income and Expenses Budget for year 2010.
  11. Approval of the Activity Program for year 2010.
  12. Approval of the Investment Plan for year 2010.
  13. Approval of the remuneration of the Board of Directors members in 2010.
  14. Approval of the general limit of all the remunerations granted in 2010 to the Board of Directors members with special functions and to the managers.
  15. Approval to mandate Mr. Ion Constantinescu to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders decisions.
  16. Approval of the date of May 20, 2010 as registration date in accordance with the provisions of art. 238 in Law no. 297/2004 on Capital Market.
- III. The agenda of the Extraordinary General Meeting of the Shareholders is the following:
1. Approval of the modification of the art. 15 paragraph 2 from the Articles of Incorporation of the Company, that will have the following content:  
“(2) The majority of the directors shall be no n-executive directors.”
  2. Approval of the modification of the Articles of Incorporation of the Company in the meaning of deletion the art. 20 – The Audit Committee and the art. 21 - The Remuneration Committee and the re-numbering, as a consequence of the other articles from the Articles of Incorporation.
  3. Approval to mandate Mr. Ion Constantinescu to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders decisions, including signing the Articles of Incorporation of the company, modified according to the decisions made by the Extraordinary General Meeting of Shareholders.
  4. Approval of the date of May 20, 2010 as registration date in accordance with the provisions of art. 238 in Law no. 297/2004 on Capital Market.

One or more shareholders, holding, individually or together, at least 5% from the share capital, registered at the reference date, have the right to put items on the agenda of the Ordinary 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 General Meeting) and to table draft decisions for items included or to be included on the agenda of the Ordinary General Meeting of the Shareholders, not later than 15 days from the date of the publishing of this Summons, respectively not later than April 10, 2010.

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 above mentioned; the answers to be given shall be published on the Internet website page of the Company [www.alro.ro](http://www.alro.ro). The questions shall be submitted or sent at the registered office of the company in such way to be registered at the registry of the company not later than April 22, 2010, hours 3,00 PM, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE ORDINARY AND/OR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM April 29/30, 2010”**.
- V. The registered shareholders at the reference date shall exercise the right to participate and to vote in the Ordinary and Extraordinary General Meeting of the Shareholders **in person, by correspondence or by a representative with proxy**.
- VI. In case the shareholders shall appoint representatives for the participation and voting in the Ordinary and Extraordinary General Meeting of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.
- VII. The voting bulletin forms by correspondence and the proxy forms for representation of the shareholders in the Ordinary and 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.alro.ro](http://www.alro.ro).
- VIII. After the voting bulletins by correspondence are filled, in the Romanian language, certified of authentication of the specimen of signature by a public notary, together with the o copy of the identity document - for the natural persons and a copy of the registration certificate and the Certificate of Status, in original, issued within maximum 30 days before the first meeting or the equivalent documents issued by the competent authorities from the resident country of the shareholder –legal entity, shall be submitted or sent at the registered office of the company in such way to be registered at the registry of the company not later than April 27, 2010, hours 09,00 AM, in a sealed envelope bearing the clearly written statement in capital letters: **“VOTE BY CORRESPONDENCE FOR THE ORDINARY AND/OR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM April 29/30, 2010”**.
- IX. The voting bulletins by correspondence not received in the form and within the term stipulated by the art. VIII from the present Summons will 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 Meeting of the Shareholders.
- X. The proxies shall be submitted or sent, in original, in the Romanian language, at the registered office of the company in such way to be registered at the registry of the company not later than April 27, 2010, hours 09, 00 AM, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE ORDINARY AND/OR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM April 29/30, 2010**. The proxies can also be sent by e-mail to the address [cstoian@alro.ro](mailto:cstoian@alro.ro) following to be submitted or sent, in original, according to those above-mentioned.
- XI. The proxies not received within the term stipulated by the art. X from the present Summons will not be taken into account by the Company.
- XII. Only the registered shareholders at the reference date shall have the right to participate and to vote in the Ordinary and Extraordinary General Meeting of the Shareholders summoned for April 29/30, 2010 by person, by a representative or by correspondence.
- XIII. The documents and information related to the subjects on the agenda, as well as the draft decisions related to the items on the agenda, the voting bulletin forms by correspondence

and the proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meeting of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings by the shareholders of S.C Alro S.A. Slatina, are made available for the shareholders at the registered office of the company from Slatina, str. Pitesti, no. 116, Olt County, Romania, and are posted on the website of the company [www.alro.ro](http://www.alro.ro) starting from the date of March 29, 2010.

XIV. Any supplementary information may be obtained at phone no. 0249-434.302.

Frank Mueller  
President of the Board of Directors