



<p><b>TELEKOM ROMANIA MOBILE COMMUNICATIONS S.A.</b> Inregistrata la Registrul Comertului cu nr. J40/433/15.01.1999 Cod Fiscal de Inregistrare: RO11952970</p> <p>Catre:</p> <p>COSMOTE MOBILE TELECOMMUNICATIONS S.A., cu sediul în Kifissias Avenue nr. 99, 15124 Atena, Grecia, („Cosmote Grecia”).</p> <p>TELEKOM ROMANIA COMMUNICATIONS S.A., cu sediul în Piata Presei Libere nr. 3-5, Cladirea City Gate, Turnul de Nord, Etajele 7-18, sector 1, București, România („TELEKOM ROMANIA”).</p> <p>SOCIETATEA NAȚIONALĂ DE RADIOCOMUNICAȚII S.A., persoana juridica romana, cu sediul in București, Șos. Olteniței nr. 103, sector 4, inregistrata la Registrul Comertului la nr. J40/7677/1998, cod unic de inregistrare 10881986</p> <p style="text-align: center;"><b>CONVOCATOR</b> Emis si semnat astazi, 14 martie 2019</p> <p>In conformitate cu prevederile Actului Constitutiv al TELEKOM ROMANIA MOBILE COMMUNICATIONS S.A. („Societatea”), subsemnatul Charalampos Mazarakis, in calitate de Presedinte al Consiliului de Administratie, convoc prin prezenta Adunarea Generala Ordinara a Actionarilor, la sediul societatii din Splaiul Independentei nr. 319G, etajele 1-2, Sectorul 6, Bucuresti.</p> <p>Adunarea este convocata pentru intrunire pe data de 16 aprilie 2019, ora 10:00, la sediul Societatii, cu respectarea termenului legal de convocare. In cazul in care nu sunt indeplinite cerintele de cvorum in data de 16 aprilie 2019, ora 10:00 sau sedinta nu se poate tine din orice alte motive la aceasta data, urmatoarea sedinta este convocata in data de 17 aprilie 2019, ora 10:00, in acelasi loc.</p> <p>Sedinta va avea urmatoarea ordine de zi:</p> <p>1. Incheierea unui contract de imprumut intre OTE S.A. ca Imprumutator si Telekom Romania Mobile ca</p>	<p><b>TELEKOM ROMANIA MOBILE COMMUNICATIONS S.A.</b> Registered with the Trade Registry under no:J40/433/15.01.1999 Fiscal Registration Code: RO11952970</p> <p>To:</p> <p>COSMOTE MOBILE TELECOMMUNICATIONS S.A., with its headquarters at 99 Kifissias Avenue, 15124 Athens, Greece, („Cosmote Greece”).</p> <p>TELEKOM ROMANIA COMMUNICATIONS S.A., with its headquarters at 3-5 Piata Presei Libere, City Gate Building, North Tower, Floors 7-18, District 1, Bucharest, Romania („TELEKOM ROMANIA”).</p> <p>SOCIETATEA NATIONALA DE RADIOCOMUNICATII S.A. Romanian legal entity, having its headquarters in Bucharest, district 4, 103 Oltenitei, registered with the Trade Register of Bucharest under no. J40/7677/1998, unique registration code 10881986</p> <p style="text-align: center;"><b>CALLING NOTICE</b> Issued and signed today, 14 March 2019</p> <p>In accordance with the provisions of TELEKOM ROMANIA MOBILE COMMUNICATIONS S.A. (the „Company”)’s Constitutive Act, the undersigned Charalampos Mazarakis – President of the Board of Directors, I hereby call the Ordinary General Shareholders Meeting at the Company’s headquarters in Splaiul Independentei no. 319G, floors 1-2, 6th District, Bucharest.</p> <p>The meeting is called, with the observance of the legal term of convening, on 16 April 2019, 10:00 AM, at the Company’s headquarters. In case the quorum is not met at the meeting dated 16 April 2019, 10:00 AM or if the meeting cannot be held for any other reasons on this date, the following meeting shall be held on 17 April 2019, 10:00 AM, in the same place.</p> <p>The meeting shall have the following agenda:</p> <p>1. The conclusion of a loan agreement between OTE S.A. as Lender and Telekom Romania Mobile as</p>
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<p>Imprumutat pentru suma de pana la 270 milioane de Euro, cu o durata de aproximativ 6 luni si cu o rata a dobanzii de 6% p.a. in scopul de a fi folosit pentru rambursarea de catre Telekom Romania Mobile a unor obanzi neachitate datorate catre COSMOTE (estimate la 214 milioane de Euro la data de 30/4/2019), (b) alte datorii intragroup precum si pentru nevoile de capital de lucru (estimate la 56 milioane de Euro). Orice plata (e.g. debit principal sau dobanda) facuta de TKRM catre OTE in temeiul unui astfel de imprumut va fi subordonata fata de liniile de credit de pana la 60 de milioane de Euro care vor fi acordate catre TRK &amp; TKRM de institutii bancare.</p> <p>2. Autorizarea Directorului Executiv Financiar Telekom Romania Mobile Communications si a Directorului General al Telekom Romania Mobile Communications, actionand impreuna sau separat, in vederea implementarii deciziilor de mai sus, negocierii si semnarii contractului de imprumut mentionat mai sus si a tuturor documentelor aferent (inclusiv toate documentele subordonate daca este necesar).</p> <p>În vederea reprezentarii în Adunarea Generala Ordinara a Actionarilor, un exemplar original al formularului de procura speciala va fi depus, dupa completarea și semnarea sa, la sediul Societatii, cu cel puțin 48 de ore înainte de tinerea sedintei, un exemplar va fi înmânat reprezentantului împuternicit, iar cel de-al treilea exemplar va rămâne la actionar.</p> <p>În conformitate cu art. 123 alin. 2 din Legea nr. 31/1990 privind societatile comerciale republicata, cu modificarile și completările ulterioare, data de referinta pentru actionarii înregistrați în Registrul Actionarilor îndreptatiti sa voteze în cadrul Adunarii Generale Ordinare a Actionarilor TELEKOM ROMANIA MOBILE COMMUNICATIONS S.A. este sfârșitul zilei de 14 martie 2019.</p>	<p>Borrower for an amount up to EUR 270 million, with a tenor of approximately 6 months and an interest rate of 6% p.a.to be used for the repayment by Telekom Romania Mobile of unpaid interests due to COSMOTE (estimated at Euro 214 million as of 30/4/2019), (b) other intragroup liabilities, as well as for working capital needs (estimated at Euro 56 million). Any payment (e.g. principal or interest) by TKRM to OTE under such loan may be subordinated towards credit lines of up to EUR 60 million which will be granted to TKR &amp; TKRM by banking institutions</p> <p>2. The authorization of the Chief Financial Officer of Telekom Romania Mobile Communications, and the Chief Executive Officer of Telekom Romania Mobile Communications, acting jointly or separately, to implement the above decisions, proceed with negotiating and signing the loan agreement abovementioned and all related documents (incl. any subordination documents if necessary).</p> <p>In order to perform the representation within Ordinary General Meeting of Shareholders, an original copy of the special power of attorney will be submitted, after completing and signing it, within the headquarters of the Company with 48 hours prior the date of the meeting, a copy will be handed over to the authorized representative and the shareholder will receive the third copy.</p> <p>According to art. 123 paragraph 2 of Law No. 31/1990 on companies, republished, as further amended and completed, the reference date for the shareholders registered in the Shareholders Registry entitled to vote within Ordinary General Meeting of Shareholders of TELEKOM ROMANIA MOBILE COMMUNICATIONS S.A. is the end of the day of 14 March 2019.</p>
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**Presedintele Consiliului de Administratie/Chairman of the Board of Directors**

**Charalampos Mazarakis**

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