

S.C. OLTCHIM S.A. RM. VALCEA

RO1475261

J38/219/1991

Subscribed and paid share capital: RON 34.321.138,30

**ORDINARY GENERAL MEETING OF SHAREHOLDERS(“OGMS”) of April
30/ May 01, 2012**

**DRAFT RESOLUTIONS PROPOSED BY
THE BOARD OF DIRECTORS OF OLTCHIM SA**

Draft resolution regarding point 1 on the agenda

It was decided the approval of Administrator’s Annual Report for the year ended December 31, 2011, prepared in accordance with annex no.32 of Regulations NSC no.1/2006 with subsequent amendments.

The votes results are the following: total number of votes validly expressed – ...out of which votes expressed „for” –..... (....%), „against” –.....(.....%) si „abstained” –(.....%).

Draft resolution regarding point 2 on the agenda

It was decided the approval of financial statements for the year ended December 31, 2011, prepared in accordance with Romanian Accounting Standards(RAS), based on the Administrator’s Annual Report prepared in accordance with annex no.32 of Regulations NSC no.1/2006 with subsequent amendments and the Financial Auditor’s Report.

The votes results are the following: total number of votes validly expressed – ...out of which votes expressed „for” –..... (....%), „against” –.....(.....%) si „abstained” –(.....%).

Draft resolution regarding point 3 on the agenda

It was decided the approval of consolidated financial statements for the year ended December 31, 2011, prepared in accordance with International Financial Reporting Standards(IFRS), based on the Administrator’s Report and the Financial Auditor’s Report.

The votes results are the following: total number of votes validly expressed – ...out of which votes expressed „for” –..... (....%), „against” –.....(.....%) si „abstained” –(.....%).

Draft resolution regarding point 4 on the agenda

It was decided the approval of formal discharge of liability of the administrators for the financial year 2011.

The votes results are the following: total number of votes validly expressed – ...out of which votes expressed „for” –..... (....%), „against” –.....(.....%) si „abstained” –(.....%).

Draft resolution regarding point 5 on the agenda

It was decided the approval of Revenue and Expenditure Budget for 2012.

The votes results are the following: total number of votes validly expressed – ...out of which votes expressed „for” –..... (....%), „against” –.....(.....%) si „abstained” –(.....%).

Draft resolution regarding point 6 on the agenda

It was decided the approval of the Investment Program for 2012.

The votes results are the following: total number of votes validly expressed – ...out of which votes expressed „for” –..... (....%), „against” –.....(.....%) si „abstained” –(.....%).

Draft resolution regarding point 7 on the agenda

It was decided the establishment of Mr. Adrian-Catalin Bulboaca, Romanian citizen, domiciled in Unirii Street no. 35, block A3, entrance 3, 6th floor, flat 69, Bucharest 3, identified with identity card series RT no 228912 issued by Office 10 on April 17, 2002, having personal identification number, as administrator of Oltchim SA Rm Valcea.

The secret votes results are the following: total number of votes validly expressed – ...out of which votes expressed „for” –..... (....%), „against” –.....(.....%) si „abstained” –(.....%).

Draft resolution regarding point 8 on the agenda

It was decided the approval of **May 16, 2012** as the registration date, under art. 238, paragraph 1 of Law 297/2004 regarding the capital market, to identify the shareholders who are affected by decisions taken in OGMS on April 30/May 01, 2012.

The votes results are the following: total number of votes validly expressed – ...out of which votes expressed „for” –..... (....%), „against” –.....(.....%) si „abstained” –(.....%).