



OLTCHIM S.A.

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www.oltchim.ro
Registration number:J/38/219/18.04.1991
Unic registration code:RO 1475261

Societate în insolvență, in insolvency, en procedure collective

ORDINARY GENERAL MEETING OF SHAREHOLDERS

J38/219/1991, Unic registration code:RO 1475261

Paid share capital: **34.321.138,30 lei**

Subscribed share capital: **34.321.138,30 lei**

DRAFT RESOLUTION of Ordinary General Meeting of Oltchim's Shareholders of April 29/30, 2015

Ordinary General Meeting of shareholders of **OLTCHIM S.A.** Rm. Vâlcea **convened** by the legal administrator, the consortium made up of **ROMINSOLV S.P.R.L.**, having headquarters in Bucharest, Splaiul Unirii no.223, 3th floor, district 3, registration number in the Official Record of Insolvency Practitioners RFO 0122/2006, represented by Gheorghe Piperea, Coordinating Partner and **BDO BUSINESS RESTRUCTURING S.P.R.L.**, having headquarters in Bucharest, 24 Învingătorilor Street, Victory Business Center Building, 3th floor, district 3, registration number in the Official Record of Insolvency Practitioners RFO 0239/2006, represented by Niculae Bălan, Coordinating Partner,

on April 29, 2015 (first convening) or April 30, 2015 (second convening) according to the convening notice published in the Official Gazette of Romania, Part IV, no 1642 of March 27, 2015, in the newspaper "Viața Vâlcei" of March 27, 2015 and in the Insolvency Bulletin no.5786 of March 27, 2015,

held on **April 29/30, 2015**, first convening/second convening, under provisions of Law 85/2006 on insolvency proceedings, Company Law 31/1990, republished with subsequent amendments and additions, Law 297/2004 on capital market, with subsequent amendments and additions, the Regulation NSC no.6/2009 regarding the exercise of the rights of shareholders at general meetings of companies, with subsequent amendments and additions and the Company's Memorandum of Association,

meeting where were present in person and represented shareholders wich held shares, representing% of share capital and.....% of all voting shares registered at the Shareholders Register at the reference date of April 20,2015,

has decided the following **RESOLUTION**:

Regarding point 1 on the revised agenda :

By the vote of shareholders representing% of voting shares of the present and represented shareholders and of all stated votes, **was decided to approve/reject** the Special Administrator Report for the financial year 2014, prepared in accordance with annex no.32 of Regulation NSC no.1/2006 with subsequent amendments and additions.

Regarding point 2 on the revised agenda:

By the vote of shareholders representing% of voting shares of the present and represented shareholders and of all stated votes, **was decided to approve/reject** the Oltchim S.A. individual financial statements ended on December 31, 2014, prepared in accordance with International Financial Reporting Standards(IFRS), as provided in MPFO no 1286/2012, based on the Special Administrator Report and the Financial Auditor's Report, for the year 2014.

Regarding point 3 on the revised agenda:

By the vote of shareholders representing% of voting shares of the present and represented shareholders and of all stated votes, **was decided to approve/reject** the Oltchim S.A. consolidated financial statements ended on December 31, 2014, prepared in accordance with IFRS, based on the Special Administrator Report and the Financial Auditor's Report, for the year 2014.

Regarding point 4 on the revised agenda:

By the vote of shareholders representing% of voting shares of the present and represented shareholders and of all stated votes, **was decided the approval/rejection of May 19, 2015**, as the registration date, under art. 238, paragraph 1 of Law 297/2004 regarding the capital market and of **May 18, 2015** as **"ex date"** calculated in accordance with the definition given by the provisions of art. 2, letter f of Regulation NSC no.6/2009.

Regarding point 5 on the revised agenda:

By the vote of shareholders representing% of voting shares of the present and represented shareholders and of all stated votes, **was decided to approve/reject** the empowerment of Mr Victor Avram, Deputy General Manager of the company, to perform the formalities required for the registration of the „**OGMS**” resolution of 29/30.04.2015 to the Trade Registry Office. The empowering person will be able to delegate his mandate to any other person in order to perform the above formalities.

This Extraordinary General Meeting of Shareholders resolution was written in four originals.

CONSORTIUM OF LEGAL ADMINISTRATORS,

ROMINSOLV SPRL

BDO BUSINESS RESTRUCTURING SPRL