



**CONVENING NOTICE  
OF ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OLTCHIM S.A. RM. VALCEA**

**Undersigned,**

**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,

having the quality of legal administrator in the insolvency of the debtor Oltchim SA Rm. Valcea- *societate în insolvență, in insolvency, en procedure collective*, with its registered office in Râmnicu Valcea, 1 Uzinei Street, registered at the Trade Register under the number J38/219/1991, unic registration code RO1475261, according to Order no. 617 of January 30, 2013, pronounced by Valcea Law Court, in the case 887/90/2013,

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 updated Company's Memorandum of Association,

**CONVENES**

the **Ordinary General Meeting of Oltchim's Shareholders ("OGMS")** at the company headquarters, on **April 29, 2015, 12:00 a.m.**, for all shareholders registered in the Shareholder's Register at the end of the **April 20, 2014**, considered the reference date.

Should the statutory quorum asked for the **"OGMS"** to deliberate and validly vote the agenda, shall not be met on **April 29, 2015**, the meeting will be held on **April 30, 2015, 12:00 a.m.** at the same place, with the same agenda.

## THE AGENDA OF THE “OGMS” IS THE FOLLOWING:

1. Approval of 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.
2. Approval of 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 year 2014.
3. Approval of 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 year 2014.
4. Approval of **May 19, 2015, as 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.
5. Empowering 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.

### **a) The right of shareholders to attend and vote the „OGMS”**

At the General Meeting are entitled to attend and may exercise the voting right only the shareholders registered in the company’s Shareholders Registry at the reference date (20.04.2015) **in person**, through legal representatives (in case of legal persons), **through others representatives which are granted a special proxy or a general proxy under art.243 of Law no.297/2004** or may vote **through correspondence**.

**The access of the shareholders and/or voting through correspondence** of the shareholders entitled to attend the „OGMS” meeting is allowed by simple proof of their identity, made, in case of *natural persons*, with the identity document (identity paper/card for Romanian citizens or as appropriate, passport/residence permit for foreigners) or in case of *legal persons* with an identity document of the legal representative accompanied by an official document certifying this capacity.

**The capacity of legal representative** shall be ascertained as per Shareholder List on the reference date, received from the Romanian Central Depository. In case the information regarding capacity of legal representative is not mentioned by the legal person in the list from Central Depository on the reference date, the proof of legal representative is based on ascertaining certificate issued by the Trade Register, original or certified copy, or any other document, in original or certified copy issued by a competent authority in the state where the shareholder is legally registered, issued up to 3 months before the publication of herein convening notice.

All documents, except for identity documents, submitted in a foreign language, other than English, must be accompanied by a translation performed by an authorized translator in Romanian or in English. Translations of documents will be retained by the company.

**b). General proxy forms, Special proxy forms and Correspondence voting papers**

The shareholders may grant a **general proxy** valid for a period not exceeding 3 years, allowing its representative to vote in all aspects under debate in the general meeting of shareholders, provided that it will be granted by the shareholder, as a client, to an agent defined as per art.2, align(1), point 14 of Law 297/2004, or to a lawyer.

The general proxy forms accompanied by the documents mentioned at letter a), will be submitted/delivered to the company 48 hours before general meeting of shareholders, in duplicate, including the mention of compliance with the original signed by the representative or may be sent also by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 on electronic signature to the adress victoria.stefan@oltchim.com no later than **April 27, 2015, 12:00 a.m.**

Any shareholder shall give in the **limited proxy form** provided by the company, specific voting instructions to the person it represents, for each item on the agenda of the general meeting of shareholders.

Credit institutions that provide custodial services for the shareholders may attend and vote in „OGMS” under a special power of attorney signed by a shareholder and accompanied by an affidavit issued by the representative of credit institution that received the power of representation by special proxy, revealing that: (i) provide custody services for the shareholder, (ii) the instructions in the power of attorney are identical to the instructions of the SWIFT message received by the credit institution in order to vote on behalf of the shareholder, (iii) the special power of attorney is signed by the shareholder.

An original copy of the special proxy and/or the correspondence voting form, filled either in Romanian or English and signed, accompanied by the documents mentioned at letter a), will be submitted/delivered in a sealed envelope, so to be registered at the company no later than **April 27, 2015, 12:00 a.m.** Special proxy form accompanied by the documents mentioned at letter a) may be sent also by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, so to be registered at the company no later than **April 27, 2015, 12:00 a.m.**, to the adress victoria.stefan@oltchim.com, mentioning in subject field „for OGMS on 29/30 April 2015”. On the date of the general meeting, the appointed representative will submit the original proxy form, if it was sent by e-mail with extended electronic signature.

General proxy forms, special proxy forms and correspondence voting forms which are not registered at the company untill the date and hour above mentioned will not be counted in determining the quorum and the vote within the „OGMS”.

When filling the special proxies and voting papers by correspondence, the shareholders are asked to consider the possibility of completing the Agenda with new items, which case these documents will be updated and made available no later than **April 17, 2015.**

**c).The right of shareholders to add new items to the agenda and propose draft decisions for the items included or proposed to be included on the agenda**

One or more shareholders, representing individually or jointly at least 5% of the share capital are entitled, under law, to add new items to the agenda provided that each item is accompanied by a substantiation or a draft decision proposed to be enacted by the General Assembly and to make proposals of decisions for the items included or proposed to be included on the agenda, by registered letter with acknowledgment of receipt /delivery, in sealed envelope.

The deadline by which shareholders may exercise the rights mentioned above is maximum 15 days after the publication of the convening notice in the Official Gazette, respectively no later than **April 11, 2015** inclusively.

**d) The right of shareholders to ask questions, regarding the items on the agenda**

Any interested shareholder has the right to submit written questions regarding the items on the agenda, so that to be registered at the company until the date of **April 21, 2015**.

Company will provide one overall answer to questions having the same content. The answer to the shareholders questions will be given during the meeting or will be available on the website of the company in question-answer format.

The right to ask questions and the company bound to answer will be conditioned by the protection of confidentiality and business interest of the company.

For valid exercise of the rights mentioned at the letters c). and d). the shareholders will forward to the company copies of documents certifying the quality of shareholder, referred to at letter a).

All the documents, submitted in a foreign language other than English, except the the identity documents, will be accompanied by translations into Romanian or English made by an authorized translator.

**e) Availability of "OGMS" documents**

The following documents: the convening notice, the form of special proxy, the form of correspondence vote, available in Romanian and in English, the draft decision, the documents and informative materials on agenda can be downloaded from the company website ([www.oltchim.ro/Investors Relation/ General Assembly Shareholders of 2015](http://www.oltchim.ro/Investors Relation/ General Assembly Shareholders of 2015)), can be requested by fax or mail or may be consulted at the company headquarters, every business day, starting with **March 30,2015**.

Additional information shall be obtain from the OLTCHIM's Headquarters, fax no. 0250/735030, phone no. 0250/701665, between 8:00a.m-4:00p.m and from the website [www.oltchim.ro/Relatia cu investitorii/Adunari Generale ale Actionarilor 2015](http://www.oltchim.ro/Relatia cu investitorii/Adunari Generale ale Actionarilor 2015).

**Consortium of legal administrators**

**ROMINSOLV SPRL**



**BDO BUSINESS RESTRUCTURING SPRL**

