



# OLTCHIM S.A.



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



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Președinția României la Consiliul Uniunii Europene

***Societate în reorganizare judiciară, in judicial reorganisation, en redressement***

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## **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 24/25, 2019**

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 Nicolae Bălan, Coordinating Partner,

on April 24, 2019 (first convening) or April 25, 2019 (second convening) according to the convening notice published in the Official Gazette of Romania, Part IV, no.1302 of March 22, 2019, in the newspaper "Curierul de Valcea" of March 22, 2019 and in the Insolvency Bulletin no. 6063/25.03.2019,

held on **April 24/25, 2019**, first convening/second convening, under provisions of Law 85/2006 on insolvency proceedings, Company Law 31/1990, republished with subsequent amendments and additions, Law 24/2017 on issuers of financial instruments and market operations, FSA Regulations no.5/2018 on issuers of financial instruments and market operations and the Company's Memorandum of Association,

meeting where were present in person, legally represented and voted by correspondence shareholders holding ..... shares, representing .....% of share capital and.....% of all voting shares registered at the Shareholders Register at the reference date of April 15,2019,

**has decided** the following **RESOLUTION**:

#### **Regarding point 1 on the agenda:**

By the vote of shareholders representing .....% of voting shares of the present shareholders, legally represented shareholders and which voted by correspondence as well as .....% of all stated votes, **was decided to approve** the Oltchim S.A. individual financial statements concluded on December 31, 2018, prepared in accordance with International Financial Reporting Standards (IFRS), as provided by Ministry of Public Finance Order no 2844/2016, based on the Special Administrator Report and the Financial Auditor's Report, for the year 2018.

**Regarding point 2 on the agenda:**

By the vote of shareholders representing .....% of voting shares of the present shareholders, legally represented shareholders and which voted by correspondence as well as.....% of all stated votes, **was decided to approve** the Oltchim S.A. consolidated financial statements concluded on December 31, 2018, prepared in accordance with IFRS, based on the Special Administrator Report and the Financial Auditor's Report, for the year 2018.

**Regarding point 3 on the agenda:**

By the vote of shareholders representing .....% of voting shares of the present shareholders, legally represented shareholders and which voted by correspondence as well as .....% of all stated votes, **was decided the to approve** the allocation of the profit achieved by the company in the year 2018, in the amount of 28,415,957 lei, to partially cover accounting losses from previous years.

**Regarding point 4 on the agenda:**

By the vote of shareholders representing .....% of voting shares of the present shareholders, legally represented shareholders and which voted by correspondence as well as .....% of all stated votes, **was decided the approval of (i) May 16, 2019, as registration date**, under art. 86, paragraph 1 of Law 24/2017 **(ii) May 15, 2019 as "ex date"** according to art.2, para.2, letter 1 from the ASF Regulation no. 5/2018.

**The present decision of the Ordinary General Meeting of Shareholders was drafted in four original copies.**

**CONSORTIUM OF LEGAL ADMINISTRATORS,**

**ROMINSOLV SPRL**

**BDO BUSINESS RESTRUCTURING SPRL**