

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

RO1475261

J38/219/1991

Subscribed and paid share capital: RON 34.321.138,30

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS(“EGMS”) of  
April 23/24, 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 the private law convention regarding the charging of interest on debt held by the Authority for State Assets Recovery on Oltchim SA, concluded on December 22, 2011, which established the interest calculated for the period January 1, 2007 to December 31, 2011 according to the Memorandum approved by the Romanian Government met in the working session on August 10, 2011 following such interest to be included in the amount of debt of the Authority for State Assets that is to be converted into shares within the capital increase procedure of Oltchim SA, as not involving elements of state aid, authorized by the European Commission by the Decision of March 7, 2012 to end the investigation in Case C 28/2009 Oltchim.

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 the report mentioned under point 3 of EGMS agenda regarding the modality used to establish the amount of interest applied to the debt held by the Authority for State Assets Recovery on Oltchim SA.

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 rejection of the request of PCC SE referring to “*Performance by the board of directors of Oltchim S.A. Rm. Valcea, through a specialized company, of an economic analysis attesting the market value of the AVAS receivable, at the date of the 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 6 on the agenda**

It was decided the rejection of the request of PCC SE to revoke Mr. Constantin Roibu from his position as general manager of Oltchim SA.

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 approval of **May 11, 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 EGMS on April 23/24, 2012.

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