



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, Cod fiscal 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 December 10/11, 2014

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,

under provisions of art. 119 para. 1 of Company Law 31/1990, with subsequent amendments and additions,

on December 10, 2014 (first convening) or December 11, 2014 (second convening) according to the convening notice published in the Official Gazette of Romania, Part IV, no 6857 of November 7, 2014, in the newspaper "Monitorul de Vâlcea" of November 7-8, 2014 and in the Insolvency Bulletin no./.....

held on **December 10/11, 2014**, 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 November 29,2014,

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 elaboration and proposal by Oltchim SA of the reorganization plan of the Company, in its capacity as debtor, according to the provision of art. 94 point 1 letter a) of Law no. 85/2006, as well as the empowerment of the special administrator of the Company to elaborate and publish on the website of Oltchim SA the reorganization plan of Oltchim SA., in compliance with the provisions of art. 94 and following of Law no. 85/2006 and with all the applicable legal provisions, and also considering the interest to save the Company from

bankruptcy, within a term of maximum 30 days since the date of the ordinary general assembly of shareholders convened through the herein request.

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 empowerment of the special administrator of the Company for accomplishing all the required steps for calling by the judicial administrator of the general shareholders' meeting, so that such general shareholders' meeting to take place in maximum 45 days from the date when the reorganization plan has been published on the Company's website, having on the agenda the approval of the reorganization plan that will be elaborated by the special administrator based on the mandate/power given according to point 1.

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 empowerment of the special administrator of the company to perform the formalities required for the registration of the „OGMS” resolution of 10/11.12.2014 to the Trade Registry Office. The empowering person will be able to delegate his mandate to any other persons in order to perform the above formalities.

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 the date of **December 30, 2014**, as registration date, under art. 238, paragraph 1 of Law 297/2004 regarding the capital market, and the data of **December 29, 2014** as ex-date.

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

CONSORTIUM OF LEGAL ADMINISTRATORS,

ROMINSOLV SPRL
By Coordinating Partner
Gheorghe Piperea

BDO BUSINESS RESTRUCTURING SPRL
By Coordinating Partner
Niculae Bălan