



S.C. TURBOMECANICA S.A. BUCUREȘTI
Iuliu Maniu Blvd. no. 244, district 6
Bucharest Trade Registry Office code: J40/533/1991
Sole identification code 3156315
Fiscal attribute: R
Capital of 36.944.247,50 RON

Disposition no. 1
from 07.01.2015

Shareholders of S.C. TURBOMECANICA S.A., filed in at O.R.C.T.B. under no. J40/533/1991, C.U.I 3156315, with the headquarters in Bucharest, Iuliu Maniu blvd. no. 244, district 6

Reunited on 07.01.2015, in quorum representing the amount of: 51,7875 % from the subscribed social capital, at the headquarters in Bucharest, Iuliu Maniu blvd. no. 244, district 6

In conformity with the provisions of the convener document of the extraordinary shareholders general meeting cu, issued on 04.12.2014 and published in the Romanian Official Gazette - no.7296/08.12.014 – part IV and in the Adevarul newspaper on 10.12.2014

Meeting of the disposition of article 15 paragraph (3) from the Constitutive Act,

After analyzing all problems written in the daily itinerary in conformity with the convener document,

They decided the following:

I. Ratification of the selling contract of the building with cadastral no. 216617, composed of terrain and it's afferent buildings, contract authenticated under no. 1142/20.11.2014 by the Individual Notary Office „Sandina Tabarana”.

II. Ratification of the decision of the Management Board from 25.11.2014 regarding:

1. Full reimbursement of the main loan contract no.103/16.05.2008, with the value of 2.337.847,48 Euro, closed with B.R.D.-G.S.G.- Militari Branch;

2. Full reimbursement of the sums of: 3.902.366,30 lei and 58.080,97 Euro, due to 25.01.2015, witch represents the main afferent to the credit contract no. 567/10.12.2007, closed with B.R.D.-G.S.G.- Militari Branch;

3. The deference between sums: 17.829.410,50 lei shall be used to diminish the multioption and multicurrency global loan ceiling granted acc. to credit contract no. 103bis/28.04.2006, closed with B.R.D.-G.S.G.- Militari Branch under the following conditions:

a) Mobile goods guarantee extension represented by equipments destined to create pinions/gears acquired with the investment loan no. 103/16.05.2008, closed with B.R.D.-G.S.G.- Militari Branch, for the credit contract no. 103bis/28.04.2006, closed with the same bank , by signing of a new mortgage contract upon the equipment and registering it at A.E.G.R.M;

b) Extending the mortgage of the terrain from Dragomiresti-Vale, Ilfov county, brought as guarantee of lan contract no. 567/10.12.2007, closed with B.R.D.-G.S.G.- Militari Branch and upon loan contract no.103bis/28.04.2006 (multioption and multicurrency ceiling), closed with the same bank.

III. Ratification of the decision of the Management Board from 28.05.2014 and 11.11.2014 regarding credit amenities restructuration provided by Transilvania Bank – Militari Branch, according to:

- Addendums no. 07/40/30.05.2014 and no. 08/40/11.11.2014 to the loan contract no. 40/04.02.2011 and subsequent addendums;

- Addendums no. 07/664/30.05.2014 and no. 08/664/11.11.2014 to the loan contract no. 664/21.11.2011 and subsequent addendums;

- Addendums no. 07/665/30.05.2014 and no. 08/665/11.11.2014 to the loan contract no. 665/21.11.2011 and subsequent addendums;

- Addendums no. 06/385/30.05.2014 and no. 07/385/11.11.2014 to the loan contract no. 385/02.07.2012 and subsequent addendums;

- Addendums no. 06/386/30.05.2014 and no. 07/386/11.11.2014 to the loan contract no. 386/02.07.2012 and subsequent addendums;

- Addendums no. 08/186/30.05.2014 and no. 09/186/11.11.2014 to the loan contract no. 186/24.06.2009 and subsequent addendums;

- Addendums no. 05/187/30.05.2014 and no. 06/187/13.11.2014 to the loan contract no. 187/24.06.2009 and subsequent addendums.

IV. Approval of a under ceiling increase to issue banc guarantee letters from the multioption and multicurrency ceiling granted according to loan agreement no. 103bis/28.04.2006, closed with B.R.D.-G.S.G.- Militari Branch, with the sum of 1.000.000 lei.

Bank guarantee letters constituted from the increased non-cash limit of 1.000.000 lei shall be used only in relation with M.Ap.N.

V. Approval of granting power-of-attorney to the President of the Board of Directors to sign in the name and for the company all the documents regarding the loan restructuring of the loans granted by Banca Transilvania S.A. Cluj-Napoca –Militari Branch, as well as all undertaken guarantee agreements and non-cash limit increase , with B.R.D.-G.S.G.- Militari Branch .

VI. Approval of the registration date which serves for the identification of the shareholders subject to the resolution of the General Shareholders' Meeting, proposing to such end the day of 23.01.2015, respectively ex date 22.01.2015.

VII. Empowering the President of the Board of Directors to sign the minutes and the resolution of the Extraordinary General Shareholders' Meeting and empowering the company's legal counselor to carry out the necessary deeds for the registration of the mentions application with the Trade Registry Office and for the publication of the resolution of the Extraordinary General Shareholders' Meeting in the Official Gazette of Romania, Part IV.

MANAGING COMMITTEE PRESIDENT,

RADU VIEHMANN



A.G.E.A. SECRETARIES:

- GIUSEPIA PANTAZI

- CLAUDIA ANGHEL

- ION DINCA

