



TURBOMECHANICA

Bd. Iuliu Maniu Nr. 244 District 6 Zip Code 061126 Bucharest - Romania

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European Unique Identifier (EUID) [ROONRC.J40/533/1991](#)

Commerce Registry Code J40/533/1991

Tax Code RO3156315 Unique Registration Code 3156315

Subscribed share fully paid capital 36,944,247.50 RON

www.turbomecanica.ro; e-mail: office@turbomecanica.ro

Resolution no. 1 of 25.04.2019

The shareholders of the company TURBOMECHANICA S.A., with headquarters in Bucharest, 244 Iuliu Maniu Blvd., district 6, registered with Bucharest Trade Registry under no. J40/533/1991, U.I.C. 3156315,

Summoned on 25.04.2019 in an Ordinary General Meeting of Shareholders where were present shareholders representing together 58,8868% of the total number of shares at Company's headquarters in Bucharest, 244 Iuliu Maniu Blvd., district 6,

According to the provisions of the summon of this Ordinary General Meeting, issued on 21.03.2019 and published in the Romanian Official Gazette, Part IV, no. 1321 of 25.03.2019 and in the newspaper "Adevarul" of 25.03.2019,

With the observance of the provisions of art. 15 para. (1) of the Company's Constitutive Act,

After analysing all the issues on the agenda according to the convening document, It was decided the following:

1. It is approved by the majority of the votes, the shareholders members of the Board of directors abstaining from vote under art. 126 para. (1) of the Law no. 31/1990, the Board of Directors' Management report for the financial year of 2018 and release of liability of the Board members for the year 2018;
2. It is unanimously approved the Financial Auditor Report on the financial situations of 2018;
3. It is unanimously approved the financial situation of 2018;
4. It is unanimously approved Company's income and expenses budget for 2019;
5. It is unanimously approved the investment plan for 2019;
6. It is unanimously approved the Board of Directors' proposal for year 2018 net profit distribution as follows:
 - i. Other reserves – distribution of the profit for which a tax exemption was granted under the provisions of Art.22 para. (5) of the Law 227/2015 on Fiscal Code, amounting to 1.750.671,07 lei
 - ii. Covering the losses for previous years, amounting to 8.319.346,93 lei
 - iii. Gross total dividend distribution, amounting to 14.777.699,00 lei, representing a gross amount of 0,04 lei/share
 - iv. The tax on dividends will be calculated and withheld by the Company and paid to the state budget under the applicable laws.

- v. Payment modalities and the relevant procedures for the dividend payment shall be communicated to the shareholders under further notice.
7. It is unanimously approved the registration date for the purpose of identifying the shareholders for whom the decision of the general meeting of shareholders produces effects, being proposed the date of 28.06.2019.
 8. It is unanimously approved the date of 27.06.2019 as „ex date", the calendar day from which the shares issued by TURBOMECHANICA S.A., object of the Decisions of the ordinary general meeting of Shareholders are to be traded without the rights deriving out of that decision;
 9. It is unanimously approved the date of 19.07.2019 as „payment date", the calendar day when the payment of dividends related to TURBOMECHANICA S.A. shares as established under the Ordinary General Meeting of Shareholders becomes due;
 10. It is unanimously approved the empowering the President of the Board of Directors to sign the minutes and the decision of the ordinary general meeting of shareholders and the company's legal counsellor to fulfill the formalities necessary for registering it with the Trade Registry Office and for publishing the decision of the ordinary general meeting of shareholders in the Official Gazette, Part IV.

**PRESIDENT OF THE BOARD OF DIRECTORS
ENG. RADU VIEHMANN**

**O.G.M.S. SECRETARIES:
GIUSEPIA PANTAZI
ION DINCA**