



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 27.04.2020

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, registered as shareholders of the Company as of 16.04.2020

Summoned on 27.04.2020 in an Ordinary General Meeting of Shareholders where were present shareholders representing together **57,2428 %** 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 for this Ordinary General Meetings approved under the Board of Directors decision no 135/25.03.2020 and published in the Romanian Official Gazette, Part IV, no. 1195 of 27.03.2020 and in the newspaper "National " of 27.03.2020,

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 2019 and release of liability of the Board members for the year 2019;
2. It is unanimously approved the Financial Auditor Report on the financial situations of 2019;
3. It is unanimously approved the financial situation of 2019;
4. It is unanimously approved Company's income and expenses budget for 2020;
5. It is unanimously approved the Board of Directors' proposal for year 2019 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 2,333,472.02 lei
 - ii. Covering the losses for previous years, amounting to 19,585,830.18 lei
6. It is approved, by unanimous votes, the renewal of the mandates of the current members of the Board of Directors for a new period of 4 years, the extension of the validity under the same conditions, including regarding the remuneration, of the management contract, as follows:

- i. Eng. Radu Viehmann, Romanian citizen identified with CI DP Series no. 123788 issued on 15.03.2007, domiciled in Bucharest, Str. Bujorului, no. 35, sector 1, CNP 1520914400585, as President and General Manager,
- ii. Mrs. Henriette Spinka, Romanian citizen identified with CI Series RR no. 741468 issued on 07.04.2011, domiciled in Bucharest, Str. Constantin Radulescu Motru, no. 8, pp. 34, sc. A, et. 2, ap. 8, sector 1, CNP 2570317400912, member of the Board
- iii. Mrs. Dana Maria Ciorapciu, Romanian citizen, identified with CI Series IF no. 177973 issued on 19.02.2008, domiciled in Voluntari, Sos. Erou Nicolae Iancu, no. 146D, E, Jud. Ilfov, CNP 2540826400451 member of the Board;
- iv. Prof. Univ. Dr. Grigore Florescu, Romanian citizen identified with CI RX Series no. 573839 issued on 16.09.2014, domiciled in Bucharest, Str. Plantelor, no. 8-10, sc. A, et. 10, ap. 31, sector 2, CNP 1380522400149, member of the Board , and
- v. Mr. Radu Ovidiu Sarbu, Romanian citizen identified with CI Series KX no. 867017 issued on 24.02.2012, domiciled in Cluj-Napoca, Str. Ioan Ghica, no. 20, ap.1, Jud. Cluj, CNP 1520122120691, member of the Board

Prof. Univ. Dr. Grigore Florescu is authorized to sign on behalf of the company the addendum to the management contract.

7. It is approved by unanimous votes the mandate granted to the members of the Board of Directors for establishing the general limits of the remuneration of the executive directors of the Company;

8. 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 25.05.2020.

9. It is unanimously approved the date of 22.05.2020 as „ex date”, the calendar day from which the shares issued by TURBOMECANICA 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;

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 fulfil 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
CLAUDIA ANGHEL**