

DRAFT DECISION NO. /
of the Extraordinary General Meeting of Shareholders of Company ARMĂTURA S.A.
issued on the basis of the Meeting Minutes no. /

The Extraordinary General Meeting of Shareholders of ARMĂTURA SA Cluj-Napoca, gathered on, 13:00 o'clock, at the convening with a participation representing% of the subscribed and paid-up share capital thus decided on the issues included on the agenda of the Ordinary General Meeting of Shareholders.

1. Decides to (not) dissolve the Company, pursuant to art. 153 par. 24 of Law no. 31/1990.
2. Approves the internal regulation regarding the principles and procedures of the General Shareholders' Meeting of the Company, in the form approved by the Decision no. 2422 / 09.12.2014 of the Board of Directors of the Company.
3. Approves the sale, in whole or in part, simultaneously or successively, to one or more buyers, of all the buildings owned by the Company, located in Cluj-Napoca, Gării Street, no. 19, Cluj County, and composed of the plots of land in total surface of 40,625 sqm. and the constructions built therein, as follows: (i) plot of land in surface of 467 sqm. having cadastral no. 7449/2/1, 7448/1/1, 7442/2/1, 7448/3/1, 7447/1/1, 7447/2/1, 7446/2/1, 7455/2/1 and the Administrative Pavilion building having the cadastral no. 7449/2/1-C1, 7448/1/1-C1, 7442/2/1-C1, 7448/3/1-C1, 7447/1/1-C1, 7447/2/1-C1, 7446/2/1-C1, 7455/2/1-C1, registered in the Land Book no. 267531; (ii) plot of land in surface of 5.048 sqm., with cadastral no. 7449/2/2, 7448/1/2, 7442/2/2, 7448/3/2, 7447/1/2, 7447/2/2, 7446/2/2, 7455/2/2 and the constructions: - Metalworking hall C1 having the cadastral no. 7449/2/2, 7448/1/2, 7442/2/2, 7448/3/2, 7447/1/2, 7447/2/2, 7446/2/2, 7455/2/2/C1; - Technical and Social Annex C2 having the cadastral no. 7449/2/2, 7448/1/2, 7442/2/2, 7448/3/2, 7447/1/2, 7447/2/2, 7446/2/2, 7455/2/2/C2; - Gate Cabin C3 having the cadastral no. 7449/2/2, 7448/1/2, 7442/2/2, 7448/3/2, 7447/1/2, 7447/2/2, 7446/2/2, 7455/2/2/C3, registered in the Land Book no. 260736; (iii) plot of land in surface of 805 sqm. having the cadastral no. 7449/2/3, 7448/1/3, 7442/2/3, 7448/3/3, 7447/1/3, 7447/2/3, 7446/2/3, 7455/2/3, and the construction Warehouse C1 having the cadastral no. 7449/2/3, 7448/1/3, 7442/2/3, 7448/3/3, 7447/1/3, 7447/2/3, 7446/2/3, 7455/2/3-C1, registered in the Land Book no. 267535; (iv) plot of land in surface of 556 sqm. having the cadastral no. 7449/2/4, 7448/1/4, 7442/2/4, 7448/3/4, 7447/1/4, 7447/2/4, 7446/2/4, 7455/2/4, and the building Hall retail, cafeteria, offices - C1 with cadastral no. 7449/2/4, 7448/1/4, 7442/2/4, 7448/3/4, 7447/1/4, 7447/2/4 7446/2/4, 7455/2/4-C, registered in the Land Book no. 267518; (v) plot of land in surface of 502 sqm. having the cadastral no. 7449/2/5, 7448/1/5, 7442/2/5, 7448/3/5, 7447/1/5, 7447/2/5, 7446/2/5, 7455/2/5, and the Estacada construction, dye house dep. C1, having the cadastral no. 7449/2/5, 7448/1/5, 7442/2/5, 7448/3/5, 7447/1/5, 7447/2/5, 7446/2/5, 7455/2/5-C, registered in the Land Book no. 267522; (vi) plot of land in surface of 7.309 sqm. having the cadastral no. 7449/2/6, 7448/1/6, 7442/2/6, 7448/3/6, 7447/1/6, 7447/2/6, 7446/2/6, 7455/2/6, and the constructions: - Casting hall C1 having the

cadastral no. 7449/2/6, 7448/1/6, 7442/2/6, 7448/3/6, 7447/1/6, 7447/2/6, 7446/2/6, 7455/2/6-C1; - Administrative Building C2 having the cadastral no. 7449/2/6, 7448/1/6, 7442/2/6, 7448/3/6, 7447/1/6, 7447/2/6, 7446/2/6, 7455/2/6-C2, registered in the Land Book no. 267528 of Cluj-Napoca; (vii) plot of land in surface of 778 sqm. having the cadastral no. 7449/2/7, 7448/1/7, 7442/2/7, 7448/3/7, 7447/1/7, 7447/2/7, 7446/2/7, 7455/2/7, and the construction vehicle service Station – C1 having the cadastral no. 7449/2/7-C1, 7448/1/7-C1, 7442/2/7-C1, 7448/3/7-C1, 7447/1/7-C1, 7447/2/7-C1, 7446/2/7-C1, 7455/2/7-C1, registered in the Land Book no. 267520; (viii) plot of land in surface of 161 sqm. having the cadastral no. 7449/2/8, 7448/1/8, 7442/2/8, 7448/3/8, 7447/1/8, 7447/2/8, 7446/2/8, 7455/2/8, and the construction vehicle service Station and micro cafeteria having cadastral no. 7449/2/8, 7448/1/8, 7442/2/8, 7448/3/8, 7447/1/8, 7447/2/8, 7446/2/8, 7455/2/8-C1, registered in the Land Book no. 267537; (ix) plot of land in surface of 1.976 sqm. with cadastral no. 7449/2/9, 7448/1/9, 7442/2/9, 7448/3/9, 7447/1/9, 7447/2/9, 7446/2/9, 7455/2/9, and the construction Casting brass Hall, social annex C1 with cadastral no. 7449/2/9, 7448/1/9, 7442/2/9, 7448/3/9, 7447/1/9, 7447/2/9, 7446/2/9, 7455/2/9-C1, registered in the Land Book no. 267546; (x) plot of land in surface of 1.254 sqm. having the cadastral no. 7449/2/10, 7448/1/10, 7442/2/10, 7448/3/10, 7447/1/10, 7447/2/10, 7446/2/10, 7455/2/10 and constructions: - Vans Workshop C1 with cadastral no. 7449/2/10, 7448/1/10, 7442/2/10, 7448/3/10, 7447/1/10, 7447/2/10, 7446/2/10, 7455/2/10-C1, and - Heating installation, compressed air installation and acetylene installation –C2 having the cadastral no. 7449/2/10, 7448/1/10, 7442/2/10, 7448/3/10, 7447/1/10, 7447/2/10, 7446/2/10, 7455/2/10-C2, registered in the Land Book no. 267509; (xi) plot of land in surface of 284 sqm. having cadastral no. 7449/2/11, 7448/1/11, 7442/2/11, 7448/3/11, 7447/1/11, 7447/2/11, 7446/2/11, 7455/2/11, and the construction Storehouse and Heat Treatment Workshop C1 sqm having the cadastral no. 7449/2/11, 7448/1/11, 7442/2/11, 7448/3/11, 7447/1/11, 7447/2/11, 7446/2/11, 7455/2/11-C, registered in the Land Book no. 267543; (xii) plot of land in surface of 2.284 sqm. having the cadastral no. 7449/2/12, 7448/1/12, 7442/2/12, 7448/3/12, 7447/1/12, 7447/2/12, 7446/2/12, 7455/2/12, and the construction toolroom and maintenance Workshop - C1 having the cadastral no. 7449/2/12, 7448/1/12, 7442/2/12, 7448/3/12, 7447/1/12, 7447/2/12, 7446/2/12, 7455/2/12/C, registered in Land Book no. 267507; (xiii) plot of land with an area of 173 sqm. having the cadastral no. 7449/2/13, 7448/1/13, 7442/2/13, 7448/3/13, 7447/1/13, 7447/2/13, 7446/2/13, 7455/2/13, and the construction Building materials Storehouse C1 having the cadastral no. 7449/2/13-C1, 7448/1/13-C1, 7442/2/13-C1, 7448/3/13-C1, 7447/1/13-C1, 7447/2/13-C1, 7446/2/13-C1, 7455/2/13-C1, registered in the Land Book no. 267521; (xiv) plot of land in surface of 87 sqm. having the cadastral no. 7449/2/14, 7448/1/14, 7442/2/14, 7448/3/14, 7447/1/14, 7447/2/14, 7446/2/14, 7455/2/14 and the construction Trafo station C1 having the cadastral no. 7449/2/14, 7448/1/14, 7442/2/14, 7448/3/14, 7447/1/14, 7447/2/14, 7446/2/14, 7455/2/14/C, registered in the Land Book no. 267504, and (xv) plot of land in surface of 18.905 sqm. having the cadastral no. 7449/2/15, 7448/1/15, 7442/2/15, 7448/3/15, 7447/1/15, 7447/2/15, 7446/2/15, 7455/2/15 and the constructions: - Cooling station, Oxygen storage –C1 having the cadastral no. 7449/2/15, 7448/1/15, 7442/2/15, 7448/3/15, 7447/1/15, 7447/2/15, 7446/2/15, 7455/2/15-C1; – Gas control station –C2 having the cadastral no. 7449/2/15, 7448/1/15, 7442/2/15, 7448/3/15, 7447/1/15, 7447/2/15, 7446/2/15, 7455/2/15-C2, and - water tower, neutralization station decanter -C3 having the cadastral no. 7449/2/15, 7448/1/15, 7442/2/15, 7448/3/15, 7447/1/15, 7447/2/15, 7446/2/15, 7455/2/15-C3, registered in the Land Book no. 267494, together with all the devices, improvements, installations, machines and equipment that are immobile assets by destination ("Property") for a total price of minimum EUR 5,000,000 (in LEI equivalent), in view to obtain the necessary funds for paying the Company's debts.

4. Approves the empowerment of the Board of Directors and of the Chairman of the Board of Directors with full and unlimited powers to: (i) initiate and carry out any tender or other procedure for the identification of potential buyers for the Property; (ii) negotiate, agree and decide in the name and on behalf of the Company the terms and conditions of the sale of the Property, in whole or in part, simultaneously or successively, to one or more buyers, including the sale price [by observing the minimum total price of at least EUR 5,000,000 (in LEI equivalent)] of the Property

and the way it will be paid by the buyer(s); (ii) sign, hand over and execute, in the name and on behalf of the Company, in authentic form and before the competent public notary, any promise of sale, pre-sale agreement and / or purchase sale agreement for the sale of the Property, in whole or in part, simultaneously or successively, to one or more buyers, as well as any other prior notice, deeds, documents or forms necessary or useful for the valid conclusion and execution of the sale agreement of the Property; (iv) to take, undertake and execute, in the name and on behalf of the Company, any decision necessary for the dismantling of the Property in view of its partial sale thereof and to sign, hand over and execute, in the name and on behalf of the Company, any documents, declarations, measurements, plans and cadastral documents, acts for the cadastral office and public records registration, and to represent in general the Company in front of all private/public persons/authorities, including the cadastral offices and public records offices, notaries and other officials, with a view to and in order to meet all the requirements and formalities required by the Romanian law for the dismantling the Property; (v) use the proceeds of the sale of the Property for the payment of the Company's debts, respectively the loan granted by the shareholder Herz Armaturen Ges.m.b.H. and any other arrears of the Company.

5. Approves the empowerment of Dr Gerhard Glinzerer, with his domicile in Richard Strauss-Strasse 22, 1230 Vienna, Austria, Passport no. P 7367422, to sign on behalf of shareholders the EGMS decision and any other documents related thereto, and the mandating of Mr. Daniel Vladu, with his domicile in Cluj-Napoca, Turzii Street no. 113, CI KX 815578, PNC 1670629120653 to perform any act or formalities required by law for registration of the EGMS decision with the Cluj Trade Registry.

By mandate granted by the general meeting signs:

**THE PRESIDENT
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS,**

SECRETARY,