

DECISION NO. 7 DATED 27th OF JULY 2016
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY MECANICA
FINA SA

- DRAFT -

Taking into consideration the agenda of the Extraordinary General Meeting of Shareholders and the provisions of Law no. 31/1990 on companies, as subsequently changed and completed, the provisions of Law no. 297/2004 on capital market, as subsequently changed and completed and CNVM Regulation no. 6/2009 on exercising some rights of the shareholders within the general meetings of companies;

As a result of the debates taking place with regard to the items included in the agenda and registered within the meeting minute,

The Extraordinary General Meeting of Shareholders of the company Mecanica Fina SA, Romanian judicial person, headquartered in Bucharest, 5-25 Popa Lazar Str. district 2, sole registration code 655 and registration number within Register of Companies J40/2353/1991, convoked according to the Law and legally / statutorily taking place, upon the first convocation, on 27th of July 2016, at the company's headquarters, in the presence of the shareholders registered within the Register of Shareholders on the reference date 14th of July 2016, holders, from a total number of 3.705.956 shares of a total number of xxx shares having a nominal value of 2,50 Lei, representing as many votes, i.e. xxx% from the total share capital and xxx% from the total rights of vote corresponding to a number of 3.705.250 shares with right of vote, with the unanimity of the votes of the present shareholders (with xxx% votes "for", xxx votes "against" and xxx "abstains"),

DECIDES

1. *Version 1: The approval of the guaranteeing of the issuance of dematerialized, nominative, guaranteed, non-convertible bonds, which may be transacted on the regulated market administered by Bursa de Valori Bucuresti, having a maximum value of 5.000.000 lei, for the company ITAGRA SA, Romanian judicial person, headquartered in Boranesti – C15 Offices, Ialomita County, sole registration code 18792370 and registration number within the Register of Companies J21/316/2006, in which the company MECANICA FINA SA holds a capital participation of 99,992%. The bonds issuance shall have the following characteristics:*

- *Maturity 5 years, without the possibility of anticipated redemption*
- *Interest rate - 6,1% per year*
- *Coupon payment: quarterly frequency*
- *Principal payment: on due date*
- *Nominal value of a bond: 5.000 lei*
- *Placement type: private.*

The issued bonds shall be guaranteed using the real estate - Lot 6 consisting in plot of land and constructions located in Bucharest, district 2, 5-25 Popa Lazar Street, owned by MECANICA FINA SA and registered within Land Registry Book of Municipality of Bucharest – District 2 under number 208302, having the cadastral number 208302 for the plot of land and 208302 – C1 for constructions.

The amount obtained by the company ITAGRA SA from the issuance of bonds shall be used for acquisition of agricultural plots of land and/or majority participations in companies working in agricultural field, for the purpose of developing the activity of the company ITAGRA SA.

Version 2: The rejection of the guaranteeing of the issuance of dematerialized, nominative, guaranteed, non-convertible bonds, which may be transacted on the regulated market administered by Bursa de Valori Bucuresti, for the company ITAGRA SA, in which the company MECANICA FINA SA holds a capital participation of 99,992%.

2. *Version 1: The approval of empowering the president of the Board of Directors – General Manager of the company MECANICA FINA SA for signing all required documents for guaranteeing the issuance of the bonds issued by ITAGRA SA and for representing the company within the general meeting of the shareholders of the company ITAGRA SA who shall approve the issuance of the respective bonds. Version 2: The rejection of empowering the president of the Board of Directors – General Manager of the company MECANICA FINA SA for signing all required documents for guaranteeing the issuance of the bonds issued by ITAGRA SA and for representing the company within the general meeting of the shareholders of the company ITAGRA SA who shall approve the issuance of the respective bonds.*
3. *Version 1: The approval of the date of 12th of August 2016 as entry date for identification of the shareholders benefiting from the effects of the Extraordinary General Meeting of Shareholders, according to art. 238 of Law 297/2004 on capital market. Version 2: The rejection of the date of 12th of August 2016 as entry date for identification of the shareholders benefiting from the effects of the Extraordinary General Meeting of Shareholders, according to art. 238 of Law 297/2004 on capital market.*
4. *Version 1: The approval of the date of 11th of August 2016 proposed as ex-date – date on which the financial instruments object of decisions of the extraordinary general meeting of shareholders are transacted without the rights deriving from the respective decisions. Version 2: The rejection of the date of 11th of August 2016 proposed as ex-date – date on which the financial instruments object of decisions of the extraordinary general meeting of shareholders are transacted without the rights deriving from the respective decisions.*
5. *Version 1: The approval of empowering Mr. MOLLO SERGIO, President of the Board of Directors – General Manager, personal number 7560818400017, domiciled in Bucharest, district 2, 5-25 Popa Lazar Str., block C14, holder of passport series AA no. 0066914 issued by Italian authorities on 13th of February 2007, for the purpose of performing all procedures and formalities provided by the Law for fulfilling this decision, for submitting and taking over documents and for signing for this purpose on behalf of the Company, in relation to Register of Companies, ASF, BVB as well as with any other public or private entities. The above mentioned attorney-in-fact may delegate the above powers granted to him, to any other person, at his choice. Version 2: The rejection of empowering Mr. MOLLO SERGIO, President of the Board of Directors – General Manager, personal number 7560818400017, for the purpose of performing all procedures and formalities provided by the Law for fulfilling this decision*

PRESIDENT OF THE MEETING,

SECRETARY OF THE MEETING,

DECISION NO. 8 DATED 27th OF JULY 2016
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY MECANICA
FINA SA

- DRAFT -

Taking into consideration the agenda of the Extraordinary General Meeting of Shareholders and the provisions of Law no. 31/1990 on companies, as subsequently changed and completed, the provisions of Law no. 297/2004 on capital market, as subsequently changed and completed and CNVM Regulation no. 6/2009 on exercising some rights of the shareholders within the general meetings of companies;

As a result of the debates taking place with regard to the items included in the agenda and registered within the meeting minute,

The Extraordinary General Meeting of Shareholders of the company Mecanica Fina SA, Romanian judicial person, headquartered in Bucharest, 5-25 Popa Lazar Str. district 2, sole registration code 655 and registration number within Register of Companies J40/2353/1991, convoked according to the Law and legally / statutorily taking place, upon the first convocation, on 27th of July 2016, at the company's headquarters, in the presence of the shareholders registered within the Register of Shareholders on the reference date 14th of July 2016, holders, from a total number of 3.705.956 shares of a total number of xxx shares having a nominal value of 2,50 Lei, representing as many votes, i.e. xxx% from the total share capital and xxx% from the total rights of vote corresponding to a number of 3.705.250 shares with right of vote, with the unanimity of the votes of the present shareholders (with xxx% votes "for", xxx votes "against" and xxx "abstains"),

DECIDES

1. *Version 1: The approval of establishing in Switzerland a branch of the company Mecanica Fina SA having as object of activity real estate development and transactions.*

Version 2: The rejection of establishing in Switzerland a branch of the company Mecanica Fina SA having as object of activity real estate development and transactions.

2. *Version 1: The approval of empowering Miss Mollo Simona, Italian citizen, born on 24th of October 1989 in Agropoli (SA) – ITALY – domiciled in Massagno via San Gottardo 77 – Switzerland, holder of passport AA 0650632 issued by Italian authorities on 26th of February 2007, managing director - member of the Board of Directors of the company Mecanica Fina SA, for the purpose of performing all required procedures and signing, in the name and on behalf of the company Mecanica Fina SA, all documents required for establishing the branch.*

Based on this mandate Miss Mollo Simona may perform the following operations: establishing of the opportunities regarding the establishing of the branch according to facilities, restrictions, interdictions and rigours of the Swiss legislation, identification of a proper headquarters for the branch to be established and signing of the rental documents of the headquarters, drawing up / preparing of the documents related to the establishing of the branch, representation of the company Mecanica Fina SA before Swiss authorities for the purpose of performing the procedures imposed by the Swiss legislation for establishing the branch, performing of other diligences and necessary operations for

establishing the branch. The attorney-in-fact shall have the duty of informing the Board of Directors, on a periodic basis, on the stage of procedures related to the establishing of the branch.

The Board of Directors of the company Mecanica Fina SA is empowered to issue, under the signature of the President of Board of Directors – General Manager, Mr. Mollo Sergio, personal number 7560818400017, any decision belonging to its competence which might prove as being necessary and useful for establishing the branch in relation to Romanian and Swiss legislation. The Board of Directors of the company Mecanica Fina SA receives the duties of the extraordinary general meeting of shareholders, provided that, for solving any problems adjacent to establishing the branch, a decision of the general meeting of shareholders might be proven as necessary and useful, in relation to corresponding Romanian and Swiss legislation.

Version 2: The rejection of empowering Miss MOLLO SIMONA, managing director - member of the Board of Directors of the company Mecanica Fina SA, for the purpose of performing all required procedures and signing all documents required for establishing the branch.

3. *Version 1: The approval of the date of 12th of August 2016 as entry date for identification of the shareholders benefiting from the effects of the Extraordinary General Meeting of Shareholders, according to art. 238 of Law 297/2004 on capital market.*

Version 2: The rejection of the date of 12th of August 2016 as entry date for identification of the shareholders benefiting from the effects of the Extraordinary General Meeting of Shareholders, according to art. 238 of Law 297/2004 on capital market.

4. *Version 1: The approval of the date of 11th of August 2016 proposed as ex-date – date on which the financial instruments object of decisions of the extraordinary general meeting of shareholders are transacted without the rights deriving from the respective decisions.*

Version 2: The rejection of the date of 11th of August 2016 proposed as ex-date – date on which the financial instruments object of decisions of the extraordinary general meeting of shareholders are transacted without the rights deriving from the respective decisions.

5. *Version 1: The approval of empowering Mr. MOLLO SERGIO, President of the Board of Directors – General Manager, personal number 7560818400017, domiciled in Bucharest, district 2, 5-25 Popa Lazar Str., block C14, holder of passport series AA no. 0066914 issued by Italian authorities on 13th of February 2007, for the purpose of performing all procedures and formalities provided by the Law for fulfilling this decision, for submitting and taking over documents and for signing for this purpose on behalf of the Company, in relation to Register of Companies, ASF, BVB as well as with any other public or private entities. The above mentioned attorney-in-fact may delegate the above powers granted to him, to any other person, at his choice.*

Version 2: The rejection of empowering Mr. MOLLO SERGIO, President of the Board of Directors – General Manager, personal number 7560818400017, for the purpose of performing all procedures and formalities provided by the Law for fulfilling this decision

PRESIDENT OF THE MEETING,

SECRETARY OF THE MEETING,