

S.C. MECATIM S.A.

Calea Buziasului Nr. 5, Timisoara, Romania Tel: 0256-222060 Fax: 0256-222090.

S.C. "MECATIM" S.A. România - Timișoara Calea Buziașului nr.5 Nr. intrare Nr. ieșire <u>29/25.04.2012</u>

CATRE
B.V.B. – PIATA RASDAQ

Raport Curent conform:

Data raportului:

Denumirea societatii emitente;

Sediul social:

Nr. telefon/fax:

Codul unic de inregistrare la O.R.C.:

Nr. de ordine in Registrul Comertului:

Capital social subscris si varsat:

Piata reglementata pe care se tranzactioneaza valorile mobiliare emise: B.V.B. – Piata Rasdaq.

Eveniment important de raportat:

Legii nr. 297/2004, Regulamentul 1/2006

25.04.2012

S.C. Mecatim S.A.

Timisoara, Calea Buziasului nr.5

0256-222060: 0256-222090

R 2488022

J 35/692/1991



12.927.602,50 RON

Hotararea Adunarii Generale Ordinare a Actionarilor S.C. Mecatim S.A. Timisoara

Alaturat va transmite:

- Hotararea nr.2 / 24.04.2012 a Adunarii Generale Ordinare a Actionarilor (4 pag).

Director General
Gelu VILCEANU



ORDINARY GENERAL MEETING OF SHAREHOLDERS**S.C. MECATIM S.A. TIMISOARA****Inregistrata la Registrul Comertului cu numarul J35/692/1991****Cod Unic de Inregistrare RO2488022;****Sediul social in Timisoara, Calea Buziasului nr. 5, judetul Timis, Romania****Capitalul social: 12.927.602,5 RON****RESOLUTION no. 02 dated 23 April 2012**

The Ordinary General Meeting of Shareholders ("OGMS") of S.C. MECATIM S.A., a joint-stock company established in Romania, registered with the Trade Registry under no. J35/692/1991, having Unique Registration Code RO2488022, having its registered office in 5 Calea Buziasului, Timisoara, Timis County (hereinafter referred to as „Mecatim”), duly called on 24 April 2012 at the headquarters of Ford Romania S.A. („Ford”), located in 29 Henry Ford (1863-1947) street, Craiova, Dolj County, Conference Room at first floor, with the participation of the shareholders holding a number of 5.139.912 shares representing 99,3978 % of Mecatim share capital, in accordance with the Law No. 31/1990 (the “Company Law”), as republished and amended and based on the provisions of the Articles of Incorporation of Mecatim, **has RESOLVED** with the secret vote of the shareholders holding 3.872.738 shares, representing 75,3464 % of the total expressed votes in case of resolution no. 1, with the vote of the shareholders holding 3.872.738 shares, representing 75,3464 % of the total expressed votes in case of resolutions no. 2, 3, 4, 5, 7, 8, with the vote of the shareholders holding 4.901.016 shares, representing 95,3529 % of the total expressed votes in case of resolutions no. 6, 9, 10, as follows:

1. Appointing the following persons as Chairman and members of the Board of Directors, following the expiration on 26 April 2012 of the mandate of the current Chairman and members of the Board of Directors, for a 2-years mandate starting on 26 April 2012 and ending on 26 April 2014:
 - (i) Mr. Kevin Winton Reynolds, British citizen, born on

HOTARAREA nr. 02 din data de 24 aprilie 2012

Adunarea Generala Ordinara a Actionarilor (“AGOA”) a S.C. MECATIM S.A., societate pe actiuni infiintata in Romania, inregistrata la Registrul Comertului cu nr. J35/692/1991, avand Codul Unic de Inregistrare RO2488022, cu sediul social in Timisoara, Calea Buziasului nr. 5, judetul Timis (denumita in continuare „Mecatim”), convocata in mod legal pe data de 24 aprilie 2012 la sediul Ford Romania S.A. („Ford”), situat in Craiova, str. Henry Ford (1863-1947), nr. 29, judetul Dolj, Sala de Conferinte de la etajul 1, cu participarea actionarilor detinand 5.139.912 actiuni reprezentand 99,3978 % din capitalul social al Mecatim, in conformitate cu dispozitiile Legii nr. 31/1990 (“Legea societatilor comerciale”), republicata, cu modificarile ulterioare, precum si in baza dispozitiilor din Actul Constitutiv al Mecatim, a **HOTARAT** cu votul secret al actionarilor detinand 3.872.738 actiuni, reprezentand 75,3464 % din totalul voturilor exprimate in cazul hotararii 1, cu votul actionarilor detinand 3.872.738 actiuni, reprezentand 75,3464 % din totalul voturilor exprimate in cazul hotararilor 2,3,4,5,7,8, cu votul actionarilor detinand 4.901.016 actiuni, reprezentand 95,3529 % din totalul voturilor exprimate in cazul hotararilor 6,9, si 10, dupa cum urmeaza:

1. Numirea urmatoarelor persoane ca presedinte si membru al Consiliului de Administratie, ca urmare a expirarii in data de 26 aprilie 2012 a mandatului presedintelui si a membrilor actuali ai Consiliului de Administratie, pentru un mandat de doi ani, care va incepe la data de 26 aprilie 2012 si va expira la data de 26 aprilie 2014:
 - (i) Dl. Kevin Winton Reynolds, cetatean britanic, nascut la data de 05.11.1955 in

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| <p>05.11.1955 in Ilford domiciled in Willow Heathgate, Wickam Bishops, Witham CM8 3NZ, identified with passport no. 107615092, issued on 5 May 2006 by UKPA - Chairman of the Board of Directors.</p> <p>(ii) Mr. Donald Alexander Gelinas, USA citizen, born on 26 May 1955 in Canada, domiciled in USA, identified with passport no. 466953606, issued by USA Authorities, on 23 February 2010 – member of the Board of Directors.</p> <p>(iii) Mr. Jean Marie Joseph Odile Gijssen, Belgian citizen, born on 12.02.1952 in Millen, domiciled in Belgia, identified with passport no. E1704663, issued on 19 May 2011 by Koksijde - member of the Board of Directors.</p> <p>(iv) Mr. Per Henrik Nenzen, Swedish citizen, born on 13.07.1945 in Stora Malm, domiciled in Sweden, identified with passport no. 82378819, issued on 03.06.2011 by the Swedish Authorities – member of the Board of Directors.</p> <p>(v) Mr. Michael Robert Flewitt, British citizen, born on 18.05.1962 in Liverpool, domiciled in Great Britain, identified with passport no. 099166834, issued on 30 October 2009 by IPS - member of the Board of Directors.</p> | <p>Ilford domiciliat in Willow Heathgate, Wickam Bishops, Witham CM8 3NZ, identificat cu pasaportul nr. 107615092, eliberat la data de 5 mai 2006 de UKPA - presedinte al Consiliului de Administratie.</p> <p>(ii) Dl. Donald Alexander Gelinas, cetatean SUA, nascut la 26 mai 1955 in Canada, domiciliat in Statele Unite ale Americii, identificat cu pasaport nr. 466953606, emis de autoritatile SUA, la data de 23 februarie 2010, – membru al Consiliului de Administratie.</p> <p>(iii) Dl. Jean Marie Joseph Odile Gijssen, cetatean belgian, nascut la 12.02.1952 in Millen, domiciliat in Belgia, identificat cu pasaportul nr. E1704663, emis la data de 19 mai 2011 de Koksijde - membru al Consiliului de Administratie.</p> <p>(iv) Dl. Per Henrik Nenzen, cetatean suedez, nascut la data de 13.07.1945 la Stora Malm, domiciliat in Suedia, identificat cu pasaportul nr. 82378819, emis la data 03.06.2011 de Aut. Suedeze – membru in consiliul de administratie.</p> <p>(v) Dl. Michael Robert Flewitt, cetatean britanic, nascut la 18.05.1962 in Liverpool, domiciliat in Marea Britanie, identificat cu pasaportul nr. 099166834, emis la data de 30 octombrie 2009 de IPS - membru in Consiliul de Administratie.</p> |
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| <p>2. Approving the remuneration to be paid to the new Chairman and to the new members of the Board of Directors in an equal amount as the remuneration paid to the persons that previously held these positions.</p> <p>3. Approving the Revaluation Report of the land and buildings owned by SC Mecatim SA prepared on 31.12.2011 by CMF Consulting.</p> <p>4. Approving the report of the members of the Board of Directors regarding the activity carried on during year 2011 by Mecatim.</p> <p>5. Approving the Censor's Report for year 2011.</p> <p>6. Approving the Financial Statements for year 2011 and the Profit/Loss Account for year 2011, based on the reports prepared by the members of the Board of Directors and that prepared by the censors.</p> <p>7. Discharging of liability the members of the Board of Directors and the General Manager for the fiscal year 2011.</p> <p>8. Approving the annual report to be submitted to the National Securities Commission and to Bucharest Stock Exchange, according to the provisions of the capital market legislation regarding the activity carried on during year 2011.</p> <p>9. Approving the date of 15 May 2012 as Registration Date, based on the proposal of the Board of Directors</p> <p>10. Granting Power of Attorney to Mr. Vilceanu, having the position of General Manager to fulfill all the formalities regarding the registration of the OGMS resolution with the Trade Registry and</p> | <p>2. Aprobarea remuneratiei care urmeaza sa fie platita noului presedinte si a noilor membri ai Consiliului de Administratie, in quantum egal cu remuneratia platita persoanelor care au ocupat anterior functiile in cauza.</p> <p>3. Aprobarea raportului de evaluare a terenurilor si constructiilor apartinand S.C. Mecatim S.A., efectuat la data de 31.12.2011, intocmit de catre CMF Consulting S.A.</p> <p>4. Aprobarea raportului membrilor Consiliului de Administratie cu privire la activitatea desfasurata in cursul anului 2011 de Mecatim</p> <p>5. Aprobarea raportului cenzorilor pentru anul 2011.</p> <p>6. Aprobarea situatiilor financiare anuale aferente anului 2011 si a contului de profit si pierdere pentru anul 2011, pe baza rapoartelor pregatite de catre membrii Consiliului de Administratie si cel pregatit de cenzori.</p> <p>7. Descarcarea de gestiune a membrilor Consiliului de Administratie si a directorului general pentru exercitiul financiar 2011.</p> <p>8. Aprobarea raportului anual care urmeaza sa fie transmis catre Comisia Nationala de Valori Mobiliare si catre Bursa de Valori Bucuresti, in conformitate cu dispozitiile legislatiei pietei de capital, cu privire la activitatea desfasurata in anul 2011.</p> <p>9. Aprobarea datei de 15 mai 2012 ca data de inregistrare, pe baza propunerii facute de Consiliul de Administratie.</p> <p>10. Imputernicirea dlui. Gelu Vilceanu, avand functia de Director General, pentru a duce la indeplinire toate formalitatile legale in legatura cu inregistrarea hotararii AGOA la Registrul Comertului si publicarea</p> |
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publishing it in the Official Gazette, and as well as to execute all necessary documents for the fulfillment and performance of all actions required for implementing the OGMS resolution, having the possibility of sub-delegating this power.

Adopted today, 24 April 2012, in Craiova

Chairman: Donald Alexander Gelinas



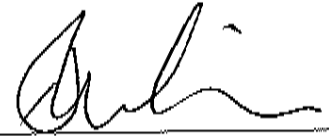
Secretary: Alina Adriana Nitu



acesteia in Monitorul Oficial, precum si pentru a semna toate actele necesare pentru indeplinirea si pentru intreprinderea tuturor actiunilor necesare in vederea implementarii hotararii AGOA avand posibilitatea de a subdelega aceasta putere.

Adoptata azi, 24 aprilie 2012, in Craiova.

Presedinte: Donald Alexander Gelinas



Secretar: Alina Adriana Nitu

