

CURRENT REPORT NO. 3 / 2012

in relation to a potential indirect change of control of Azomureș S.A., filed pursuant to Articles 226 and 244 para. (1) of Law No. 297 / 2004 and Article 113 letter (A) of CNVM Regulation No. 1 / 2006

Date of report: Friday, 16 March 2012
Name of the issuer: **S.C. Azomureș S.A.** (symbol: AZO)
Registered office: 300 Gh. Doja Street, Târgu Mureș, 540237, Romania
Sole Registration Code: RO 1200490
Trade Registry Number: J26/1/1991
Subscribed and paid share capital: RON 52,603,263.30
No. of nominative shares having a nominal value of Lei 0.1000 526,032,633
The regulated market on which it is traded: Tier One – Bucharest Stock Exchange

SIGNIFICANT EVENTS TO BE REPORTED:

Update on potential indirect change of control of Azomureș S.A.

According to Current Report No. 13 dated 27 November 2011, on 25 November 2011, the owners of the controlling shareholders of Azomureș S.A. (*i.e.*, Eurofert Investments L.L.C. and Azomures Holdings L.L.C.),¹ on the one hand, and Ameropa Holding A.G. (via Pelican Fertilizers GmbH),² on the other hand, signed a series of agreements to acquire an indirect majority participation in Azomureș S.A. (the “**Transaction**”).

¹ Eurofert Investments L.L.C. and Azomures Holdings L.L.C., together, directly own 75.8768% of the shares of Azomureș S.A., which, in turn, directly owns 90.4269% of the shares of S.C. Chimpex S.A.

Eurofert Investments L.L.C. is a limited liability company organised on 19 February 2009 under the laws of the State of Delaware, U.S.A., with its registered office at c/o Corporation Service Co., 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, New Castle County, and registered with the Delaware Division of Corporations under File Number 4657323.

Azomures Holdings L.L.C. is a limited liability company organised on 20 February 2004 under the laws of the State of Delaware, U.S.A., with its registered office at c/o Corporation Service Co., 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, New Castle County, and registered with the Delaware Division of Corporations under File Number 3766639.

S.C. Chimpex S.A. is a joint stock company incorporated under the laws of Romania, with its registered office at 54 Incinta Port Dana Street, Constanța County, Romania, registered with the Commercial Registry maintained by the Law Court of Constanța under registration No. J13/619/1991, with its Sole Registration Code 1910160. The shares of S.C. Chimpex S.A. are traded on the Bucharest Stock Exchange, under the symbol CHEM.

² Pelican Fertilizers GmbH is a subsidiary wholly-owned by Ameropa Holding A.G. and incorporated under the laws of Switzerland.

As provided in the applicable law, the Transaction is subject to the relevant economic concentration clearance from the Competition Council (*i.e.*, a condition precedent to completion as previously referenced in Current Report No. 11 dated 29 October 2011).

Azomureş S.A. has learned that, on Thursday, 15 March 2012, the Competition Council issued a so-called "non-objection decision," authorising the economic concentration contemplated by the Transaction.

The Ameropa Group has been advised of the notification of this report.

This Report has been notified to the Bucharest Stock Exchange, has been published on the CNVM website, has been published on the website of Azomureş S.A., www.azomures.ro, under the *Raportări CNVM* category, 2011 – *Rapoarte curente* subcategory, and shall be duly published in: (i) Bursa newspaper; (ii) a local newspaper; and (iii) the electronic CNVM bulletin.

S.C. AZOMUREŞ S.A.

By: _____

Name: Necip Saral Fazli

Title: General Manager



By: _____

Name: Angela-Sofia Podină

Title: Administrative Manager