

**Proposal of DECISION
for the Ordinary General Meeting of the Shareholders of Prospectiuni S.A.
from 27th of April, 2019**

The Ordinary General Meeting of the Shareholders of Prospectiuni S.A. summoned according to the provisions of the Law no. 85/2014 on insolvency prevention procedures and on insolvency procedure, the Law no. 31/1990 republished, with subsequent changes and amendments, of the Law no. 24/2017 on issuers of financial instruments and market operations, of the ASF Regulations no. 5/2018 as well as according to the provisions of the Company's Articles of Constitutive Act, by publishing the summons in the Romanian Official Gazette, Part 4, 1155 from 25.03.2020, in Jurnalul National newspaper, no. 593(7903)/25.03.2020, and brought to the attention of the shareholders and investors by informing the Authority for Financial Supervision and Bucharest Stock Exchange, has convened on the 27th of April, 2020, 11.00 hours, date of the first summons, at the company's headquarters in Coralilor Street, no. 20C, 1st District, Bucharest.

The share capital of Prospectiuni S.A. is composed of 718,048,725 nominal shares, dematerialized, with a nominal value of 0.1 lei, each share granting a voting right within the General Shareholders' Meeting.

At the Ordinary General Meeting of the Shareholders, shareholders holding _____ shares were present or represented, representing _____ % of the total number of voting rights.

Following the discussion of the elements on the agenda, the Ordinary General Meeting of the Shareholders, legally and statutory assembled,

DECIDES

Art. 1. Approves the Special Administrator's Report on the financial year of 2019..

Voting structure:% for,% against,% abstention

Art. 2. Approves the the annual financial statements (balance sheet, account of profit and losses, explanatory notes) for the financial year 2019.

Voting structure:% for,% against,% abstention

Art. 3. The External Auditor's Report on the Financial Statements drew up by Prospectiuni SA for the year ended December 31, 2019 is acknowledged.

Art. 4. Approves the date of 26.05.2020 as registration date of OGMS's Decision to identify shareholders who are affected by the OGMS's Decision, according to the art. 86 of the 24/2017 Law, and the date of 25.05.2020 as ex-date according to art.2 of the ASF Regulations no. 5/2018.

Voting structure:% for,% against,% abstention

Art. 5. Approves the Power of Attorney granted to Mr. Petrișor Nicolae, Special Administrator, by carrying out this decision of the OGMS, as well as taking the necessary steps to register it to the ASF, BVB, Bucharest Trade Register Office, updated Incorporation Act and other documents needed to the notary public office. Approval the right of the Special Administrator to delegate all or part of the powers above to any competent person to carry out this mandate.

Voting structure:% for,% against,% abstention

**Judicial Administrator
EURO INSOL SPRL**

Adrian Munteanu Lazăr