arctic

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Trade Office No.: J15/253/1991
Unique Registration No.: RO933930
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HOTARAREA
ADUNARII GENERALE EXTRAORDINARE A ACTIONARILOR
ARCTIC S.A.
Nr. 1/05.05.2017

Adunarea Generala Extraordinara a Actionarilor **ARCTIC S.A.,** o societate romana pe actiuni, inregistrata la registrul comertului sub nr. J15/253/1991, cod unic de inregistrare RO933930, avand un capital social subscris si varsat de 48.039.066,6 lei (in continuare denumita „**Societatea**") s-a intrunit astazi, 5 mai 2017, incepand cu ora 12:30 p.m., in Gaesti, strada 13 Decembrie, nr.210, cod postal 135200, judetul Dambovita.

Actionarul **ARDUTCH B.V.,** detinator a 464.637.162 actiuni nominative, reprezentand 96,72% din nr. total de actiuni si drepturi de vot, este reprezentat la Adunare de catre dl. Ungureanu Dragos Florin, in temeiul procurii speciale din data de 18 aprilie 2017, atestata de notarul public Irene Catharina Geertruida Steltenpool si apostilata sub nr. 018293 in data de 18 aprilie.04.2017 si a procurii speciale din data de 3 mai 2017 atestata de catre Mehmet Turker, in calitate de semnatar autorizat al celui de-al 11-lea notar public din of Gaziosmanpasa Adnan Gul si apostilata sub nr. 13302 in data de 4 mai 2017. Actionarii care au participat la adunarea generala, reprezentand 96,72% din numarul total de actiuni si drepturi de vot, au decis in unanimitate asupra problemelor inscrise pe ordinea de zi, dupa cum urmeaza:

1. Se aproba modificarea art. 6.4. din actul constitutiv al Societatii, prin completarea listei cuprinzand obiectul de activitate cu codul CAEN: „*6399 – Alte activităţi de servicii informaţionale n.c.a*", „*7311 – Activităţi ale agenţiilor de publicitate*", „*7312 – Servicii de reprezentare media*".

2. Pe baza propunerilor formulate in cadrul adunarii, se aproba ca dl. Nihat Bayız, directorul general al societatii, cetatean turc, nascut la data de 14 iulie 1971, in Turcia, domiciliat in cartier Yenişehir Mah, strada Su Sk, nr. 20, apartament 15, Ataşehir, İstanbul, Turcia, identificat prin pasaport tip P, nr. S02070951, emis de autoritatile din Turcia la data de 26.02.2016, cu valabilitate pana la 26.02.2021 sa semneze actul constitutiv actualizat al Societatii:

Redactata si semnata in 2 exemplare originale in limba engleza si 3 exemplare originale in limba romana, astazi, 5 mai 2017, in Gaesti, pe baza procesului verbal intocmit cu ocazia desfasurarii Adunarii Generale Extraordinare a Actionarilor.

ARDUTCH B.V.

Reprezentat de catre Dl. Ungureanu Dragos Florin

Ungureanu

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DECISION OF THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS OF ARCTIC S.A.

No. 1/05.05.2017

The Extraordinary General Assembly of the Shareholders of **ARCTIC S.A.**, a Romanian joint stock company, registered with Trade Registry under no. J15/253/1991, sole registration no. RO933930, having a subscribed and paid-up share capital of 48,039,066.6 lei (the "**Company**") gathered today, 05 May 2017, starting with 12:30 p.m., in Gaesti, 13 December Street, no.210, postal code 135200, Dambovita County.

The shareholder **ARDUTCH B.V.**, owner of 464.637.162 nominative shares, representing 96.72% of the total number of shares and of the voting right, is represented in the Assembly by Mr. Ungureanu Dragos Florin, according to the special power of attorney dated 18 April 2017, attested by public notary Irene Catharina Geertruida Steltenpool and apostilled under no. 018293 on 18 April 2017 and the special power of attorney dated 3 May 2017 attested by the Mehmet Turker, authorised signatory of 11th Notary Public of Gaziosmanpasa Adnan Gul and apostilled under no. 13302 on 4 May 2017. The shareholders who attended the meeting, representing 96.72% of the total number of shares and voting right, decided unanimously upon the matters on the agenda, as follows:

1. It is approved the modifications and amendment in article 6.4 of the Company`s articles of incorporation, by supplementing the list of the Company`s object of activity with NACE codes: "*6399 – Other information service activities n.e.c*", "*7311 – Activities of advertising agencies*", "*7312 – Media representation services*".

2. Based on the proposal made during the meeting, it is approved the updated version of Company's articles of incorporation be signed on behalf of the Company's shareholders, by Mr. Nihat Bayız, a Turkish citizen, born on 14th of July, 1971, in Turkey, domiciled in Yenişehir Mah, Su Sk street, no. 20, Apartment 15, Ataşehir, İstanbul, Turcia, identified by passport type P, no. S02070951 issued by Turkish authorities on 26.02.2016, having validity up to 26.02.2021

Executed in 2 original counterparts in English language and 3 original counterparts in Romanian language, today, 05 May 2017, in Gaesti, on the basis of the minutes of the meeting drafted during the meeting of the Extraordinary General Assembly of the Shareholders.

ARDUTCH B.V.

Represented by Ungureanu Dragos Florin

Ungureanu