

OPINION

We, the Board of Directors of ARMATURA SA, represented by President Stefan Bogdan, hereby transmit the following

Concerning the public offer of voluntary takeover formulated by HERZ ARMATUREN Ges.m.b.H. an the Tenderer's strategic plans for the company.

- Opinion on the offer made by HERZ ARMATUREN Ges.m.b.H.

Thus, the Board of Directors of the company considers that the offer of voluntary takeover of a total number of 26,802,648 shares, representing 67.0066% of the equity capital, for a minimal price per share of 0.2013 RON, out of wich are deducted the fees/costs perceived by intermediaries, as well as fees/costs of bank transfer is an offer that coresponds to the conditions imposed by the legal provision in tehe matter. More precisely, we consider that the offer price was correctly determined by reference to the price resulting from the division of the company's net asset value by the number of outstanding shares, in the context in which this price is higher than the highest price paid by the otenderer in the 12-month period to the date of submission of the tender documentation to the FSA (RON 0.0949/share) and the weighted average trading price of the 12-month period prior to the date of submission of the tender documentation to FSA (RON 0.201247025 /share).

Moreover, we would point out that, in our view, the conduct of the offer will not have repercussions on the interests of the company. Thus, we consider that the acquisition of shares by a shareholder who already has a large shareholding in the share capital will not have a negative impact on the interests of the company.

Furthermore, as regards the possible repercussions of the performance of the offer in terms of the number of jobs, we would point out that at this point the company ARMATURA

SA no longer carries out activities which fall under its main business object: NACE 2814 - The manufacture of tapware, but performs exclusively the activities of renting real-estates, operating with only 8 employees. The staff currently employed are necessary in order to continue to carry out the company's day-to-day activity, in this sense, in our view, the performance of the offer will have no repercussions on the jobs in the company.

- Opinion on the Tenderer's strategic plans for ARMATURA SA

Thus, the Board of Directors of the company, as regards the tenderer's plan towards the company ARMATURA SA, consider that this is not contrary to the legal provisions and at the same time takes into account the current state of the company.

As previously shown, ARMATURA SA no longer carries out the production activities for which it was established, but derives income from the subletting of the properties previously owned by it, over which it holds a temporary right of use. In such a case, in our view, the tenderer's strategic plan for the company ARMATURA SA, dissolution followed by liquidation is a viable option, resulting from the analysis of the concrete state of affairs in which the company finds itself.

The probable consequence of the achievement of the Tenderer's plan in respect to the company ARMATURA SA shall be to dismiss the existing jobs.

Another likely consequence concerns the location where the company is established. Thus, given that the right to use the location is currently based on a lease, this lease will cease if the tenderer's strategic plan is fulfilled.

WHEREAS all the above, we hereby consider that the public offer of voluntary takeover formulated by HERZ ARMATUREN Ges.m.b.H. will not have a negative impact on the interests of the company ARMATURA SA.

**The Board of Directors of the Company Armătura SA,
By President Ștefan Bogdan**

