



Societatea Comerciala

ARTEGO S.A.

ADRESA: Str. Ciocarlau nr. 38
TG-JIU – 210103, GORJ, ROMANIA;
J 18/1120/1991; CIF: RO 2157428
Telefon: 0040-253-22.64.44; 22.64.45
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Capital social: 22.390.412 lei



Benzi transport, Garnituri, Placa tehnica, Covoare, Flexiblocuri, Burdufi
Coturi si mansoane radiator, piese auto din cauciuc, Covoare auto

CURRENT REPORT

Date of report: 29.03.2021

Issuer Name: S.C. ARTEGO S.A. Headquarters: Tg. Jiu, str. Ciocirlau no. 38, Jud. Gorj.

Nr. Registration at ORC: J18 / 1120/1991

CUI: RO2157428

Share capital RON 22,390,413

Trading market: BVB market - standard

e) Other events:

The Ordinary General Meeting of Artego Shareholders met at the company's headquarters in Tg Jiu, str. Ciocirlau no. 38, Gorj county on 29.03.2021 at 11 am according to the legislation in force. The OGMS is in its first convocation. The convocation was published in the Official Gazette of Romania, part IV, and the shareholders registered in the register of shareholders on 17.03.2021 participated in the meeting. At 11 o'clock out of the total of 8,956,165 shares issued, 6,968,820 shares were present and represented at the meeting, representing 77.81% of the total shares issued. It is found that the OGMS is statutory and legally constituted, moving on to the debate and voting on the items on the agenda. The OGMS unanimously decides to vote (6,968,820) as follows:

For the Ordinary General Meeting of Shareholders:

1. The new member of the Board of Directors, in the person of Mrs., shall be elected by secret ballot by unanimous vote. Diana-Loredana buses with a mandate valid until 26.10.2024.

Thus, the Board of Directors consists of:

- David Viorel - executive member - Chairman of the Board - General Manager
- Anglitoiu Florian - non-executive member
- Buse Diana Loredana - non-executive member.

2. It is proposed and approved the amount of compensation for the new board member in the amount of 11,000 lei

3. Approval for the members of the Board of Directors to receive all the rights enjoyed by the company's employees (bonuses, gift vouchers, antidote, protective food, per diem, etc.) the rest of the rights approved in the OGMS of 26.10.2020 remain unchanged.

4. Approval of the management report of the Board of Directors for 2020 and its discharge for 2020.

5. Approval of the balance sheet, of the profit and loss account for 2020 and of the distribution of the net profit in the total amount of 10,531,639 lei as follows:

- 5,381,387 lei - dividends, respectively 0.66317 lei / gross dividend per share.
- 4,262,092 lei - other reserves
- 381,690 lei- other reserves from the reinvested profit
- 506,470 lei - accounting loss coverage resulting from corrections

Approval of the dividend payment date on 31.05.2021.

6. Approval of the auditor's report for 2020.

7. Approval of the revenue and expenditure budget for 2021.

8. Approval of the Board of Directors' proposal regarding the registration date on 14.05.2021 for the OGMS, according to art.86 par. 1 of Law 24/2017 on issuers of financial instruments and market operations and its approval and approval of 13.05.2021 as ex-date.

For the Extraordinary General Meeting of Shareholders:

Extraordinary General Meeting of ARTEGO Shareholders with headquarters in Tg Jiu, Ciocirlau street no. 38 was convened in accordance with the legislation in force, at the company's headquarters, on 29 / 30.03.2021 at 11.30: The EGMS is at the first convocation. The summons was published in the Romanian Official Gazette, part Iva. The meeting was attended by shareholders registered in the Register of Shareholders on the reference date 17.03.2020. Out of the total of 8,956,165 issued shares, 6,968,820 shares were present and represented at the meeting, representing 77.81% of the total issued shares. The EGMS is statutory and legally constituted. The EGMS decides unanimously (6,968,820) as follows:

1. Approval of the reduction of the company's share capital from 22,390,412.50 lei to 20,286,865 lei, as a result of the cancellation of a number of 841,419 own shares, acquired by the company within the redemption program approved by the EGMS decision of 16.04.2019. After the reduction of the share capital, the subscribed share capital of the company will have the value of 20,286,865 lei, being divided into 8,114,746 shares, having a nominal value of 2.5 lei / share.

2. Approval of the proposal for Mr. David Viorel as Chairman of the Board to register the reduction of the share capital at the authorized institutions.

3. Approval of the amendment of the company's statute as follows:

ART. 5. THE OBJECT OF ACTIVITY OF THE COMPANY - paragraph (6) - is abrogated

- paragraph (7) - becomes paragraph (6)

ART.6, para. 1 of Chapter III will have the following content: "The share capital is 20,286,865 lei, divided into 8,114,746 shares, with a value of 2.5 lei / share."

ART.6, para. 2 will have the following content: " The shareholders consist of individuals and legal entities, highlighted in the Register of Shareholders kept by the Central Depository of Bucharest. The share of participation in the profit and loss of the company, of each shareholder, is proportional to the contribution to the share capital.

ART .15. ORGANIZATION- para. 1 will have the following form: "The company is managed by an odd number of directors at least 3, which constitutes the Board of Directors. The term of office of the administrators is 4 years, with the possibility of being re-elected ".

-alin. 7 is repealed;

-ART.15. –ORGANIZATION- paragraph (10). -will have the following form- "The convocation will be made by the president or at the motivated request of at least 2 of the members of the board of directors or of the general manager. The Council is chaired by the President. The president appoints a secretary either from the members of the council or from outside it.

In the absence of the president of the C.A., the meeting will be chaired by an administrator, elected by open vote, with the majority of votes, from among the present administrators ".

-alin. (12). -will have the following form- "The call can be made by any form of communication: registered letter, registered telephone note, e-mail, fax. When convening the C.A. is established during the meeting of C.A. previous, the convocation will be communicated only to the administrators and / or financial auditors who were absent at the previous meeting.

-alin. (17). - will have the following form: "In relations with third parties, the company is represented by the chairman of the board of directors, based on and within the limits of the powers given by the general meeting of shareholders, or in his absence, by another director

appointed by the board. The person representing the company signs the documents that commit it to third parties.

-**paragraph (20)** .- will have the following form: " The chairman and members of the board of directors remain individually or jointly and severally liable to the company, as the case may be, for damages resulting from crimes or deviations from the legal provisions, for deviations from the statute or for mistakes in the administration of the company.

- **lines 8-20** - are renumbered and become 7-19.

ART.16.ATRIBUTIONS. PCT B DUTIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS (DIRECTOR GENERAL)

- **point 9-** will have the following form: "It has in direct subordination the executive management of the company; proposes C.A. hiring, firing, duties and responsibilities of executive management; proposes C.A. disciplinary, administrative or other measures concerning executive management; proposes for approval C.A. organization chart of the company "

- **point 13 and point 14** - is repealed.

- **points 15-20 are renumbered and become points 13-18.**

CHAPTER VI - FINANCIAL AUDIT - point 1 - will have the following form - "The financial statements of the company will be examined by the financial auditor, elected by the Ordinary General Meeting of Shareholders, in accordance with the law, for a period that may include several years financial.

ART. 24.- DISSOLUTION OF THE COMPANY-

- **line 5** will have the following wording: "when the share capital is reduced below the legal minimum".

- **line 6** will have the following form: "- when the number of shareholders falls below the legal minimum".

3.1. Approval of the power of attorney of Mr. David Viorel - Chairman of the Board of Directors in order to sign the amendment of the statute as well as the updated statute, as a result of its modification.

4. Approval of the Share Repurchase Program, as follows:

4 .1. Authorization of acquisition by ARTEGO S.A. of a number of max. 811,474 shares, representing 10% of the company's share capital, in accordance with art. 103¹-107¹ of Law no. 31/1990 with subsequent amendments.

Acquisition method:

- a) the acquisition of own shares up to a maximum of 10% of the total share capital of the company, respectively 811,474 shares. The nominal value of the own shares acquired by the company in this way cannot exceed 2,028,685 lei;
- b) date of redemption of shares: date of publication of the EGMS decision in the Official Gazette of Romania;
- c) the period of development of the redemption operation: maximum 18 months, from the date of publication of the EGMS decision in the Official Gazette of Romania, part-IV;
- d) they are the object of acquiring their own shares, only fully released shares.
- e) the payment of the shares to be acquired will be made from the available reserves of the company, registered in the financial statements of the company prepared on 31.12.2020
- f) the minimum value at which the own shares are to be acquired is of 2.50 lei / share and the maximum value is of 9.50 lei / share, these being established according to the way of carrying out the purchase operations from the market.
- g) the acquisition of its own shares will be made for the purpose of distribution to the company's employees.

4.2. Approval of performing share transactions and other financial instruments admitted to trading on the Romanian capital market.

4.3. Approval of the power of attorney of the Board of Directors to fulfill the operations and formalities necessary for the implementation of the EGMS decision, provided in points 4.1 and 4. 2 of the agenda.

5. Approval of the ratification of the decision of the Board of Directors regarding the company's equipment scheme, the maximum number of employees being 650.

6. Approval of the empowerment of the Chairman of the Board of Directors to represent the company with full powers in relation to state, financial, banking, ONRC institutions, etc., his signature being opposable to the company.

7. Extension of credit lines as follows:

I.) CREDIT CONTRACTED to UniCredit Bank S.A.

1) Approval of the extension of the two credit facilities contracted at UniCredit Bank S.A. (former UniCredit Tîriac Bank S.A.), as follows:

A) *Approval* -working capital type credit line according to the credit contract no. 350-004 / CRD-OF / 2006 dated 08.03.2006 with all subsequent amendments, for financing the current needs of the company, in the total amount of 18,000,000 ;

B) credit line for issuing letters of bank guarantee according to the credit agreement no. 350-08 / CRD-OF / 2007 dated 25.01.2007 with all subsequent amendments, in the total amount of RON 2,200,000;

2) In order to guarantee the above mentioned credits, it is proposed to maintain the following guarantees as described in Additional Act no. 25 to the Special Lending Conditions to the Credit Agreement no. 350-004 / CRD-OF / 2006 dated 08.03.2006 and in the credit agreement no. 350-08 / CRD-OF / 2007, as follows:

A) working capital type credit line according to the credit contract no. 350-004 / CRD-OF / 2006 dated 08.03.2006 with all subsequent amendments, for financing the current needs of the company, in the total amount of RON 18,000,000.

1. The real estate mortgage and the interdictions of alienation, encumbrance, dismemberment, rent, demolition, construction, arrangement, restructuring and attachment, property of ARTEGO SA, on the buildings located in Targu-Jiu, str. Ciocarlau, no. 38, Gorj county, identified as follows :

a) identified with cadastral number / topo 1315/2/1/1/2, registered in the Land Book no. 40066 of the administrative-territorial unit Targu Jiu,

b) identified with cadastral number / topo. 41266 (old cadastral number 3003), registered in the Land Book no. 41266 of the administrative-territorial unit Targu Jiu;

c) identified with cadastral number / topo. 1315/2/1/1/5, registered in the Land Book no. 41270 of the administrative-territorial unit Targu Jiu;

d) identified with cadastral number / topo. 41263 (old cadastral number 1315/2/1/1/6), registered in the Land Book no. 41263 of the Targu Jiu administrative-territorial unit, including on the present and future rents / leases produced by the real estate, as well as on the indemnities paid under the guarantee / insurance contracts of any kind regarding and in connection with the payment of these rents or leases.

2. Real movable guarantee having as object the stocks, the property of the Borrower according to the real movable guarantee contract concluded on 14.08.2009, with the subsequent modifications.

3. Real movable guarantee having as object the stocks, the property of the Borrower according to the real movable guarantee contract concluded on 14.08.2009, with the subsequent modifications.

4. The movable mortgage having as object the equipments, the property of the Borrower according to the movable mortgage contract on the equipments, concluded on 10.04.2012, with the subsequent modifications.

5. Movable mortgage on cash receivables and their accessories, coming from the contract (s) concluded by the Borrower with its clients having the quality of debtor / s assigned according to the Movable Mortgage on Cash Receivables contract, concluded on 22.04.2014, with the modifications subsequent.

6. The movable mortgage having as object all the bank accounts and sub-accounts, present and future, opened by ARTEGO SA at the Bank, according to the Movable Mortgage Agreement on the bank accounts that will be concluded on 13.03.2015;

7. The movable mortgage having as object the stocks the property of ARTEGO SA, according to the Movable Mortgage Contract on the Stocks, concluded on 13.03.2015;

8. The movable mortgage having as object the equipments the property of ARTEGO SA, according to the Movable Mortgage Contract on the Equipments, concluded on 13.03.2015;

9. The movable mortgage on the money receivables and their accessories, coming from the contract / s concluded by ARTEGO SA with its clients, having the quality of debtor / s assigned, according to the Movable Mortgage Contract on the Money Receivables, concluded on 13.03 .2015;

10. Movable mortgage on money receivables resulting from insurance contracts / policies issued by an insurance company approved by the Bank, having as object the goods on which a guarantee has been established in favor of the Bank.

B) Approval - credit lines for issuing letters of bank guarantee according to the credit agreement no. 350-08 / CRD-OF / 2007 dated 25.01.2007 with all subsequent amendments, in the total amount of RON 2,200,000;

1. The real estate mortgage and the interdictions of alienation, encumbrance, dismemberment, rent, demolition, construction, arrangement, restructuring and attachment, property of ARTEGO SA, on the buildings located in Targu-Jiu, str. Ciocarlau, no. 38, Gorj county, identified with :

a) identified with cadastral number / topo 1315/2/1/1/2, registered in the Land Book no. 40066 of the administrative-territorial unit Targu Jiu,

b) cadastral number / mole. 1315/2/1/1/1/2, registered in the Land Book no. 44426 of the administrative-territorial unit Targu Jiu;

c) cadastral number / mole. 1315/2/1/1/1/6, registered in the Land Book no. 47076 of the administrative-territorial unit Targu Jiu;

including on the present and future rents / leases produced by the real estate, as well as on the indemnities paid under the guarantee / insurance contracts of any kind regarding and in connection with the payment of these rents or leases.

2. Real movable guarantee having as object all present and future cash availabilities / credit balances in its present and future accounts and sub-accounts opened with the Bank, according to the Real movable guarantee contract concluded on 09.01.2008.

3. Real movable guarantee having as object the stocks, the property of the Borrower according to the real movable guarantee contract, concluded on 14.08.2009, with the subsequent modifications.

4. The movable mortgage on the receivables and their accessories, coming from the contract / s concluded by the Borrower with its clients having the quality of debtor / s assigned according to the contract of the Mortgage on the Receivables concluded on April 22, 2014, with subsequent changes.

5. The movable mortgage having as object all the bank accounts and sub-accounts, present and future, opened by ARTEGO SA at the Bank, according to the Movable Mortgage contract on the bank accounts dated 13.03.2015.

6. Movable mortgage having as object the stocks owned by ARTEGO SA, according to the Movable Mortgage contract on Stocks dated 13.03.2015.

7. Movable mortgage on money receivables and their accessories, coming from the contract (s) concluded by ARTEGO SA with its clients, having the quality of debtor / s assigned, according to the contract of Movable Mortgage on Money Receivables dated 13.03.2015 .

8. The movable mortgage on the money receivables resulting from the insurance contracts / policies issued by an insurance company approved by the Bank, having as object the goods on which a guarantee has been established in favor of the Bank.

3). The appointment of Mr. David Viorel, as President of C A, to represent the company with full powers as follows:

a) to negotiate, agree on, conclude and sign in the name and on behalf of ARTEGO SA the additional documents to the credit agreement 350-004 / CRD-OF / 2006 dated 08.03.2006 with all subsequent amendments and the additional documents to guarantee contracts, as well as additional documents to the credit agreement 350-08 / CRD-OF / 2007 of 25.01.2007 with all subsequent amendments and additional documents to the guarantee contracts, necessary to extend their validity, contracts for the establishment of new movable guarantees and real estate, as well as any other documents or instruments that are ancillary, related to or referred to in the credit agreement, movable and immovable security contracts or any other documents, as well as to sign any other

forms, requests that may be necessary and useful in connection with these transactions concluded with UniCredit Bank SA

b) Also, Mr. David Viorel is empowered to represent with full powers before the Bank, the Notary Public, the central and local public authorities, as well as any other natural and / or legal persons, to negotiate / renegotiate and accept the contractual clauses, to sign all credit agreements and of guarantees concluded with the Bank, to sign any subsequent additional documents, including but not limited to: subsequent extensions, cost changes, changes in the structure of guarantees, reallocations, rescheduling, etc., even if they will be more burdensome for the company, until the express revocation of this mandate.

c) to fulfill, in the name and on behalf of the Company, any necessary formalities for the credit agreements and the guarantee contracts to be fully valid and obligatory for the Company.

II) CREDIT CONTRACTED to Intesa San Paolo Bank

1) Approval of the extension of the date of use of the cash credit ceiling, multicurrency, with non-binding character, for an indefinite period, in the amount of 11,000,000 lei;

2) Approval of the maintenance of all guarantees already established in favor of the Bank for guaranteeing the above-mentioned credit, together with interest, commissions and other related costs, based on the above-mentioned credit agreement and the related guarantee contracts, namely:

Real estate mortgage, for the amount of 9,000,000 (nine million lei), to which is added the interest related to the loan calculated until its full repayment, as well as the commissions and expenses related to the loan, on the following properties owned by the Borrower:

a) urban courtyard-construction land with an area of 11,243 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/4, together with the constructions C15 with the cadastral number 1315/2/1/1/1/4-C15, C16 with the cadastral number 1315/2 / 1/1/1/4-C16, C17 with cadastral number 1315/2/1/1/1/4-C17, C28 with cadastral number 1315/2/1/1/1/4-C28, C29 with cadastral number 1315/2/1/1/1/4-C29, C30 with cadastral number 1315/2/1/1/1/4-C30, C31 with cadastral number 1315/2/1/1/1/4-C31, C60 with cadastral number 1315/2/1/1/1/4-C60, C70 with cadastral number 1315/2/1/1/1/4-C70, C73 with cadastral number 1315/2/1/1/1 / 4-C73, registered in the land book no. 41172 (derived from the paper conversion of CF no. 24788) of Targ Jiu Municipality;

b) urban courtyard-construction land with an area of 18,910 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/7, together with the constructions C54 with the cadastral number 1315/2/1/1/1/7-C54, C55 with the cadastral number 1315/2 / 1/1/1/7-C55, C58 with cadastral number 1315/2/1/1/1/7-C58, C57 with cadastral number 1315/2/1/1/1/7-C57, C56 / 2 / 1 with the cadastral number 1315/2/1/1/1/7-C56 / 2/1, C69 with the

cadastral number 1315/2/1/1/1/7-C69, registered in the land book no. 40067 (derived from the paper conversion of CF no. 24791) of, Targu Jiu Municipality;

c) urban courtyard-construction land with an area of 4,114 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/9, together with the construction C56 / 4 with the cadastral number 1315/2/1/1/1/9, registered in the land book no. 41169 (derived from the paper conversion of CF no. 24793) of Targu Jiu Municipality;

d) urban yard-construction land with an area of 1,575 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/10, together with the construction C63 with the cadastral number 1315/2/1/1/1/10-C63, registered in the land book no. 41170 (derived from the paper conversion of CF no. 24794) of Targu Jiu Municipality;

e) urban courtyard-construction land with an area of 22,150 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/11, together with the constructions C56 / 3 with the cadastral number 1315/2/1/1/1/11-C56 / 3, C61 with the cadastral number 1315/2/1/1/1/11-C61, C62 with the cadastral number 1315/2/1/1/1/11-C62, registered in the land book no. 41165 (derived from the paper conversion of CF no. 24795) of Targu Jiu Municipality;

Real estate mortgage, for the amount of 3,500,000 (three million five hundred lei), to which is added the interest related to the loan calculated until its full repayment, as well as the commissions and expenses related to the loan, on the following properties owned by the Borrower:

a) urban courtyard-construction land with an area of 11,243 sqm, located in Targu Jiu, str. 38, Gorj county, having the cadastral number 1315/2/1/1/1/4, together with the constructions C15 with the cadastral number 1315/2/1/1/1/4-C15, C16 with the cadastral number 1315/2 / 1/1/1/4-C16, C17 with cadastral number 1315/2/1/1/1/4-C17, C28 with cadastral number 1315/2/1/1/1/4-C28, C29 with cadastral number 1315/2/1/1/1/4-C29, C30 with cadastral number 1315/2/1/1/1/4-C30, C31 with cadastral number 1315/2/1/1/1/4-C31, C60 with cadastral number 1315/2/1/1/1/4-C60, C70 with cadastral number 1315/2/1/1/1/4-C70, C73 with cadastral number 1315/2/1/1/1 / 4-C73, registered in the land book no. 41172 (derived from the paper conversion of CF no. 24788) of Targu Jiu Municipality;

b) urban courtyard-construction land with an area of 18,910 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/7, together with the constructions C54 with the cadastral number 1315/2/1/1/1/7-C54, C55 with the cadastral number 1315/2 / 1/1/1/7-C55, C58 with cadastral number 1315/2/1/1/1/7-C58, C57 with cadastral number 1315/2/1/1/1/7-C57, C56 / 2 / 1 with the cadastral number 1315/2/1/1/1/7-C56 / 2/1, C69 with the cadastral number 1315/2/1/1/1/7-C69, registered in the land book no. 40067 (derived from the paper conversion of CF no. 24791) of, Targu Jiu Municipality;

c) urban courtyard-construction land with an area of 4,114 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/9, together with the construction C56 / 4 with the cadastral number 1315/2/1/1/1/9, registered in the land book no. 41169 (derived from the paper conversion of CF no. 24793) of Targu Jiu Municipality;

d) urban yard-construction land with an area of 1,575 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/10, together with the construction C63 with the cadastral number 1315/2/1/1/1/10-C63, registered in the land book no. 41170 (derived from the paper conversion of CF no. 24794) of Targu Jiu Municipality;

e) urban courtyard-construction land with an area of 22,150 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/11, together with the constructions C56 / 3 with the cadastral number 1315/2/1/1/1/11-C56 / 3, C61 with the cadastral number 1315/2/1/1/1/11-C61, C62 with the cadastral number 1315/2/1/1/1/11-C62, registered in the land book no. 41165 (derived from the paper conversion of CF no. 24795) of Targu Jiu Municipality;

- ✓ Real estate mortgage, for the amount of 2,500,000 (two million five hundred lei), to which is added the interest related to the loan calculated until its full repayment, as well as the commissions and expenses related to the loan, on the following properties, the property of the Borrower:

a) urban courtyard-construction land with an area of 11,243 sqm, located in Targu Jiu, str. 38, Gorj county, having the cadastral number 1315/2/1/1/1/4, together with the constructions C15 with the cadastral number 1315/2/1/1/1/4-C15, C16 with the cadastral number 1315/2 / 1/1/1/4-C16, C17 with cadastral number 1315/2/1/1/1/4-C17, C28 with cadastral number 1315/2/1/1/1/4-C28, C29 with cadastral number 1315/2/1/1/1/4-C29, C30 with cadastral number 1315/2/1/1/1/4-C30, C31 with cadastral number 1315/2/1/1/1/4-C31, C60 with cadastral number 1315/2/1/1/1/4-C60, C70 with cadastral number 1315/2/1/1/1/4-C70, C73 with cadastral number 1315/2/1/1/1 / 4-C73, registered in the land book no. 41172 (derived from the paper conversion of CF no. 24788) of Targu Jiu Municipality;

b) urban courtyard-construction land with an area of 18,910 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/7, together with the constructions C54 with the cadastral number 1315/2/1/1/1/7-C54, C55 with the cadastral number 1315/2 / 1/1/1/7-C55, C58 with cadastral number 1315/2/1/1/1/7-C58, C57 with cadastral number 1315/2/1/1/1/7-C57, C56 / 2 / 1 with the cadastral number 1315/2/1/1/1/7-C56 / 2/1, C69 with the cadastral number 1315/2/1/1/1/7-C69, registered in the land book no. 40067 (derived from the paper conversion of CF no. 24791) of, Targu Jiu Municipality;

c) urban courtyard-construction land with an area of 4,114 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/9, together with the construction C56 / 4 with the cadastral number 1315/2/1/1/1/9, registered in the land book no. 41169 (derived from the paper conversion of CF no. 24793) of Targu Jiu Municipality;

d) urban yard-construction land with an area of 1,575 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/10, together with the construction C63 with the cadastral number 1315/2/1/1/1/10-C63, registered in the land book no. 41170 (derived from the paper conversion of CF no. 24794) of Targu Jiu Municipality;

e) urban courtyard-construction land with an area of 22,150 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/11, together with the constructions C56 / 3 with the cadastral number 1315/2/1/1/1/11-C56 / 3, C61 with the cadastral number 1315/2/1/1/1/11-C61, C62 with the cadastral number 1315/2/1/1/1/11-C62, registered in the land book no. 41165 (derived from the paper conversion of CF no. 24795) of Targu Jiu Municipality; Ipoteca mobiliara asupra creantelor rezultate din derulare Acordului cadru de furnizare nr. 15074 / 17.09.2015 si a contractelor de furnizare subsecvente incheiat cu CET GOVORA S.A., inregistrata la Arhiva Electronica de Garantii Reale Mobiliare ;

Movable mortgage on current bank accounts in lei and foreign currency opened by the Borrower at the Bank, registered in the Electronic Archive of Real Movable Guarantees;

The movable mortgage on the receivables resulting from the development of the contract no. 105/2020 concluded with SIBAN P.E.O.S.A. Spain, including subsequent additional documents / subsequent commercial contracts, registered in the Electronic Archive of Real Movable Guarantees;

The movable mortgage on the receivables resulting from the development of the contract no. 1157/2020 concluded with CHIMEXIM S.A., including subsequent additional documents / subsequent commercial contracts, registered in the Electronic Archive of Real Movable Guarantees;

The movable mortgage on the receivables resulting from the development of the contract no. 22/2020 concluded with DRAMIKOM DOO Beograd Serbia, including subsequent additional documents, subsequent commercial contracts, registered in the Electronic Archive of Real Movable Guarantees;

3) Approval of the power of attorney of Mr. DAVID VIOREL, as chairman of the Board of Directors, because, in the name and for the Company:

i) to represent it with full powers before the Bank, notaries public, public authorities, any other third parties;

ii) to negotiate, to accept the contractual clauses and to sign with the Bank the additional act to the above mentioned credit agreement as well as any other necessary documents in connection with the credit facility mentioned in point 1) above;

iii) to carry out any other activity that it deems necessary or that will be requested by the Bank in order to implement this decision.

4) Approval of the power of attorney of Mr. DAVID VIOREL, as chairman of the Board of Directors, to approve any subsequent modifications / extensions of the maximum duration of use of the credit line mentioned in point 1) above. The above mandate is granted also for any subsequent modifications of the Credit and Guarantee Agreements, including, but not limited to the purpose, type, use, extension / increase / decrease of credits and the object of guarantees.

III) CREDIT CONTRACTED to ING Bank NV Amsterdam

1. Approval for the maintenance of the credit in the amount of EUR 400,000 and of the accessory costs, contracted from ING Bank NV Amsterdam.

2. Approval of maintaining the credit guarantee with the following:

A. Real estate guarantees:

- 1). Real estate property with no. cadastral 1315/2/1/1/1/12, consisting of land with an area of 3,611 sqm and weighing cabin with a built area of 16.67 sqm, (weighing cabin) registered in CF no. 47071 (derived from the paper conversion of CF no. 24796);
- 2). real estate with no. cadastral 1315/2/1/1/8, consisting of land with an area of 531 sqm and industrial and urban constructions with a built area of 215.14 sqm, (commercial space) registered in CF no. 39574 (derived from the paper conversion of CF no. 24782);
- 3). real estate with no. cadastral 4327, consisting of land with an area of 1,000 square meters, registered in CF no. 47079 (derived from the paper conversion of CF no. 24803);
- 4). real estate with no. cadastral 4296, consisting of land with an area of 4,760 sqm, together with the building built with an area of 12.42 sqm (deep well) registered in CF no. 47074 (derived from the paper conversion of CF no. 24805);
- 5). real estate with no. cadastral 39572 (old cadastral number 3201), consisting of land with an area of 10,073.17 sqm, registered in CF no. 39572 (derived from the paper conversion of CF no. 24801);
- 6). real estate with no. cadastral 37200, consisting of land with an area of 1,395 sqm, registered in CF no. 37200;
- 7). real estate with no. cadastral 37202, consisting of land with an area of 9,632 sqm, registered in CF no. 37202.

B. Movable guarantees:

- 1) .the receivables coming from the contracts / commercial relations of S.C. ARTEGO S.A. with MASANES SERVINDUSTRIA S.A.

3. For the signing of the credit contract, of the additional documents, of the guarantee contracts, as well as of any other documents that the bank will request in connection with this credit, the power of attorney is proposed. David Viorel – President of C.A.

IV) CREDIT CONTRACTED to Credit Europe Bank

1. **Approval** of the extension of the maturity of the credit facility contracted by the Company from Credit Europe Bank (Romania) S.A. through the Pitesti Branch in the form of a Credit Line (Overdraft) in the amount of RON 8,900,000 (eight million in nine hundredths) from 28.01.2022 to 27.01.2023.

2. **Approval** of the maintenance of guarantees on some assets from the company's patrimony and other goods, as follows, in order to guarantee the credit line mentioned above:

a) Real estate mortgage on the following real estate:

- mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction category, with an area of 1,271 sqm, together with the

constructions C1 - Administrative group, with a built-up area of 161.32 sqm and C2 - Administrative group, with a built-up area of ground of 151.81 sqm, registered in CF no. 39568 ATU Târgu Jiu (derived from the paper conversion of CF no. 24777), with no. cadastral 39568 for land (old cadastral no. 1315/2/1/1/3), respectively no. cadastral 39568-C1 and no. cadastral 39568-C2 for constructions;

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction category, with an area of 6,705 sqm., Together with the construction Oxygen Factory, registered in CF no. 37455 ATU Târgu (derived from the paper conversion of CF no. 24778), with no. cadastral 37455 for land (old cadastral no. 1315/2/1/1/4) and no. cadastral 37455-C1 for construction;

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction category, with an area of 1,859 sqm, together with the construction C1 - Tailoring section + gate group, with a built-up area of 667.87 sqm, registered in CF no. 39567 ATU Târgu Jiu (derived from the paper conversion of CF no. 24781), with no. cadastral 39567 for land (old cadastral no. 1315/2/1/1/7) and no. cadastral 39567-C1 for construction;

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction category, with an area of 5,047 sqm, together with the construction of C59 - Drum reconditioning section, registered in CF no. 39579 ATU Târgu Jiu (derived from the paper conversion of CF no. 24783), with no. cadastral 1315/2/1/1/9 for land and no. cadastral 1315/2/1/1/9-C59 for construction;

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction use category, with an area of 3,744 sqm, registered in CF no. 39564 ATU Târgu Jiu (derived from the paper conversion of CF no. 24784), with cadastral number 39564 (old cadastral no. 1315/2/1/1/10);

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction category, with an area of 9,538 sqm, together with the construction C1 - Industrial hall - Gaskets section, with a built-up area of 6,429.15 sqm, registered in CF no. 39562 ATU Târgu Jiu (derived from the paper conversion of CF no. 24792), with no. cadastral 39562 for land (old cadastral no. 1315/2/1/1/1/8) and no. cadastral 39562-C1 for construction;

-mortgage on the building located in Tg Jiu, Ciocarlau street, no. 38, registered in CF no. 47078 (derived from the paper conversion of CF no. 24787), composed of urban yard-construction land with a measured area of 9,280 sqm, no. cadastral 47078 for land (old cadastral no. 1315/2/1/1/1/3), together with the constructions: demineralization station, no. I'm falling. 47078-C1; demineralization station annex, no. I'm falling. 47078-C2; demineralization station basin, no. I'm falling. 47078-C3;

locker room, no. I'm falling. 47078-C4; thermal power plant, no. I'm falling. 47078-C5; compressor station warehouse, no. I'm falling. 47078-C6;

- the mortgage on the building located in Tg Jiu, Ciocarlau street, no. no. I'm falling. 41246 (old cadastral no. 1315/2/1/1/1/5), together with the constructions: basin, no. cad 41246-C1; pump house no. I'm falling. 41246-C2; basin, no. I'm falling. 41246-C3; thermal power plant, no. I'm falling. 41246-C4; industrial construction, no. I'm falling. 41246-C5; after impact, no. I'm falling/. 41246-C6; recirculated water basin, no. I'm falling. 41246-C7; cooling tower, no. I'm falling. 41246-C8; pump station, no. I'm falling. 41246-C9; cooling tower, no. I'm falling. 41246-C10; industrial and urban construction, no. I'm falling. 41246-C11; industrial and urban construction, no. I'm falling. 41246-C12; industrial and urban construction, no. I'm falling. 41246-C13; industrial and urban construction, no. I'm falling. 41246-C14; industrial and urban construction, no. I'm falling. 41246-C15; chlorination station, no. I'm falling. 41246-C16; metal warehouse, no. I'm falling. 41246-C18. b)Ipoteca mobiliara asupra creantelor ce decurg din drepturile de despagubire provenind din producerea unui risc asigurat privind bunurile imobile prevazute la lit. a) de mai sus;

c)Ipoteca mobiliara asupra conturilor prezente si viitoare ale societatii, deschise la Credit Europe Bank;

d)Ipoteca mobiliara asupra creantelor care provin din contractele comerciale incheiate de societate cu clientii sai, acceptati de Credit Europe Bank, astfel incat valoarea ramasa de incasat din aceste contracte sa aiba o rata de acoperire minima de 50% din valoarea creditului acordat.

3. Designation of Mr. David Viorel, as Administrator and Chairman of the Board of Directors, for signing the financing documents (credit agreement and related additional documents / Revised Special Conditions, real estate mortgage contracts and related additional documents, movable mortgage contracts on receivables and current accounts, additional documents, all applications, documents related to the implementation of this decision) and to fulfill all the formalities necessary for the registration of mortgages in the advertising registers.

V) CREDIT CONTRACTED to GarantiBank S.A. Romania

A. The extension of the revolving credit facility contracted to GarantiBank S.A. is rejected. Romania, as follows:

Facility 1: The revolving credit facility, used in order to finance the current activity of the Borrower, up to a maximum of RON 1,000,000 (one million lei);

Facility 2: Revolving credit facility used for issuing bank commitments (letters of bank guarantee), up to a maximum of RON 3,000,000 (trillion);

Facility 1 and Facility 2: During the entire validity period of this contract, the maximum amount used cumulatively under Facility 1 and Facility 2 of this contract, will never exceed the value of RON 3,000,000 (trillion). The Bank has the right to refuse any use that this value.

B. The maintenance of the above-mentioned credit facility guarantee is rejected with the following:

- Movable mortgage on all accounts opened by the company at GarantiBank S.A .;
- Furniture mortgage on goods (equipment) owned by the company, as follows: USSR calender with inventory number 418095, textile calender with inventory number 418953, textile calender with inventory number 415466, mixed calender with inventory number 415472 and Romanian calender line IMGB with inventory number 212409.

During the entire validity period of this contract, the maximum amount used cumulated within facility a) and b), may never exceed the value of 3,000,000 lei (three million). The bank has the right to refuse any use that exceeds this value.

9. Approval of the Board of Directors' proposal regarding the registration date on 14.04.2021 for the EGMS, according to art.86 par. 1 of Law 24/2017 on issuers of financial instruments and market operations and its approval and approval of the date of 13.04.2021 as ex-date.

PRESEDINTE CA,
David Viorel

SECRETAR,
Borcoci Alisa