



# 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  
Fax: 0040-253-22.61.40; 22.60.67; 22.60.45  
Capital social: 20.286.865 lei



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

## Current report

Date of report : 15.03.2023

Issuer Name : ARTEGO S.A.

Headquarters: Tg. Jiu, str. Ciocarlau nr. 38, Jud. Gorj.

Nr Registration at ORC: J18/1120/1991

CUI: RO2157428

Share capital RON 20.286.865

Trading market BVB market– standard

e) Other events :

The Board of Directors of ARTEGO S.A. TG. JIU met on 15.03.2023 at the registered office from Ciocarlau street no.38, Gorj county and decided to convene the Ordinary General Meeting of Shareholders on 19.04.2023 at 11.00 and to convene the Extraordinary General Meeting of Shareholders on 19.04.2023 at 11.30 am at the company's headquarters for all shareholders registered in the register of shareholders at the end of 04.04.2023, established as the reference date for holding these meetings, which will have the following items on the agenda:

### For the Ordinary General Meeting of Shareholders:

**1.** Presentation, debate and approval of the management report of the Board of Directors for the year 2022 and its discharge for the year 2022.

**2.** The presentation, debate and approval of the balance sheet, the profit and loss account for the year 2022 and the method of distribution of the net profit in the total amount of 12,315,948 lei, as follows:

- 4,410,121 lei - dividends, respectively 0.54347 lei/gross dividend per share;

- 6,771,942 lei - other reserves;

- 842,092 lei - reinvested profit;

- 291,793 lei - accounting loss coverage resulting from corrections;

**Approval of the date of payment of dividends on 13.10.2023.**

**3.** Presentation, debate and approval of the auditor's report for 2022.

**4.** Presentation, debate and approval of the income and expenditure budget for 2023.

**5.** Approval of the man-machine scheme of the company, the maximum number being 500, according to the provisions of the Constitutive Act.

**6.** Approval of the remuneration report of the company's managers (administrators and directors), in accordance with the provisions of art. 107 of Law 24/2017 regarding the issuers of financial instruments and market operations.

**7.** Approval of the CA proposal regarding the registration date on 22.09.2023 for the OGMS, according to art.87 par. 1 of Law 24/2017 on issuers of financial instruments and market operations and its approval and approval of 21.09.2023 as ex-date.

### **For the Extraordinary General Meeting of Shareholders:**

#### **1 Approval of credit line extension as follows:**

##### **1) Credit Contracted to Intesa Sanpaolo Bank**

1) Approval of the extension of the date of use of the cash, multicurrency, non-binding credit ceiling, for an indefinite period, in the amount of EUR 2,222,222;

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

✓ Real estate mortgage, for the entire value of the Loan, 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) intra-village yard-construction land with an area of 11,243 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having cadastral number 1315/2/1/1/1/4, together with buildings C15 with cadastral number 1315/2/1/1/1/4-C15, C16 with 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 register no. 41172 (derived from the paper conversion of CF no. 24788) of Targu Jiu Municipality;

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

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

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

e) intra-village yard-construction land with an area of 22,150 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having cadastral number 1315/2/1/1/1/11, together with buildings C56/3 with cadastral number 1315/2/1/1/1/11-C56/3, C61 with cadastral number 1315/2/1/1/1/11-C61, C62 with cadastral

number 1315/2/1/1/1/11-C62, registered in the land register no. 41165 (derived from the paper conversion of CF no. 24795) of Targu Jiu Municipality;

- Movable mortgage on commercial receivables resulting from commercial contracts (to be updated/individualized in the annexes to the movable mortgage contract) concluded by the Borrower with its debtor clients accepted by the Bank whose value must permanently cover the value of the credit line.

3) Approval of the power of attorney of Mr. DAVID VIOREL, as president of the Board of Directors, because, on behalf and for the Company:

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

ii) to negotiate, accept the contractual clauses and sign with the Bank the additional document to the credit agreement mentioned above 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 considers 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 president 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 including for any subsequent changes to the Credit and Guarantee Agreements, including but not limited to the purpose, type, use, extension/increase/decrease of credits and the object of the guarantees.

## **1. II) Credit Contracted at ING Bank NV Amsterdam**

I. Contracting from ING Bank N.V. Amsterdam Bucharest Branch ("Bank") of four credit facilities as follows:

1) the increase of the existing credit line of EUR 2,250,000 according to contract 14228/04.02.2014 up to the value of EUR 4,250,000 for financing the working capital (this credit line will also include the value of the second existing credit line, which will be waived);

2) a line for issuing bank guarantee letters in the amount of Ron 5,000,000 cf contract 14228/01 of 04/26/2021;

3) a line for issuing bank guarantee letters in the amount of Ron 700,000 cf contract WB/NW/1775 of 29.12.2021. This line is guaranteed with cash collateral.

4) a line for issuing bank guarantee letters in the amount of Ron 800,000 cf contract WB/NW/1502 of 16.11.2022. This line is guaranteed with cash collateral.

The credit line in the amount of Eur 2,000,000 (which resulted from the conversion of the credit line of Ron 9,000,000) will be closed, its value will be accumulated in facility 1) above;

I. The guarantee of all financial obligations (loans, interest, penalties, other costs) arising from the credit facilities mentioned in point I sub-points 1) and 2) above, will be done with:

- **Real estate mortgage on intra-urban land with an area of 531 sqm and the construction built on it, having cadastral number 1315/2/1/1/8, CF 39574;**
- **Real estate mortgage on intra-urban land with an area of 1000 sqm, having cadastral number 4327, CF 47079;**
- **Real estate mortgage on intra-urban land with an area of 4760 sqm and the construction built on it, having cadastral number 4296, CF 47074;**
- **Real estate mortgage on intra-urban land with an area of 1395 sqm, having cadastral number 37200, CF 37200;**
- **Real estate mortgage on intra-urban land with an area of 9632 sqm, having cadastral number 37202, CF 37202;**

- Real estate mortgage on intra-urban land with an area of 20,617 sqm and the construction built on it, having cadastral number 1315/2/1/1/2, CF 40066;
- Real estate mortgage on intra-urban land with an area of 15,409 sqm and the buildings built on it C1-C8, having cadastral number 41266, CF 41266;
- Real estate mortgage on intra-urban land with an area of 996 sqm and the construction built on it, having cadastral number 1315/2/1/1/5, CF 41270;
- Real estate mortgage on intra-urban land with an area of 1063 sqm and the construction built on it, having cadastral number 41263, CF 41263;
- Real estate mortgage on intra-urban land with an area of 14,478 sqm and the buildings built on it C1-C7, having cadastral number 44426, CF 44426;
- Real estate mortgage on intra-urban land with an area of 6,843 sqm and the buildings built on it C18-C-23, C53, C73, having cadastral number 1315/2/1/1/1/6, CF 47076;
- Pledge on the company's stocks, located in 38 Ciocirlau str., with the exception of the stocks under the management of G45 – Raw materials-powders;
- Assignment of receivables related to at least the following commercial relationships: Masanes Servindustria Spain, Arcelormittal Galati SA, Arcode UK Limited England, Technirub Vizo International B.V. Netherlands, Gummi Undtransportbandservice GMBH Germany, Steadfast Resource Developments Limited (SRD) England, Knapheide Germany, Muller Beltex BV Netherlands, Scoarta Comprest SRL, Metroseal England, CE Oltenia, Lavorgomma SRL; Sati Group SPA, Ites Gummi-Und Dichtungstechnik GMBH, Barbieri SRL Nastri, Helsingin Hihna Finland;
- Movable mortgage on all company accounts opened at Ing Bank.

For negotiating the terms of credit facilities, signing credit contracts, guarantee contracts (movable/real estate), any additional documents deriving from these contracts (e.g. additional documents for reducing or extending credit facilities), as well as any other documents, which the Bank will request from the company in order to grant credit facilities, we authorize Mr. DAVID VIOREL, having the function of GENERAL DIRECTOR, his/her signature being fully opposable to the company, the power of attorney is valid for a period of 1 year.

### **III) Credit Contracted at Credit Europe Bank**

1. Approve the extension of the maturity of the credit facility contracted by Societate de la Credit Europe Bank (Romania) S.A. through the Pitesti Branch in the form of a Credit Line (Overdraft) in the amount of 8,900,000 RON (eight million nine hundred and twenty) from 26.01.2024 to 24.01.2025.
2. Approve the extension of the maturity of the credit facility contracted by Societate de la Credit Europe Bank (Romania) S.A. through the Pitesti Branch in the form of a Credit Line (Overdraft) in the amount of 5,000,000 RON (five million) from 26.01.2024 to 24.01.2025.
3. . Approve the maintenance/establishment of guarantees on assets from the Company's patrimony and other goods, to guarantee the credit facilities mentioned in point 1 and point 2 above, as follows:

**a) real estate mortgage on the following immovable assets, owned by the Company:**

**a.1.)** building located in Târgu Jiu Municipality, Str. Ciocirlau, no. 38, Gorj county, composed of intra-village land, yard-buildings category, with an area of 1,271 m.p., together with the constructions C1 - Administrative group, with a built-up surface area of 161.32 m.p. and C2 - Administrative group, with built-up surface area of 151.81 m.p., registered in the Land Registry no. 39568 of Târgu Jiu Municipality, Gorj County (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;

**a.2.)** building located in Târgu Jiu Municipality, Str. Ciocirlau, no. 38, Gorj county, composed of intra-village land, courtyard-construction category, with an area of 6,705 m.p., together with the construction of the Oxygen Factory, registered in the Land Register no. 37455 of Târgu Jiu Municipality, Gorj County (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;

**a.3.)** building located in Târgu Jiu Municipality, Str. Ciocirlau, no. 38, Gorj county, composed of intra-village land, yard-construction category, with an area of 1,859 m.p., together with the construction C1 - Tailoring section + gate group, with a built-up area on the ground of 667.87 m.p., registered in the Book Landlord no. 39567 of Târgu Jiu Municipality, Gorj County (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;

**a.4.)** building located in Târgu Jiu Municipality, Str. Ciocirlau, no. 38, Gorj county, composed of intra-village land, yard-construction category, with an area of 5,047 m.p., together with the construction of the renovated Tamburi Section, registered in the Land Register no. 39579 of Târgu Jiu Municipality, Gorj County (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;

**a.5.)** building located in Târgu Jiu Municipality, Str. Ciocirlau, no. 38, Gorj county, composed of intra-village land, yard-construction category, with an area of 3,744 m.p., registered in the Land Registry no. 39564 of Târgu Jiu Municipality, Gorj County (derived from the paper conversion of CF no. 24784), with cadastral number 39564 (old cadastral no. 1315/2/1/1/10);

**a.6.)** building located in Târgu Jiu Municipality, Str. Ciocirlau, no. 38, Gorj county, composed of intra-urban land, yard-construction category, with an area of 9,538 m.p., together with the construction C1 - Industrial Hall - Gaskets Section, with a built-up surface area of 6,429.15 m.p., registered in the Book Landlord no. 39562 of Târgu Jiu Municipality, Gorj County (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;

**a.7.)** building located in Târgu Jiu Municipality, Str. Ciocirlau, no. 38, Gorj county, composed of intra-village land, yard-construction category, in a surface area of 9,280 m.p., together with the buildings: demineralization station, demineralization station annex, demineralization station pool, changing room, thermal plant, compressor station warehouse, registered in the Land Register no. 47078 of Târgu Jiu Municipality, Gorj County (derived from the paper conversion of CF no. 24787), no. cadastral number 47078 for land (old cadastral no. 1315/2/1/1/1/3) and no. I'm falling. 47078-C1, no. I'm falling. 47078-C2, no. I'm falling. 47078-C3, no. I'm falling. 47078-C4, no. I'm falling. 47078-C5, no. I'm falling. 47078-C6 for construction;

**a.8.)** building located in Târgu Jiu Municipality, Str. Ciocirlau, no. 38, Gorj county, composed of intra-village land, yard-buildings category, in an area measuring 17,758 m.p., together with the buildings: pool, pump house, pool, thermal plant, industrial building, substation, recirculated water pool, cooling tower, pump station, cooling tower, industrial and civil construction, industrial and civil construction, industrial and civil construction, industrial and civil construction, industrial and civil construction, chlorination station, metal warehouse, registered in the Land Registry no. 41246 of Târgu Jiu Municipality, Gorj County (derived from the paper conversion of CF no. 24789), no. I'm falling. 41246 for land (old cadastral no. 1315/2/1/1/1/5) and no. I'm falling. 41246-C1, no. I'm falling. 41246-C2, no. I'm falling. 41246-C3, no. I'm falling. 41246-C4, no. I'm falling. 41246-C5, no. I'm falling. 41246-C6, no. I'm falling. 41246-C7, no. I'm falling. 41246-C8, no. I'm falling. 41246-C9, no. I'm falling. 41246-C10, no. I'm falling. 41246-C11, no. I'm falling. 41246-C12, no. I'm falling. 41246-C13, no. I'm falling. 41246-C14, no. I'm falling. 41246-C15, no. I'm falling. 41246-C16, no. I'm falling. 41246-C18 for construction;

**b)** movable mortgage on the stocks of goods (raw materials) owned by the Company, so that their value has a minimum coverage rate of 30% of the value of the credit facilities mentioned in point 1 and point 2 above.

c) mortgage on the receivables originating from the commercial contracts concluded by the Company with its clients, accepted by Credit Europe Bank (Romania) S.A., so that the amount remaining to be collected from these contracts has a minimum coverage rate of 50% of the value of the facilities credit mentioned in point 1 and point 2 above.

d) the Company's movable mortgage on the claims deriving from the compensation rights arising from the occurrence of an insured risk regarding the movable and immovable goods provided for in letter a) and letter b) above;

**e) mortgage on the available assets at any time in the current, present and future accounts of the Company opened and to be opened at Credit Europe Bank (Romania) S.A.**

**4.** Approval of the power of attorney of Mr. David Viorel, Romanian citizen, domiciled in the Municipality of Tirgu Jiu, Str. Slt. Valentin Merisescu, no. 23A, Gorj county, in the capacity of Administrator and President of the Board of Directors, for the signing of the Financing Documents (credit contract and related additional documents, real estate and movable mortgage contracts and related additional documents, movable mortgage contracts and related additional documents) of all requests, documents related to the implementation of this decision, and to complete all the formalities necessary for the registration of mortgages in the advertising registers.

**2.** Approval of the sale of some properties as described below, based on an evaluation report:

1. The building with cadastral number 62452, located in the urban area of Targu-Jiu municipality, Ciocarlau street no. 38, Gorj county, composed of an area of 462 (four hundred and sixty-two) square meters, yard-construction land, with neighbors: to the north - cadastral number 41260 and cadastral number 47078, to the south - rest of property lot 2 (cadastral number 62453), to the east - Ciocarlau street (cadastral number 55218) and to the west - rest of property lot 2 (cadastral number 62453).

2. The building with cadastral number 62453-C1-U1, located in the suburbs of Targu-Jiu municipality, Ciocarlau street no. 38, Gorj county, ground floor, U.I. no. 1, with a usable area of 1,421.80 (one thousand four hundred and twenty-one and 80 %) sq m, composed of a lecture hall, office, administrative office, gate 2, bathroom, cloakroom, hall, warehouse, bathroom, office, pharmacy, pharmacist's office, hall, pharmacy warehouse, storage space, office, office, storage space, washing machine and bathroom, together with a share of 15/100 of the common parts of the building, as well as a share of 1301/8499 square meters of related land.

3. The building with cadastral number 62453-C1-U9, located in the inner city of Targu-Jiu municipality, Ciocarlau street, no. 38, Gorj county, ground floor, U.I., no. 9, with a usable area of 2,274 (two thousand two hundred and seventy four) square meters, with a share of 25/100 of the common parts of the building, as well as a share of 2081/8499 square meters of related land.

**3.** Approval of the authorization of the President of the Board of Directors to represent the company with full powers in the relationship with the state, financial, banking, ONRC, etc. institutions, his signature being opposable to the company.

**4. Approval of the CA proposal regarding the date of registration on 09.05.2023 for AGEA, according to art. 87 para. 1 of Law 24/2017 regarding the issuers of financial instruments and market operations and its approval and the approval of 08.05.2023 as ex-date.**

The draft decisions, documents and materials subject to AGOA and AGEA debate can be consulted at the company's headquarters, every working day or on the company's website [www.artego.ro](http://www.artego.ro) - "INVESTORS" section, starting on 17.03.2023. Additional information can be obtained at phone no. 0253/226341 ext. 124.

If the assembly is not statutory, the reconvening will take place on 20.04.2023 at 11 a.m. for the AGOA and at 11.30 a.m. for the AGEA, at the company's headquarters with the same agenda.

Shareholders registered in the Register of Shareholders from S.C. can participate and vote in the meetings. DEPOZITARUL CENTRAL S.A. at the end of 04.04.2023, as the reference date.

One or more shareholders representing individually or together at least 5% of the share capital have the right:

a) To introduce points on the agenda of the general meeting, provided that each point is accompanied by a written justification or a draft resolution proposed for adoption by the general meeting, until 31.03.2023 at the latest;

b) To present draft decisions for the items included or proposed to be included in the agenda of the general meeting, until 31.03.2023 at the latest;

Shareholders have the right to ask questions regarding the points on the AGOA and AGEA agenda. The company will formulate a general answer for questions with the same content that will be available on the company's website, in question-answer format.

The shareholders mentioned in the previous paragraphs have the obligation to send the materials / questions in writing, in sealed envelopes, accompanied by certified copies of identity documents, identity card / identity card in the case of natural persons, respectively registration certificate in the case of legal persons, as well as the copy the document proving their legal representative status, at the company headquarters with the clearly written mention, in capital letters FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS FROM 19/20.04.2023 and respectively FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS FROM 19/20.04.2023 or by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, to the address [actionariat@artego.ro](mailto:actionariat@artego.ro) mentioning in the subject "for AGOA 19/20.04.2023" respectively "for AGEA 19/20.04.2023" .

The representation of the shareholders in the general meeting of shareholders can be done by other persons than the shareholders, based on a special or general power of attorney. A shareholder can grant a general power of attorney valid for a period that cannot exceed 3 years.

Power of attorney forms in Romanian or English can be obtained from the company's headquarters or from the company's website, starting on 17.03.2023. An original copy of the power of attorney, completed and signed, accompanied by a copy of the shareholder's valid identity document (identity bulletin/card in the case of natural person shareholders and registration certificate in the case of legal entities) will be submitted / sent to the company's headquarters until on 17.04.2023, respectively at 11 a.m., another one will be made available to the representative so that he can prove his capacity as a representative in the meeting. Powers of attorney in Romanian or English accompanied by the identification documents of the shareholders can also be sent by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 on electronic signatures, until 17.04.2023, respectively at 11 a.m. to the address [actionariat@artego.ro](mailto:actionariat@artego.ro) mentioning in the subject "for AGOA 19/20.04.2023" respectively "for AGEA 19/20.04.2023".

On the date of the AGOA respectively AGEA, the designated representative will hand over the originals of the special powers of attorney, if they were sent by e-mail with the extended electronic signature and a copy of the valid identity document of the designated representative.

ARTEGO SA shareholders have the opportunity to vote by mail, before AGOA and AGEA respectively, using the mail voting form in Romanian or English. The forms can be obtained from the company's headquarters or from the company's website, starting on 17.03.2023. Completed and signed postal voting forms accompanied by a copy of the shareholder's valid identity document (identity bulletin/card in the case of natural person shareholders, respectively registration certificate and copy of the identity document of the legal representative in the case of legal entities) can be sent to the headquarters to the company, with confirmation of receipt, so that they are registered as received by 17.04.2023, respectively 11 o'clock.

Forms received after the above date and time will not be taken into account for determining the quorum and majority in AGOA and AGEA respectively. The voting option can be expressed by e-mail to the address [actionariat@artego.ro](mailto:actionariat@artego.ro), with the electronic signature mentioning "for AGOA 19/20.04.2023" respectively "for AGEA 19/20.04.2023".

The draft decisions, documents and materials subject to AGOA and AGEA debate can be consulted at the company's headquarters, every working day or on the company's website [www.artego.ro](http://www.artego.ro) - RESURSE-INFORMATII INVESTITORI-AGOA 19/20.04.2023 and AGEA 19/ 20.04.2023, starting with 17.03.2023. Additional information can be obtained at phone no. 0253/226341 ext. 124.

PRESEDINTE CA,  
David Viorel

SECRETAR,  
Borcoci Alisa