



ARTEGO S.A.

ADRESA: Str. Ciocarlau nr. 38
TG-JIU – 210103, GORJ, ROMANIA;
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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 : 21.02.2024

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 **21.02.2024** at the registered office in Ciocarlau street no. 38, Gorj county and decided to convene the Ordinary General Meeting of Shareholders on 28.03.2024 at 11.00 a.m. and the convening of the Extraordinary General Meeting of Shareholders on 28.03. 2024 at 11:30 a.m. at the company headquarters for all shareholders registered in the shareholders' register at the end of 14.03.2024, established as the reference date for holding these meetings, which will have the following items on the agenda:

Pentru Adunarea Generala Ordinara a Actionarilor :

For the Ordinary General Meeting of Shareholders:

- 1.** Presentation, debate and approval of the management report of the Board of Directors for the year 2023 and its discharge for the year 2023.
- 2.** The presentation, debate and approval of the balance sheet, the profit and loss account for the year 2023 and the method of distribution of the net profit in the total amount of 8,746,511 lei, as follows:
 - 4,410,121 - dividends, respectively 0.54347 lei/gross dividend per share;
 - 2,376,628 lei - other reserves;
 - 1,959,762 lei - reinvested profit;

Approval of the dividend payment date on 31.05.2024.

- 3.** Presentation, debate and approval of the auditor's report for the year 2023.
- 4.** Presentation, debate and approval of the income and expenditure budget for 2024.
- 5.** 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 issuers of financial instruments and market operations.
- 6.** Approval of the CA proposal regarding the registration date of 14.05.2024 for the AGOA, 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 the date of 13.05.2024 as ex-date.

For the Extraordinary General Meeting of Shareholders:

1. Approval of the extension of credit lines as follows:

D) Loan contracted at 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) intra-village 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) intra-village 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) inner-city 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 to cover permanent valoarea liniei de credit.
- 3) Approval of the power of attorney of Mr. DAVID VIOREL, as president of the Board of Directors, because, on behalf of and for the Company:
 - i) to represent it with full powers before the Bank, public notaries, public authorities, 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 perform 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.

II) Loan contracted at ING Bank NV Amsterdam

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

- 1) a credit line in the amount of Eur 4,250,000 according to contract 14228/04.02.2014 for financing working capital;
- 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 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 inner-city 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 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 numbers 1315/2/1/1/5, 1315/2/1/1/5-C1, 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, 41263-C1, CF 41263;**
 - **- Real estate mortgage on intra-urban land with an area of 13,234 square meters and the buildings built on it C1-C6, having cadastral number 68884, CF 68884;**
 - **- Real estate mortgage on intra-urban land with an area of 6,843 sqm and the buildings built on it C1-C6, C8, having cadastral number 47076, 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 Nistri, 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.

3. Approval of the CA proposal regarding the registration date on 14.05.2024 for the 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 the date of 13.05.2024 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 - "INVESTORS" section, starting on 27.02.2024. Additional information can be obtained at phone no. 0253/226341 ext. 124.

If the meeting is not statutory, the reconvening will take place on 29.03.2024 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 14.03.2024, 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 items on the agenda of the general assembly, provided that each item is accompanied by a written justification or a draft decision proposed for adoption by the general assembly, until 08.03.2024 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 08.03.2024 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's headquarters with the clearly written mention, in capital letters FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 28/29.03.2024 and respectively FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 28/29.03.2024 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, mentioning in the subject "for AGOA 28/29.03.2024" respectively "for AGEA 28/29.03.2024" .

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 27.02.2024. 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 26.03.2024, respectively at 11 o'clock, another one to be made available to the representative so that he can prove his capacity as a representative in the assembly. 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 26.03.2024, respectively at 11 a.m. to the address actionariat@artego.ro mentioning in the subject "for AGOA 28/29.03.2024" respectively "for AGEA 28/29.03.2024".

On the date of the AGOA or 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 from 27.02.2024. Completed and signed postal vote 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 26.03.2024, 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 email to actionariat@artego.ro, with the electronic signature mentioning "for AGOA 28/29.03.2024" respectively "for AGEA 28/29.03.2024".

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 - RESURSE-INFORMATII INVESTITORI-AGOA 28/29.03.2024 and AGEA 28/ 29.03.2024, starting with the date of 27.02.2024. Additional information can be obtained at phone no. 0253/226341 ext. 124.

President ,
David Viorel

Secretary ,
Borcoci Alisa