

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
Fax: 0040-253-22.61.40; 22.60.67; 22.60.45
Capital social: 22.390.412 lei



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

PROJECT FOR RESOLUTION AGAIN FROM DATE 16 / 09.09.2019

RESOLUTION AGEA

Extraordinary General Meeting of Shareholders S.C. ARTEGO S.A. , based in Tg. Jiu, str. Ciocarlau, no. 38, Gorj county, CUI RO2157428, was convened in accordance with the legislation in force, at the registered office of the company, on 16 / 17.09.2019 at 11:30 am.

The EGMS is at the first / second call. The convocation was published in Part IV of the MO of Romania. The shareholders registered in the Register of Shareholders on the reference date of 05.09.2019 participated in the meeting.

Out of the total of 8,956,165 issued shares, they were present and represented at the meeting shares, representing% of the total issued shares.

The EGMS is statutory and legally constituted.

The EGM decides unanimously / majority of votes as follows:

- 1) **Approving / Rejecting** of the transformation of the cash, multicurrency, employer lending ceiling, in the amount of 11,000,000 lei contracted by the Company from the Commercial Bank INTESA SANPAOLO ROMANIA S.A. ("Bank") based on the credit agreement no. 19 / 02.11.2009 with the additional documents related, in cash lending ceiling, multicurrency, of non-binding character, for indefinite duration, in the amount of 11,000,000 lei;
- 2) **Approving / Rejecting** of maintaining all the guarantees already established in favor of the Bank to guarantee the aforementioned credit, together with the interests, commissions and other related costs, based on the aforementioned credit agreement and the related guarantee contracts, namely:
 - Real estate mortgage, for the amount of 9,000,000 (nine million lei), plus interest the loan amount calculated up to its full repayment, as well as the commissions and the expenses related to the loan, on the following buildings the property of the Borrower:
 - a) courtyard-built urban land with an area of 11,243 square meters, located in Targu Jiu, Ciocarlau str., 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 the cadastral number 1315/2/1/1/1/4-C17, C28 with the cadastral number 1315/2/1/1/1/4-C28, C29 with the cadastral number

1315/2/1/1/1/4-C29, C30 with the cadastral number 1315/2/1/1/1/4-C30, C31 with the cadastral number 1315/2/1/1/1/4-C31, C60 with the cadastral number 1315/2/1/1/1/4-C60, C70 with the cadastral number 1315/2/1/1/1/4-C70, C73 with the cadastral number 1315/2/1/1/1 / 4-C73, registered in the land book no. 41172 (from the paper conversion of CF no. 24788) of Targu Jiu Municipality;

b) courtyard-built urban land with an area of 18,910 sqm, located in Targu Jiu, Ciocarlau str., 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, inscribed in the land book no. 40067 (from the paper conversion of CF no. 24791) of, Targu Jiu Municipality;

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

d) courtyard-built urban land with an area of 1,575 sqm, located in Targu Jiu, Ciocarlau str., 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, inscribed in the land book no. 41170 (from the paper conversion of CF no. 24794) of Targu Jiu Municipality;

e) courtyard-built urban land with an area of 22,150 sqm, located in Targu Jiu, Ciocarlau str., 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, inscribed in the land book no. 41165 (from the paper conversion of CF no. 24795) of Targu Jiu Municipality;

➤ Real estate mortgage, for the amount of 3,500,000 (three thousand lei), to which is added the interest related to the credit calculated until its full repayment, as well as the commissions and expenses related to the credit, on the following real estate property of the Borrower:

a) courtyard-built urban land with an area of 11,243 square meters, located in Targu Jiu, Ciocarlau str., 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 the cadastral number 1315/2/1/1/1/4-C17, C28 with the cadastral number 1315/2/1/1/1/4-C28, C29 with the cadastral number 1315/2/1/1/1/4-C29, C30 with the cadastral number 1315/2/1/1/1/4-C30, C31 with the cadastral number 1315/2/1/1/1/4-C31, C60 with the cadastral number 1315/2/1/1/1/4-C60, C70 with the cadastral number 1315/2/1/1/1/4-C70, C73 with the cadastral number 1315/2/1/1/1 / 4-C73, registered in the land book no. 41172 (from the paper conversion of CF no. 24788) of Targu Jiu Municipality;

- b) courtyard-built urban land with an area of 18,910 sqm, located in Targu Jiu, Ciocarlau str., 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, inscribed in the land book no. 40067 (from the paper conversion of CF no. 24791) of, Targu Jiu Municipality;
- c) courtyard-built urban land with an area of 4,114 square meters, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/9, together with the C56 / 4 construction with the cadastral number 1315/2/1/1/1/9, inscribed in the land book no. 41169 (from the paper conversion of CF no. 24793) of Targu Jiu Municipality;
- d) courtyard-built urban land with an area of 1,575 sqm, located in Targu Jiu, Ciocarlau str., 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, inscribed in the land book no. 41170 (from the paper conversion of CF no. 24794) of Targu Jiu Municipality;
- e) courtyard-built urban land with an area of 22,150 sqm, located in Targu Jiu, Ciocarlau str., 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, inscribed in the land book no. 41165 (from the paper conversion of CF no. 24795) of Targu Jiu Municipality;
- Real estate mortgage, for the amount of 2,500,000 (two million lei), to which is added the interest related to the credit calculated until its full repayment, as well as the commissions and expenses related to the credit, on the following buildings, the property of the Borrower:
- a) courtyard-built urban land with an area of 11,243 square meters, located in Targu Jiu, Ciocarlau str., 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 the cadastral number 1315/2/1/1/1/4-C17, C28 with the cadastral number 1315/2/1/1/1/4-C28, C29 with the cadastral number 1315/2/1/1/1/4-C29, C30 with the cadastral number 1315/2/1/1/1/4-C30, C31 with the cadastral number 1315/2/1/1/1/4-C31, C60 with the cadastral number 1315/2/1/1/1/4-C60, C70 with the cadastral number 1315/2/1/1/1/4-C70, C73 with the cadastral number 1315/2/1/1/1 / 4-C73, registered in the land book no. 41172 (from the paper conversion of CF no. 24788) of Targu Jiu Municipality;
- b) courtyard-built urban land with an area of 18,910 sqm, located in Targu Jiu, Ciocarlau str., 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, inscribed in the land book no. 40067 (from the paper conversion of CF no. 24791) of, Targu Jiu Municipality;

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

d) courtyard-built urban land with an area of 1,575 sqm, located in Targu Jiu, Ciocarlau str., 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, inscribed in the land book no. 41170 (from the paper conversion of CF no. 24794) of Targu Jiu Municipality;

e) courtyard-built urban land with an area of 22,150 sqm, located in Targu Jiu, Ciocarlau str., 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, inscribed in the land book no. 41165 (from the paper conversion of CF no. 24795) of Targu Jiu Municipality;

- Mortgage on the debts resulting from the development of the Framework Agreement no. 15074 / 17.09.2015 and of the subsequent supply contracts concluded with CET GOVORA S.A., registered with the Electronic Archive of Real Securities Guarantees;
- Securities mortgage on current bank accounts in lei and currency opened by the Borrower at the Bank, registered with the Electronic Archive of Real Securities Guarantees;
- Mortgage on the debts arising from the development of the contract no. 105/2019 from 21.02.2019 concluded with SIBAN P.E.O.S.A. Spain, including subsequent additional documents, registered with the Electronic Archive for Real Movable Guarantees;
- Mortgage on the debts resulting from the development of the contract no. 1157/2019 from 18.06.2019 concluded with CHIMEXIM S.A., including subsequent additional documents, registered with the Electronic Archive of Real Movable Guarantees;
- Mortgage on the debts resulting from the development of the contract no. 22/2019 concluded with DRAMIKOM DOO Beograd Serbia, including subsequent additional documents, registered with the Electronic Archive of Real Movable Guarantees;

3) Approving / Rejecting of the power of attorney of DAVID VIOREL, as chairman 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, any other third parties;

ii) to negotiate, to accept the contractual clauses and to sign with the Bank the additional document to the credit agreement mentioned above as well as any other necessary documents regarding the transformation of the credit as 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) **Approving / Rejecting** of the empowerment 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.
- 5) **Approving / Rejecting** of the closure of the secondary work point in Baia de Fier village, Baia de Fier commune, Gorj county
- 6) **Approving / Rejecting** of the CA proposal regarding the registration date on 04.10.2019 for the EGMS, according to art.86 para. 1 of Law 24/2017 on issuers of financial instruments and market operations and its approval and approval of 03.10.2019 as an ex-date.

BOARD CHAIRMAN,
David Viorel