



# 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: 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 : 07.03.2022

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 07.03.2022 at the registered office from Ciocarlau street no.38, Gorj county and decided to convene the Ordinary General Meeting of Shareholders on 13.04.2022 at 11.00 and to convene the Extraordinary General Meeting of Shareholders on 13.04. 2022 at 11.30 am at the company's headquarters for all shareholders registered in the register of shareholders at the end of 25.03.2022, 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 2021 and its discharge for the year 2021.

**2.** Presentation, debate and approval of the balance sheet, the profit and loss account for 2021 and the distribution of net profit in the total amount of 12,050,173.14 lei, as follows: - 3,416,713.80 lei - dividends, respectively 0.42105 lei / gross dividend per share;

- 7,858,283.72 lei - other reserves;

- 683,685.49 lei - other reserves from the reinvested profit;

- 91,490.13 lei - coverage of accounting loss resulting from corrections;

- the distribution of the amount of 420,709.50 lei, coming from the recalculation of the legal reserve after the reduction of the share capital;

- decrease of other allocations from allocations with the amount of 5,185,626.37 lei;

Approval of the date of payment of dividends on 10.10.2022.

**3.** Presentation, debate and approval of the auditor's report for 2021.

**4.** Presentation, debate and approval of the revenue and expenditure budget for 2022.

**5.** The proposal and appointment of the financial auditor and the establishment of the duration for which the audit contract is concluded, according to the legal provisions in force.

**6.** Approval of the company's man-machine scheme, the maximum number of employees being 650.

**7.** 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.

**8.** Approval of the CA proposal regarding the registration date on 19.09.2022 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 16.09.2022 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 credit ceiling, 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 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) 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 Targu Jiu Municipality;

b) courtyard-construction urban 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 sq m, 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) courtyard-construction land with an area of 1,575 sq m, 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;

- ✓ Movable mortgage on receivables resulting from the implementation of the Supply Framework Agreement no. 15074 / 17.09.2015 and of the subsequent supply contracts concluded with CET GOVORA S.A., registered at the Electronic Archive of Real Movable Guarantees;
  - ✓ Movable mortgage on receivables resulting from the performance of contract no. 105/2021 dated 22.02.2021 concluded with SIBAN P.E.O.S.A. Spain, including subsequent additional documents, registered in the Electronic Archive of Real Movable Guarantees;
  - ✓ Movable mortgage on receivables resulting from contract no. 22/2021 concluded with DRAMIKOM DOO Beograd Serbia, including subsequent additional documents, registered in the Electronic Archive of Real Movable Guarantees.
- Movable mortgage on receivables resulting from contract no. 16/2021 concluded with FMD Fordergurt Manufaktur GMBH Germany, including the subsequent additional documents, 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 related to 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 to the Credit and Guarantee Agreements, including, but not limited to, the purpose, type, use, extension / increase / decrease of the credits and the object of the guarantees..

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

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

- a) a credit line in the amount of EUR 2,250,000 for the financing of the working capital;
- b) a credit line in the amount of RON 9,000,000 for the financing of the working capital;

c) a line for issuing letters of bank guarantee in the amount of RON 5,000,000 (increase of the existing line by RON 2,800,000).

- 2. The guarantee of all financial obligations (loans, interest, penalties, other costs) deriving from the credit facilities mentioned in point 1 above, will be done with:
  - Real estate mortgage on 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 urban land with an area of 1000 sqm, having cadastral number 4327, CF 47079;
  - Real estate mortgage on urban land with an area of 4760 sqm and the construction built on it, having cadastral number 4296, CF 47074;
  - Real estate mortgage on urban land with an area of 1395 sqm, with cadastral number 37200, CF 37200;
  - Real estate mortgage on urban land with an area of 9632 sqm, having cadastral number 37202, CF 37202;
  - Real estate mortgage on 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 urban land with an area of 15,409 sqm and the constructions built on it C1-C8, having cadastral number 41266, CF 41266;
  - Real estate mortgage on 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 urban land with an area of 1063 sqm and the construction built on it, having cadastral number 41263, CF 41263;
  - Real estate mortgage on urban land with an area of 14,478 sq m and the constructions built on it C1-C7, having cadastral number 44426, CF 44426;
  - Real estate mortgage on urban land with an area of 6,843 sqm and the constructions 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 at 38 Ciocirlau Street, except for the stocks under G45 management - Raw materials-dusts;
  - Assignments of receivables related to at least the following commercial relations: 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 the credit facility, signing credit agreements, guarantee contracts (movable / immovable), any additional documents arising from these contracts (eg 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 empower Mr. DAVID VIOREL, having the position of GENERAL MANAGER, his / her signature being completely opposable to the company, the power of attorney is valid for a period of 1 year.

### **III) Credit Contracted at 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 thousand) from 27.01.2023 to 26.01.2024.

2. 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 5,000,000 (five million) from 27.01.2023 to 26.01.2024.

**3.** Approval of the maintenance / establishment of guarantees on some assets from the Company's patrimony and other assets, in order to guarantee the credit facilities mentioned in point 1 and point 2 above, as follows:

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

**a.1.)** building located in Târgu Jiu, Str. Ciocirlau, no.38, Gorj county, composed of urban land, yard-construction category, with an area of 1,271 m.p., together with the constructions C1 - Administrative group, with a built-up area of 161.32 m.p. and C2 - Administrative group, with a built-up area of 151.81 m.p., registered in the Land Book 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, Str. Ciocirlau, no.38, Gorj county, composed of urban land, yard-construction category, with an area of 6,705 m.p., together with the construction of the Oxygen Factory, registered in the Land Book 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, Str. Ciocirlau, 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 the Book Land no. 39567 of Târgu Jiu Municipality, Gorj County (derived from the paper conversion of CF no. 24781), with no. cadastral 39567 for land (no. old cadastral 1315/2/1/1/7) and no. cadastral 39567-C1 for construction;

**a.4.)** building located in Târgu Jiu, Str. Ciocirlau, no.38, Gorj county, composed of urban land, yard-construction category, with an area of 5,047 m.p., together with the construction of the Drum Conditioning Section, registered in the Land Book 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, Str. Ciocirlau, no.38, Gorj county, composed of urban land, yard-construction category, with an area of 3,744 sq.m., registered in the Land Book 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, Str. Ciocirlau, 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 the Book Land 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, Str. Ciocirlau, nr.38, Gorj county, composed of urban land, yard-construction category, with a measured area of 9,280 sqm, together with the constructions: demineralization station, demineralization station annex, demineralization station basin, locker room, thermal power plant, compressor station warehouse, registered in the Land Book no. 47078 of Târgu Jiu Municipality, Gorj County (derived from the paper conversion of CF no. 24787), no. cadastral 47078 for land (no. old cadastral 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, Str. Ciocirlau, no.38, Gorj county, composed of urban land, yard-construction category, with a measured area of 17,758 sqm, together with the constructions: pool, pump house, pool, thermal power plant, industrial construction, post transformer, recirculated water

pool, cooling tower, pump station, cooling tower, industrial and municipal construction, industrial and municipal construction, industrial and municipal construction, industrial and municipal construction, industrial and municipal construction, chlorination station, metal warehouse, registered in the Land Book 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)** the 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 points 1 and 2 above..

**c)** movable mortgage on receivables arising from commercial contracts concluded by the Company with its customers, accepted by Credit Europe Bank (Romania) SA, so that the remaining amount receivable from these contracts has a minimum coverage rate of 50% of the value of the facilities credit mentioned in points 1 and 2 above.

**d)** the movable mortgage of the Company on the receivables deriving from the indemnification rights deriving from the production of an insured risk regarding the movable and immovable goods provided in letters a) and letters b) above;

**e) the movable mortgage on the availabilities found at any moment in the current accounts, present and future, of the opened Company and what will be opened at Credit Europe Bank (Romania) S.A .;**

**4** Approval of his power of attorney. David Viorel, Romanian citizen, domiciled in Tirgu Jiu Municipality, Str. Slt. Valentin Merisescu, no. 23A, Gorj County, as Administrator and Chairman of the Board of Directors, for signing the Financing Documents (credit agreement and related additional documents, real estate and movable mortgage contracts and related additional documents, movable mortgage contracts and related additional documents) of all the requests, the documents related to the fulfillment of the present decision, and to fulfill all the formalities necessary for the registration of the mortgages in the publicity registers.

**2.** Approval of the power of attorney 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.

**3.** Approval of the percentage of 20% for the inventors who assigned the patents to ARTEGO SA from the savings made by applying these patents.

**4. Approval of the CA proposal regarding the registration date on 03.05.2022 for the EGMS, according to art.87 par. 1 of Law 24/2017 on issuers of financial instruments and market operations and its approval and approval of the date of 02.05.2022 as ex-date.**

The draft decisions, documents and materials submitted to the OGMS and EGMS 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 with 11.03.2022. Additional information can be obtained at tel no. 0253/226341 int 124.

If the meeting is not statutory, the reconvening will take place on 14.04.2022 at 11 am for the OGMS and at 11.30 am for the EGMS, at the registered office of the company with the same agenda.

The shareholders registered in the Register of Shareholders from S.C. can also participate in the meetings. CENTRAL DEPOSITOR S.A. at the end of the day of 25.03.2022, 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 meeting, provided that each item is accompanied by a written justification or a draft decision proposed for adoption by the general meeting, until March 22, 2022 at the latest;

b) To present draft decisions for the items included or proposed to be included in the agenda of the general assembly, until March 22, 2022 at the latest;

Shareholders have the right to ask questions on the items on the OGMS and EGMS agendas. The company will formulate a general answer to the 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, ID card in case of natural persons, respectively certificate of registration in case of legal entities, as well as copy of the document proving their quality of legal representative, at the company's headquarters with the written mention clearly, in capital letters FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 13 / 14.04.2022 and respectively FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 13 / 14.04.2022 or by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the address [actionariat@artego.ro](mailto:actionariat@artego.ro) mentioning on the subject "for OGMS 13 / 14.04.2022" respectively "for EGMS 13 / 14.04.2022" .

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 may grant a general power of attorney valid for a period not exceeding 3 years.

The power of attorney forms in Romanian or English can be obtained from the company's headquarters or from the company's website, starting with 11.03.2022. An original copy of the power of attorney, completed and signed, accompanied by a copy of the valid identity document of the shareholder (bulletin / identity card in the case of individual shareholders and registration certificate in the case of legal entities) will be submitted / sent to the company until on 11.04.2022, respectively at 11 o'clock, another one will be made available to the representative so that he can prove his quality of representative in the assembly. The 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 regarding the electronic signature, until 11.04.2022, respectively 11 o'clock at [actionariat@artego.ro](mailto:actionariat@artego.ro) mentioning on the subject "for OGMS 13 / 14.04.2022" respectively "for EGMS 13 / 14.04.2022".

At the date of the OGMS, respectively the EGMS, the designated representative will hand over the originals of the special powers of attorney, in case they were sent by e-mail with extended electronic signature and a copy of the valid identity document of the designated representative.

The shareholders of ARTEGO SA have the possibility to vote by correspondence, before the OGMS and the EGMS, respectively, using the voting form by correspondence in Romanian or English. The forms can be obtained from the company's headquarters or from the company's website, starting with 11.03.2022. The completed and signed correspondence voting forms accompanied by a copy of the valid identity document of the shareholder (bulletin / identity card in the case of individual shareholders, respectively registration certificate and copy of the identity document of the legal representative in case of legal entities) can be sent to the headquarters to the company, with confirmation of receipt, so that they can be registered as being received until 11.04.2022, 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 the OGMS or EGMS. The voting option can be expressed by e-mail to [actionariat@artego.ro](mailto:actionariat@artego.ro), with the electronic signature mentioning "for OGMS 13 / 14.04.2022" respectively "for EGMS 13 / 14.04.2022".

The draft decisions, documents and materials submitted to the OGMS debate respectively to the OGMS can be consulted at the company's headquarters, every working day or on the company's website [www.artego.ro](http://www.artego.ro) - RESOURCES-INVESTOR INFORMATION-OGMS 13 / 14.04.2022 EGMS 13 / 14.04.2022, starting with 11.03.2022. Additional information can be obtained at tel no. 0253/226341 int 124.

Chairman CA,  
David Viorel

SECRETARY,  
Borcoci Alisa



ANEXA

La convocatorul ARTEGO SA,

Subsemnatul David Viorel , in calitate de Presedinte CA al ARTEGO S.A. declar ca documentul (convocatorul AGOA SI AGEA 13/14.04.2022) contine un nr de \_\_\_\_\_caractere cu spatii.

Sematura