

## 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

### Current Report

Date of report: 12.03.2019

Issuer Name: S.C. ARTEGO S.A.

Headquarters: Tg. Jiu, Ciocarlau Street, no. 38, Gorj County.

Registration number at the Trade Register: J18/1120/1991

Unique registration code: RO2157428

Capital : 22.390.412,5 RON

Trading Market: Piata BVB – standard

e) Other events:

The board of S.C. ARTEGO S.A. TG. JIU was meeting on 12.03.2019 at the headquarters on Ciocarlau Street No.38, Gorj county, and it decided to convene the Ordinary General Meeting of Shareholders on 16.04.2019 11 am and the Extraordinary General Meeting of Shareholders on 16.04.2019 11.30 am at the company for all shareholders registered in the register of shareholders at the end of the day 05.04.2019, established as the reference date for holding these meetings, with the following agenda :

For the Ordinary General Meeting of Shareholders:

1. The presentation, the discussion and the approval of the management report of the Board for 2018 and its the discharge for 2018.

2. The presentation, the discussion and the approval of the balance sheet, of the profit and loss account for 2018 and the distribution of the net profit totaling 9.465.069 lei as follows:

- 3.771.017 lei - dividends , respectively 0,421052 lei / gross dividend per share.

- 5.694.052 lei - other reserves.

The approval of dividend payment on the day of 27.06.2019.

3. Proposal and approval of the allocation of the amount of 496,606.16 lei from the recalculation of the legal reserve after the reduction of the share capital to other.

4.The presentation, the discussion and the approval of the auditor's report for 2018.

5.Proposal and appointment of the financial auditor and determination of the duration of the audit contract according to the legal provisions in force.

6.The presentation, the discussion and the approval of revenue and expenditure for 2019.

7.Withdrawal from the post of CA secretary of Mrs Sandru Andreea as a result of her resignation. Proposal and approval of another CA secretary.

8. The approval of the Board's proposal on the registration date on 14.06.2019 for OGM, according with art. 86, paragraph 1 of Law 24/2017 regarding the issuers of financial instruments and market operations and its approval and the approval of the date of 13.06.2019 as ex-date.

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

I) 1. Authorization of acquisition by SC ARTEGO S. A. a number of max. 895.616 shares, representing 10% of the share capital of the company, in accordance with the Law nr.31/1990R art.103<sup>1</sup>-107<sup>1</sup> with subsequent amendments. Method of acquisition:

a) acquire own shares up to a maximum of 10% of the total capital of the company, respectively 895616 shares. The nominal value of own shares acquired by the company in this way can not exceed 2.239.040 RON;

b) start date repurchase shares: EGM publication date in the Official Gazette;

c) duration of the repurchase operation: maximum of 18 months from the publication of EGM in the Official Gazette, Part IV;

d) acquiring its own shares subject only fully paid shares;

e) payment of shares to be acquired shall be made from the available reserves of the company as recorded in the financial statements prepared on 31.12.2018;

f) minimum value that is to be acquired own shares is 2,50 RON/share and the maximum value is 8,00 RON/share, which shall be determined by the conduct of the operations of the buying market;

g) acquisition of own shares will be made in order to reduce the share capital of the company.

2. Approval performing transactions of shares and other financial instruments admitted to trading on the stock market in Romania.

3. Empowering the Board of Directors to perform operations and formalities necessary for the implementation of the decision of the EGM, in paragraphs 1 and 2 of the agenda.

**II. 1) The extension of the two credit facilities contracted at UniCredit Bank S.A. (formerly UniCredit Tiriac Bank S.A.) as follows :**

A) capital line of credit type of work under the credit agreement nr.350-004 / CRD-OF / 2006 dated 08.03.2006 with all subsequent amendments, for the Company's current financing needs, totaling 28.300.000 RON;

B) credit line for issuing letters of guarantee under Credit Agreement no. 350-08 / CRD-OF / 2007 dated 25.01.2007 with all subsequent amendments, totaling 2.200.000 RON;

2) In order to guarantee the loans mentioned above will maintain the guarantees as they were described in Addendum no. 25 at the Special Conditions Credit to 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) *capital line of credit type of work under the credit agreement nr.350-004 / CRD-OF / 2006 dated 08.03.2006 with all subsequent amendments, for the Company's current financing needs, totaling 28.300.000*

1. Mortgage real estate and interdictions of alienation, encumbrance, dismantling, rental, demolition, construction, building, restructuring and annexation, the property of ARTEGO SA, on the buildings situated in Targu-Jiu, Ciocarlau street, no.38, Gorj County, identified as follows:

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

- b) identified with the cadastral number / topo 41266 (old cadastral number 3003), registered in the Land Registry no. 41266 of administrative-territorial unit Targu Jiu;
- c) identified with the cadastral number / topo. 40061 (old cadastral number 1315/2/1/2), registered in the Land Registry no. 40061 of administrative-territorial unit Targu Jiu;
- d) identified with the cadastral number / topo. 1315/1, registered in the Land Registry no.41260 of administrative-territorial unit Targu Jiu;
- e) identified with the cadastral number / topo. 1315/2/1/3, registered in the Land Registry no.41264 of administrative-territorial unit Targu Jiu;
- f) identified with the cadastral number / topo. 1315/2/1/1/5, registered in the Land Registry no. 41270 of administrative-territorial unit Targu Jiu;
- g) identified with the cadastral number / topo. 41263 (old cadastral number 1315/2/1/1/6), registered in the Land Registry no. 41263 of administrative-territorial unit Targu Jiu including rents / present and future leases, real estate products, and on contracts payable under the guarantee / assurance of any kind with respect to and in relation to pay these rents or leases.
2. Pledge with the object present and future all available cash / credit balances in present and future accounts and sub-accounts open at the bank, according to the pledge contract concluded on 17.01.2008, with subsequent amendments.
3. Pledge involving the stocks owned by the Borrower under the pledge contract concluded on 14.08.2009, with subsequent amendments.
4. Mortgage furniture involving the equipments, owned by the Borrower under the security mortgage contract on equipments, concluded on 10.04.2012, with subsequent amendments.
5. Mortgage furniture on receivables cash and their accessories from the contract/s concluded by the Borrower with his customers having the quality of assigned debtor / s under the contract security mortgage on receivables cash, concluded on 22.04.2014, with subsequent amendments.
6. Mortgage furniture involving the present and future bank accounts and subaccounts, open by ARTEGO SA at the Bank, under security mortgage contract on bank accounts that will be concluded on 13.03.2015;
7. Mortgage furniture involving the stocks owned by ARTEGO SA under security mortgage contract on stocks, concluded on 13.03.2015;
8. Mortgage furniture involving the equipments owned by ARTEGO SA, according to security mortgage on Equipments Contract, concluded on 13.03.2015;
9. Mortgage furniture on receivables Cash and their accessories from the contract/s concluded by ARTEGO SA with its customers, with the quality of assigned debtor / s under the contract security mortgage on receivables cash, concluded on 13.03.2015;
10. Mortgage furniture on receivables cash from contracts / insurance policies issued by an insurance company approved by the Bank concerning the assets over which there was a guarantee in favor of the Bank.

*B) credit line for issuing letters of guarantee under Credit Agreement no. 350-08 / CRD-OF / 2007 dated 25.01.2007 with all subsequent amendments, totaling 2.200.000 RON;*

1.Mortgage real estate and interdictions of alienation, encumbrance, dismantling, rental, demolition, construction, building, restructuring and annexation, the property of ARTEGO SA, building situated in Targu-Jiu, Ciocarlau street, no.38, Gorj County, identified with:

a) cadastral number / topo. 47077 (old cadastral number 1315/2/1/1/1/1), registered in the Land Registry no. 47077 of administrative-territorial unit Targu Jiu;

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

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

including rents / present and future leases, real estate products, and on contracts payable under the guarantee / assurance of any kind with respect to and in relation to pay these rents or leases.

2. Pledge with the object present and future all available cash / credit balances in present and future accounts and sub-accounts open at the bank, according to the pledge contract concluded on 09.01.2008.

3. Pledge involving the stocks owned by the Borrower under the pledge contract concluded on 14.08.2009, with subsequent amendments.

4. Mortgage furniture on receivables Cash and their accessories from the contract/s concluded by the Borrower with his customers having the quality of assigned debtor / s under the contract security mortgage on receivables cash, concluded on 22.04.2014, with subsequent amendments.

5. Mortgage furniture involving the present and future bank accounts and subaccounts, open by ARTEGO SA at the Bank, under contract security mortgage on bank accounts from the date of 13.03.2015.

6. Mortgage furniture involving the stocks owned by ARTEGO SA under contract security mortgage on stocks, from the date of 13.03.2015.

7. Mortgage furniture on receivables Cash and their accessories from the contract/s concluded by ARTEGO SA with its customers, with the quality of assigned debtor / s under the contract security mortgage on receivables cash, from the date of 13.03.2015.

8. Mortgage furniture on receivables cash from contracts / insurance policies issued by an insurance company approved by the Bank concerning the assets over which there was a guarantee in favor of the Bank.

3). The appointment of Mr. David Viorel, as Board Chairman, residing in Tg. Jiu, Slt. V. Merisescu Street, no. 23A, Gorj County, CNP 1530222182770, holder of C.I. series GZ no. 325791 issued on 07.11.2008, to represent the Company with full power so:

a). to negotiate, to agree, to conclude and sign in name and on behalf ARTEGO SA the addenda to the credit agreement 350-004/CRD-OF/2006 on 08.03.2006 with all subsequent amendments and addenda to the contracts of guarantee, and the addenda to the credit agreement 350-08/CRD-OF/2007 on 25.01.2007 with all subsequent amendments and addenda to the contracts of guarantee, required to expand their validity, contracts for the formation of new collateral securities and real estate, and any other documents or instruments that are accessories, related to or referred to in the credit agreement, the movable and immovable guarantee contracts or other documents, and to sign any forms, applications that may be necessary and useful in connection with these transactions with UniCredit Tiriac Bank SA.

b). Also, Mr. David Viorel is authorized to represent the full powers in front of the Bank, Notary Public, central and local public authorities, and any other individuals and / or legal, to negotiate / renegotiate contract terms and agree to sign all contracts and credit concluded with the Bank guarantees, sign any subsequent addenda, including but not limited to: subsequent extensions, changes of costs, changes in collateral structure, reallocation, rescheduling, etc., even if they will be more burdensome to society, to express revocation of this mandate.

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

**III.) 1. The extending over a period of 12 months from the final maturity of 13.07.2018 of the cash loan ceiling with the "Multicurrency" contracted by Commercial Bank Intesa Sanpaolo ROMANIA SA ARAD - Branch Tg-Jiu maximum amount of 11.000.000 lei;**

2. Maintaining the following guarantees already set up for lending cash with the "Multicurrency" option:

- Mortgage real estate on the building consists of ground-building yards in the area of 11.243 square meters, registered in the land no. 41172 (coming from the conversion of land's paper no. 24788), with cadastral number 1315/2/1/1/1/4, with constructions 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 located in Targu-Jiu, Ciocarlau Street, no.38;

- Mortgage real estate on the building consists of ground-building yards in the area of 18.910 square meters, registered in the land no. 40067 (coming from the conversion of land's paper no. 24791),

with cadastral number 1315/2/1/1/1/7, with constructions C54, with cadastral number 1315/2/1/1/1/7-C54, C55 with cadastral number 1315/2/1/1/1/7-C55, C57 with cadastral number 1315/2/1/1/1/7-C57, C58 with cadastral number 1315/2/1/1/1/7-C58, 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, located in Targu-Jiu, Ciocarlau Street, no.38;

- Mortgage real estate on the building consists of ground-building yards in the area of 4.114 square meters, registered in the land no. 41169 (coming from the conversion of land's paper no. 24793), with cadastral number 1315/2/1/1/1/9, with construction C56/4, with cadastral number 1315/2/1/1/1/9-C56/4, located in Targu-Jiu, Ciocarlau Street, no.38;

- Mortgage real estate on the building consists of ground-building yards in the area of 1.575 square meters, registered in the land no. 41170 (coming from the conversion of land's paper no. 24794), with cadastral number 41170 (old cadastral number 1315/2/1/1/1/10), with construction C63, with cadastral number 1315/2/1/1/1/10-C63, located in Targu-Jiu, Ciocarlau Street, no.38;

- Mortgage real estate on the building consists of ground-building yards in the area of 22.150 square meters, registered in the land no. 41165 (coming from the conversion of land's paper no. 24795), with cadastral number 1315/2/1/1/1/11, with constructions 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, located in Targu-Jiu, Ciocarlau Street, no.38;

-Security mortgage contracts on receivables collected during the development of various commercial contracts;

- Security mortgage contract on the current accounts of the society in RON, EUR, USD and GBP open to INTESA SANPAOLO ROMANIA SA ARAD - Branch Tg-Jiu;

3. The approval of the empowerment of Mr. David Viorel, Romanian citizen ,residing in Tg. Jiu, Slt. V. Merisescu Street, no. 23A, Gorj County, holder of C.I. series GZ no. 325791 issued on 07.11.2008, CNP 1530222182770 –Board Chairman, to sign in name and for SC ARTEGO SA the credit agreement and any addenda, real estate and furniture warranty contracts and related addenda, contracts for security mortgage on receivables and all necessary documents and guarantees for the credit extension, the signature of the representative being opposable to the company.

#### **IV.) 1. The maintainance of the credit in the amount of 1.400.000 lei and of the costs accessories, contracted from ING Bank NV Amsterdam.**

##### **2. The maintainance of the credit guarantee with the following:**

###### **A. Real estate securities:**

1). real property with cadastral number 1315/2/1/1/1/12, consisting of land in the area of 3.611 square meters and scale cabin with built area of 16,67 square meters, registered in the land no. 47071 (coming from the conversion of land's paper no. 24796);

2). real property with cadastral number 1315/2/1/1/1/8, consisting of land in the area of 531 square meters and industrial and urban constructions cu with built area of 215,14 square meters, registered in the land no. 39574 (coming from the conversion of land's paper no. 24782);

3). real property with cadastral number 4327, consisting of land in the area of 1.000 square meters, registered in the land no. 47079 (coming from the conversion of land's paper no. 24803);

4). real property with cadastral number 4296, consisting of land in the area of 4.760 square meters, registered in the land no. 47074 (coming from the conversion of land's paper no.24805);

5). real property with cadastral number 39572 (old cadastral number 3201), consisting of land in the area of 10.073 square meters, registered in the land no. 39572 (coming from the conversion of land's paper no.24801);

6). real property with cadastral number 37200, consisting of land in the area of 1.395 square meters, registered in the land no. 37200;

7). real property with cadastral number 37202, consisting of land in the area of 9.632 square meters, registered in the land no. 37202.

###### **B.Collateral securities:**

1). The receivables arising from the contracts / commercial relations of SC ARTEGO S.A. with Rema Tip Top UK Limited and JP Polymer Industry Sheetings LTD.

3. For signing the credit agreement, addenda, warranty contracts, as well as any other documents that the bank will ask about this credit, it empowers Mr. David Viorel – Board Chairman.

**V.) 1. The extending of the credit line type "revolving credit" contracted from Credit Europe Bank, worth 8.900.000 lei.**

2. The maintainance of the guarantees over certain assets of corporate assets and other assets, as follows, in order to guarantee the credit line mentioned above:

a) Real estate mortgage on the following real estate:

- mortgage on real estate on the property located in Targu-Jiu, Ciocarlau Street, no. 38, Gorj County, composed of plot, building-yards category, in the area of 1.271 square meters and the constructions C1 - Administrative group, 161,32 square meters built at ground surface and C2 - Administrative group ,151,81 square meters built at ground surface, registered in the land no.39568 (coming from the conversion of land's paper no. 24777), with cadastral number 39568 for land (old cadastral number 1315/2/1/1/3),respectively cadastral number 39568-C1 and cadastral number 39568-C2 for constructions;

- mortgage on real estate on the property located in Targu-Jiu, Ciocarlau Street, no. 38, Gorj County, composed of plot, category building-yards, in the area of 6.705 square meters and the construction Oxygen factory, registered in the land no. 37455 UAT Targu Jiu (coming from the conversion of land's paper no.24778), with cadastral number 37455 for land (old cadastral number 1315/2/1/1/4) and cadastral number 37455-C1 for construction;

- mortgage on real estate on the property located in Targu-Jiu, Ciocarlau Street, no. 38, Gorj County, composed of plot, building-yards category, in the area of 1.859 square meters and the construction C1 – Tailoring section + group bears, 667,87 square meters built at ground surface, registered in the land no. 39567 UAT Targu- Jiu (coming from the conversion of land's paper no.24781), with cadastral number 39567 for land (old number cadastral 1315/2/1/1/7) and cadastral number 39567-C1 for construction;

- mortgage on real estate on the property located in Targu-Jiu, Ciocarlau Street, no. 38, Gorj County, composed of plot, building-yards category, in the area of 5.047 square meters and the construction C59 - Reconditioned drums section, registered in the land no. 39579 UAT Targu-Jiu (coming from the conversion of land's paper no. 24783), with cadastral number 1315/2/1/1/9 for land and cadastral number 1315/2/1/1/9-C59 for construction;

- mortgage on real estate on the property located in Targu-Jiu, Ciocarlau Street, no. 38, Gorj County, composed of plot, building-yards category, in the area of 3.744 square meters, registered in the land no. 39564 UAT Targu-Jiu (coming from the conversion of land's paper no. 24784), with cadastral number 39564 (old cadastral number 1315/2/1/1/10);

- mortgage on real estate on the property located in Targu-Jiu, Ciocarlau Street, no. 38, Gorj County, composed of plot, building-yards category, in the area of 9.538 square meters and the construction C1 - industrial building – gaskets section, 6.429,15 square meters built at ground surface, registered in the land no. 39562 UAT Targu-Jiu (coming from the conversion of land's paper no. 24792), with cadastral number 39562 for land (old cadastral number 1315/2/1/1/1/8) and cadastral number 39562-C1 for construction;

- mortgage on real estate on the property located in Targu-Jiu, Ciocarlau Street, no. 38, Gorj County, composed of plot, building-yards category, in the area of 9.280 square meters, cadastral number 47078 for land ( old cadastral number 1315/2/1/1/1/3) and the constructions: demineralization plant, cadastral number 47078-C1; annex demineralization plant, cadastral number 47078-C2; basin

demineralization plant - cadastral number 47078-C3; locker room - 47078-C4; central heating - cadastral number 47078-C5; storage compressor station- cadastral number 47078-C6;

- mortgage on real estate on the property located in Targu-Jiu, Ciocarlau Street, no. 38, Gorj County, registered in the land no. 41246 (coming from the conversion of land's paper no. 24789), composed of plot, building-yards category, in the area of 17.758 square meters, cadastral number 41246 ( old cadastral number 1315/2/1/1/1/5) and the constructions: basin , cadastral number 41246-C1; pump house - cadastral number 41246-C2; basin - cadastral number 41246-C3; central heating - cadastral number 41246-C4; industrial building- cadastral number 41246-C5; trafo station - cadastral number 41246-C6; recycled water basin - cadastral number 41246-C7; cooling tower - cadastral number 41246-C8; pump station - cadastral number 41246-C9; cooling tower - cadastral number 41246-C10; industrial and public utilities construction - cadastral number 41246-C11; industrial and public utilities construction - cadastral number 41246-C12; industrial and public utilities construction - cadastral number 41246-C13; industrial and public utilities construction - cadastral number 41246-C14; industrial and public utilities construction - cadastral number 41246-C15; chlorination station- cadastral number 41246-C16; metal storage - cadastral number 41246-C18.

b) security mortgage on receivables arising from the production rights to compensation from an insured risk immovable property referred to letter a) above;

c) mortgage furniture on the company's present and future accounts opened to Credit Europe Bank;

d) security mortgage on receivables arising from commercial contracts concluded by the company with its customers, accepted by Credit Europe Bank, so that the remaining amount receivable from these contracts have a minimum coverage of 50% of the loan.

3.The appointment of Mr. David Viorel, residing in the Tg-Jiu, str. Slt. V. Merisescu, no. 23A, Gorj County, identified with ID series GZ no. 325791, issued by SPCLEP Tg-Jiu on 07.11.2008, CNP 1530222182770, as Chairman, for signing the financing documents (the credit agreement and related addenda / Revised Special Conditions, the real estate mortgage contracts and addenda , the related agreements on security mortgage on receivables and current accounts, the addenda, of all applications, documents related to the carrying out of the present decision) and to complete all formalities required for the registration of mortgages in the public register.

**VI.) 1. The extending of the revolving credit facility contracted from GarantiBank S.A. Romania, worth 3.000.000 lei, from which:**

a).credit facility used to finance current activities of the Company in the amount of 1.000.000 lei and

b). credit facility used to issue letters of guarantee in the amount of 2.000.000 lei.

2. The maintainance of the credit facility mentioned above with the following:

- Security mortgage on all accounts held by the company at GarantiBank S.A .;

- Security mortgage on the assets (equipments) owned by the company as follows: Calender URSS, inventory number 418095, textile calender, inventory number 418953, textile calender, inventory number 415466, mixed calender, inventory number 415472 and romanian calender line IMGB with inventory number 212409.

**VII. The approval of the Board's** proposal on the registration date on 14.06.2019 for EGM, according with art. 86, paragraph 1 of Law 24/2017 regarding the issuers of financial instruments and market operations and its approval and the approval of the date of 13.06.2019 as ex-date.

At the meeting may participate and vote the shareholders registered in the Shareholders Register from S.C. CENTRAL DEPOSITARY S.A. at the end of the day of 05.04.2019, as the reference date.

One or more shareholders representing individually or jointly at least 5% of share capital are entitled:

a) To put items on the agenda of the general meeting, provided that each item to be accompanied by a justification or a draft resolution proposed for adoption by the General Meeting, no later than 30.03.2019 15 am;

b) To submit draft resolutions for the items which are included or to be included in the agenda of the general meeting, no later than 30.03.2019 15 am;

The shareholders have the right to ask questions related to items on the agenda of the OGM and EGM. The Company will formulate an overall answer to the questions with the same content which will be available on the website of the Company in the form of question – answer.

The mentioned shareholders in the preceding paragraphs are obliged to send materials / questions in writing, in sealed envelopes, accompanied by certified copies of identity documents, ID card for the individuals, or certificate of registration for legal persons, and the copy of the document proving their status of legal representative, at the company's headquarters, clearly written statement in capital letters FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS of 16/17.04.2019 , respectively FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 16/17.04.2019, or by e-mail with embedded electronic signature, according to Law no.455 / 2001 on electronic signature, at the address [actionariat@artego.ro](mailto:actionariat@artego.ro), mentioning the subject "OGM 16/17.04.2019", respectively "EGM 16/17.04.2019".

The representation of the Shareholders in the General Meeting of Shareholders can be done by anyone other than shareholders, based on a general or special powers. A shareholder may grant a general power of attorney valid for a period which may not exceed more than three years.

The forms of special powers of attorney in Romanian and English may be obtained from the company's headquarters or on the company's website, starting on 16.03.2019. A copy in the original power of attorney, completed and signed, accompanied by the copy of the valid ID of the shareholder (ID card in case of the individuals and certificate of registration for legal persons) shall be submitted / sent at the company's headquarters until on 14.04.2019, 11 am, another will be provided to the representative so that it may prove as representative in the meeting. The powers of attorney in Romanian or English accompanied by the identification documents of the shareholders may be sent by e-mail with embedded electronic signature according to Law no.455 / 2001 on electronic signature, up to date 14.04.2019, 11 am at [actionariat@artego.ro](mailto:actionariat@artego.ro), mentioning the subject "for OGM 16/17.04.2019", respectively for „EGM 16/17.04.2019”.

At the date of the OGM, respectively EGM, the appointed representative will teach the originals of the special powers of attorney, if that were sent by e-mail with electronic signature, and a copy of valid ID of the representative appointed.

The shareholders of SC ARTEGO SA have the opportunity to vote by mail before the OGM, respectively EGM, using the form of the vote by mail in Romanian or English. The forms of the vote by mail can be obtained from the company's headquarters or on the company's website, starting on 16.03.2019. The forms of the vote by mail, completed and signed accompanied by copy of the valid ID of the shareholder (ID card in case of the individuals or certificate of registration and a copy of the identity document of the legal representative for legal persons) can be sent to society's headquarters,



with acknowledgment of receipt, so be recorded as received by no later than the date of 14.04.2019, 11 am.

The forms received after the date and time above will not be counted towards the quorum and majority in the OGM respectively EGM. The voting intentions can be expressed by e-mail at [actionariat@artego.ro](mailto:actionariat@artego.ro), with electronic signature stating "for OGM 16/17.04.2019", respectively "for EGM 16/17.04.2019" .

The draft resolutions, the documents and the materials for discussion of OGM respectively EGM can be found at the company's headquarters, every working day or on the company's website [www.artego.ro](http://www.artego.ro) - "News" section, starting on 16.03.2019. Further informations can be obtained at tel no. 0253/226341 int 124.

If the meeting is not statutory, the reconconvocation will take place on 17.04.2019, 11 am for OGM, respectively 11 :30 am for EGM at the registered office of the Company with the same agenda..

**BOARD CHAIRMAN,**

David Viorel

**SECRETARY,**

Buse Diana