

Societatea Comerciala



ARTEGO S.A.

ADRESA: Str. Ciocarlau nr. 38
TG-JIU – 210103, GORJ, ROMANIA;
J 18/1120/1991; CIF: RO 2157428
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Capital social: 24.873.443 lei



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

Current Report

under Regulation no. 1/2006, art. 113

Date of report: 23.03.2015

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

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

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

Unique registration code: RO2157428

Capital : 24.873.442,5 RON

Trading Market: Market BVB – standard

e) Other events:

The Board of SC ARTEGO S.A. TG. JIU, based in Ciocarlau Street, no.38, Gorj county, sitting on 23.03.2015, convened The Ordinary General Meeting of Shareholders (OGM) and the Extraordinary General Meeting of Shareholders (EGM) of the SC ARTEGO S.A. on 27.04.2015, 11am for OGM, respectively 11.30 for EGM, at the company, for all shareholders registered in the register of shareholders at the end of the day 04.14.2015, established as the reference date for holding these meetings, with the following agenda :

Ordinary General Meeting of Shareholders :

1. The presentation, the discussion and the approval of the annual report of the Board in 2014 and the discharge for it for 2014.

2. The presentation, the discussion and the approval of the balance sheet, of the profit and loss account for 2014 and of the balance of net profit in total amount of 5.042.216 lei as follows:

- legal reserves 300 096 lei
- dividends 3.553.349, lei respectively 0,3571 lei / gross dividend per share.
- undistributed profit 1.188.771 lei

The approval of dividend payment on the day of 07.01.2015

3.The presentation, the discussion and the approval of the auditor's report for 2014.

4.The presentation, the discussion and the approval of revenue and expenditure for 2015.

5.The reconfirmation of the financial auditor of the company - SC EXPERT ACNT S.R.L. and the empowering of the Board to negotiate and sign the contract audit.

6. The proposal of the Board on the registration date in 26.06.2015 for OGM, according art.238 of Law 297/2004 on the capital market and its approval and the approval of the date of 25.06.2015 as ex-date.

For Extraordinary General Meeting of Shareholders :

A) The approval of real estate mortgage under Addendum no. 25 at the Special Conditions of the Contract for Loan No Credit. 350-004 / CRD-OF / 2006 dated 08.03.2006 on the buildings with the following cadastral numbers:

- 1). property located within Tg-Jiu, Gorj county, consisting of land of 15.446 (fifteen thousand four hundred forty-six) sqm. land-building yards – of the acts or 15.409 (fifteen thousand four hundred and nine) sqm. land-building yards, with C1 - pump room - an area of 164.807 square meters, C2 – dosing

tower - with an area of 32,37 square meters, C3 - pool - with an area of 801.235 square meters, C4 - pool – 801.235 square meters, C5 - Installations treatment - with an area of 340.405 sqm, C6 - filters and attachments - with an area of 896.061 square meters, C7 - central heating - with an area of 27.916 square meters, smoke cart with an area of 3,6 sqm, C8 - booth - with an area of 9.645 sqm , registered in the land no 1266 of Tg-Jiu City, with cadastral number / topo 3003;

2). property located within Tg-Jiu, Ciocârlău street no.38, Gorj county, consisting of land of 2.262 (two thousand two hundred sixty-two) sqm. land-building yards, with C1 - Administrative Group, registered in the land no.41260 of Tg-Jiu City, with cadastral number / topo 1315/1;

3). property located within Tg-Jiu, Ciocârlău street no.38, Gorj county, consisting of land of 13.589 (thirteen thousand five hundred eighty-nine) sqm. land-building yards, with C1 - Industrial building - with an area of 8498,87 square meters, registered in the land no.40061 of Tg-Jiu City, with cadastral number / topo 1315/2/1/2;

4). property located within Tg-Jiu, Ciocârlău street no.38, Gorj county, consisting of land of 6361 (six thousand three hundred sixty-one) sqm. land-building yards, with C1 - industrial, registered in the land no.41264 of Tg-Jiu City, with cadastral number / topo 1315/2/1/3
and

5). property located within Tg-Jiu, Ciocârlău street no.38, Gorj county, consisting of land of 996 (nine hundred ninety-six) sqm. land-building yards, with C1 - industrial and urban construction - with an area of 121,02 square meters, registered in the land no.41270 of Tg-Jiu City, with cadastral number / topo 1315/2/1/1/5,

- the approval of the mortgage on all future constructions, improvements, accessories and all subsequent improvements of the buildings described above, on the rents or leases present and future estates products described above and on the indemnities paid under the guarantee contracts / insurance of any kind on and in connection with the payment of such rents or leases.

to ensure initial amount of 15.000.000 RON, as was established under Credit Agreement no. 350-004 / CRD-OF / 2006 dated 08.03.2006 in the amount of 10.800.000 RON (ten million eight hundred thousand) and 4.200.000 RON (four million two hundred thousand) as addendum no. 4 dated 17.01.2008 to the Credit Agreement no. 350-004 / CRD-OF / 2006 plus any other liabilities arising out of that contract.

B) The approval of real estate mortgage on real estate located within Tg-Jiu, Ciocârlău street no.38, Gorj county, area consists of 1.063 (one thousand and sixty-three) sqm. land-building yards, with C11/1 – Milk workshop and C10 - bearing group - undocumented, registered in the land no.41263 of Tg-Jiu City, with cadastral number / topo 1315/2/1/1/6 and mortgage on all future constructions, improvements, accessories and all subsequent improvements of the building, on the present and future rents or leases produced by the building and on the indemnities paid under the guarantee contracts / insurance of any kind with respect to and in relation to the payment of such rents or leases for the entire amount of the loan in the sum of 30.000.000 RON (thirty million) credit granted under contract no. 350-004/ CRD-OF/2006 dated 13.03.2015, with all subsequent amendments, plus any other liabilities arising out of that contract, as was established as:

1) Credit Agreement no. 350-004/ CRD-OF/2006 dated 08.03.2006 in the amount of 10.800.000 RON (ten million eight hundred thousand);

2) Addendum no. 4 dated 17.01.2008 to the Credit Agreement no. 350-004/CRD-OF/2006 which increased the original amount of the loan amount of 4.200.000 RON (four million two hundred thousand)

3) Addendum no. 25 dated 03.13.2015 to the credit contract no. 350-004/CRD-OF/2006 dated 13.03.2015 which increased loan amount of 15.000.000 RON (fifteen million).

C) To approve the ratification of mortgage securities on equipments according to established security mortgage on equipments contract dated 13.03.2015 for the amount of 30.000.000 RON (thirty million).

For the avoidance of doubt mention that for the amount of 15.000.000 RON (representing the amount by which increased the loan granted under Addendum no. 25 at the Special Conditions Credit to Credit Agreement no. 350-004/CRD-OF/2006 dated of 03.13.2015), the building up of mortgage securities on equipment was approved by the EGM decision dated 09.03.2015.

Hereby takes into account only the ratification of the mortgage on equipments for furniture constituted by the mortgage agreement on equipments dated 13.03.2015 only in terms of the amount of 15.000.000 RON - initiate the loan amount.

D) The appointment of mister David Viorel, as Chairman, to represent the company with full powers as follows:

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

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

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

E) The proposal that the registration date for EGM on 26.06.2015, according to article 238 of Law 297/2004 on the capital market and its approval and the approval date of 25.06.2015 as ex-date.

If the meetings aren't statutory, they're will be held on 28.04.2015, 11 am for OGM and 11:30 am for EGM at the registered office of the Company.

At the meeting may participate and vote in the shareholders registered in the Register of Shareholders of SC CENTRAL DEPOSITORY S.A. at the end of the day 14.04.2015, as reference date.

One or more Shareholders representing individually or together at least 5% of the share capital is entitled to:

a) To put items on the agenda of the general meeting, provided that each such item is accompanied by a justification or a draft resolution proposed for adoption by the General Meeting, no later than 15:00 on 08.04.2015;

b) To submit draft resolutions for items included or to be included in the agenda of the general meeting no later than 15:00 on 08.04.2015.

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

The shareholders mentioned in the preceding paragraphs are obliged to send the materials / the questions in writing, in sealed envelopes accompanied by certified copies of identity documents, ID card for individuals, or certificate of registration for legal persons, as well as copy document proving the legal representative thereof, at the company clearly written statement in capital letters FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS of 27 / 28.04.2015 respectively FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 27 / 04.28.2015, or e-mail with electronic signature in compliance with Law no.455 / 2001 on electronic signature at actionariat@artego.ro mentioning the topic "for OGM 27 / 28.04.2015 respectively EGM 27 / 28.04.2015".

The representation of the shareholders in general meeting of shareholders can be made by anyone other than shareholders, through an general or special empowerment. A shareholder may grant a special or general power of attorney available for a period that does not exceed 3 years.

The forms of proxy in Romanian or English may be obtained from the company or from the company's website, starting on 27.03.2015. A copy of the special power of attorney in original, completed and signed, accompanied by a copy of valid identity of the shareholder (ID card in case of natural persons and certificate of registration for legal persons) shall be submitted / sent at the company up on 25.04.2015, 10:00 am, another will be provided to the representative so that it can prove as representative in the meeting. The proxies in Romanian or English accompanied by the identification documents of the shareholders may be sent by e-mail with electronic signature in compliance with Law no.455 / 2001 on electronic signature until

25.04.2015 at 10:00 am at actionariat@artego.ro, mentioning the topic "for OGM 27/28.04.2015, respectively EGM 27 / 28.04.2015".

At the date of the OGM and EGM, the designated representative will hand over the originals special proxies if they were sent by e-mail with electronic signature and a copy of valid ID assigned representative.

The shareholders of ARTEGO SA have the opportunity to vote by mail before OGM or EGM, vote by mail using the form in English or Romanian. The forms can be obtained from the company or from the company's website, starting on 27.03.2015. The correspondence voting forms completed and signed, accompanied by a copy of valid identity of the shareholder (ID card in case of natural persons or certificate of registration and a copy of the identity document of the legal representative for legal persons) can be sent to headquarters society, against receipt, so that it is recorded as received by no later than 10.00 am on 25.04.2015.

The applications received after the above date and time will not be counted in the quorum and majority in OGM respectively EGM. The voting intentions can be expressed by e-mail at actionariat@artego.ro with electronic signature stating "for OGM 27 /28.04.2015 respectively EGM 27 / 28.04.2015".

The draft resolutions, the documents and the materials for discussion OGM and EGM can be found at the company, every working day or on the company website www.artego.ro - "News" section, starting on 27.03.2015. Further informations can be obtained on tel no. 0253/226341 phone inside 124.

PRESIDENT CA,
David Viorel

SECRETARY,
Buse Diana