

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
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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: 24.02.2021

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 Directors of ARTEGO S.A. TG. JIU met on 24.02.2021 at the registered office from Ciocarlau street no. 38, Gorj county and decided to convene the Ordinary General Meeting of Shareholders on 29.03.2021 at 11.00 and to convene the Extraordinary General Meeting of Shareholders on 29.03. 2021 at 11.30 at the company's headquarters for all shareholders registered in the register of shareholders at the end of 17.03.2021, 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. Election of a member of the Board of Directors.

The deadline for submitting proposals regarding the candidacy for acquiring the quality of administrator is 17.03.2021, 12 o'clock at the company's headquarters. Nominations will be accompanied by a CV and will include information on the name, domicile and professional qualification of the candidates for the position of administrator.

The list containing the information regarding the name, domicile and professional qualification of the persons proposed for the position of administrator is available to the

shareholders, at the company's headquarters and on the company's website www.wartego.ro, section RESOURCES-INVESTOR INFORMATION-AGOA 29 / 30.03.2021 , starting with 17.03.2021, at 4 p.m.

2. Establishing the indemnity and other rights of the member elected in the Board of Directors.

3. Establishing rights for the members of the Board of Directors.

4. Presentation, debate and approval of the management report of the Board of Directors for 2020 and its discharge for 2020.

5. Presentation, debate and approval of the balance sheet, the profit and loss account for 2020 and the distribution of net profit in the total amount of 10,591,235 lei as follows:

- 4,271,602 lei - dividends, respectively 0.5264 lei / dividend gross per share.

- 5,431,473 lei - other reserves

- 381,690 lei- other reserves from the reinvested profit

- 506,470 lei - accounting loss coverage resulting from corrections

Approval of the dividend payment date on 31.05.2021

6. Presentation, debate and approval of the auditor's report for 2020.

7. Presentation, debate and approval of the revenue and expenditure budget for 2021.

8. Approval of the Board of Directors' proposal regarding the registration date on 14.05.2021 for the OGMS, according to art.86 par. 1 of Law 24/2017 on issuers of financial instruments and market operations and its approval and approval of the date of 13.05.2021 as ex-date.

For the Extraordinary General Meeting of Shareholders:

1. Approval of the reduction of the company's share capital from 22,390,412.50 lei to 20,286,865 lei, as a result of the cancellation of a number of 841,419 own shares, acquired by the company within the redemption program approved by the EGMS decision of 16.04. 2019. After the reduction of the share capital, the subscribed share capital of the company will have the value of 20,286,865 lei, being divided into 8,114,746 shares, having a nominal value of 2.5 lei / share.

2. Approval of the proposal that Mr. David Viorel as Chairman of the Board of Directors to register the reduction of the share capital at the authorized institutions.

3. . Approval of the amendment of the company's statute as follows:

ART. 5. THE OBJECT OF ACTIVITY OF THE COMPANY - paragraph (6) - is

abrogated

- **paragraph (7) - becomes paragraph (6)**

- **ART.6, para. 1 of Chapter III will have the following content:** "The share capital is 20,286,865 lei, divided into 8,114,746 shares, with a value of 2.5 lei / share."

- **ART.6, para. 2 will have the following content:** "The shareholders are made up of individuals and legal entities, highlighted in the Register of Shareholders kept by the Bucharest Central Depository. The share of participation in the profit and loss of the company, of each shareholder, is proportional to the contribution to the share capital."

- **ART .15. ORGANIZATION- para. 1 will have the following form:** "The company is managed by an odd number of directors at least 3, which constitutes the Board of Directors. The term of office of the administrators is 4 years, with the possibility of being re-elected ".

-**alin. 7** is repealed;

-**ART.15. –ORGANIZATION- paragraph (10).** -will have the following form- "The convocation will be made by the president or at the motivated request of at least 2 of the members of the board of directors or of the general manager. The Council is chaired by the President. The president appoints a secretary either from the members of the council or from outside it. In the absence of the president of the C.A., the meeting will be chaired by an administrator, elected by open vote, with the majority of votes, from among the present administrators.

-**alin. (12).** -will have the following form- "The call can be made by any form of communication: registered letter, registered telephone note, e-mail, fax. When convening the C.A. is established during the meeting of C.A. previous, the convocation will be communicated only to the administrators and / or financial auditors who were absent at the previous meeting.

-**alin. (17).** - will have the following form: "In relations with third parties, the company is represented by the chairman of the board of directors, based on and within the limits of the powers given by the general meeting of shareholders, or in his absence, by another director appointed by the board. The person representing the company signs the documents that commit it to third parties.

-**par. (20)** - will have the following form: " The chairman and the members of the board of directors remain individually or jointly and severally liable to the company, as the case may be, for damages resulting from crimes or deviations from legal provisions, for deviations from the statute or for mistakes in the administration of the company.

- **lines 8-20** - are renumbered and become 7-19.

-ART.16.ATRIBUTIONS. PCT B DUTIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS (DIRECTOR GENERAL)

- **point 9-** will have the following form: "It has in direct subordination the executive management of the company; proposes C.A. hiring, firing, duties and responsibilities of executive management; proposes C.A. disciplinary, administrative or other measures concerning executive management; proposes for approval C.A. organization chart of the company ".

- **point 13 and point 14** - is repealed.
- **points 15-20** are renumbered and become points 13-18.

CHAPTER VI- FINANCIAL AUDIT - point 1- will have the following form- “The financial statements of the company will be examined by the financial auditor, elected by the Ordinary General Meeting of Shareholders, in accordance with the law, for a period that may include several years financial.

ART. 24.- DISSOLUTION OF THE COMPANY-

- line 5 will have the following wording: "when the share capital is reduced below the legal minimum".
- line 6 will have the following form: "- when the number of shareholders falls below the legal minimum".

3.1. Approval of the power of attorney of Mr. David Viorel - Chairman of the Board of Directors in order to sign the amendment of the statute as well as the updated statute, as a result of its modification.

4. Approval of the Share Repurchase Program, as follows:

4.1 Authorization of acquisition by ARTEGO S.A. of a number of max. 811.474 shares, representing 10% of the company's share capital, in accordance with art. 103¹-107¹ of Law no. 31/1990 with subsequent amendments. Acquisition method:

- a) the acquisition of own shares up to a maximum of 10% of the total share capital of the company, respectively 811,474 shares. The nominal value of the own shares acquired by the company in this way cannot exceed 2,028,685 lei;
- b) date of redemption of shares: date of publication of the EGMS decision in the Official Gazette of Romania;
- c) the period of development of the redemption operation: maximum 18 months, from the date of publication of the EGMS decision in the Official Gazette of Romania, part-IV;
- d) they are the object of acquiring their own shares, only fully released shares.
- e) the payment of the shares to be acquired will be made from the available reserves of the company, registered in the financial statements of the company prepared on 31.12.2020
- f) the minimum value at which the own shares are to be acquired is of 2.50 lei / share and the maximum value is of 9.50 lei / share, these being established according to the way of carrying out the purchase operations in the market.
- g) the acquisition of its own shares will be made for the purpose of distribution to the company's employees.

4.2. Approval of performing share transactions and other financial instruments admitted to trading on the Romanian capital market.

4.3. Empowering the Board to perform the operations and formalities necessary for the implementation of the EGMS decision, provided in items 4.1 and 4.2 of the agenda.

5. Ratification of the decision of the Board of Directors regarding the man-machine scheme of the company, the maximum number of employees being 650.

6. Approval empowering 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.

7. Extension of credit lines.

I.) CREDIT CONTRACTED at UniCredit Bank S.A.

1) Extension of the two credit facilities contracted at UniCredit Bank S.A. (former UniCredit Ţiriac Bank S.A.), as follows:

A) working capital type credit line according to the credit contract no. 350-004 / CRD-OF / 2006 dated 08.03.2006 with all subsequent amendments, for financing the current needs of the company, in the total amount of 18,000,000 ;

B) credit line for issuing letters of bank guarantee according to the credit agreement no. 350-08 / CRD-OF / 2007 dated 25.01.2007 with all subsequent amendments, in the total amount of RON 2,200,000;

2) In order to guarantee the above mentioned credits, it is proposed to maintain the following guarantees as described in Additional Act no. 25 to the Special Lending Conditions to the 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) working capital type credit line according to the credit contract no. 350-004 / CRD-OF / 2006 dated 08.03.2006 with all subsequent amendments, for financing the current needs of the company, in the total amount of 18,000,000 RON

1. The real estate mortgage and the interdictions of alienation, encumbrance, dismemberment, rent, demolition, construction, arrangement, restructuring and attachment, the property of ARTEGO SA, on the buildings located in Targu-Jiu, str. Ciocarlau, no.38, Gorj county, identified by as follows:

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

b) identified with cadastral number / topo. 41266 (old cadastral number 3003), registered in the Land Book no. 41266 of the administrative-territorial unit Targu Jiu;

c) identified with cadastral number / topo. 1315/2/1/1/5, registered in the Land Book no. 41270 of the administrative-territorial unit Targu Jiu;

d) identified with cadastral number / topo. 41263 (old cadastral number 1315/2/1/1/6), registered in the Land Book no. 41263 of the Targu Jiu administrative-territorial unit, including on the present and future rents / leases produced by the real estate, as well as on the indemnities paid under the guarantee / insurance contracts of any kind regarding and in connection with the payment of these rents or leases

2. Real movable guarantee having as object all present and future cash availabilities / credit balances in its present and future accounts and sub-accounts opened with the Bank, according to the Real movable guarantee contract concluded on 17.01.2008, with the subsequent modifications.

3. Real movable guarantee having as object the stocks, the property of the Borrower according to the real movable guarantee contract concluded on 14.08.2009, with the subsequent modifications.

4. The movable mortgage having as object the equipments, the property of the Borrower according to the movable mortgage contract on the equipments, concluded on 10.04.2012, with the subsequent modifications.

5. Movable mortgage on money receivables and their accessories, coming from the contract / s concluded by the Borrower with its clients having the quality of debtor / s assigned according to the Movable Mortgage contract on Money receivables, concluded on 22.04.2014, with subsequent changes.

6. The movable mortgage having as object all the bank accounts and sub-accounts, present and future, opened by ARTEGO SA at the Bank, according to the Movable Mortgage Agreement on the bank accounts that will be concluded on 13.03.2015;

7. The movable mortgage having as object the stocks the property of ARTEGO SA, according to the Movable Mortgage Contract on the Stocks, concluded on 13.03.2015;

8. The movable mortgage having as object the equipments the property of ARTEGO SA, according to the Movable Mortgage Contract on the Equipments, concluded on 13.03.2015;

9. The movable mortgage on the money receivables and their accessories, coming from the contract / s concluded by ARTEGO SA with its clients, having the quality of debtor / s assigned, according to the Movable Mortgage Contract on the Money Receivables, concluded on 13.03 .2015;

10. Movable mortgage on money receivables resulting from insurance contracts / policies issued by an insurance company approved by the Bank, having as object the goods on which a guarantee has been established in favor of the Bank.

B) credit line for issuing letters of bank guarantee according to the credit agreement no. 350-08 / CRD-OF / 2007 dated 25.01.2007 with all subsequent amendments, in the total amount of RON 2,200,000;

1. The real estate mortgage and the interdictions of alienation, encumbrance, dismemberment, rent, demolition, construction, arrangement, restructuring and attachment, the property of ARTEGO SA, on the buildings located in Targu-Jiu, str. Ciocarlau, no. 38, Gorj county, identified with :

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

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

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

including on the present and future rents / leases produced by the real estate, as well as on the indemnities paid under the guarantee / insurance contracts of any kind regarding and in connection with the payment of these rents or leases.

2. Real movable guarantee having as object all present and future cash availabilities / credit balances in its present and future accounts and sub-accounts opened with the Bank, according to the Real movable guarantee contract concluded on 09.01.2008.

3. Real movable guarantee having as object the stocks, the property of the Borrower according to the real movable guarantee contract, concluded on 14.08.2009, with the subsequent modifications.

4. Movable mortgage on money receivables and their accessories, coming from the contract / s concluded by the Borrower with its clients having the quality of debtor / s assigned according to the Movable Mortgage on Cash Receivables contract concluded on 22.04.2014, with subsequent changes.

5. The movable mortgage having as object all the bank accounts and sub-accounts, present and future, opened by ARTEGO SA at the Bank, according to the Movable Mortgage contract on the bank accounts dated 13.03.2015.

6. Movable mortgage having as object the stocks owned by ARTEGO SA, according to the Movable Mortgage contract on Stocks dated 13.03.2015.

7. Movable mortgage on money receivables and their accessories, coming from the contract (s) concluded by ARTEGO SA with its clients, having the quality of debtor / s assigned, according to the contract of Movable Mortgage on Money Receivables dated 13.03.2015 .

8. Movable mortgage on money receivables resulting from insurance contracts / policies issued by an insurance company approved by the Bank, having as object the goods on which a guarantee has been established in favor of the Bank.

3). The appointment of Mr. David Viorel, as President of C A, to represent the company with full powers as follows:

a) to negotiate, agree on, conclude and sign in the name and on behalf of ARTEGO SA the additional documents to the credit agreement 350-004 / CRD-OF / 2006 dated 08.03.2006 with all subsequent amendments and additional documents to guarantee contracts, as well as additional documents to the credit agreement 350-08 / CRD-OF / 2007 of 25.01.2007 with all subsequent amendments and additional documents to the guarantee contracts, necessary to extend their validity, contracts for the establishment of new movable guarantees and real estate, as well as any other documents or instruments that are ancillary, related to or referred to in the credit agreement, movable and immovable security contracts or any other documents, as well as to sign any other forms, requests that may be necessary and useful in connection with these transactions concluded with UniCredit Bank SA

b) Also, Mr. David Viorel is empowered to represent with full powers before the Bank, the Notary Public, the central and local public authorities, as well as any other natural and / or legal persons, to negotiate / renegotiate and accept the contractual clauses, to sign all credit agreements and of guarantees concluded with the Bank, to sign any subsequent additional documents, including but not limited to: subsequent extensions, cost changes, changes in the structure of guarantees, reallocations, rescheduling, etc., even if they will be more burdensome for the company, until the express revocation of this mandate.

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

II) CONTRACT DE CREDIT la Intesa San Paolo Bank

1) Approval of the extension of the date of use of the cash, multicurrency credit ceiling, with a 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 amount of 9,000,000 (nine million lei), 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) urban courtyard-construction 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 sqm, 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) urban yard-construction land with an area of 1,575 sqm, located in Targu Jiu, str. Ciocarlau, no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/10, together with construction C63 with 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;

- ✓ - Real estate mortgage, for the amount of 3,500,000 (three million five hundred lei), 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) urban courtyard-construction 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 sqm, 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) urban yard-construction land with an area of 1,575 sqm, 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;

- Real estate mortgage, for the amount of 2,500,000 (two million five hundred lei), 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, the property of 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) urban courtyard-construction 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 sqm, 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) urban yard-construction land with an area of 1,575 sqm, 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;

- ✓ The movable mortgage on the receivables resulting from the development of the Supply Framework Agreement no. 15074 / 17.09.2015 and the subsequent supply contracts concluded with CET GOVORA S.A., registered in the Electronic Archive of Real Movable Guarantees;
- ✓ Movable mortgage on current bank accounts in lei and foreign currency opened by the Borrower at the Bank, registered in the Electronic Archive of Real Movable Guarantees;
- ✓ The movable mortgage on the receivables resulting from the development of the contract no. 105/2020 concluded with SIBAN P.E.O.S.A. Spain, including subsequent additional documents / subsequent commercial contracts, registered in the Electronic Archive of Real Movable Guarantees;
- ✓ The movable mortgage on the receivables resulting from the development of the contract no. 1157/2020 concluded with CHIMEXIM S.A., including subsequent additional documents / subsequent commercial contracts, registered in the Electronic Archive of Real Movable Guarantees;
- ✓ The movable mortgage on the receivables resulting from the development of the contract no. 22/2020 concluded with DRAMIKOM DOO Beograd Serbia, including subsequent additional documents, subsequent commercial contracts, 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 of the Credit and Guarantee Agreements, including, but not limited to the purpose, type, use, extension / increase / decrease of credits and the object of guarantees.

III) CREDIT CONTRACTED to ING Bank NV Amsterdam

1. Approval for the maintenance of the credit in the amount of EUR 400,000 and of the accessory costs, contracted from ING Bank NV Amsterdam.
2. Approval of maintaining the credit guarantee with the following:

A. Real estate guarantees:

- 1). Real estate property with no. cadastral 1315/2/1/1/1/12, consisting of land with an area of 3,611 sqm and weighing cabin with a built area of 16.67 sqm, (weighing cabin) registered in CF no. 47071 (derived from the paper conversion of CF no. 24796);
- 2). real estate with no. cadastral 1315/2/1/1/8, consisting of land with an area of 531 sqm and industrial and urban constructions with a built area of 215.14 sqm, (commercial space) registered in CF no. 39574 (derived from the paper conversion of CF no. 24782);
- 3). real estate with no. cadastral 4327, consisting of land with an area of 1,000 square meters, registered in CF no. 47079 (derived from the paper conversion of CF no. 24803);
- 4). real estate with no. cadastral 4296, consisting of land with an area of 4,760 sqm, together with the building built with an area of 12.42 sqm (deep well) registered in CF no. 47074 (derived from the paper conversion of CF no. 24805);
- 5). real estate with no. cadastral 39572 (old cadastral number 3201), consisting of land with an area of 10,073.17 sqm, registered in CF no. 39572 (derived from the paper conversion of CF no. 24801);
- 6). real estate with no. cadastral 37200, consisting of land with an area of 1,395 sqm, registered in CF no. 37200;
- 7). real estate with no. cadastral 37202, consisting of land with an area of 9,632 sqm, registered in CF no. 37202.

B. Movable guarantees:

1) .the receivables coming from the contracts / commercial relations of S.C. ARTEGO S.A. with MASANES SERVINDUSTRIA S.A.

3. For the signing of the credit contract, of the additional documents, of the guarantee contracts, as well as of any other documents that the bank will request in connection with this credit, it is proposed to empower Mr. David Viorel - President of C.A.

IV) CREDIT CONTRACTED to 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 hundredths) from 28.01.2022 to 27.01.2023.

2. Approval of the maintenance of guarantees on some assets from the company's patrimony and other goods, as follows, in order to guarantee the credit line mentioned above:

a) Real estate mortgage on the following real estate:

- mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction category, with an area of 1,271 sqm, together with the constructions C1 - Administrative group, with a built-up area of 161.32 sqm and C2 -

Administrative group, with a built-up area of ground of 151.81 sqm, registered in CF no. 39568 ATU Târgu Jiu (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;

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction category, with an area of 6,705 sqm., Together with the construction of the Oxygen Factory, registered in CF no. 37455 ATU Târgu (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;

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău 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 CF no. 39567 ATU Târgu Jiu (derived from the paper conversion of CF no. 24781), with no. cadastral 39567 for land (old cadastral no. 1315/2/1/1/7) and no. cadastral 39567-C1 for construction;

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction category, with an area of 5,047 sqm, together with the construction of C59 - Drum reconditioning section, registered in CF no. 39579 ATU Târgu Jiu (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;

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău no. 38, Gorj county, composed of urban land, yard-construction use category, with an area of 3,744 sqm, registered in CF no. 39564 ATU Târgu Jiu (derived from the paper conversion of CF no. 24784), with cadastral number 39564 (old cadastral no. 1315/2/1/1/10);

-mortgage on the building located in Târgu Jiu Municipality, str. Ciocarlău 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 CF no. 39562 ATU Târgu Jiu (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;

-mortgage on the building located in Tg Jiu, Ciocarlau street, no. 38, registered in CF no. 47078 (derived from the paper conversion of CF no. 24787), composed of urban yard-construction land with a measured area of 9,280 sqm, no. cadastral 47078 for land (old cadastral no. 1315/2/1/1/1/3), together with the constructions: demineralization station, no. I'm falling. 47078-C1; demineralization station annex, no. I'm falling. 47078-C2; demineralization station basin, no. I'm

falling. 47078-C3; locker room, no. I'm falling. 47078-C4; thermal power plant, no. I'm falling. 47078-C5; compressor station warehouse, no. I'm falling. 47078-C6;

-mortgage on the building located in Tg Jiu, Ciocarlau street, no. 38, registered in CF no. 41246 (derived from the paper conversion of CF no. 24789), composed of urban-courtyard-construction land with a measured area of 17,758 sqm, no. I'm falling. 41246 (old cadastral no. 1315/2/1/1/1/5), together with the constructions: basin, no. cad 41246-C1; pump house no. I'm falling. 41246-C2; basin, no. I'm falling. 41246-C3; thermal power plant, no. I'm falling. 41246-C4; industrial construction, no. I'm falling. 41246-C5; after impact, no. I'm falling/. 41246-C6; recirculated water basin, no. I'm falling. 41246-C7; cooling tower, no. I'm falling. 41246-C8; pump station, no. I'm falling. 41246-C9; cooling tower, no. I'm falling. 41246-C10; industrial and urban construction, no. I'm falling. 41246-C11; industrial and urban construction, no. I'm falling. 41246-C12; industrial and urban construction, no. I'm falling. 41246-C13; industrial and urban construction, no. I'm falling. 41246-C14; industrial and urban construction, no. I'm falling. 41246-C15; chlorination station, no. I'm falling. 41246-C16; metal warehouse, no. I'm falling. 41246-C18.

b) The movable mortgage on the receivables deriving from the indemnification rights coming from the production of an insured risk regarding the real estate provided at let. a) above;

c) Movable mortgage on the present and future accounts of the company, opened at Credit Europe Bank;

d) The movable mortgage on the receivables coming from the commercial contracts concluded by the company with its clients, accepted by Credit Europe Bank, so that the remaining amount receivable from these contracts has a minimum coverage rate of 50% of the loan amount granted.

3. Designation of Mr. David Viorel, as Administrator and Chairman of the Board of Directors, for signing the financing documents (credit agreement and related additional documents / Revised Special Conditions, real estate mortgage contracts and related additional documents, movable mortgage contracts on receivables and current accounts, additional documents, all applications, documents related to the implementation of this decision) and to fulfill all the formalities necessary for the registration of mortgages in the advertising registers.

V) CREDIT CONTRACTED to GarantiBank S.A. Romania

A. Approval of the extension of the revolving credit facility contracted to GarantiBank S.A. Romania, as follows:

Facility 1: The revolving credit facility, used in order to finance the current activity of the Borrower, up to a maximum of RON 1,000,000 (one million);

Facility 2: Revolving credit facility used for issuing bank commitments (bank guarantee letters), up to a maximum of RON 3,000,000 (trillion);

Facility 1 and Facility 2: During the entire validity period of this contract, the maximum amount used cumulatively under Facility 1 and Facility 2 of this contract, will never exceed the value of RON 3,000,000 (trillion). The Bank has the right to refuse any use that this value.

B. Approval to maintain the above-mentioned credit facility guarantee with the following:

- Movable mortgage on all accounts opened by the company at GarantiBank S.A .;
- Movable mortgage on the goods (equipment) owned by the company, as follows: USSR calender with inventory number 418095, textile calender with inventory number 418953, textile calender with inventory number 415466, mixed calender with inventory number 415472 and Romanian calender line IMGB with inventory number 212409.

During the entire validity period of this contract, the maximum amount used cumulated within facility a) and b), may never exceed the value of 3,000,000 lei (three million). The bank has the right to refuse any use that exceeds this value.

9. Approval of the CA proposal regarding the registration date on 14.04.2021 day for the EGMS, according to art.86 par. 1 of Law 24/2017 on issuers of financial instruments and market operations and its approval and approval of the 13.04.2021 date 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 - "NEWS" Section, starting with 27.02.2021. Additional information can be obtained at tel no. 0253/226341 int 124. If the meeting is not statutory, the reconvening will take place on 30.03.2021, 11 hours for the OGMS, respectively 11.30 hours 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 17.03.2021, 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 justification or a draft decision proposed for adoption by the general assembly, no later than 12.03.2021 at 15;

b) To present draft decisions for the items included or proposed to be included in the agenda of the general assembly, no later than 12.03.2021 at 3 p.m .;

Shareholders have the right to ask questions on the agenda items of the OGMS and the EGMS. The company will formulate a general answer for 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, bulletin / identity card in case of individuals, respectively registration certificate in case of legal entities, as well as copy of the act 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 DATED 29 / 30.03.2021 and respectively FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 29 / 30.03.2021 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 mentioning on the subject "for OGMS 29 / 30.03.2021" respectively "for EGMS 29 / 30.03.2021" .

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 27.02.2021. 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 the end of the day of 27.03.2021, respectively at 4 pm, 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 the end of March 27, 2021, respectively at 4 pm at the address actionariat@artego.ro mentioning on the subject "for OGMS 29 / 30.03.2021" respectively "for EGMS 29 / 30.03.2021". La data desfasurarii AGOA respectiv AGEA, reprezentantul desemnat va preda originalele imputernicirilor speciale, in cazul in care au fost transmise prin e-mail cu semnatura electronica extinsa si o copie a actului de identitate valabil a reprezentantului desemnat.

The shareholders of SC ARTEGO SA have the possibility to vote by correspondence, before the OGMS or EGMS, 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 27.02.2021. The completed and signed correspondence voting forms accompanied by the copy of the valid identity document of the shareholder (bulletin / identity card in the case of individual shareholders respectively registration certificate and the copy of the identity document of the legal representative in case of legal entities) can be sent to the headquarters the company, with confirmation

of receipt, so that they can be registered as being received until the end of the day of 27.03.2021, respectively at 4 pm.

The forms received after the above date and time will not be taken into account for determining the quorum and the majority in the OGMS or EGMS. The voting option can be expressed by e-mail at actionariat@artego.ro, with the electronic signature mentioning "for OGMS 29 / 30.03.2021" respectively "for EGMS 29 / 30.03.2021".

THE PRESIDENT

David Viorel

Secretary

Borcoci Alisa

