



ARTEGO S.A.

ADRESA: Str. Ciocarlau nr. 38
TG-JIU – 210103, GORJ, ROMANIA;
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Capital social: 20.286.865 lei



**Benzi transport, Garnituri, Placa tehnica, Covoare, Flexiblocuri, Burdufi
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PROJECT FOR THE AGEA DECISION DATED 23/24.04.2026

EGMS DECISION

Extraordinary General Meeting of Shareholders ARTEGO S.A. , based in Tg. Jiu, str. Ciocarlau, no. 38, Gorj county, CUI RO2157428, was convened in accordance with the legislation in force, at the registered office of the company, on 23/24.04.2026 at 11.30.

The EGMS is at the first / second convocation. The convocation was published in the Official Gazette of Romania, part IV. The meeting was attended by the shareholders registered in the Register of Shareholders on the reference date of 03.04.2026.

Out of the total of 8.144.746 shares issued, shares were present and represented at the meeting, representing% of the total shares issued.

The EGMS is statutory and legally constituted.

The EGMS decides unanimously / by a majority of votes as follows

1. I. Approved / rejected- Contracting from ING Bank N.V. Amsterdam Bucharest Branch (“Bank”) four credit facilities as follows:

- 1) a credit line in the amount of Eur 2,000,000 according to contract 14228/04.02.2014 for financing working capital;
- 2) a line for issuing letters of bank guarantee in the amount of Ron 5,000,000 according to contract 14228/01 of 26.04.2021;
- 3) a line for issuing letters of bank guarantee in the amount of Ron 700,000 according to contract WB/NW/1775 of 29.12.2021. This line is guaranteed with cash collateral.
- 4) a line for issuing letters of bank guarantee in the amount of Ron 800,000 under contract WB/NW/1502 of 16.11.2022. This line is guaranteed with cash collateral.

II. Approved / rejected- The guarantee of all financial obligations (loans, interests, penalties, other costs) arising from the credit facilities mentioned in point I, subpoints 1) and 2) above, will be made with:

Real estate mortgage on urban land with an area of 20,617 sq m and the construction built on it, with cadastral number 1315/2/1/1/2, CF 40066;

- Pledge on the company's stocks, located at 38 Ciocirlau Street, Management G26 – Raw Materials (Cord, Fabrics) and Management G46 - Stocks;

- Assignment of receivables related to at least the following commercial relationships: 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; FMD Fordergurt Manufaktur Deutschland GMBH, Lutze Iinternational Europe GMBH Co.KG.

- Mortgage on all company accounts opened at Ing Bank

For the negotiation of the terms of the credit facility, the signing of the credit contracts, the guarantee contracts (furniture/real estate), any additional documents arising from these contracts (e.g. additional documents for reducing or extending credit facilities), as well as any other documents that the Bank will request from the company in order to grant the credit facilities, we authorize Mr. DAVID VIOREL, holding the position of GENERAL DIRECTOR, his/her signature being fully opposable to the company, the authorization is valid for a period of 1 year.

2. . Approved / rejected - Approval of the modification and update of the company's statutes as follows:

Art.5 (4). Other activities – is supplemented with a new activity:

0240 Service activities ancillary to forestry

Paragraph is deleted. (5) and (6) from ART. 5.

ART. 6., paragraph (2) – is amended as follows:

(2). The shareholders are made up of individuals and legal entities, recorded in the Shareholders Register kept by the Central Depository of Bucharest, as follows:

- A.S. PAS ARTEGO – 6,968,820 shares, respectively 85.8784% of the share capital;
- The State Assets Administration Authority – 2 shares, respectively 0.0001% of the share capital;
- Legal entities – 35,619 shares, respectively 0.4389% of the share capital;
- Individuals – 1,110,305 shares, respectively 13.6827% of the share capital.

The share of participation in the company's profit and loss, of each shareholder, is proportional to the contribution to the share capital.

ART. 9., paragraph (1) is amended as follows:

(1). Each share grants its holder the right to one vote in the general meeting of shareholders, the right to be elected to the management bodies, the right to participate in the distribution of benefits, according to the provisions of this statute and the legal provisions, as well as other rights provided for in the statute.

ART. 11., paragraph (2) – will have the following content:

(2). The general meetings of shareholders are ordinary and extraordinary and have the following main attributions:

- a). - elects the members of the board of directors (administrators) and the firms that will audit the company's financial statements, establishes their remuneration for the current year, decides on the management of the administrators and dismisses the administrators and audit firms (financial auditors);
- b). - elects the chairman of the board of directors, who is also the general manager;
- c). - establishes the salary level of the members of the board of directors, the general manager and the financial auditors, in accordance with the provisions of the law;
- d). - establishes the income and expenditure budget and, where applicable, the activity program for the following financial year;
- e). - examines, approves or modifies the balance sheet and the profit and loss account, after analyzing the reports of the board of directors and the audit firm, approves the distribution of profit;
- f). - decides on the contracting of long-term bank loans, including external ones, if their level exceeds the value of 0.7 million Euros or the equivalent in lei and of short-term ones exceeding 3 million Euros;
- g). - examines and approves the conclusion of the acquisition, alienation, exchange or provision as collateral of assets from the category of fixed assets of the company, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less receivables;
- h). - examines and approves the rental of tangible assets, for a period of more than one year, whose individual or cumulative value to the same co-contractor or the same persons involved or acting in concert exceeds 20% of the value of the total fixed assets, less the fixed receivables upon conclusion of the legal act, as well as associations for a period of more than one year that exceed the same value;
- i). - decides on the increase or reduction of the share capital, on the modification of the number of shares or their nominal value, as well as on the transfer of shares;
- j). - decides on the transformation of the legal form of the company;

- k). - decides on the change of the field and main activity of the company;
- l). - decides on the merger, division, dissolution and liquidation of the company;
- m). - analyzes the reports of the board of directors regarding the status and prospects of the company regarding profit and dividends, position on the domestic and international market, technical level, quality, workforce, environmental protection, customer relations;
- n). - decides on legal action against the members of the board of directors, the general manager and the financial auditors, for damages caused to the company;
- o). - decides on any other issues regarding the company, in areas that are not within the competence of other management bodies.

In ART. 15, the following paragraphs are amended as follows:

(15). The board of directors may delegate to one or more of its members certain powers on limited issues and may use experts to study certain issues.

Directors may be appointed from among the directors or from outside the board of directors.

ART. 16., letter A, point 1 is amended as follows:

A. DUTIES OF THE BOARD OF DIRECTORS

1. Decides on:

-moving the company's headquarters;

-changing the company's secondary business activity;

-establishing and closing down secondary headquarters: branches, agencies, representative offices or other such units without legal personality.

ART. 16., letter A, point 22 is deleted.

ART.16., letter B point 3 is amended:

3. Convenes and chairs the meetings of the board of directors, according to the provisions of the company's statutes and the relevant legal provisions;

In ART.16., letter B, a new point is introduced:

19. Sign the updated company statutes.

In CHAPTER VI, point 1 becomes ART. 17, and point 2 becomes ART. 18.

CHAPTER VII, paragraph 1 becomes ART. 19, paragraph 2 becomes ART. 20, and paragraph 3 becomes ART. 21.

The articles in CHAPTER VIII, IX and X are renumbered as follows:

ART. 17 becomes ART. 22;

ART. 18 becomes ART. 23;

ART. 19 becomes ART. 24;

ART. 20 becomes ART. 25;

ART. 21 becomes ART. 26;

ART. 22 becomes ART. 27;

ART. 23 becomes ART. 28;

ART. 24 becomes ART. 29;

ART. 25 becomes ART. 30;

ART. 26 becomes ART. 31;

ART. 27 becomes ART. 32.

3. . Approved / rejected- Approval of the proposal of the Board of Directors regarding the registration date on 15.05.2026 for the EGMS, according to art. 87 paragraph 1 of Law 24/2017 on issuers of financial instruments and market operations and its approval and approval of the date of 14.05.2026 as ex-date.

Presidente ,
David Viorel

