

*Translation from Romanian*

**DECISION DRAFT  
OF THE ORDINARY GENERAL MEETING  
OF ELECTROARGEŞ S.A.'s SHAREHOLDERS,**

Registered in the Trade Register with No. J03/758/1991

Tax Registration Code: RO 156027

Legally summoned on 25.04.2019, at 10<sup>00</sup>, at the Company's registered office in Curtea de Argeş, str. Albeşti nr.12 , jud Argeş, the Ordinary General Meeting of SC Electroargeş S.A.'s Shareholders (the Meeting) has been held, at the first summons, in accordance with the provisions of art. 112 of Law 31/1990R, Law 24/2017 and the Company's Articles and Memorandum of Association.

A number of \_\_\_\_ shareholders attended the meeting – present and represented – of a total of \_\_\_\_ shareholders, holding a number of \_\_\_\_\_ total shares – representing \_\_\_\_\_% of the total number of \_\_\_\_\_ shares.

The shareholders entered on the Attendance List were entitled to attend and vote in the Meeting according to the voting rights established by the Company's Shareholders Register on the date of reference **15.04.2019**.

Following the debates which were held in accordance with the provisions of Law 31/1990R and the Company's Articles and Memorandum of Association, the Ordinary General Meeting of Shareholders,

**DECIDES:**

**Art. 1.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

The Individual Financial Statement for the financial year 2018 based on the Board of Directors' and Financial Auditor's Reports.

**Art. 2.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

Approval of the distribution of net profit from the financial year 2018 as follows:

- a dividend of 0.12 lei per share;
- the amount of 1,525,967.84 lei in "Reserves - fixed assets from the reinvested profit"
- profit margin for own development sources, respectively 2,360,394.48 lei.

**Art. 3.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

Discharging the administrators for managing the financial year 2018;

**Art. 4.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

Electroargeş S.A.'s consolidated financial statement for 2018, prepared according to IFRS.

**Art. 5.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

Income and Expenditure Budget for 2019.

**Art. 6.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

The Investment Program for 2019 and mandating the Board of Directors to approve the modification of the program according to the specific economic needs of the Company.

**Art. 7.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

The List of depreciable fixed assets and inventory items proposed for disposal and recovery through sale in 2019 and mandating the Board of Directors to approve their sale in 2019, according to the legal provisions, within the Board of Directors' competence provided by applicable laws.

**Art. 8.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

The Board of Directors' mandate by the Ordinary General Meeting of Shareholders in 2019 to approve the contracting of loans and extending the current credit lines for production and investment, pledging of assets and assignment of receivables necessary for contracting credits, in accordance with applicable laws, within the Board of Directors' competence provided by applicable laws.

**Art. 9.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

The Amortization of Tangible and Intangible Assets Regime for the financial year 2019, in accordance with the applicable laws;

**Art. 10.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

Mandating the Board of Directors, if the Ordinary General Meeting of Shareholders approves the distribution of dividends for 2018, to approve and undertake all legal and administrative steps to pay dividends to shareholders within the legal deadline provided by laws and regulations for the capital market;

**Art. 11.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

Date of registration, in accordance with the provisions of art. 86, paragraph 1 of Law 24/2017 and ASF Regulation 5/2018 to be 11.06.2019, ex-date 10.06.2019 and payment date 25.06.2019;

**Art. 12.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

Ratification of the Electroarges S.A.'s Board of Directors' Decisions: 226 / 15.11.2018 (regarding the extension of the financial auditor's mandate until the first General Meeting of Shareholders) and the other Electroarges S.A. Board of Directors' decisions from 2018 and 2019 until the date of this General Meeting of Shareholders.

**Art. 13.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

Designating, as the Electroarges S.A.'s financial auditor, for a period of 3 (three) years, respectively until 25.04.2022, of \_\_\_\_\_;

**Art. 14.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

Electroarges S.A. 's Organizational Chart for 2019 and mandating the Board of Directors to change the Organizational Chart according to the specific economic needs of the Company;

**Art. 15.** Approves/Does not approve with a majority of \_\_\_\_\_ "FOR"/"AGAINST" votes (voting rights) representing \_\_\_\_\_ % of the total of \_\_\_\_\_ votes cast in the Meeting:

The appointment of the Board of Directors' Chairman, Mr. Ștefan Constantin, and/or the General Director, Mr. Zisu Robert, to authorize the person or the persons to take the necessary steps with Argeș Trade Register Office and Notary Public's Office for registering the decision and other documents approved by the Ordinary General Meeting of Shareholders of 25,26.04.2019;

Prepared today \_\_\_\_\_.

AGOA Meeting Chairman

AGOA Secretariat