

*Translation from Romanian*

**DECISION DRAFT  
OF THE ORDINARY GENERAL MEETING  
OF ELECTROARGEȘ S.A.'s SHAREHOLDERS,**  
Registered in the Trade Register with No. J03/758/1991  
Tax Registration Code: RO 156027

Legally summoned on 27.04.2020, at 10<sup>00</sup>, at the Company's registered office in Curtea de Argeș, str. Albești nr.12, jud Argeș, the Ordinary General Meeting of SC Electroargeș S.A.'s Shareholders (the Meeting) was 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 – out 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 **10.04.2020**.

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 2019 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 2019 as follows:

a) The distribution of 625,249.90 lei from the profit for the year 2019 in "Reserves - Fixed assets from reinvested profit".

b) Distribution of the profit difference for the year 2019 to its own development sources.

**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:

The distribution of a gross dividend in the amount of 0.06 lei per share, out of the profit undistributed for 2012.

**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:

Discharge of the Managing Directors for the financial year 2019.

**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:

Electroarges S.A.'s consolidated financial statement for 2019, prepared according to IFRS.

**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 Income and Expenditure Budget for 2020.

**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 Investment Program for 2020 and the mandating of the Board of Directors to approve the modification of the program according to the specific economic needs of the Company.

**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 List of depreciable fixed assets and inventory items proposed for disposal and recovery through sale in 2020 and mandating the Board of Directors to approve their sale in 2020, according to the legal provisions, 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:

Mandating the Board of Directors by the Ordinary General Meeting of Shareholders in 2020 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. 10.** 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 2020, in accordance with the applicable laws.

**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:

Mandating the Board of Directors, if the Ordinary General Meeting of Shareholders approves the distribution of dividends, 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. 12.** 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 11.06.2020, ex-date 10.06.2020 and payment date 25.06.2020.

**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:

Ratification of the Electroargeş S.A.'s Board of Directors' Decisions: 227/26.02.2019, 228/15.03.2019, 229/25.03.2019, 230/23.03.2019, 231/08.07.2019, 232/15.07.2019, 233/18.10.2019, 234/28.12.2019, 235/21.01.2020, 236/28.02.2020 and 237/16.03.2020.

**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:

SC ELECTROARGES SA's Organizational Chart for 2020 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:

Mandating the Board of Directors’ Chairman and/or the Vice-Chairman to authorize the person or the persons to take the necessary steps with Trade Register Office and wherever necessary for registering the decision and other documents approved by the Ordinary General Meeting of Shareholders of 27,28.04.2020.

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

AGOA Meeting Chairman

AGOA Secretariat