

**BALLOT BY CORRESPONDENCE**  
**for the Extraordinary General Meeting of Shareholders of Cemacon S.A.(OGMS)**  
**dated 28.04.2022**

**For Individuals**

The undersigned, [\_\_\_\_\_],

(Name and surname of the natural person shareholder)

identified by \_\_\_\_ (ID), series\_\_\_\_, number\_\_\_\_, issued by \_\_\_\_\_ on \_\_\_\_\_,  
identification number \_\_\_\_\_, domiciled in locality \_\_\_\_\_, County \_\_\_\_\_,

legally represented by [\_\_\_\_\_],

(Name and surname of the legal representative of the natural person shareholder, only for the natural person shareholders lacking the capacity to exercise or having limited capacity to exercise)

identified by \_\_\_\_ (ID), series\_\_\_\_, number\_\_\_\_, issued by \_\_\_\_\_ on \_\_\_\_\_,  
identification number \_\_\_\_\_, domiciled in locality \_\_\_\_\_, County \_\_\_\_\_,

holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_ % from a total number of \_\_\_\_\_ shares issued by CEMACON S.A., registered with the Trade Register Office attached to the Law Court of Cluj under number J12/2466/2012, sole registration code RO 677858, with the registered office in Cluj-Napoca, 178K Calea Turzii, 1<sup>st</sup> floor, Cluj County (hereinafter referred to as the **"Company"**),

which gives me \_\_\_\_\_ voting rights, representing \_\_\_\_\_% from the paid up share capital and \_\_\_\_\_% from the total voting rights in the OGMS,

**For legal entities**

The subscribed, [\_\_\_\_\_],

(Name of legal person shareholder)

with the registered office situated in \_\_\_\_\_, registered with the Trade Register Office /similar entity for the nonresident legal entities under the number [\_\_\_\_\_], sole registration code / equivalent registration code for the nonresident legal entities [\_\_\_\_\_],

legally represented by [\_\_\_\_\_]

(Name and surname of the legal representative of the legal entity shareholder, as they appear in documents proving his/her status as representative)

holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_ % from a total number of \_\_\_\_\_ shares issued by CEMACON S.A., registered with the Trade Register Office attached to the Law Court of Cluj under number J12/2466/2012, sole registration code RO 677858, with the registered office in Cluj-Napoca, 178K Calea Turzii, 1<sup>st</sup> floor, Cluj County (**Company**),

which gives us \_\_\_\_\_ voting rights, representing \_\_\_\_\_% from the paid up share capital and \_\_\_\_\_% from the total voting rights in the OGMS,

being aware of the Agenda of the Extraordinary General Meeting of the Shareholders, convened for the date of 28.04.2022, starting at 11 o'clock, and of the documentation and informative materials provided by the Company in connection with the respective Agenda, by this form I exercise my voting right by correspondence, within the Ordinary General Assembly of the Shareholders taking place at the Company's headquarters in Cluj-Napoca, 178K

Calea Turzii, 1<sup>st</sup> floor, Cluj County, as follows:

1. For item no. 1 of the Agenda, namely approval of the increase of the share capital of the company Cemacon SA, in two stages, with the amount of 42,980,550.3 lei, from the current level of the share capital of 50,565,353.3 lei, to the maximum level of 93,545,903.6 lei by issuing a number of 429,805,503 own shares, in order to finance the development of the company and to provide sources for accessing European financing programs.

1.1. The increase of the share capital is made in cash, in two stages, by issuing a number of 429,805,503 new shares, each with a nominal value of 0.1 lei / share, and the issue premium of 0.0500 lei, as follows:

a) In Stage I: the right of preference is granted to the existing shareholders, in proportion to the participation shares held by them on the established registration date. During the subscription period, the shareholders can make subscriptions at a price of 0.1500 lei representing 0.1 lei / share, the nominal value to which is added the issue premium of 0.0500 lei. A number of 1.1764 preference rights is required to subscribe for a newly issued share.

b) In Stage II: the shares that are not subscribed or paid in full by the shareholders until the expiration of the term for exercising the pre-emptive right, may be subscribed by the holders of pre-emptive rights who have subscribed in Stage I of the increase operation. capital, pro-rata, relative to the number of shares held at the date of registration. The subscription price in Stage II is 0.1500 lei / share, representing 0.1 lei / share, the nominal value plus the issue premium of 0.0500 lei.

c) The period in which shares may be subscribed within the exercise of the right of preference in Stage I will be 31 days from the date of approval of the prospectus by the A.S.F. The subscription term in Stage II is 3 calendar days.

d) If, as a result of the exercise of the preferential rights, the mathematical calculation results in fractions of shares, the number of shares due to the respective shareholder will be rounded down to the lower natural number, lower

e) Preference rights will not be tradable

1.2. The increase of the share capital is made within the limits of the amounts actually subscribed and paid into the company's account, the new shares issued and remaining unsubscribed at the end of Stage II will be canceled.

1.3. The subscription operation will be carried out on the basis of a prospectus approved by the FSA. The subscription operation from Stage II will be carried out in compliance with the provisions of Law no. 24/2017 and of the FSA Regulation no. 5/2018.

1.4. Empowerment of the Board of Directors to establish the price for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results, according to the provisions of 91 par. (5) of Law no. 24/2017 and, respectively, art. 176 of the FSA Regulation no. 5/2018, a price that cannot be lower than the highest value between the market value and the nominal value of the respective financial instrument.

for                      against                      abstention

                                          

2. For item no. 2 on the Agenda, in case of approval of point 1, the power of attorney, the board of directors according to the provisions of art. 114 para. (1) of Law no. 31/1990 to approve the effective increase of the share capital according to the subscriptions and payments made within the two stages of increase of the share capital.

for                      against                      abstention

                                          

3. For item no. 3 of the agenda, in the case of the approval of point 1, the approval of the amendment of art. 3.1 of the articles of association in relation to the number of shares subscribed and paid, respectively by the payments made following the increase of the share capital

for                      against                      abstention

                                          

4. For item no. 4 of the agenda, in case of the approval of point 1, the empowerment of the Board of Directors for the adoption of measures in order to fulfill all the formalities necessary for the increase of the share capital in accordance with the legal provisions in force.

for                      against                      abstention

                                          

5. For item no. 5 of the agenda, namely approval of the mandate of the Board of Directors to conclude legal acts in the name and on behalf of the company, by which to engage loans from banking or leasing companies, to acquire assets and assets for the company or to alienate its assets or assets, to rent , to exchange or constitute as collateral goods in the company's patrimony, whose value exceeds 20% of the book value of the company's assets at the date of concluding the legal act.

for                      against                      abstention

                                          

6. For item no.6 of the agenda, namely approval of the completion of the secondary object of activity of the company CEMACON S.A., respectively the completion of Art. 2.1, with the following CAEN code: -3511 - Production of electricity.

for                      against                      abstention

                                          

7. For item nr.7 on the agenda, namely Approval of the elimination of art. 7.3 of the Articles of Association of CEMACON SA and the renumbering of art. next.

for                      against                      abstention

                                          

8. For item 8 of the agenda, respectively the approval of the date of 21.07.2022 as the registration date for the identification of the shareholders affected by the OGMS decisions.

for                      against                      abstention

                                          

9. For item 9 of the agenda, respectively the approval of the date of 20.07.2022 as exdate.

for                      against                      abstention

                                          

10. For item 10 of the agenda, respectively the approval of the date of 22.07.2022, as the date of payment, for the payment of the equivalent value of the fractions of shares resulting from the procedure of the increase of the share capital.

for                      against                      abstention

                                          

11. For agenda item 14, respectively the authorization of the Chairman of the Board of Directors, Mr. Daniel Sologon, to sign on behalf of the shareholders all decisions to be adopted by the EGMS and to complete all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of sub-mandate to third parties. Within the mandate granted, Mr. Sologon Daniel and any of his sub-representatives will be able, without being limited to them, to fulfill all the necessary formalities for the signing in the name and on behalf of the shareholders of the EGMS Decisions, and the updated articles of association. to carry out any necessary steps and formalities for the implementation and registration of decisions adopted by shareholders before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, the Trade Register

Office and any other authorities and natural or legal persons involved.

for	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

12. For item 12 of the agenda, respectively the Authorization of Mr. Pușcaș Bogdan, legal advisor of the Company, for the fulfillment of all the formalities of registration and registration at the Trade Register Office of the mentions corresponding to the decisions adopted by the Extraordinary General Meeting of the Company.

for	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The deadline for registration at the Company of ballot papers by mail is 26.04.2022, at 10:00 AM.

We attach to this ballot paper:

For individuals:

Copy of the identity document of the undersigned and, if applicable, a copy of the identity document of the legal representative (in the case of natural persons without capacity to exercise or with limited capacity to exercise) (BI or CI for Romanian citizens, or passport, for foreign nationals) to identify the undersigned in the register of shareholders of Cemacon SA on the reference date issued by Depozitarul Central SA, together with the proof of the quality of legal representative

For legal entities:

The original or certified copy of the certificate issued by the Trade Register or any other document, in original or in conformity with the original, issued by a competent authority of the State in which the subscriber is legally registered, not more than 3 months reported on the date of publication of the convening notice of the general meeting and allowing the identification of the subscriber in the register of shareholders of Cemacon SA on the reference date issued by Depozitarul Central SA.

Date of ballot by mail: [\_\_\_\_\_]

Individual shareholder name: [\_\_\_\_\_]

Signature: \_\_\_\_\_

Name of shareholder legal entity: [\_\_\_\_\_]

Name and surname of legal representative: [\_\_\_\_\_]

(To be completed with the name of the shareholder legal entity and with the name and surname of the legal representative, in clear, capital letters)

Signature: \_\_\_\_\_

(It will be completed with the signature of the legal representative of the legal entity shareholder and will be stamped, if applicable)

We inform you that your personal data that we process are: identification data - name and surname, no. and passport / identity card series, CNP, domicile address. The provision of these data represents a legal obligation necessary for the participation in the voting at the General Meetings of the Shareholders of CEMACON S.A. (in accordance with the legal provisions of Law 31/1990).

Your personal data will be collected for specified, explicit and legitimate purposes and will be processed in accordance with the principles of integrity and confidentiality, in a way that ensures adequate security of personal data, including protection against unauthorized or illegal processing and accidental loss, destruction or damage by taking appropriate technical or organizational measures. Your personal data will be kept in the company's records for the entire period for which you hold the status of shareholder as well as for the period of the term of the record keeping after the termination of this quality.

Your data may not be used for other purposes.

At the same time, the new Regulation on the processing of personal data gives additional rights to persons whose personal data are processed, your rights being:

-the right to have access to your data, the right to request the rectification of data, the right to request the restriction of data processing, the right to request the deletion of data, the right to request the transfer of data, the right to oppose the processing, the right to opposes being subject to automated decisions based solely on automated processing, including profiling.

Your data will not be transferred to any third country or international organization.

All these rights can be exercised by a written request addressed to the subscriber, as an operator, at the registered office or at the email address [gdpr@cemacon.ro](mailto:gdpr@cemacon.ro)

In the event that you consider that your rights have been violated, you can file a complaint with the National Authority for the Supervision of Personal Data Processing.