

RESOLUTION OF THE ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS (OGMS)as of the **28.04.2021****- DRAFT -**

Ordinary General Assembly of the Shareholders of CEMACON S.A., joint-stock company, incorporated and functioning according to the Romanian laws, with the registered office in Cluj-Napoca, 178K Calea Turzii, Cluj County, registered with the Trade Register Office under the no. J12/2466/2012, tax identification number 677858, convened under the law on the 28.04.2021, at 10 o'clock, at the registered office of the Company, in the presence of _____ shareholders having a number of _____ shares, representing _____ of the total share capital, as a result of the debates which took place regarding the items on the agenda and registered in the minutes of the meeting.

CONSIDERING

- The agenda of the Ordinary General Assembly of the Shareholders;
- Company Law no. 31/1990, as further amended and supplemented;
- Law no. 24/2017 regarding issuers of financial instruments and market operations, and
- FSA Regulation no. 5/2018 on the exercise of certain rights of the shareholders within general assemblies of companies

IT DECIDES:

1. **Variante 1:** It approves the annual, individual and consolidated financial statements, based on the Board of Directors' Management Report and the External Financial Auditor's Report for the financial year 2020

Variante 2: It rejects the annual, individual and consolidated financial statements, based on the Board of Directors' Management Report and the External Financial Auditor's Report for the financial year 2020

2. **Variante 1:** It approves the distribution of the net profit for the year 2020 in the amount of 22.535.233,67 lei as follows:

- for the establishment of a legal reserve 1.250.949,9 lei;
- for the establishment of reserves related to the reinvested profit 2.698.980 lei;
- difference of 18.585.303,77 lei remaining an undistributed result

Variante 2: It rejects the distribution of the net profit for the year 2020 in the amount of 22.535.233,67 lei as follows:

- for the establishment of a legal reserve 1.250.949,9 lei;
- for the establishment of reserves related to the reinvested profit 2.698.980 lei;
- difference of 18.585.303,77 lei remaining an undistributed result

3. **Variante 1:** It approves the discharge of the Board of Directors for the financial year 2020.

Variante 2: It rejects the discharge of the Board of Directors for the financial year 2020

4. **Variante 1:** It approves the Revenue and Expenditure Budget and the program of activity for 2021.

Variante 2: It rejects the Revenue and Expenditure Budget and the program of activity for 2021.

5. **Variante 1:** It approves the investment plan for 2021.

Variante 2: It rejects the investment plan for 2021.

6. **Variant 1:** It approves the Remuneration Policy.
Variant 2: It rejects the Remuneration Policy.
7. **Variant 1:** It is noted the information regarding the resignations from the position of administrators registered on 01.11.2018 of Mrs. Anca Manitiu and Mr. Rudolf Vizental
Variant 2: The information regarding the resignations from the position of administrators registered on 01.11.2018 of Mrs. Anca Manitiu and Mr. Rudolf Vizental is rejected
8. **Variant 1:** The members of the Board of Directors of Cemacon SA are elected for a term of 4 years, as a result of the termination of the previous terms, as follows:

Name of candidate
1.
2.
3.
4.
5.

- Variant 2:** The election of the members of the Board of Directors of Cemacon SA for a term of 4 years is rejected.
9. **Variant 1:** The fixed remunerations due to the members of the Board of Directors for the period of the new term and the maximum limit for the variable remunerations is approved
Variant 2: The fixed remunerations due to the members of the Board of Directors for the period of the new term and the maximum limit for the variable remunerations is rejected
10. **Variant 1:** It approves to mandate Mr. Sologon Daniel, chief financial officer of the company for signing the management contracts with the elected administrators.
Variant 2: It rejects to mandate Mr. Sologon Daniel, chief financial officer of the company for signing the management contracts with the elected administrators
11. **Variant 1:** It approves the date of 20.05.2021 as the registration date for the identification of the shareholders to whom the decisions of the OGMS are based.
Variant 2: It rejects the date of 20.05.2021 as the registration date for the identification of the shareholders to whom the decisions of the OGMS are based.
12. **Variant 1:** It approves the date of 19.05.2021 as ex data
Variant 2: It rejects the date of 19.05.2021 as ex data
13. **Variant 1:** It approves the empowerment of the Chairman of the Board of Directors, Mr. Stoleru Liviu-lonel, to sign on behalf of the shareholders all decisions to be adopted by the OGMS and fulfill all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of third parties. Within the mandate granted, Mr. Stoleru Liviu-lonel as well as any of his sub-representatives will be able, without being limited to them, to fulfill all the necessary formalities for signing in the name and on behalf of the shareholders the OGMS decisions as well as 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 or natural or legal persons involved.
Variant 2: It rejects the empowerment of the Chairman of the Board of Directors, Mr. Stoleru Liviu-lonel, to sign on behalf of the shareholders all decisions to be adopted by the OGMS and fulfill all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of third parties. Within the mandate granted, Mr. Stoleru Liviu-lonel as well as any of his sub-representatives will be able, without being limited to them, to fulfill all the necessary formalities for signing in the name and on behalf of the

shareholders the OGMS decisions as well as 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 or natural or legal persons involved.

14. **Variant 1:** It approves to mandate of Mr. Pușcaș Bogdan, legal adviser of the Company, for the fulfilment of all the formalities for entry and registration with the Trade Register Office of the mentions corresponding to the resolutions adopted by the Ordinary General Assembly of the Company.

Variant 2: It rejects to mandate of Mr. Pușcaș Bogdan, legal adviser of the Company, for the fulfilment of all the formalities for entry and registration with the Trade Register Office of the mentions corresponding to the resolutions adopted by the Ordinary General Assembly of the Company.

Drawn up today _____, in 3 (three) original copies.

PRESIDENT

SECRETARY OF ASSEMBLY