

CEMACON SA

**RESOLUTION OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS (OGMS)  
as of the 29.04.2024  
- DRAFT -**

Ordinary General Meeting of Shareholders of CEMACON S.A. joint stock company established and operating according to the Romanian legislation, with the registered office in Cluj-Napoca, Calea Turzii no. 178K, Cluj County, registered at ORC Cluj with no. J12 / 2466/2012, unique registration code 677858, convened in accordance with the law for the date of 29.04.2024, at 10:00, at the registered office of the Company, in the presence of \_\_ shareholders holding a number of \_\_ shares, representing \_\_ of total share capital, as a result of the debates that took place on the items on the agenda and recorded in the minutes of the meeting,

**CONSIDERING**

- The agenda of the meeting of the Ordinary General Meeting of Shareholders;
- The provisions of Law no. 31/1990 regarding the companies, with the subsequent modifications and completions;
- The provisions of Law no. 24/2017 amended and supplemented by Law 158/2020
- The provisions of the FSA Regulation no. 5/2018

**DECIDES**

Point 1. Option 1: The annual financial statements are approved, based on the Management Report of the Board of Directors and the Report of the External Financial Auditor for the financial year 2023.

Option 2: The approval of the annual financial statements is rejected, based on the Management Report of the Board of Directors and the Report of the External Financial Auditor for the financial year 2023.

Point 2. Option 1: The distribution of the net profit for the year 2023 in the amount of 31.087.727,44 lei is approved as follows:

- for the establishment of a legal reserve 1.554.386 lei;
- for the establishment of reserves related to the reinvested profit 29.533.341,44 lei;

Option 2: Rejects the distribution of the net profit for the year 2023 in the amount of 31.087.727,44 lei as follows:

- for the establishment of a legal reserve 1.554.386 lei;
- for the establishment of reserves related to the reinvested profit 29.533.341,44 lei;

Point 3. Option 1: The discharge of the directors for the financial year 2023 is approved.

Option 2: The discharge of the directors for the financial year 2023 is rejected.

Point 4. Option 1 :. The Revenue and Expenditure Budget and the activity program for 2024 are approved.

Option 2 :. The Revenue and Expenditure Budget and the activity program for 2024 are rejected.

Point 5. Option 1: The investment plan for 2024 is approved.

Option 2 :. The investment plan for 2024 is rejected.

Point 6. Option 1: The Annual Remuneration Report for 2023 is approved.

Option 2: The Annual Remuneration Report for 2023 is rejected.

Point 7. Option 1: The fixed remuneration due to the members of the Board of Directors for financial year 2024 and the maximum limit for variable remuneration is approved.

Option 2: The approval of the fixed remuneration due to the members of the Board of Directors for financial year 2024 and the maximum limit for variable remuneration is rejected

Point 8. Option1: The election of.....as financial auditor for 1 year mandate, respectively for year 2024 is approved.

Option2: The election of.....as financial auditor for 1 year mandate, respectively for year 2024 is rejected.

Point 9. Option 1: The date of 21.05.2024 is approved as the registration date for the identification of the shareholders affected by the OGMS decisions.

Option 2: The date of 21.05.2024 is rejected as the registration date for the identification of the shareholders affected by the OGMS decisions.

Point 10. Option 1: It is approved the establishment of the date of 20.05.2024 as exdate.

Option 2: The establishment of the date of 20.05.2024 as exdate is rejected.

Point 11. Option 1: The power of attorney of the Chairman of the Board of Directors, Mr. Daniel Sologon, is approved to sign on behalf of the shareholders all decisions to be adopted by the OGMS and to complete all legal formalities for the execution and registration of decisions and decisions adopted, possibly under - mandate to third parties. Within the mandate granted, Mr. Daniel Sologon as well as 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 OGMS as well as to carry out any necessary steps and formalities for the implementation and registration of the decisions adopted by the 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.

Option 2: The power of attorney 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 OGMS and fulfill 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. Daniel Sologon as well as 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 OGMS as well as to carry out any necessary steps and formalities for the implementation and registration of the decisions adopted by the 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.

Point 12. Option 1: The power of attorney of Mr. Pușcaș Bogdan, legal advisor of the Company, is approved 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 Ordinary General Assembly of the Company.

Option 2: The power of attorney of Mr. Pușcaș Bogdan, legal advisor of the Company, to fulfill all the formalities of registration and registration at the Trade Register Office of the mentions corresponding to the decisions adopted by the Ordinary General Meeting of the Company is rejected.

Written today \_\_\_\_\_, in 3 (three) originals.

Chairman

Secretary of the meeting