



DRAFT
DECISION OF THE EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF CHIMCOMPLEX SA BORZESTI
From August 12, 2022

Pursuant to art.111 of Law nr. 31/1990, amended and completed, the Extraordinary General Meeting of Shareholders of the company CHIMCOMPLEX S.A. Borzesti,

HEREBY DECIDES:

1. Approval of the amendment of art. 10.6 of the articles of incorporation of the company ("10.6. The attributions of the Extraordinary General Meeting of Shareholders) in the sense of eliminating letter t. regarding the association with other natural or legal persons and of the letter v. regarding the approval of the strategic contracts within the competence of this meeting;

Article 10.6, shall be renumbered and shall be of the form:

"10.6. Attributions of the Extraordinary General Meeting of Shareholders

The extraordinary general meeting shall meet whenever it is necessary to take a decision on:

- a. raising the right of preference of shareholders to subscribe for new shares issued by the Company;*
- b. the taking out of any types of loans, liabilities, or obligations such as loans, as well as the provision of collateral in rem or personal guarantees relating to such loans which are not the responsibility of the Board of Directors in accordance with this Instrument of Incorporation;*
- c. approves the establishment or dissolution of subsidiaries, branches, secondary offices, workstations, agencies, and representative offices;*
- d. approval of the acts of acquisition, disposal, exchange or guaranteeing of assets from the category of fixed assets of the company, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less the claims, in compliance with the provisions of this articles of incorporation; for assets the value of which is, during a financial year, between 5 and 20% of the total fixed assets, less the claims of the Board of Directors may approve such acts only in consultation with the Audit and Risk Committee, according to this instrument of incorporation;*

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e. approval of leases of tangible assets, for a period of more than one year, the individual or cumulative value of which vis-à-vis the same contracting partner or persons involved or acting in concert exceeds 20 % of the value of the total fixed assets, less the claims on the date of conclusion of the legal act, as well as the associations for a period of more than one year, exceeding the same value;

f. approving the issue and admission to trading on a regulated market or in an alternative share trading facility;

g. approval of the delegations of competence for the Board of Directors;h. change of legal form;

h. changing, restricting, completing the object of activity;

i. the increase of the share capital, as well as its reduction or reunification by issuing new shares, in accordance with the law and the Articles of Incorporation;

j. merger and division;

k. dissolution of the Company;

l. the conclusion of any bond issue or the conversion of one category of bond into another category or into shares;

m. approval of the conversion of preferential and registered shares from one category to another, according to the law;

n. any other amendment to the Articles of Incorporation;

o. approval of the corporate governance strategy of the company, including the corporate governance action plan;

p. authorizing the acquisition by the Company of its own shares and establishing the conditions for acquisition;

q. any other decision for which the approval of the extraordinary general meeting of shareholders is requested;

r. approves the change of the company's headquarters;"

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

2. Approval of the amendment of art. 12.1 of the articles of incorporation as follows:

"12.1. The company is managed in a unitary system by a Board of Directors consisting of 7 (seven) administrators, elected by the Ordinary General Meeting of Shareholders, for a period of 1 year, except for the Chairman of the Board of Directors who will be elected for a period of 4 years, with the possibility of being re-elected."

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

3. Approval of the amendment of art. 12.5 of the articles of incorporation as follows:

"12.5. The Chairman of the Board of Directors is appointed by the ordinary general assembly."

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The President coordinates the activity of the Board of Directors and reports on behalf of the Board of Directors on this activity to the general meeting of shareholders, according to the law. Also, the President will have the attributions and responsibilities stipulated in the Regulation for the Organization and Functioning of the Board of Directors. If the President is temporarily unable to exercise his duties, during the state of impossibility, another member of the BoD will be empowered to fulfill the duties of the President."

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

4. Approval of the completion of art. 12.6 of the articles of incorporation as follows:

"12.6. The Board of Directors, through the President, represents the company in its relations with third parties and shall take all the necessary steps, measures, and formalities in the following areas:

a) financing and refinancing the company, contracting loans, providing guarantees; b) the realization of investments and the refurbishment of the company,

c) any support activities for the fields mentioned in letters a) and b) above, such as consultancy services, intermediation services, financial services, legal services, the enumeration being exemplifying, not limiting. For this purpose, the Board of Directors, through the President, shall negotiate and conclude, in the aforementioned fields, any contracts with natural or legal persons, public or private entities, in the country or abroad, within the limits granted by this article of incorporation.

For the avoidance of doubt, the powers of the Board of Directors, in the fields expressly referred to in this Article, may not be assigned to the Directors.'

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

5. Approval of the amendment and completion of art. 12.11 of the Constitutive Act as follows:

'12.11. The debates may be recorded on audio and, where appropriate, video media, and shall be recorded in the minutes of the hearing. The minutes shall include the names of the participants, the agenda and the order of deliberations, the decisions taken, the number of votes cast, and the opinions separated with an indication of the person who requested the registration, other aspects which are considered necessary to be mentioned. The minutes shall be signed by the President and the secretary of the meeting. The Secretary shall draw up the Board of Directors's decision on the basis of the minutes. The decisions of the Board

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of Directors shall be signed by the President and the meeting secretary."

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

6. Approval of the completion of art. 12.14 of the Constitutive Act with a new committee (Integrity Committee), following that the first part of art. 12.14 to be of the form:

'12.14. Committees of the Board of Directors

The following advisory committees shall be set up within the Board of Directors:

(i) the audit and risk committee,

(ii) the Strategy, Development, and Investment Committee,

(iii) the nomination and remuneration committee,

(iv) the integrity committee'

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

7. Approval of the completion of art. 12.7 of the Constitutive Act with the role of the Integrity Committee, following that this article to be of the form:

"12.7. The Nomination and Remuneration Committee shall assist the Board in fulfilling its responsibilities with regard to the remuneration of directors, directors, auditors and staff or the nomination of candidates for the various management positions. The attributions of the Nomination and Remuneration Committee will be detailed in a Regulation of the Nomination and Remuneration Committee, approved by the Board of Directors of the Company.

The Integrity Committee fulfills an advisory role and assists the Board, by making recommendations, in fulfilling its responsibilities regarding integrity at company level. The attributions of the Integrity Committee will be detailed in a Regulation of the Integrity Committee, approved by the Board of Directors of the Company."

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

8. Approval of the amendment of art. 13 letter c) of the Constitutive Act, as follows:

'(c) (i) approve the taking out of any types of loans, liabilities or obligations such as loans, as well as the provision of collateral in rem or personal guarantees relating to such loans, in each case within the limits of jurisdiction laid down in the Articles of Incorporation; (ii) approves the realization of investments and the refurbishment of the company, within the

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limits stipulated by the articles of incorporation; (iii) approve any support activities for the fields mentioned in points (i) and (ii) above, such as consultancy services, intermediation services, financial services, legal services, the enumeration being exemplifying, not limiting. For this purpose, the Board of Directors, through the President, shall negotiate and conclude, in the aforementioned fields, any contracts with natural or legal persons, public or private entities, in the country or abroad, within the limits granted by this article of incorporation."

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

9. Approval of the amendment of art. 13 letter i) of the Constitutive Act as follows:

"i) concludes legal acts in the name and on behalf of the Company by which to acquire assets for it, to alienate, to rent, to exchange or to constitute guarantees over the assets in the patrimony of the Company, within the limits of the competences conferred by the law and by the Articles of Incorporation."

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

10. Approval of the completion of article 13 with the letters p), as follows:

"p) association with natural or legal persons, Romanian or foreign, with a view to setting up new legal persons (Romanian or foreign companies) or associations without legal personality, in order to achieve common objectives, under the law, within the limits provided by law;

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

11. Approval of the completion of art. 15.4 letter h. of the articles of incorporation as follows:

"h. concludes legal acts in the name and on behalf of the Company as follows: (1) in the field of commercial activity, unlimited; (2) in the field of investments and refurbishment, only within the maximum limit of 500,000 Euro / year. Exceeding the limits of the mandate granted by this article is a reason for immediately revoking the mandate of the Director General, without granting any compensations. The Board of Directors may restrict the limits of the mandate granted to the General Director according to letter h point (1) if, during the

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evaluation / verification of the activity of the General Director or in other concrete situations, it is justified to find risks or irregularities regarding the company's activity in the commercial field. In case of limitation of the mandate, the legal acts on behalf of the company will be concluded by the General Manager only on the basis of the prior approval of the Board of Directors. The limitation of the general director's mandate will be communicated to him immediately by the Board of Directors and will operate temporarily, according to the period justified by the Board of Directors."

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

12. Approval of the completion of art. 16.5 of the Articles of Incorporation as follows:

"Within the company, an internal audit department will be established, which will be responsible for checking and controlling the current activity of the company, in order to provide an independent assessment of the risk management arising from the activity and administration of the company. The internal auditor shall draw up a monthly report and submit it to the Audit and Risk Committee on the matters resulting from the audit carried out, as well as any irregularities and risks reported in the work carried out. The internal audit service may be fully or partially outsourced, based on a service contract. "

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

13. The approval of the updating of the articles of incorporation of the company and the empowerment of the President of the Board of Directors to sign the amended/ updated articles of incorporation.

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

14. Approval of the date of 02.09.2022 as the registration date, i.e. the date of identification of the shareholders on whom the effects of the decision of the general meeting of shareholders are reflected, in accordance with the provisions of art. 87 of Law 24/2018.

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

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15. Approval of the date of **01.09.2022**, as an **"ex date"**, i.e. the date prior to the date of registration with a settlement cycle minus one working day, from which the financial instruments subject to the decisions of the corporate bodies are traded without the rights deriving from that decision, in accordance with the provisions of Article 2 letter l) of Regulation no. 5/2018.

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

16. The empowerment of Lazarovici & Associates SCA, through lawyer Amalia Lazarovici, to carry out all the necessary formalities in order to fulfill all the formalities necessary to fulfill the resolutions ordered by the general meeting, in relation to the Trade Register Office, the Bucharest Stock Exchange, the Central Depository, the Financial Supervisory Authority and any other institution for this purpose.

This act has been adopted with _____ votes representing _____% of the valid votes cast. The following were recorded: _____ votes against and _____ abstentions.

CHAIRMAN OF THE BOARD OF DIRECTORS
CHIMCOMPLEX SA BORZESTI,
dr.ec. Stefan Vuza

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