ARTICLES OF INCORPORATION OF THE COMPANY ‘’ELECTROMAGNETICA" S.A.

- updated on April 28/29, 2025 -

CHAPTER I

NAME. LEGAL FORM.HEADQUARTERS. DURATION

Art. 1 – Name of the company

1.1. The name of the company is the commercial company "**ELECTROMAGNETICA" SA.**

1.2. In all documents, invoices, orders, offers, tariffs, prospectuses, announcements, publications and other documents emanating from the company, the name of the company shall be preceded or followed by the words "joint stock company" or the initials "S.A.", by the subscribed and paid-up share capital, the company's registered office, the registration number at the Trade Register and by the unique registration code.

1.3. The emblem of the company will be the one of the trademark registered at the State Office for Inventions and Trademarks through the certificate no. 32832/28.07.1997, having the following description: The emblem is represented by the name of the company, written in large letters, white embroidered with blue, the letter "O" is represented by a white circle embroidered with blue, inside which is the globe with meridians and parallels and part of the continents.

Art. 2 – Legal form of the company.

2.1. The commercial company "**ELECTROMAGNETICA SA",** hereinafter referred to as the commercial company, is a Romanian legal entity, having the legal form of a joint stock company and is an open commercial company.

2.2. It carries out its activity in accordance with the Romanian laws and with this Articles of Incorporation.

Art. 3 – Registered office of the company

3.1. The registered office of the company is in Romania, Bucharest, Calea Rahovei no. 266-268, sector 5. The company's headquarters can be changed to another locality in Romania, based on the decision of the general meeting of shareholders, according to the law.

3.2. The commercial company may set up or dissolve branches, representatives, agencies, work points and other secondary offices without legal personality on the territory of Romania or abroad, based on the of the Board of Directors, in compliance with the regulations andlegal provisions.

Art. 4 – Duration of the company

4.1. The duration of the company is unlimited, starting from the date of its registration in the Trade Register.

CHAPTER II

PURPOSE AND OBJECT OF ACTIVITY OF THE COMPANY

Art. 5 – The purpose of the commercial company is to carry out the activities that are the object of its activity in efficient conditions.

Art. 6 Field and object of activity of the company.

6.1. **The main field of activity is** NACE code 682 – Rental and subletting of own or leased real estate and **the main activity** is **NACE code** 6820 – Rental and subletting of own or leased real estate**,** according to the Classification of Activities in the National Economy, approved by the Order of the President of the National Institute of Statistics no. 377/17.04.2024 (NACE Rev.3).

6.2. Object of activity of the company (NACE Rev.3).

NACE code 1624 - Manufacture of wooden packaging;

NACE code 1628 - Manufacture of other wood products; manufacture of articles of cork, straw and other woven vegetable materials;
NACE code 2226 - Manufacture of other plastic products;
NACE code 2453 - Casting of light non-ferrous metals;
NACE code 2511 - Manufacture of metallic constructions and component parts of metallic structures;
NACE code 2512 - Manufacture of metal doors and windows;
NACE code 2522 - Production of metal tanks, tanks and containers;
NACE code 2552 - Heat treatments of metals;
NACE code 2553 - General mechanical operations;
NACE code 2563 - Manufacture of tools;
NACE code 2594 - Manufacture of screws, bolts and other threaded articles; manufacture of rivets and washers;
NACE code 2599 - Manufacture of other metal articles n.e.c.
NACE code 2630 - Manufacture of communication equipment;
NACE code 2651 - Manufacture of instruments and devices for measurement, verification, control, navigation;
NACE code 2670 - Manufacture of optical instruments, magnetic and optical supports; manufacture of photographic equipment;
NACE Code 2711 - Manufacture of electric motors, generators and transformers;
NACE code 2712 - Manufacture of electricity distribution and control devices;
NACE code 2740 - Manufacture of electrical lighting equipment;
NACE code 2790 - Manufacture of other electrical equipment;
NACE code 2824 - Manufacture of electrically operated portable machine tools;
NACE code 2825 - Manufacture of ventilation and refrigeration equipment, except household equipment;
NACE code 2841 - Manufacture of machinery and machine tools for metal processing;
NACE code 2842 - Manufacture of other machine tools n.e.c.;
NACE code 2896 - Manufacture of machinery for processing plastics and rubber;
NACE code 2931 - Manufacture of electrical and electronic equipment for motor vehicles and motor vehicle engines;
NACE code 2932 - Manufacture of other parts and accessories for motor vehicles and motor vehicle engines;
NACE code 3250 - Manufacture of dental medical devices, appliances and instruments;
NACE code 3313 - Repair and maintenance of electronic and optical equipment;.
NACE code 3320 - Installation of industrial machinery and equipment;
NACE code 3514 - Electricity distribution;
NACE code 3515 - Electricity trading;
NACE code 3540 - Activities of agents and brokers in the field of electricity and natural gas;
NACE code 3600 - Water capture, treatment and distribution;
NACE code 3700 - Wastewater collection and treatment;
NACE code 3821 - Recovery of recyclable materials;
NACE code 4222 - Construction works of utility projects for electricity and telecommunications;
NACE code 4299 - Construction works of other engineering projects n.e.c.;
NACE code 4311 - Demolition works of constructions;
NACE code 4321 - Electrical installation works;
NACE code 4322 - Sanitation, heating and air conditioning works;.
NACE code 4323 - Insulation works;
NACE code 4324 - Other construction installation works;
NACE code 4331 - Plaster works;
NACE code 4332 - Carpentry and carpentry works;
NACE code 4333 - Flooring and wall cladding works;
NACE code 4334 - Painting, painting and window installation works;
NACE code 4335 - Other finishing works;.
NACE code 4341 - Roofing, roofing and terrace works in constructions;
NACE code 4342 - Other special construction works for buildings;
NACE Code 4350 – Special construction works for civil engineering projects;
NACE code 4391 - Masonry activities;

NACE code 4399 - Other special construction works n.e.c.;
NACE code 4618 - Intermediation in the trade specialized in the sale of products of a specific nature n.e.c.;
NACE code 4619 - Intermediation in the trade of various products;
NACE code 4649 - Wholesale of other household goods;
NACE code 4671 - Wholesale of motor vehicles;
NACE code 4672 - Wholesale of parts and accessories for motor vehicles;
NACE code 4683 - Wholesale of wood and construction materials and sanitary equipment;
NACE code 4684 – Wholesale of ironwork equipment and supplies for plumbing and heating installations;
NACE code 4685 – Wholesale of chemical products;
NACE code 4686 – Wholesale of other intermediate products;
NACE code 4687 – Wholesale of waste and scrap;
NACE code 4690 – Non-specialized wholesale trade;
NACE code 4712 – Non-specialized retail trade, with predominant sale of non-food products;
NACE code 4740 – Retail trade of computer and telecommunications equipment;
NACE code 4752 - Retail trade of blacksmithing, building materials, glass and painting articles;.
NACE code 4755 – Retail trade of furniture, lighting and other household items n.e.c.;
NACE code 4782 – Retail trade of parts and accessories for motor vehicles;
NACE code 5819 – Other editing activities;
NACE code 5829 - Editing activities of other software products;
NACE code 6039 – Distribution activities of other content;
NACE code 6110 - Telecommunications activities through cable, wireless and satellite networks;
NACE code 6190 – Other telecommunications activities;
NACE code 6210 – Custom software development activities (customer-oriented software);
NACE code 6220 – Information technology and management consultancy activities (management and exploitation of computing resources);
NACE code 6310 – Data processing, administration of web pages and related activities;
NACE code 6422 – Activities of financing channels;
NACE code 6499 – Other financial intermediation n.e.c., except insurance and pension fund activities;
NACE code 6612 - Financial transaction intermediation activities;
NACE code 6811 – Purchase and sale of own real estate;
NACE code 6812 – Real estate development (promotion);
NACE code 7020 – Business and management consulting activity;
NACE code 7112 – Engineering and technical consultancy activities related to them;
NACE code 7120 – Technical testing and analysis activities;
NACE code 7210 – Research and development in natural sciences and engineering;
NACE code 7320 – Market research and public opinion polling activities;
NACE code 7711 – Rental and leasing activities with cars and light road vehicles;
NACE code 7739 – Rental and leasing activities with other machinery, equipment and tangible goods n.e.c.;
NACE code 8220 – Activities of telephone intermediation centers (call center);
NACE code 8240 – Intermediation activities for support services for enterprises n.e.c.;
NACE code 8425 – Firefighting and fire prevention activities;
NACE code 9311 – Activities of sports facilities.

CHAPTER III

SHARE CAPITAL. ACTIONS

Art. 7 – Share capital

7.1. The share capital of S.C. Electromagnetica S.A. is RON 67,603,870.4*,* fully subscribed and paid, of which RON 66,282,631.26 in cash and RON 1,321,239.14 contribution in kind, dividedinto 676,038,704 registered shares in the amount of RON 0.10/share.

Art. 8 Actions

8.1. The company's shares are registered and dematerialized, including all the elements provided by law.

8.2. The record of shares and shareholders is kept according to the legal provisions by Depozitarul Central S.A.

Art. 9 – Rights and obligations arising from actions.

9.1. Each share subscribed and paid by the shareholders, according to the law, confers on them:

9.1.1. the right to one vote in the general meeting of shareholders;

9.1.2. the right to elect and to be elected in the management bodies;

9.1.3. the right to participate in the distribution of profit, according to the decision of the General Meeting of Shareholders.

9.2. The holding of the share certifies the rightful acknowledgment of the articles of incorporation.

9.3. Rights and obligations related to actions follow actions in the event of their passing into the ownership of other persons.

9.4. The obligations of the company are guaranteed by its social patrimony, and the shareholders are liable within the limit of the value of the shares they hold.

9.5. The company's assets may not be encumbered by debts or other personal obligations of the shareholders. A creditor of a shareholder may make claims on the part of the profit of the company that will be distributed to him by the general meeting of shareholders or on the share due to him at the liquidation of the company, made under the conditions of this articles of association.

9.6. Shareholders must exercise their rights in good faith, respecting the rights and legitimate interests of the company and the other shareholders.

Art. 10 – Assignment of shares

10.1. Shares are indivisible, the company recognizes only one owner for each share.

10.2. The partial or total assignment of shares between shareholders or third parties is made under the conditions and with the procedure provided by law.

10.3. Shares are freely negotiable andtransferable. The trading of shares is done on a regulated market in Romania, namely the Bucharest Stock Exchange.

Art. 11 – Loss of shareholder certificates

11.1. In case of loss of the deed attesting the ownership of some shares, in order to obtain the duplicate, the shareholder must follow the procedure provided by law.

CHAPTER IV

GENERAL MEETING OF SHAREHOLDERS

Art. 12 – Duties

12.1. The General Meeting of Shareholders is the management body of the company in its integrity, which decides on its activity and on its economic and commercial policy.

12.2. The general meetings of shareholders are ordinary and extraordinary and will be held at the company's headquarters and in the premises to be indicated in the notice.

12.3. The Ordinary General Meeting shall meet within the term established by the capital market and shall have the following obligations:

12.3.1. discuss, approve or amend the annual financial statements, based on the submitted by the board of directors and the financial auditor and to fix the dividend;

12.3.2. to elect and dismiss the members of the Board of Directors, to fix the remuneration due for the current exercise of the directors, as well as of other rights

12.3.3. appoint or dismiss the financial auditor and set the minimum duration of the contract financial audit;

12.3.4. to decide on the management of the Board of Directors;

12.3.5. establishes the revenue budget for the next financial year;

12.3.6. determine the profit and loss share of managers and staff the commercial company;

12.3.7. decides the liability action against the financial directors and auditors, with the majority provided for by law, also designating the person in charge of exercising it;

12.3.8. to debate any other item on the agenda, within the competence of the Assembly General;

12.4. The Extraordinary General Meeting shall meet whenever it is necessary to take a decision for:

12.4.1. change of the legal form of the company;

12.4.2. relocation of the company's headquarters;

12.4.3. change of the company's object of activity;

12.4.4. extension of the duration of the company;

12.4.5. increase of the share capital;

12.4.6. reduction of the share capital or itscompletion by issuing new shares;

12.4.7. merger with other companies or division of the company, including cross-border mergerandcross-border division;

12.4.8. early dissolutionof the company;

12.4.9. conversion of shares from one class to the other;

12.4.10. conversion of one class of bonds into another class or into shares;

12.4.11. bond issue;

12.4.12. any other amendment of the Articles of Association or any other decision for which the approvalof the extraordinary general meeting is requested.

Art. 13 – Convening of the general meeting of shareholders

13.1. The general meeting of shareholders is convened by the board of directors, whenever necessary, the chairman of the board of directors being mandated to carry out the formalities regarding the convocation.

13.2. The ordinary general meetings shall be held at least once a year, within the term established by the capital market legislation.

13.3. The General Meetings shall be convened by the Board of Directors at the request of the shareholders representing individually or jointly, at least 5% of the share capital, as well as in other situations provided by law, within 30 days at most and shall be held within 60 days from the date of receipt of the request.
13.4. The general meeting will be convened by the directors as many times as necessary, in accordance with the provisions of the articles of association, at least 30 days before the established date.
13.5. The summons shall be made in compliance with the procedure provided by law, respectively the term of meetingmay not be less than 30 days from the publication of the summons in the Official Gazette of Romania, part IV. The summons shall also be published in one of the newspapers of wide circulation in the locality where the company's headquarters are located or in the nearest locality, as well as on the company's website and the capital market.
13.6. The convocation shall include the place and date of the meeting, as well as the agenda, with explicit mention of all the issues that will be the subject of the debates of the meeting. If the appointment of the directors is on the agenda, the notice shall state that the list containing information on the name, place of residence and professional qualification of the persons proposed for the position of director is available to the shareholders and may be consulted and completed by them.
13.7. When proposals for amending the articles of association are on the agenda, the convocation shall include the full text of the proposal, in compliance with the capital market legislation.
13.8. One or more shareholders representing, individually or jointly, at least 5% of the share capital, have the right to request the introduction of new items on the agenda. The requests shall be submitted to the Board of Directors, within 15 days from the publication of the notice, in order to publish and bring to the attention of the other shareholders.
13.9. The agenda, supplemented with the items proposed by the shareholders, after the convocation, must be published with the fulfillment of the requirements provided by law for convening the general meeting, at least 10 days before the general meeting, on the date mentioned in the initial convening notice.
13.10 The annual financial statements, the annual report of the board of directors, as well as the proposal regarding the distribution of dividends shall be made available to the shareholders of the company, from the date of the convening of the general meeting. Upon request, shareholders will be issued copies of these documents.
13.11. If the company has its own website, the convocation and any other item added to the agenda at the request of the shareholders shall also be published on the website, for the free access of the shareholders.
13.12. Each shareholder may address to the board of directors questions in writing, regarding the company's activity, before the date of thegeneral meeting, to be answered during the meetingor by publishing it on the company's website, in the "Frequently Asked Questions" section '.
13.13. In the notification for the first general meeting, the day and time for the second meeting will be fixed, when the first one could not be held.

13.14. The Board of Directors will set a reference date for the shareholders entitled to vote at the General Meeting, a date that will remain valid even if the General Meeting is convened again due to non-quorum, in compliance with the capital market legislation.

13.15 The conditions for the validity of the deliberations and decisions taken are those provided by law.

Art. 14 – Organization of the general meeting of shareholders

14.1. The representation of shareholders in the general meeting of shareholders may also be made by persons other than shareholders, based on a special or general power of attorney, in accordance with legal regulations. The special powers of attorney will be available at the company's headquarters and on the company's website.

14.2. Shareholders who do not have the capacity to exercise, as well as legal persons may be representatives/represented by their legal representatives who, in turn, may give other persons powers of attorney for the respective general meeting.

14.3. The proxies shall be submitted in original 48 hours before the meeting, under penalty of losing the exercise of the right to vote in that meeting. The powers of attorney will be retained by the company, mentioning it in the minutes.

14.4. The ordinary and extraordinary general meetings are legally constituted and may take decisions under the conditions in which the specific legal provisions in force and other provisions of the articles of incorporation are complied with.

14.5. The general meeting of shareholders is chaired by the chairman of the board of directors, and, in his absence, by the one who takes his place, based on the power of attorney given by the president.

14.6. The General Meeting will elect from among the shareholders present, one to 3 secretaries, who will check the list of shareholders, indicating the share capital that each one presents, the minutes drawn up by the technical secretary for ascertaining the number of shares present and the fulfillment of all the formalities required by law and by the articles of incorporation for holding the general meeting.

14.7. The minutes of the meeting will be written in a register of general meetings. The minutes shall be signed by the person who chaired the meeting and by the secretary who drew it up. The documents relating to the convocation and the attendance lists of shareholders shall be attached to the minutes.

Art. 15 – Exercise of the right to vote in the general meeting of shareholders.

15.1. The decisions of the general assemblies are taken by open vote.

15.2. Only shareholders registered in the company's register of shareholders on the reference date set by the board of directors at the time of convening the general meeting of shareholders will be entitled to participate in the meeting and vote after proving their identity.

15.3. The secret ballot is mandatory for the appointment or dismissal of the members of the board of directors, for the appointment or dismissal of the financial auditor and for making decisions regarding the liability of the administration, management and control bodies of the company. The resolutions of the general meeting, within the limits of the law and of this articles of association, are binding even for the shareholders who did not take part in the general meeting or who voted against.

15.4. In order to be enforceable against third parties, the resolutions of the general meeting of shareholders shall be submitted within 15 days to the Trade Register Office to be mentioned in the register and published in the Official Gazette of Romania (part IV).

15.5. The members of the Board of Directors may not appeal the decision of the General Meeting regarding their dismissal from office.

15.6. Shareholders who have not voted in favour of a decision of the general meeting have the right to withdraw from the company andto request the purchaseof their shares by the company, only if the purpose of that decision of the general meeting is:

a) change of the main object of activity;
b) cross-border transformation of society;
c) change in the form of the company;
d) merger or divisionof the company, including cross-border;

The right of withdrawal can be exercised:

a) within 30 days from the date of publication of the decision of the general meeting in the Official Gazette of Romania, Part IV, in the cases referredtoin letters a) – c);
b) from the date of adoption ofthedecision of the general assembly, in the case referredtoin letter d).

The shareholders shall deposit at the company's registered office, the written declaration of withdrawal, the shares they own, or, as the case may be, the shareholder certificate.

The price paid by the company to the shareholder whoexercised the right of withdrawal will be set by an independent appraiser registered with the FSA. in accordance with the evaluation standards in force, according to the law. The expert is appointed by the delegated judge at the request of the management board.

15.7. The Company must establish for each decision at least the number of shares for which valid votes have been cast, the proportion of the share capital represented by those votes cast <<for>> and <<against>> each decision and, if applicable, the number of abstentions. The position of <<abstention>> adopted by a shareholder on the items on the agenda of a general meeting of shareholders of the company represents a vote cast. The convening notice of the general meeting of shareholders will include mentions regarding the qualification of the abstention position as an expressed vote.

CHAPTER V
BOARD OF DIRECTORS

Art. 16 – Organization

16.1. The company is managed in a unitary system, by a Board ofDirectors composed of 5 directors, elected by the general meeting of shareholders, for a period of 4 years, with the possibility of being re-elected. The majority of the members of the Board of Directors are non-executive directors (who have not been appointed as directors).

16.2. The directors are appointed by the ordinary general meeting of shareholders, and may be re-elected. During the term of office, the individual employment contracts of the administrators who have been appointed from among the company's employees will be suspended.

16.3. The members of the Board of Directors shall conclude professional liability insurance.

16.4. Candidates for the positions of directors are nominated by the current members of the board of directors or by the shareholders.

16.5. When a vacancy is created in the Board of Directors, the procedure shall be in accordance with the legal provisions in force, the duration for which the new administrator is elected to fill the vacant seat shall be equal to the period remaining until the expiry of the mandate of his predecessor.

16.6. Persons who according to the law cannot perform this function are incompatible with the quality of member of the Board of Directors.

16.7. The Board of Directors is headed by a chairman, elected by the members of the Board of Directors, who may also be the general manager. The president is appointed for a term that may not exceed the duration of his term of office. The President may be revoked at any time by the Board of Directors.

16.8. At the first meeting, the Board of Directors shall elect a Chairperson from among its members.

16.9. If the president is temporarily unable to exercise his duties, during the respective state of impossibility, the board of directors shall appoint another director to perform the function of president.

16.10. The Board of Directorsshall meet at the headquarters of the company or in another place established by convocation, the meeting beingconvened and held in compliance with the applicable legal provisions, as well as in accordance with the Internal Regulations of the Board of Directors. Participation in the meetings of the Board of Directors may alsotake place by means of remote communication: teleconference, videoconference, conference on the Internet or intranet, etc.

The members of the Board of Directorsmay be representedat the meetings of the Board by othermembers on the basis of a power of attorney. A member of the Management Boardmay represent only one other member at a meeting. The power of attorney will be sent to the secretariat before the start of the meeting. In urgent circumstances or in the event of the possibility for the directors to participate in the meeting, the Chairman of the Board may decideto hold the meeting andto transmit the vote by electronic means, in accordance with the procedure established by the Internal Regulations of the Board of Directors.

The Board of Directorsshall meet whenever necessary:

a) at the call of the President,
b) at the reasoned request of at least 2 of the members of the Management Board;

The meeting of the Board of Directors shall be chaired by the Chairman.

The President shall appoint by decision a secretary either from among the members of the Board of Directors or from outside it.

16.11. If the convocation has been made by the Chairman of the Board of Directors, he shall establish the agenda, inform the members of the Board of Directors about the items on the agenda and chair the meeting. If the convocation was made according to art. 16.10. letter b), the agenda is established by the members of the Board of Directors who requested the meeting.

16.12. The decisions of the Board of Directors are valid if more than half of the number of its members were present, and the decisions are taken by the vote of the majority of the members present who participate personally, by representation or by exercising the vote by correspondence. The Chairman of the Board of Directors shall not have the decisive vote in the event of a tie of votes.

16.13. In exceptional cases, justified by the urgency of the situation and by the interest of the company, the decisions of the board of directors may be taken by the unanimous vote expressed in writing of the members, without the need for a meeting of the board of directors.

16.14. The debates of the Board of Directors take place, according to the agenda established on the basis of the draft communicated by the President. These shall be recorded in the minutes of the meeting by the secretary of the Board of Directors. The minutes shall be signed by the administrators present at the meeting.

16.15. Directors and internal auditors may be summoned to any meeting of the Board of Directors, meetings at which they must participate. They do not have the right to vote, except for directors who are also administrators.

16.16. The Board of Directors is in charge of carrying out all the necessary and useful acts for the achievement of the company's object of activity, except for those legally reserved for the general meeting of shareholders.

16.17. The Board of Directors delegates the management of the company to a number of directors established by the decision of the Board of Directors.

16.18. The Board of Directors may dismiss Directors at any time.

16.19. The Board of Directors shall register with the Trade Register the names of the persons empowered to represent the company, stating whether they act jointly or separately. They shall submit specimens of signature to the Trade Register.

16.20. The Management Board may delegate to one or more of its members some powers on limited matters and may have recourse to experts to study certain issues.

16.21. The General Manager represents the Company in relation to third parties. The general manager may delegate the power of representation only to the staff with a management position, respectively directors.

16.22. The Chairman of the Board of Directors shall make available to the shareholders and the financial auditor, at their request, extracts from the registers.

16.23. Each member of the board of directors and directors must be insured from the point of view of professional liability, the costs of insurance being borne by the company. The level and amounts insured will be established through the annual budget.

16.24. For the activity performed, the directors receive a fixed monthly remuneration approved by the General Shareholders' Meeting, as well as other rights established by the general meeting of shareholders. In the event of unjust dismissal from the position of director, the dismissed director is entitled to the payment of damages equal to two fixed monthly remunerations.

16.25.The directors are jointly and severally liable to the company for:

16.25.1. the reality of the payments made by the partners;

16.25.2. the actual existence of the dividends paid;

16.25.3. the existence of the registers required by law and their correct keeping;

16.25.4. the exact fulfillment of the decisions of the general assemblies;

16.25.5. the strict fulfillment of the duties that the law, the articles of incorporation impose.

Art. 17 – Attributions of the Board of Directors

17.1. The Board of Directors has the following main obligations:

17.1.1. appoints and revokes the directors to whom the management of the company has been delegated at the proposal of the general manager, establishing their rights, obligations and remuneration;

17.1.2. approves the organizational structure of the company.

17.1.3. approves the contracting of medium and long-term bank loans and other guarantees for them, pledges and mortgages for bank guarantee letters, other similar operations within the limit established by the capital market legislation

17.1.4. is responsible for the execution of the income and expenditure budget by proposing its updating to the general meeting of shareholders

17.1.5. approves the incurrence of non-recoverable debts, justified increases, fortuitous event, force majeure, etc.;

17.1.6. approves sponsorship contracts;

17.1.7. approves restructuring, reorganization, modernization, development, etc. programs;

17.1.8. approves the scrapping of fixed assets, finished products, raw materials and materials available for justified reasons, as well as other goods, except those within the competence of the general meeting;

17.1.9. approves the depreciation method;

17.1.10 approves the acts of acquisition, alienation, exchange or pledge of assets in the category of fixed assets of the company, including securities or other financial instruments, whose value exceeds, individually or cumulatively, when linked to each other, during a financial year, the amount of RON 2 million, but not more than 20% of the total fixed assets, except for receivables.

17.1.11 approves the mandate for the negotiation of the collective labour agreement;

17.1.12 analyzes and approves the lease agreements except those within the competence of the General Shareholders' Meeting;

17.1.13 periodically reviews the state of implementation of the quality, environment, healthand safety system and their effectiveness, approves, through its chairman, the plans for their improvement

17.1.14. submits annually to the General Meeting of Shareholders, within 4 months from the end of the financial year, the report on the activity of the company, the financial statements for the previous year, the distribution of the net profit, as well as the draft activity program and the draft income and expenditure budget of the company for the current year

17.1.15 approves the guarantees and the manner of constitution for the persons who have the quality of managers;

17.1.16 convenes the general meeting of shareholders whenever necessary;

17.1.17 solves any other problems established by the general meeting of shareholders provided for by the legislation in force.

17.1.18 decides, within the limits established by the general meeting, whether the general manager, directors and employees of the company can benefit from incentives.

17.1.19 approves the change of the company's object of activity, except for the main field and activity.

17.1.20 the establishment/dissolutionof branches andother secondary offices, without legal personality, or the change of their headquarters;

17.1.21 decides on the establishment/dissolution of other companies or legal persons, including participation in the share capital of other companies, under the conditionsprovided for by the legal regulations.

17.2. The attributions of the Board of Directors that cannot be delegated to the directors are:

a) establishing the main directions of activity and development of the company;
b) establishing the accounting and financial control system and approving financial planning;
c) the appointment and dismissal of directors and the determination of their remuneration;
d) supervision of the activity of the directors;
e) preparing the annual report, organizing the general meeting of shareholders and implementing its decisions;
f) the introduction of the application for the opening of the company's insolvency procedure, according to Law no. 85/2006 on the insolvency procedure;
g) any other powers received from the general meeting of shareholders,

17.3. The members of the board of directors are obliged to participate in the general meetings of shareholders

17.4. The Board of Directors shall submit to the internal auditors and financial auditors, at least 30 days before the day set for the meeting of the General Meeting, the annual financial statement for the previous financial year, accompanied by their report and supporting documents.

CHAPTER VI
DIRECTORS

Art. 18

18.1. The management of the unit is ensured by the directors, their number being established by the board of directors

18.2. The Board of Directors delegates the management of the company to one or more directors, based on mandate contracts, fixing their tasks and remuneration, appointing one of them as the general manager. If the directors are appointed from among the company's employees, their individual employment contracts with the company are suspended for the duration of the mandate.

18.3. The Board of Directors may revoke at any time the persons appointed to the position of Director. If the dismissal occurs without just cause, the dismissed director is entitled to the payment of damages equal to the amount of no more than two monthly remunerations.

18.4. The directors, as well as all the directors, are liable to the company for the acts performed by the directors or by the staff, when the damage would not have occurred, if they had exercised the supervision required by the duties of their position;

18.5. The Directors shall notify the Board of Directors of all deviations found in the execution of their supervisory obligation;

18.6. The directors are liable to the company and to third parties for the fulfillment of their duties, in accordance with the legal provisions;

18.7. Directors may not delegate their mandate except with the approval of the General Manager;

18.8. The Directors are responsible for taking all measures related to the management of the company, within the limits of the company's object of activity and in compliance with the exclusive powers reserved by law or to the board of directors and the general meeting of shareholders.

18.9. The directors are responsible for taking all measures related to the management of the company, within the limits of the company's object of activity and in compliance with the exclusive powers reserved by law or by the articles of incorporation to the board of directors and the general meeting of shareholders.

18.10. The activity of the directors will be established by the board of directors based on a decision.

18.11. The Directors shall inform the Board of Directors regularly and comprehensively of the operations undertaken and those envisaged, as well as of all irregularities found in the course of fulfilling their obligations.

18.12. The remuneration of the members of the board of directors is established by decision of the general meeting of shareholders. The remuneration of the directors is set by the board of directors.

18.13. The Board of Directors may delegate to the directors the duties provided for in art. 17.1.4.

18.14. The company's staff is hired or dismissed by the general manager or his representative.

CHAPTER VII

COMPANY ACTIVITY

Art. 19 – Economic and financial year

19.1. The financial financial year shall begin on January 1 and end on December 31 of each year. The first financial year starts on the date of incorporation of the company.

Art. 20 – Accounting records and balance sheet

20.1. The company will keep the accounting records in Romanian and in the national currency, according to the legislation in the field, will prepare the financial statements, taking into account the legislation in force.

20.2. The financial statements prepared in accordance with the law shall be approved by the general meeting of shareholders and shall be published in the Official Gazette of Romania, in accordance with the law.

20.3. The distribution of profit is approved by the general meeting of shareholders.

Art. 21 – Calculation and distribution of profit

21.1. The directors will be remunerated for the activity performed, the monthly remuneration and other rights due to the directors will be established by decisions of the Ordinary General Meeting of Shareholders of the company. The directors' remuneration consists of a fixed monthly allowance and a variable component. The general limits of the variable remuneration are established by resolutions of the ordinary general meeting of shareholders of the company. The variable remuneration can be granted both in cash and/or through the allocation of financial instruments and/or derivative financial instruments (shares, options granted under Stock Option Plan programs, etc.). The variable remuneration may be granted to the members of the Board of Directors, directors and employees of the company, according to the general limits approved by the General Meeting of Shareholders, subject to the achievement of the net profit indicator and the approval of the annual financial statements by the General Meeting of Shareholders. The fund for granting variable remuneration for the achievement of the net profit performance indicator will be determined and recorded in the form of a provision, so that the achievement of the net profit established by the Income and Expenditure Budget is not jeopardized. The payment of the variable remuneration will be made after the approval of the annual financial statements. Within the instruments granted within Stock Option Plan programs for administrators and directors, the allocation criteria are established in accordance with the specific legislation, as well as with the provisions of the Articles of Association and of the management and mandate contracts, and for employees, the Board of Directors establishes the eligibility criteria of the SOP beneficiaries, the number of instruments to be granted to each category of beneficiaries, in accordance with the provisions of the relevant specific legislation, as well as the mechanisms for implementing the SOPs.

21.2. At least 5% of the company's profit shall be taken each year for the formation of the reserve fund, until it reaches at least one fifth of the share capital. If the reserve fund, after its establishment, has been reduced for any reason, it will be supplemented, in compliance with the previous paragraph.

The reserve fund shall also include in the reserve fund, even if it has reached the amount provided for in the first paragraph, the surplus obtained by selling the shares at a price higher than their nominal value, if this surplus is not used to pay the issuance expenses or intended for depreciation. In all cases, the conditions of participation will be established by the general meeting, for each financial year.

Art. 22 – Company Registers

22.1. The Company keeps the registers provided by law.

Art. 23 – Internal audit and financial audit

23.1. The Company is audited by a financial auditor, a natural or legal person, under the conditions provided by law .

23.2. The Company will organize the internal audit according to the norms developed by the Chamber of Financial Auditors of Romania, the Board of Directors establishing the organization and functioning of the internal audit activity.

23.3. The financial auditors are elected by the ordinary general meeting of shareholders for a period of at least 1 year.

23.4. The financial auditor shall bring to the attention of the members of the board of directors irregularities in the administration and violations of the legal provisions and provisions of the articles of incorporation that he finds.

23.5. The financial auditor's report remains submitted to the company's headquarters in the 15 days preceding the meeting of the general meeting, to be consulted by the shareholders.

CHAPTER VIII
ASSOCIATION

Art. 24 - Companies from the same sector of activity or from other sectors, from the country or abroad, may associate with the company, based on association contracts, concluded under the conditions provided by the law and by this Articles of Incorporation.

Art. 25 - The association contracts are approved by the board of directors of the company, subject to confirmation by the extraordinary general meeting of shareholders.

Art. 26 - The conditions of partnership during the period of the association, as well as those of withdrawal shall be expressly stipulated in the contracts, under the conditions of the law.

CHAPTER IX
MODIFICATION OF THE LEGAL FORM. DISSOLUTION. LIQUIDATION. LITIGATION

Art. 27 – Modification of the legal form

27.1. The company may be transformed into another form of company by the decision of the general meeting of shareholders.

27.2. The Company will comply with the legal formalities of registration and publicity required by the legislation in force.

Art. 28 – Dissolution of the company

28.1. The following situations lead to the dissolution of the company:

28.1.1. the impossibility of achieving the company's object of activity;

28.1.2. the decision of the general meeting;

28.1.3. bankruptcy;

28.1.4. loss of half of the share capital, after the reserve fund has been consumed, if the General Shareholders' Meeting does not decide to replenish the capital or reduce it to the remaining amount;

28.1.5. the number of shareholders will be reduced below 2, not more than 9 months;

28.1.6. in any other situations, based on the decision of the General Meeting of Shareholders, taken unanimously .

28.2. The dissolution of the company must be registered with the Trade Register and published in the Official Gazette.

Art. 29 – Liquidation of the company

29.1. In case of dissolution, the company will be liquidated.

29.2. The liquidation of the company and the distribution of the patrimony shall be made under the conditions and in compliance with the procedure provided by law.

Art. 30 – Disputes

30.1. The disputes of the commercial company with Romanian or foreign natural or legal persons are under the jurisdiction of the common law courts of Romania.

Empowered