

**Informations related to point 2 on the agenda of the E.G.M.S. from 25/26 April 2024  
regarding the proposal to amend the company's Articles of Incorporation**

Considering the changes made in the level of commercial legislation and the capital market, as well as the jurisprudence in matter of companies, the Board of Directors submits to the approval of the shareholders the following proposals for updating a of the company's Articles of Incorporation :

**Article 3 paragraph (2) is amended to read as follows:**

"3.2. The company may establish or terminate branches, offices, agencies, workplaces, and other secondary offices without legal personality within Romania or abroad, based on the decision of the Board of Directors, in compliance with regulations and legal provisions."

**Article 3 paragraph (3) is removed.**

**Article 7 paragraph (2) is removed.**

**Article 7 paragraph (3) is removed.**

**Article 8 paragraph (2) is amended to read as follows:**

"8.2. The registration of shares and shareholders is maintained in accordance with legal provisions by Depozitarul Central S.A."

**Article 10 paragraph (1) is amended to read as follows:**

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

**Article 10 paragraph (3) is amended to read as follows:**

"10.3. Shares are negotiable and freely transferable. The trading of shares takes place on a regulated market in Romania, namely the Bucharest Stock Exchange."

**Article 12 paragraph (3) point 9 is removed.**

**Article 12 paragraph (4) is amended to read as follows:**

"12.4. The Extraordinary General Meeting shall be convened whenever it is necessary to make a decision regarding:

- 12.4.1. changing the legal form of the company;
- 12.4.2. relocating the company's headquarters;
- 12.4.3. changing the company's business object;
- 12.4.4. extending the duration of the company;
- 12.4.5. increasing the share capital;
- 12.4.6. reducing the share capital or replenishing it by issuing new shares;
- 12.4.7. merging with other companies or dividing the company, including cross-border merger and division;
- 12.4.8. early dissolution of the company;
- 12.4.9. converting shares from one category to another;
- 12.4.10. converting one category of bonds into another category or into shares;
- 12.4.11. issuing bonds;
- 12.4.12. any other amendment to the articles of association or any other decision requiring the approval of the extraordinary general meeting."

**Article 13 paragraph (6) is amended to read as follows:**

"13.6. The convocation shall include the place and date of the meeting, as well as the agenda, with explicit mention of all issues to be discussed at the meeting. In case the appointment of administrators is included in the agenda, the convocation shall state that the list containing information regarding the names, place of residence, and professional qualifications of the

persons proposed for the position of administrator is available to the shareholders, and can be consulted and completed by them."

**Article 13 paragraph (7) is amended to read as follows:**

"13.7. When proposals for amending the articles of association are included in the agenda, the convocation must include the full text of the proposal, in compliance with capital market legislation."

**Article 13 paragraph (12) is amended to read as follows:**

"13.12. Each shareholder may address written questions to the board of directors regarding the company's activity, before the date of the general meeting, and shall receive answers during the meeting or through publication on the company's website, in the 'Frequently Asked Questions' section."

**Article 14 paragraph (5) is amended to read as follows:**

"14.5. The General Meeting of Shareholders shall be chaired by the chairman of the board of directors, and in his absence, by the one holding his position, based on the authorization given by the chairman."

**Article 14 paragraph (6) is amended to read as follows:**

"14.6. The General Meeting shall elect, from among the attending shareholders, up to 3 secretaries, who shall verify the attendance list of the shareholders, indicating the share capital represented by each, the minutes drawn up by the technical secretary for recording the number of shares present, and the fulfillment of all legal and statutory formalities for holding the general meeting."

**Article 15 paragraph (4) is amended to read as follows:**

"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 Registry Office to be entered in the register and published in the Official Gazette of Romania (Part IV)."

**Article 15 paragraph (6) is amended to read as follows:**

"15.6. Shareholders who did not vote in favor of a resolution of the general meeting have the right to withdraw from the company and request the purchase of their shares by the company, only if the respective resolution of the general meeting pertains to:

- a) change of the main object of activity;
- b) cross-border transformation of the company;
- c) change of the company's form;
- d) merger or division of the company, including cross-border ones;

The right of withdrawal may be exercised:

- a) within 30 days from the date of publication of the resolution of the general meeting in the Official Gazette of Romania, Part IV, in the cases provided for in points a) to c);
- b) from the date of adoption of the resolution of the general meeting, in the case provided for in point d)."

Shareholders shall deposit at the company's headquarters, along with the written withdrawal statement, the shares they own, or, as the case may be, the shareholder certificate.

The price paid by the company to the shareholder exercising their withdrawal right shall be determined by an independent evaluator registered with the Financial Supervisory Authority (ASF) in accordance with the prevailing evaluation standards, as per the law. The expert is appointed by the delegated judge, at the request of the board of directors.

**Article 16 paragraph (5) is amended to read as follows:**

"16.5. When a vacancy arises on the Board of Directors, the procedures provided by the prevailing legal provisions shall be followed. The duration for which the new director is elected to fill the vacant position shall be equal to the remaining period until the expiration of the predecessor's mandate."

**Article 16 paragraph (10) is amended to read as follows:**

"16.10. The Board of Directors shall meet at the headquarters of the company or at another location determined by convocation, with the meetings being convened and conducted in accordance with the applicable legal provisions and in accordance with the Internal Regulations of the Board of Directors. Participation in Board of Directors meetings may also take place through remote communication means: teleconference, video conference, internet conference, or intranet conference, etc.

Members of the Board of Directors may be represented at Board meetings by other members based on a power of attorney. A member of the Board of Directors may represent only one other member at a meeting. The power of attorney shall be transmitted to the secretariat before the start of the meeting. In cases of urgency or impossibility of the directors' participation in the meeting, the Chairman of the Board may decide to conduct the meeting and transmit the vote electronically, in accordance with the procedure established by the Internal Regulations of the Board of Directors.

The Board of Directors shall meet whenever necessary:

- a) upon convocation by the chairman,
- b) upon reasoned

request of at least 2 members of the board of directors.

The Board of Directors meeting is chaired by the chairman. The chairman shall appoint, by decision, a secretary from among the members of the Board or from outside of it."

**Art.16 paragraph (11) is amended to read as follows:**

"16.11. In the event that the convocation is made by the Chairman of the Board of Directors, he/she shall establish the agenda, inform the members of the board of directors about the items on the agenda, and preside over the meeting. In case the convocation is made in accordance with article 16.10. lit. b), the agenda is established by the members of the board of directors who requested the meeting."

**Art.16 paragraph (14) is amended to read as follows:**

"16.14. The debates of the Board of Directors take place in accordance with the agenda established based on the project communicated by the chairman. These debates are recorded in the minutes of the Board of Directors meeting by the secretary of the Board of Directors. The minutes are signed by the administrators present at the meeting."

**Art.16 paragraph (23) is removed.**

**Art.16 paragraph (24) is renumbered and becomes art. 16 paragraph (23).**

**Art.16 paragraph (25) is removed.**

**Art.16 paragraph (26) is renumbered and becomes art. 16 paragraph (24).**

**Art.16 paragraph (27) is renumbered and becomes art. 16 paragraph (25).**

**Art.16 paragraph (28) is removed.**

**Art.17 paragraph (1) (2) is amended to read as follows:**

"17.1.2. approves the organizational structure of the company."

**Art.17 paragraph (1) (18) is amended to read as follows:**

"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."

**Art.17 paragraph (1) is supplemented with points (20) and (21), which have the following content:**

"17.1.20 establishes/closes branches and other secondary offices, without legal personality, or changes their headquarters;  
17.1.21 decides the establishment/closure of other companies or legal entities, including participation in the share capital of other companies, under the conditions provided by legal regulations."

**Art. 18 paragraph (13) is amended to read as follows:**

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

**Art. 18 paragraph (14) is amended to read as follows:**

"18.14. The personnel of the company is hired or dismissed by the general manager or by a person authorized by him/her."

**Art. 22 paragraph (1) is amended to read as follows:**

"22.1. The company keeps the registers provided by law."

**Art. 27 is amended to read as follows:**

"Art. 27 – Change of 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 shall fulfill the legal formalities of registration and publicity required by the legislation in force."

**Art. 28 paragraph (1) (6) is removed.**

**Art. 28 paragraph (1) (7) is renumbered and becomes art. 28 paragraph (1) point (6).**

Since the amendment of the company's constitutive act is the competence of the Extraordinary General Meeting of Shareholders, according to the provisions of art. 113 lit. m) of the Companies Law no. 31/1990, the Board of Directors is subject to approval shareholders these changes.

We are attaching the updated Articles of Incorporation, taking into account the amendment proposal above.