

Societatea Comerciala

ARTEGO S.A.



ADRESA: Str. Ciocarlau nr. 38
TG-JIU – 210103, GORJ, ROMANIA;
J 18/1120/1991; CIF: RO 2157428
Telefon: 0040-253-22.64.44; 22.64.45
Fax: 0040-253-22.61.40; 22.60.67; 22.60.45
Capital social: 22.390.412 lei



Benzi transport, Garnituri, Placa tehnica, Covoare, Flexiblocuri, Burdufi
Coturi si mansoane radiator, piese auto din cauciuc, Covoare auto

Current Report

Date of report: 13.08.2019

Issuer Name: S.C. ARTEGO S.A.

Headquarters: Tg. Jiu, Ciocarlau Street, no. 38, Gorj County.

Registration number at the Trade Register: J18/1120/1991

Unique registration code: RO2157428

Capital : 22.390.412,5 RON

Trading Market: Piata BVB – standard

e) Other events:

The board of S.C. ARTEGO S.A. TG. JIU was meeting on 13.08.2019 at the headquarters on Ciocarlau Street No.38, Gorj county, and it decided to convene the the Extraordinary General Meeting of Shareholders on 16.09.2019 11,30 am at the company for all shareholders registered in the register of shareholders at the end of the day 05.09.2019, established as the reference date for holding these meetings, with the following agenda :

1) Approval of the conversion of the cash, multicurrency, employer lending ceiling, in the amount of 11,000,000 lei contracted by the Company from the Commercial Bank INTESA SANPAOLO ROMANIA S.A. ("Bank") based on the credit agreement no. 19 / 02.11.2009 with the additional documents related, in cash lending ceiling, multicurrency, of non-binding character, for indefinite duration, in the amount of 11,000,000 lei;

2) Approval of maintaining all the guarantees already established in favor of the Bank to guarantee the aforementioned credit, together with the interests, commissions and other related costs, based on the aforementioned credit agreement and the related guarantee contracts, namely :

- Real estate mortgage, for the amount of 9,000,000 (nine million lei), plus interest the loan amount calculated up to its full repayment, as well as the commissions and the expenses related to the loan, on the following buildings the property of the Borrower:

a) courtyard-built urban land with an area of 11,243 square meters, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/4, together with the constructions C15 with the cadastral number 1315/2/1/1/1/4-C15, C16 with the cadastral number 1315/2 / 1/1/1/4-C16,

C17 with the cadastral number 1315/2/1/1/1/4-C17, C28 with the cadastral number 1315/2/1/1/1/4-C28, C29 with the cadastral number 1315/2/1/1/1/4-C29, C30 with the cadastral number 1315/2/1/1/1/4-C30, C31 with the cadastral number 1315/2/1/1/1/4-C31, C60 with the cadastral number 1315/2/1/1/1/4-C60, C70 with the cadastral number 1315/2/1/1/1/4-C70, C73 with the cadastral number 1315/2/1/1/1 / 4-C73, registered in the land book no. 41172 (from the paper conversion of CF no. 24788) of Targu Jiu Municipality;

b) courtyard-built urban land with an area of 18,910 sqm, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/7, together with the constructions C54 with the cadastral number 1315/2/1/1/1/7-C54, C55 with the cadastral number 1315/2 / 1/1/1/7-C55, C58 with cadastral number 1315/2/1/1/1/7-C58, C57 with cadastral number 1315/2/1/1/1/7-C57, C56 / 2 / 1 with the cadastral number 1315/2/1/1/1/7-C56 / 2/1, C69 with the cadastral number 1315/2/1/1/1/7-C69, inscribed in the land book no. 40067 (from the paper conversion of CF no. 24791) of, Targu Jiu Municipality;

c) courtyard-built urban land with an area of 4,114 square meters, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/9, together with the C56 / 4 construction with the cadastral number 1315/2/1/1/1/9, inscribed in the land book no. 41169 (from the paper conversion of CF no. 24793) of Targu Jiu Municipality;

d) courtyard-built urban land with an area of 1,575 sqm, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/10, together with the construction C63 with the cadastral number 1315/2/1/1/1/10-C63, inscribed in the land book no. 41170 (from the paper conversion of CF no. 24794) of Targu Jiu Municipality;

e) courtyard-built urban land with an area of 22,150 sqm, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/11, together with the constructions C56 / 3 with the cadastral number 1315/2/1/1/1/11-C56 / 3, C61 with the cadastral number 1315/2/1/1/1/11-C61, C62 with the cadastral number 1315/2/1/1/1/11-C62, inscribed in the land book no. 41165 (from the paper conversion of CF no. 24795) of Targu Jiu Municipality

➤ Real estate mortgage, for the amount of 3,500,000 (three thousand lei), to which is added the interest related to the credit calculated until its full repayment, as well as the commissions and expenses related to the credit, on the following real estate property of the Borrower:

a) courtyard-built urban land with an area of 11,243 square meters, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/4, together with the constructions C15 with the cadastral number 1315/2/1/1/1/4-C15, C16 with the cadastral number 1315/2 / 1/1/1/4-C16, C17 with the cadastral number 1315/2/1/1/1/4-C17, C28 with the cadastral number 1315/2/1/1/1/4-C28, C29 with the cadastral number 1315/2/1/1/1/4-C29, C30 with the cadastral number 1315/2/1/1/1/4-C30, C31 with the cadastral number 1315/2/1/1/1/4-C31, C60 with the cadastral number 1315/2/1/1/1/4-C60, C70 with the cadastral number

1315/2/1/1/1/4-C70, C73 with the cadastral number 1315/2/1/1/1 / 4-C73, registered in the land book no. 41172 (from the paper conversion of CF no. 24788) of Targu Jiu Municipality;

b) courtyard-built urban land with an area of 18,910 sqm, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/7, together with the constructions C54 with the cadastral number 1315/2/1/1/1/7-C54, C55 with the cadastral number 1315/2 / 1/1/1/7-C55, C58 with cadastral number 1315/2/1/1/1/7-C58, C57 with cadastral number 1315/2/1/1/1/7-C57, C56 / 2 / 1 with the cadastral number 1315/2/1/1/1/7-C56 / 2/1, C69 with the cadastral number 1315/2/1/1/1/7-C69, inscribed in the land book no. 40067 (from the paper conversion of CF no. 24791) of, Targu Jiu Municipality;

c) courtyard-built urban land with an area of 4,114 square meters, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/9, together with the C56 / 4 construction with the cadastral number 1315/2/1/1/1/9, inscribed in the land book no. 41169 (from the paper conversion of CF no. 24793) of Targu Jiu Municipality;

d) courtyard-built urban land with an area of 1,575 sqm, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/10, together with the construction C63 with the cadastral number 1315/2/1/1/1/10-C63, inscribed in the land book no. 41170 (from the paper conversion of CF no. 24794) of Targu Jiu Municipality;

e) courtyard-built urban land with an area of 22,150 sqm, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/11, together with the constructions C56 / 3 with the cadastral number 1315/2/1/1/1/11-C56 / 3, C61 with the cadastral number 1315/2/1/1/1/11-C61, C62 with the cadastral number 1315/2/1/1/1/11-C62, inscribed in the land book no. 41165 (from the paper conversion of CF no. 24795) of Targu Jiu Municipality;

➤ Real estate mortgage, for the amount of 2,500,000 (two million lei), to which is added credit interest calculated up to its full repayment, as well the commissions and expenses related to the loan, on the following buildings, the property Borrower:

a) courtyard-built urban land with an area of 11,243 square meters, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/4, together with the constructions C15 with the cadastral number 1315/2/1/1/1/4-C15, C16 with the cadastral number 1315/2 / 1/1/1/4-C16, C17 with the cadastral number 1315/2/1/1/1/4-C17, C28 with the cadastral number 1315/2/1/1/1/4-C28, C29 with the cadastral number 1315/2/1/1/1/4-C29, C30 with the cadastral number 1315/2/1/1/1/4-C30, C31 with the cadastral number 1315/2/1/1/1/4-C31, C60 with the cadastral number 1315/2/1/1/1/4-C60, C70 with the cadastral number 1315/2/1/1/1/4-C70, C73 with the cadastral number 1315/2/1/1/1 / 4-C73, registered in the land book no. 41172 (from the paper conversion of CF no. 24788) of Targu Jiu Municipality;

b) courtyard-built urban land with an area of 18,910 sqm, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/7, together with the constructions

C54 with the cadastral number 1315/2/1/1/1/7-C54, C55 with the cadastral number 1315/2 / 1/1/1/7-C55, C58 with cadastral number 1315/2/1/1/1/7-C58, C57 with cadastral number 1315/2/1/1/1/7-C57, C56 / 2 / 1 with the cadastral number 1315/2/1/1/1/7-C56 / 2/1, C69 with the cadastral number 1315/2/1/1/1/7-C69, inscribed in the land book no. 40067 (from the paper conversion of CF no. 24791) of, Targu Jiu Municipality;

c) courtyard-built urban land with an area of 4,114 square meters, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/9, together with the C56 / 4 construction with the cadastral number 1315/2/1/1/1/9, inscribed in the land book no. 41169 (from the paper conversion of CF no. 24793) of Targu Jiu Municipality;

d) courtyard-built urban land with an area of 1,575 sqm, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/10, together with the construction C63 with the cadastral number 1315/2/1/1/1/10-C63, inscribed in the land book no. 41170 (from the paper conversion of CF no. 24794) of Targu Jiu Municipality;

e) courtyard-built urban land with an area of 22,150 sqm, located in Targu Jiu, Ciocarlau str., no. 38, Gorj county, having the cadastral number 1315/2/1/1/1/11, together with the constructions C56 / 3 with the cadastral number 1315/2/1/1/1/11-C56 / 3, C61 with the cadastral number 1315/2/1/1/1/11-C61, C62 with the cadastral number 1315/2/1/1/1/11-C62, inscribed in the land book no. 41165 (from the paper conversion of CF no. 24795) of Targu Jiu Municipality;

➤ Mortgage on the debts resulting from the development of the Framework Agreement no. 15074 / 17.09.2015 and the subsequent supply contracts concluded with CET GOVORA S.A., registered at Electronic Archive of Real Estate Guarantees;

➤ Mortgage on current bank accounts in lei and currency opened by the Borrower at Bank, registered at the Electronic Archive of Real Estate Guarantees;

Mortgage on the debts arising from the development of the contract no. 105/2019 from the date of 21.02.2019 concluded with SIBAN P.E.O.S.A. Spain, including subsequent additional documents, registered at Electronic Archive of Real Estate Guarantees;

➤ Mortgage on the debts resulting from the development of the contract no. 1157/2019 as of 06/18/2019 concluded with CHIMEXIM S.A., including subsequent additional documents, registered in the Archive Electronics of Real Movable Guarantees;

➤ Mortgage on the debts resulting from the development of the contract no. 22/2019 concluded with DRAMIKOM DOO Beograd Serbia, including subsequent additional documents, registered with the Electronic Archive of Real Movable Guarantees;

3) Approval of the empowerment of Mr. DAVID VIOREL, as chairman of the Board of Directors, because, on behalf and for the Company:

i) to represent it with full powers before the Bank, public notaries, public authorities, any other third parties;

- ii) to negotiate, to accept the contractual clauses and to sign with the Bank the additional document to the credit agreement mentioned above as well as any other necessary documents regarding the transformation of the credit as mentioned in point 1) above;
 - iii) to perform any other activity that it considers necessary or that will be requested by the Bank in order to implement this decision.
- 4) Approval of the empowerment of Mr. DAVID VIOREL, as chairman of the Board of Directors, to approve any subsequent modifications / extensions of the maximum duration of use of the credit line mentioned in point 1) above.
 - 5) Approval of the closure of the secondary work point in Baia de Fier village, Baia de Fier commune, Gorj county
 - 6) Approval of the CA proposal regarding the registration date on 04.10.2019 for the EGMS, according to art.86 para. 1 of Law 24/2017 on issuers of financial instruments and market operations and approval of the date of 03.10.2019 as an ex-date.

At the meeting may participate and vote the shareholders registered in the Shareholders Register from S.C. CENTRAL DEPOSITARY S.A. at the end of the day of 05.09.2019, as the reference date.

One or more shareholders representing individually or jointly at least 5% of share capital are entitled:

a) To put items on the agenda of the general meeting, provided that each item to be accompanied by a justification or a draft resolution proposed for adoption by the General Meeting, no later than 30.08.2019 15 am;

b) To submit draft resolutions for the items which are included or to be included in the agenda of the general meeting, no later than 30.08.2019 15 am;

The shareholders have the right to ask questions related to items on the agenda of the EGM. The Company will formulate an overall answer to the questions with the same content which will be available on the website of the Company in the form of question – answer.

The mentioned shareholders in the preceding paragraphs are obliged to send materials / questions in writing, in sealed envelopes, accompanied by certified copies of identity documents, ID card for the individuals, or certificate of registration for legal persons, and the copy of the document proving their status of legal representative, at the company's headquarters, clearly written statement in capital letters FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 16/17.09.2019, or by e-mail with embedded electronic signature, according to Law no.455 / 2001 on electronic signature, at the address actionariat@artego.ro, mentioning the subject "EGM 16/17.09.2019".

The representation of the Shareholders in the General Meeting of Shareholders can be done by anyone other than shareholders, based on a general or special powers. A shareholder may grant a general power of attorney valid for a period which may not exceed more than three years.

The forms of special powers of attorney in Romanian and English may be obtained from the company's headquarters or on the company's website, starting on 16.08.2019. A copy in the original power of attorney, completed and signed, accompanied by the copy of the valid ID of the shareholder (ID card in case of the individuals and certificate of registration for legal persons) shall be submitted / sent at the company's headquarters until on 14.09.2019, 11 am, another will be provided to the representative so that it may prove as representative in the meeting. The powers of attorney in Romanian or English accompanied by the identification documents of the shareholders may be sent by e-mail with embedded electronic signature according to Law no.455 / 2001 on electronic signature, up to date 14.09.2019, 11 am at actionariat@artego.ro, mentioning the subject for „EGM 16/17.09.2019”.

At the date of the EGM, the appointed representative will teach the originals of the special powers of attorney, if that were sent by e-mail with electronic signature, and a copy of valid ID of the representative appointed.

The shareholders of SC ARTEGO SA have the opportunity to vote by mail before the EGM, using the form of the vote by mail in Romanian or English. The forms of the vote by mail can be obtained from the company's headquarters or on the company's website, starting on 16.08.2019. The forms of the vote by mail, completed and signed accompanied by copy of the valid ID of the shareholder (ID card in case of the individuals or certificate of registration and a copy of the identity document of the legal representative for legal persons) can be sent to society's headquarters, with acknowledgment of receipt, so be recorded as received by no later than the date of 14.09.2019, 11 am.

The forms received after the date and time above will not be counted towards the quorum and majority in the EGM. The voting intentions can be expressed by e-mail at actionariat@artego.ro, with electronic signature stating "for EGM 16/17.09.2019" .

The draft resolutions, the documents and the materials for discussion of EGM can be found at the company's headquarters, every working day or on the company's website www.artego.ro - "News" section, starting on 16.08.2019. Further informations can be obtained at tel no. 0253/226341 int 124.

If the meeting is not statutory, the reconvoation will take place on 17.09.2019, 11 :30 am for EGM at the registered office of the Company with the same agenda.

The documents and materials related to the issues included in the agenda can be consulted by the shareholders interested in the working days between 9.00 and 15.00 at the company headquarters or on the web page www.artego.ro starting with 16.08.2019. Further information can be obtained at tel no. 0253/226341 int 124.

BOARD CHAIRMAN,

David Viorel

SECRETARY,

Buse Diana