



S.C. TRANSGEX S.A. Oradea

410072 ORADEA, str. Vasile Alecsandri nr.2
Jud. BIHOR , ROMÂNIA
Nr. Ord. Reg.Com: J05/843/2000
Cod unic de înregistrare: RO 202255
Cont: RO11BTRL00501202766238XX Banca Transilvania
Capital social subscris și vărsat 13.311.405 lei

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PROJECT

DECISION no.1

adopted at the meeting of the Ordinary General Meeting of Shareholders (OGMS)
TRANSGEX S.A. from 18 /19.04.2022

Concidering:

- the debates that took place regarding the items registered on the agenda and recorded in the process - minutes of the meeting at the OGMS of Transgex SA from 18 / 19.04.2022
- the provisions of Law no. 31/1990 of the commercial companies republished with the subsequent modifications, Law 24/2017, CNVM / ASF regulations and the company's articles of association,

The Ordinary General Meeting of Shareholders of 18 / 19.04.2022, 12 pm (Romania time), , (reference date 04.04.2022) convened under the conditions of the law and of the constitutive act by the Board of Directors, legal and statutory convened at the first / second convocation , at the company's headquarters, Oradea, str. V. Alecsandri no. 2, Bihor county, with the direct participation / through representatives of the shareholders holding a total number of _____ shareholders with voting rights, out of a total of 5,324,562 shares, representing _____ of the share capital and _____ of the total voting rights,

DECIDE:

Art.1 The financial statements for the financial year 2021 are approved / rejected, based on the Report of the Board of Directors and the Report of the financial auditor. . Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.2 The Annual Report for 2021 is approved / rejected according to the FSA Regulation no. 5/2018. , Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.3 Approval / Rejection Presentation and approval of the management report of the Board of Directors for 2021

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.4 The discharge of the Board of Directors for the financial year 2021 is approved / rejected
Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____

Art.5 The financial audit report regarding the financial year 2021 is approved / rejected.

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.6 It is approved / Rejected that the profit registered in 2021 to be distributed according to the proposals from the financial statements, respectively net profit to be distributed: 1,303,869 lei, according to the proposed distribution in the financial statements of the financial year 2021, as follows: legal reserve 78,560 lei, other reserves from fiscal facilities reinvested profit 8,459 lei, result carried forward 1,216,850 lei.
Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.7 The revenue and expenditure budget and the Activity / Investment Program for the financial year 2022 are approved / rejected and the power of the Board of Directors to modify this program according to the concrete economic needs of the company

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.8 The remuneration report of the company's management for the financial year 2021 is approved / rejected

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.9 Taking note of the decision to relinquish the term of office of Mr. Miron Sferle

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.10 Discussion and submission for approval of the proposal regarding the election of a new director - member of the Board of Directors of TRANSGEX SA, in the vacant position, starting with the date of appointment and until 16.11.2023 - expiration date of the members of the Board of Directors depending. The deadline for submitting the application for the position of administrator is 08.04.2022; the list containing the name, place of residence and qualification of the candidates will be available on the company's website www.transgex.ro, after the deadline for submitting applications.

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.11 . Establishing the limits of the monthly remuneration of the General Manager and approving the maintenance of the amount of the remuneration of the new member of the Board of Directors at the current level.

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.12 . Approval of the conclusion of the mandate contract with the new member of the Board of Directors and approval of the mandate of a person to negotiate and sign the mandate contract in the name and on behalf of TRANSGEX S.A.

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.13 . Approval of 12.05.2022 as the registration date, in accordance with the legal provisions in force, for the identification of the shareholders affected by the OGMS decision and the date of 11.05.2022 as ex date - the date prior to the registration date with a cycle settlement minus one working day, from which the financial instruments subject to the decisions of the corporate bodies are traded without the rights deriving from the respective decision.

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Art.14 .14. Mandating a person to sign the OGMS decisions on behalf of the shareholders and to complete all the necessary formalities related to the OGMS decisions in relations with the competent authorities (ORC, ASF, BVB,

Depozitarul Central SA, other public or private entities) and to sign any documents necessary for the fulfillment of the decided ones. The warrant may be transferred to another person.

Valid votes cast by the shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

The Chairman of the Board of Directors,
Mircea CĂLBUREAN