

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 Extraordinary General Meeting of Shareholders (EGMS)
TRANSGEX S.A. from 19 / 20.01.2022

Considering:

- the debates that took place regarding the items registered on the agenda and recorded in the process - minutes of the meeting at the EGMS of Transgex SA from 19 / 20.01.2022
- the provisions of Law no. 31/1990 of the commercial companies republished with the subsequent modifications, Law no. 297/2004, Law 24/2017, CNVM / ASF regulations and the company's articles of association,

Extraordinary General Meeting of Shareholders dated 19 /20.01.2022, 1 pm, (reference date 09.01.2022) convened in accordance with the law and 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 _____squotes 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 ratification of the Decision of the Board of Directors no. registration 6959/18 11 2021, based on which it was approved: the conclusion of a bilateral promise of sale and purchase in order to capitalize by selling the property, the property of Transgex SA, located in place. Livada de Bihor, com. Nojorid, jud. Bihor, in a total area of 50,000 sqm composed of: urban land with an area of 34,307 sqm, with a greenhouse with s.c. of 10,080 sqm, registered in CF 50374

Nojorid, no. cadastral 50374, 50374-c1, respectively with an area of 15,693 sqm registered in CF 51992 Nojorid, no. cadastral 51992, 51992 -c1, with a vegetable greenhouse with sc. 11727 sqm, respectively of the fixed assets related to the greenhouses for their operation.

The sale will be made to the buyer of the company WEST CAPITAL SRL registered at J40 / 8481/2021, CUI 44266609, head office in Bucharest, Charles de Gaulle Square, 011857, no. 15, 3rd floor, office 321Register12, sector 1.

The total sale price negotiated between the parties (based on the Valuation Report prepared by the authorized appraiser ANEVAR HAIER Magdolna) is 2,225,000 lei (two million two hundred and twenty-five per cent) to which VAT is added in the quota provided by law / as the case may be, the reverse charge regime applies . Payment will be made by bank transfer, on the date of concluding / signing the authentic CVC, the date on which it will operate and the transfer of ownership. At the date of concluding the promise of sale and purchase, the possession of the real estate is transferred.

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

Art.2 The proposal for the sale to the company WEST CAPITAL SRL J40 / 8481/2021, of the building owned by the company described in point 1 above, respectively of the fixed assets related to the greenhouses for their operation, in the established terms and conditions, is approved / rejected. in the promise of sale purchase.

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

Art.3 The allocation of the amount of 1,327,705 euros is approved / rejected, the amount that does not include VAT for the insurance co-financing project “Increasing the thermal energy production for the consumers from the tourist area of Tășnad”: Call 2.1: “Increased capacity to supply renewable energy ”- Geothermal, Field of interest: Renewable energy Innovation Norway and the power of the general manager Mr. Sferle Miron to sign in the name and on behalf of the Company all the documents necessary to fulfill the decided ones, including the financing contract etc .. Mr. Sferle Miron can mandate another person.

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

Art.4 The mandate of the General Manager of TRANSGEX S.A., Mr. Sferle Miron, that in the name and on behalf of the company to carry out the procedures regarding the sale of the real estate, respectively the negotiation of the price, the signing and conclusion of the sale promise / authentic sale contract, additional documents relations with the competent authorities (notary, bank, other public or private entities). At the same time, the General Manager is mandated to

sign on behalf of the shareholders the EGMS decisions, to fulfill all the necessary formalities related to the EGMS decisions in the relations with the competent authorities (ORC, ASF, BVB, Depozitarul Central S.A., other public or private entities). Mister. Sferle Miron can mandate another person.

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

Art.5 The date of 11.02.2022 is approved / rejected as the registration date, in accordance with the legal provisions in force, for the identification of the shareholders affected by the effects of the EGMS decision and the date of 10.02.2022 as ex date - the date before the date of registration with a settlement cycle minus one working day, from which the financial instruments object of the decisions of the corporate bodies are traded without the rights deriving from the respective decision. Valid votes cast by shareholders present _____, of which: "for" _____, "against" _____, "abstention" _____.

Chairman of the Board of Directors,
Mircea CĂLBUREAN