

## CURRENT REPORT

According to Law 24/2017 and ASF Regulation no. 5 / 2018

Date of the report: 12.04.2023  
Name of the commercial company: COMELF SA  
Registered office: Bistrita, str. Industrii no. 4  
Telephone / fax number: 0263.234.462; 0263.238.092  
The unique registration code at the Trade Registry Office: 568656  
Order number in the Trade Register: J06/02/1991  
Subscribed and paid-up capital: 13,036,325.34 lei  
The regulated market on which the issued securities are traded: BVB  
Reported event: The execution of the AGOA on April 11, 2023.

The Ordinary General Meeting of COMELF SA Shareholders, met on April 11, 2023, at the second convocation, at the company's registered office, according to the provisions of the Constitutive Act and Law no. 31/1990 (republished), with subsequent amendments and additions, of the provisions of Law no. 24/2017 (republished) as well as of the A.S.F. Regulation. no. 5/2018, in a quorum of 87.0909% of the total of 22,476,423 voting rights related to the 22,476,423 shares issued by the company COMELF S.A., which represents a total number of 19,574,941 valid votes cast from the share capital.

Meeting the quorum provided for in art. 17 of the company's Articles of Association, namely, at least one-fourth of the total number of voting rights, the meeting was legally established and it was time to present, debate and vote on the items provided in the agenda of the meeting, as announced in the notice published in the local newspaper Rasunetul of March 7, 2023, Official Gazette no. 1086 part IV of March 7, 2023, Bursa newspaper no. 43 of March 7, 2023 and the COMELF website.

The Ordinary General Meeting of COMELF SA Shareholders approved/decided the following:

1. The report of the Board of Directors, the Report of the independent financial auditor and the discharge of management of the Board of Directors, its president and the general director of the company for the year 2022.

The financial position situation for 2022 with its annexes and accounting policies for 2022, respectively:

- Total immobilized assets 76,548,516 lei
- Total current assets 91,369,920 lei
- Total assets 167,918,436 lei
- Total equity 78,244,522 lei
- Long-term debts 16,074,750 lei
- Total current liabilities 73,599,164 lei
- Total debts 89,673,914 lei
- Total equity and liabilities 167,918,436 lei

The situation of the global result for the year 2022, respectively:

- Operating income 171,455,411 lei
- Operating expenses 165,282,214 lei
- Operating profit 6,173,197 lei
- Financial income 2,207,640 lei
- Financial expenses 3,776,851 lei
- Financial loss 1,569,211 lei
- Profit before taxation 4,603,986 lei
- Net profit 4,142,212 lei

Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]% against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.

2. The distribution of the net profit of 4,142,212 lei for the year 2022, as follows:

- Dividends 4,142,212 lei.

As such, the dividend granted in 2022 is 0.18 gross lei per share, the distribution to be made through the Central Depository at BRD - Groupe Société Générale units, starting with 10.05.2023, the date of payment, according to the regulations in force.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]%against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

3. The income and expenditure budget for the year 2023, respectively:

- Total revenues €39,196,829  
194,024,303 lei equivalent
- Total expenses €37,748,650  
186,855,813 lei equivalent
- Gross profit €1,448,181  
7,168,489 lei equivalent

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]%against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

4. The investment program for the year 2023 in the total amount of €1,278,633, for purchases.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]%against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

5. For the year 2023 and the beginning of 2024, until the ordinary AGOA in April 2024, the general director and the economic director have the following competences for hiring banking products, respectively:

a) Establishes the company's maximum debt ceiling through bank loans/leasing (ongoing lending facilities plus facilities that will be contracted in the period 2023-2024), at a maximum value of EUR 10,000,000. Approve and ratify the existing facilities including all real estate/movable guarantees established or to be established to secure the respective facilities, assignments of present and future debt rights, assignments related to current and future availabilities, resulting from current accounts and assignments of the resulting rights from insurance policies.

b) Within the limit of the ceiling approved in letter a, all the documents concluded by the General Director Gheorghe Cenusa and the Economic Director Dana Tatar on behalf of the company are ratified, and their mandate is further reconfirmed in order to negotiate and sign any new credit/leasing contracts, as well as the establishment of any guarantee on the company's assets. Also within the limit of the approved ceiling, the two directors will be able to negotiate and sign any subsequent amendments to these contracts, as well as any amendments to the contracts already in progress, including additional documents for increasing, decreasing or extending credit, approving subordination contracts and subsequent amendments, currency transaction contracts of the "Master Agreement" type, withdrawal requests or any types of documents issued by the bank, as well as any other necessary or useful documents in order to manage the company's credit relationship.

The board of directors is authorized to analyze and approve the modification of the competences that can be employed by the company, at its request.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]%against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

6. The Remuneration Report of the members of the Board of Directors for the year ended December 31, 2022.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]%against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

7. Extension of the mandate of G2 EXPERT SRL from Dej, as independent financial auditor and of ACON AUDIT SRL from Ploiesti, as internal financial auditor of COMELF S.A., for a period of 1 year, from the date of expiry of the current mandate.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]%against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

8. The general director of the company, Mr. Eng. Cenusa Gheorghe, is empowered to complete all the formalities regarding the registration of the AGOA decision at the Bistrita - Nasaud Trade Registry Office, the publication of the decision in the Official Gazette and the signing of the AGOA implementation report.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]% against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting**

9. The registration date is 28.04.2023. In accordance with Art. 86 para. 1 of Law 24 / 2017, the date serves to identify the shareholders on whom the decisions of the General Meeting of Shareholders apply. The date of 27.04.2023 is established as ex date, according to ASF Regulation no. 5 / 2018.

**Voting structure:** [100]% for, of the votes cast by the shareholders who attended the meeting, [0]% against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.

General Manager,  
Eng. Cenușa Gheorghe

