



**Voting form**  
**shareholders of legal entities**  
**for the Extraordinary General Meeting of Shareholders (EGMS) SAFETECH INNOVATIONS S.A.**  
**from 18 / 19.04.2022**

**the undersigned,** \_\_\_\_\_

\* To be filled in with the name of the shareholder legal entity  
with the registered office located in \_\_\_\_\_,  
registered at the Trade Register / similar entity for non-resident legal entities under no  
\_\_\_\_\_, unique registration code / equivalent registration number for non-resident legal  
entities \_\_\_\_\_  
\_\_\_\_\_ legally represented by \_\_\_\_\_

\* To be filled in with the name and surname of the legal representative of the legal person shareholder, as they appear  
in the documents proving the quality of representative

as a shareholder of SAFETECH INNOVATIONS S.A., headquartered in Romania, Bucharest, Str. Frunzei no. 12-14, floor  
1 and 2 - Sector 2, registered at the Trade Register Office attached to the Bucharest Tribunal under no. J40 / 3550/2011,  
CUI 28239696, Romania (Societatea),

holder of a number of \_\_\_\_\_ shares issued by the Company, representing \_\_\_\_% of the total shares  
issued by the Company and \_\_\_\_\_% of the total number of voting rights

having knowledge of the agenda of the meeting of the EGMS of the Company **from 18.04.2022, at 10:00** (Romanian  
time) - the first convocation and, respectively **19.04.2022, at 10:00 (Romanian time)** - the second convocation, and of  
documentation and informative materials related to the respective agenda, in accordance with ASF Regulation no.  
5/2018, by this vote we mean to express our vote for the Company's EGMS, as follows:

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**For agenda item no. 1, respectively:** Approval of the amendment to the articles of incorporation of the Company, in  
accordance with those mentioned below and adoption of these amendments in a new updated Articles of  
Incorporation:

- i. Any reference to "Sole Director" shall be replaced by "Board of Directors".
- ii. The duration of the company is specified as being for an undetermined period.
- iii. Article 12.4, point i) is abolished.
- iv. Article 12.5 and complete with the following paragraphs:

„m) sets up the main terms and conditions of the legal documents concluded by the Board of Directors or by the  
General Manager, in the name and on behalf of the Company, having as object the acts of acquisition, alienation,  
exchange or guarantee of the Company, whose value exceeds, individually or cumulatively, during a financial year, 20%  
of the total fixed assets, less receivables, as these values have been confirmed in the most recent audited financial  
statements of the Company;

n) sets up the main terms and conditions of the deeds of lease of tangible assets, for a period longer than one year,  
whose individual or cumulative value compared to the same co-contractor or persons involved or acting in concert  
exceeds 20% of the value total fixed assets, less receivables at the date of conclusion of the legal document, as well as  
associations for a period of more than one year, exceeding the same value, as these values were established in the  
most recent audited financial statements of the Company; "

v. Chapter V - "**Company Management**" is **amended and shall have the following content:**

**"Article 16 - Organization**

16.1. The company is managed in a unitary system by a Board of Directors consisting of an odd number of members,

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between a minimum of 3 (three) and a maximum of 7 (seven) members elected by the Ordinary General Meeting of Shareholders for a period of **2 (two) years**, with the possibility for members to be elected for successive terms. Once the members of the Board of Directors have been elected, the Ordinary General Meeting of Shareholders will decide the exact number of members of the Board of Directors. At least one of the members of the Board of Directors must be independent.

16.2. Most members of the Board of Directors are non-executive directors.

16.3. The administrators may be natural or legal persons, without limitation, in accordance with the legal provisions in force. The Board of Directors may set up advisory committees consisting of at least 2 members of the board and charged with conducting investigations and making recommendations to the board in areas such as auditing, remunerating directors, directors and staff or nominating candidates for various management positions. The committees shall report regularly to the Board on their work.

16.4. Candidates for the positions of members of the Board of Directors may be nominated by the shareholders regardless of their participation in the share capital or by the incumbent members of the Board of Directors.

16.5 The members of the Board of Directors will be insured for professional liability. The same obligation of insurance for professional liability has the persons appointed in the position of director of the Company.

16.6. The members of the Board of Directors exercise their attributions based on a mandate contract concluded between the Company and each of the members.

16.7. In the event of a vacancy, the Board of Directors shall appoint a temporary member for a term of office beginning on the date of his appointment and ending on the date on which the general meeting of shareholders decides to appoint a member to the Board of Directors. In this case, the remaining members of the Board of Directors will include on the agenda of the next ordinary general meeting of the Company the appointment of a member of the Board of Directors. If the number of existing members falls below 3 (three) at any time, the remaining members will urgently convene a general meeting which will have on its agenda the election of members of the Board of Directors to fill the vacancies.

16.8. The Chairman of the Board of Directors is elected by the Board of Directors, from among its members, by secret ballot. The Chairman of the Board of Directors may also be appointed General Manager of the Company.

16.9. The Chairman of the Board of Directors has the following attributions:

- a) coordinates the activity of the Board of Directors and reports on it to the general meeting of shareholders;
- b) supervises the functioning of the corporate bodies of the Company;
- c) convenes the meetings of the Board of Directors, establishes the agenda, supervises the transmission of information in an appropriate manner to the members of the Board of Directors regarding the items included on the agenda of the meetings and chairs the meetings;
- d) it is ensured that the meetings of the Board of Directors are carried out efficiently and effectively, the agenda of the meetings of the Board of Directors being duly respected;
- e) maintains regular contact with the General Manager, maintaining a close and constructive professional relationship;
- f) monitors the correct implementation of the decisions of the Board of Directors;
- g) Chairs the meetings of the General Meeting of Shareholders;
- h) leads the meetings of the Board of Directors with the shareholders and other key persons of the Company;
- i) any other attributions provided by law.

16.10. In case the President is temporarily unable to exercise his attributions, during the respective state of impossibility, the Board of Directors may entrust another administrator with the fulfillment of the function of president.

16.11. Persons who, according to this law, cannot be founders, nor can they be directors, directors or representatives of the Company, and if they have been elected, they are deprived of their rights.

16.12. at the date of adoption of this Articles of Association, the Board of Directors consists of [•] members, as follows:

[name and identification data]

[name and identification data]

[name and identification data] - independent member



## **Article 17 - Functioning of the Board of Directors**

17.1. The Board of Directors meets in regular meetings, convened by the Chairman of the Board of Directors at least once every 3 months. The convening of the meetings is sent to the members of the Board of Directors at least five (5) calendar days before the proposed date for a regular meeting.

17.2. If necessary, special meetings of the Board of Directors may be convened by the Chairman of the Board of Directors on his own initiative, as well as at the proposal of at least two (2) members of the Board of Directors or the General Manager, in each case with at least three calendar days before the date of the meeting.

17.3. In exceptional cases, justified by the urgency of the situation and by the interest of the Company, the decisions of the Board of Directors may be taken by unanimous written vote of the members, without the need for a meeting of the respective body.

17.4. The General Manager participates in the meetings of the Board of Directors, if convened, without having the right to vote, except for the directors who are also members of the Board of Directors. The Chairman of the Board of Directors may invite other persons, including the directors or the management of the branches, to attend the meetings of the Board of Directors, in whole or in part, depending on the agenda, without the right to vote. The Chairman of the Board of Directors may decide at any time that any person who is not a member of the Board of Directors shall leave the meeting of the Board of Directors.

17.5. The agenda of each meeting of the Board of Directors is established by the Chairman of the Board of Directors, after consultation with the General Manager and the members of the Board of Directors. If the meeting of the Board of Directors is convened at the request of at least 2 members of the Board of Directors or at the request of the General Manager, the respective members of the Board of Directors or the General Manager who have requested the meeting will propose the order of and will prepare and submit the materials related to each item proposed for the agenda.

17.6. The convening notice of the meetings of the Board of Directors must be sent in writing, by e-mail, fax, registered letter or by courier, in each case with acknowledgment of receipt and must include the date, time and place of the meeting, as well as the proposed agenda with relevant materials. and any other documents required for the meeting, in the first or second convocation. The meeting of the Board of Directors may be held at any time without notice, if all members of the Board of Directors are present (in person or through representation) or if those who are not present waive, in writing expressly, the requirement to receive the meeting notice.

17.7. The Board of Directors may hold meetings by:

- a) the direct participation in the meeting of the members, personally or by representation, at the place provided in the convocation or at the agreed location of the meeting, both in case of a meeting meeting with the fulfillment of the convening formalities, and in case of a meeting meeting with waiver of formalities to convene;
- b) the participation of the members in the meeting through the following means of distance communication: telephone or video conference, with the fulfillment of the technical conditions necessary to identify the participants, the effective participation of the members in the Board meeting and the retransmission of the deliberations continuously;
- c) without the meeting of the Board of Directors, by correspondence, in exceptional cases, justified by the urgency of the situation and by the interest of the Company, by the unanimous vote expressed in writing of all the members of the Board of Directors. The urgent character is decided motivated by the chairman of the Board of Directors, and the arguments that justified the urgency are specified in the preamble of the decision adopted by correspondence. Decisions may not be taken by correspondence regarding the annual financial statements or the authorized capital.

17.8. The meeting of the Board of Directors is legally convened if at least three (3) members of the Board of Directors are present (personally or by representation), and the decisions within the Board of Directors are taken with the vote of the majority of members present (personally or by representation).

17.9. The members of the Board of Directors may be represented in the meetings of the Board of Directors only by other members of the Board of Directors, empowered by a special power of attorney. A present personal member may represent a single absent member.

17.10. A Minutes will be drawn up at each meeting, which will include the names of the participants, the agenda, the decisions taken and any separate opinion. The minutes shall be signed by the chairman of the meeting, by at least one other director and by the secretary of the meeting.

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## **Article 18 - Duties of the Board of Directors**

### **Art. 18 - Duties of the Board of Directors:**

18.1. The Board of Directors is responsible for fulfilling all the useful and necessary acts in order to achieve the object of activity of the Company, including regarding the administration of the eventual investments of the Company, except for the attributions that are by law assigned to the general meetings of shareholders.

18.2. The management of the Company is appointed, by the Board of Directors, to the General Manager of the Company. If the Board of Directors appoints other managers in addition to the General Manager, certain attributions may also be delegated to the respective directors. The General Manager is elected by the Board of Directors and can be elected both from the members of the Board of Directors and from outside them.

18.3. The Board of Directors has the following attributions that cannot be delegated to the General Manager and / or to other directors:

- a) establishes the main directions of activity and development of the Company;
- b) establishes the accounting policies and the financial control system and approves the financial planning;
- c) appoints and dismisses the General Manager as well as, as the case may be, other managers, establishes their competencies and responsibilities as well as their remunerations within the limits approved by the general meeting of shareholders and approves the management contract to be concluded with them;
- d) supervises the activity of the managers and represents the Company in the relations with the managers;
- e) prepares the annual report, approves the individual / consolidated financial statements of the Company before submitting them to the approval of the general meeting;
- f) draws up the business plan and the budget of revenues and expenses for the following year, organizes the general meetings of the shareholders and carries out the decisions adopted by the general meetings of the shareholders;
- g) introduces the request to open the insolvency procedure against the Company;
- h) fulfills the attributions delegated by the general meeting of shareholders;
- i) approves the Regulation on the organization and functioning of the Board of Directors;
- j) represents the Company in its relations with the General Manager and, as the case may be, the directors of the Company;
- k) convenes the general meetings of the Company's shareholders.
- l) approves significant transactions with related parties (i.e. any transfer of resources, services or obligations regardless of whether or not it involves the payment of a price, the individual or cumulative value of which represents more than 5% of the Company's net assets, according to the latest financial reports published by the Company);
- m) Establishes the main terms and conditions of the legal acts concluded by the General Manager, in the name and on behalf of the Company, having as object the opening / closing of current accounts with banking or non-banking financial institutions, credit / loan contracts / accessing or closing any other banking and / or financing product of the Company from banking institutions, credit institutions and / or other banking or non-banking financial institutions whose value is between a minimum of **500,000 (five hundredths) Euro - a maximum of 2,000,000 (two million) Euro**.
- n) Establishes, in compliance with art. 12.5 letter m) and n), the main terms and conditions of the legal acts concluded by the general manager, in the name and on behalf of the Company, having as object the guarantees granted by the Company, whose value is between **minimum 500,000 (five hundredths) Euro - maximum 2,000 .000 (two million) Euros**, including for guaranteeing the financial obligations resulting from the contracting of some loans, through movable mortgages on all the company's accounts, as they will be requested / agreed by the financiers, in order to grant the loans. for the conclusion of any additional acts of modification and / or supplementation of the credits existing or to be contracted.

18.4. If the Board of Directors finds that half of the share capital has been lost, it is obliged to convene an extraordinary general meeting to decide on the reconstitution of the capital, its limitation to the remaining amount or the dissolution of the Company.

18.5. The members of the Board of Directors are obliged to make available to the shareholders and the financial auditor, at their request, all the documents of the Company, for which the law or the constitutive act provides this

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obligation.

18.6. The directors are jointly and severally liable to the Company for:

- a) the reality of the payments made by the shareholders;
- b) the real existence of the dividends paid;
- c) the existence of the registers required by law and their correct keep;
- d) the exact fulfillment of the decisions of the general meetings;
- e) the strict fulfillment of the duties that the law or the memorandum of association impose.

18.7. The members of the Board of Directors are jointly and severally liable with their immediate predecessors if, being aware of the irregularities committed by them, they do not communicate them to the financial auditor.

18.8. The members of the Board of Directors who have in a certain operation, directly or indirectly, interests contrary to the interests of the Company, must not take part in any deliberation regarding this operation. The same obligation is applicable to the member of the Board of Directors who, in a certain operation, knows that his / her spouse, relatives or relatives are interested up to and including the fourth degree.

18.9. The administrator who has not complied with the provisions of point 18.8 will be liable for the damages that have resulted for the Company.

18.10. The members of the Board of Directors are liable for the damages caused to the Company because of the non-execution of their obligations or of their defective execution.

18.11. The Board of Directors may establish advisory committees that make recommendations to the Board of Directors.

#### **Article 19 - Executive Management**

19.1. The Board of Directors delegates the management of the Company to the General Manager of the Company. If the Board of Directors appoints other directors in addition to the General Manager, certain attributions may be delegated to the respective directors.

19.2. The Board of Directors appoints the General Manager for a **period of 2 (two) years**, who will exercise the attributions and have the responsibilities specific to the position held.

19.3. The executive directors exercise their attributions based on a mandate contract concluded with the Company.

#### **Article 20 – General Manager**

20.1. The General Manager is authorized, empowered and appointed to represent the Company in relations with third parties, with full powers and authority - always with respect and within the limits of the powers reserved exclusively to the Board of Directors and / or the general meeting - to perform any operations, pecuniary or non-pecuniary, as well as to engage the Company and to negotiate, approve, modify, sign, terminate and execute any kind of documents, regardless of their nature - commercial, civil, administrative, financial or any other nature - and regardless of contracts, conventions, protocols, memoranda, bilateral or multilateral agreements, additional documents, statements, requests or other documents regarding the Company's activity, except for matters reserved, according to law and / or the articles of incorporation, within the competence of the Board of Directors and / or general meeting of shareholders (for which the approval of the body is required and competent management)

20.2. The General Manager is responsible for the daily development of the Company's activity within the limits established by decision of the Board of Directors, by the provisions of the present constitutive act and by the applicable law.

20.3. The main attributions of the General Manager are the following:

- a) represents and engages the Company in relation to third parties;
- b) approves the operations of purchase and sale of goods;
- c) approves the acquisition, alienation, exchange or guarantee of assets from the category of fixed assets of the Company under the condition, in the cases provided by law and the articles of incorporation, with the prior approval of the main terms and conditions of the contract, by the extraordinary general meeting shareholders; (according to point 12.5 letter m) above);
- d) approves the lease of tangible assets as well as the associations, provided, in the cases provided by law and the

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articles of association, the prior approval of the main terms and conditions of the contract by the extraordinary general meeting of shareholders (point 12.5 letter n) above;

e) decides the granting, modification, withdrawal of the signature right in the bank and establishes the limits regarding the signature right granted to third parties;

f) decides on the establishment or abolition of secondary offices: branches, agencies, representatives or other such units without legal personality;

g) decides, represents the Company with full powers, concludes and signs legal acts regarding operations with term deposits and certificates of deposit with commercial banks, investments, fund units of Open-End Investment Funds, direct or capital market operations, money market operations, government securities operations, derivative operations.

h) decides, represents the Company with full powers, concludes and signs legal acts by which it commits the Company regarding the opening / closing of current accounts with banking or non-banking financial institutions, credit / loan contracts / accessing or closing any other banking product and / or financing of the Company from banking institutions, credit institutions and / or other banking or non-banking financial institutions whose value **does not exceed 500,000 (five hundredths) Euro**.

i) decides, represents the Company, concludes and signs legal documents regarding the guarantees granted by the Company, whose value does **not exceed 500,000 (five hundredths) Euro**, including for the guarantee by the Company of the financial obligations resulted as a result of contracting loans, by all the company's accounts, as they will be requested / approved by the financiers, in order to grant the loans.

j) adopts any other decisions regarding the current activity of the Company;

k) hires and dismisses the Company's staff;

l) performs the collection and payment operations, according to the granted competencies;

m) concludes any kind of commercial, civil contracts, for the realization of the object of activity of the Company, within the limits of the law and of the present constitutive act;

n) solves any other problems related to the operative management of the Company.

o) coordinates the managers including by establishing the priorities and the content of the actions to be fulfilled, in order to achieve the general objectives of the Company and those established by the Board of Directors for the directors. In this sense, the other directors report, upon request, to the General Manager regarding the fulfillment of their attributions regarding the management of the Company.

p) prepares proposals regarding the appointment and dismissal of the members of the boards of directors of the Company's branches;

q) represents the Company and votes on its behalf at the general meetings of the shareholders / associates of the Company's subsidiaries;

20.4. In order to carry out the adopted decisions, the General Manager may mandate a person from within the Company to represent the Company in order to negotiate and conclude legal acts. The mandate will be granted by written decision of the Director General and will include the mentions regarding its scope for each operation undertaken. The General Manager may delegate any of his duties on the basis of his written decision.

20.5. All persons who have a right to represent the Company in relation to third parties will be registered in the Trade Register.

20.6. In the relationship with third parties, the Company is represented and engaged by the signature of the General Manager - the sole signature.

20.7. In case the Board of Directors appoints other directors, the Company is represented and employed by the unique signature of any director who has delegated attributions from the Board of Directors. Point 20.4 above applies to any director appointed by the Board of Directors.

20.8. The General Manager, as well as any other director appointed by the Board of Directors has the obligation to make available to the Board of Directors any document or information required by the Board of Directors related to the management of the Company.

20.9. The directors will periodically inform the members of the Board of Directors regarding the key issues related to

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the Company's business, corporate governance, management and regulatory issues.

FOR	AGAINST	ABSTENTION

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**For item no. 2 on the agenda, respectively:** Approval of the increase of the share capital of the Company with the amount of 9,975,000 lei (nine million nine hundred seventy-five thousand) lei, by issuing a number of **49,875,000 (forty-eight million eight hundred seventy-five thousand)** new shares with a nominal value of 0.2 lei / share for the benefit of all shareholders registered in the Register of Shareholders kept by the Central Depository on the registration date established by the EGMS.

The distribution of the newly issued shares will be made according to formula 3 (three) newly issued shares for each share held. The increase of the share capital will be achieved by using the following sources:

- partial capitalization of the issue premiums amounting to **RON 9,975,000** lei (nine million nine hundred and seventy-five thousand).

Consequently, the share capital of the Company will be increased **from RON 3,325,000, divided into 16,625,000 shares**, each with a nominal value of 0.2 Lei, to the amount of **RON 13,300,000, divided into 66,500,000 shares** with a nominal value of **0.2 Lei**.

FOR	AGAINST	ABSTENTION

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**For item no. 3 on the agenda, respectively:** Approval, for the above capital increase operation, of the registration date (proposal: **09.06.2022**), of the ex-date date (proposal: **08.06.2022**) and of the payment date (proposal: **10.06.2022**)

FOR	AGAINST	ABSTENTION

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**For item no. 4 on the agenda, respectively:**

Approval of the admission to trading of the Company's shares on the regulated market governed by the Bucharest Stock Exchange S.A. and the empowerment of the Board of Directors to take all necessary actions and formalities for this purpose.

FOR	AGAINST	ABSTENTION

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**For item no. 5 on the agenda, respectively: 5:** Authorization and empowerment of Mr. Gansac Victor, with the right of substitution / sub delegation, in order to sign any documents (including the EGMS decisions and the updated articles of incorporation of the Company that reflect the amendments approved according to the decisions of the extraordinary general meetings of April 18/19, 2022) and to undertake any necessary formalities in order to implement submit, register and publish the decisions of the EGMS and / or the operations approved by it, including the representation of the Company before any authorities for this purpose.



FOR	AGAINST	ABSTENTION

*Note: \* Indicate the vote cast by checking with an "X" one of the spaces for "FOR", "AGAINST" or "ABSTENTION". If more than one space is ticked with an "X" or no space is ticked, the respective vote is considered null / not considered exercised.*

*We attach to this ballot the certificate, in original / copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority of the state in which the undersigned is legally registered, with an age of no more than 30 days before the reference date and which allows the identification of the subscriber in the register of shareholders of SAFETECH INNOVATIONS SA, at the reference date (05.04.2022) issued by the Central Depository. If the Central Depository S.A. has not been informed in time about the name of the subscriber's legal representative (so that the shareholders' register at the reference date reflects this), the finding certificate / similar documents mentioned above will have to prove the subscriber's legal representative.*

**Form Date** \_\_\_\_\_

**Name of shareholder legal entity:** \_\_\_\_\_

**Name and surname of legal representative:** \_\_\_\_\_

*\* To be filled in with the name of the shareholder legal entity and with the name and surname of the legal representative, in clear, with capital letters*

**Signature:** \_\_\_\_\_

*\* To be filled in with the signature of the legal representative of the legal entity shareholder and will be stamped, if applicable.*