

ARTICLES OF ASSOCIATION
of
GRANITUL S.A.
- updated on [●].[●]-

CHAPTER I. NAME. LEGAL FORM. REGISTERED OFFICE. DURATION.

Art. 1: NAME OF THE COMPANY

1.1. The name of the company is **GRANITUL S.A.**

1.2. All documents, invoices, announcements, publications and other documents issued by the company shall state the company's name, legal form, registered office, registration number in the Trade Register Office attached to the Bucharest Tribunal **J40/1093/1991**, Sole Registration Code **736**, account RO52 BACX 0000 0030 0205 5000, opened with UNICREDIT BANK S.A. Bucharest, Code LEI 2549009TPQZKWZG5LU31.

Art. 2: LEGAL FORM OF THE COMPANY

2.1. GRANITUL S.A. is a Romanian legal entity, having the legal form of a public joint-stock company listed on the **Alternative Trading System (ATS, AeRO – BVB)**.

The company carries out its activity in accordance with the laws of Romania and these Articles of Association.

Art. 3: REGISTERED OFFICE

3.1. The REGISTERED OFFICE: is located in the **Municipality of Bucharest, 18 Vergului Sos, District 2.**

The registered office of the company may be transferred to another place in Romania by a resolution of the general meeting of shareholders, pursuant to the law.

3.2. The company may also open other secondary offices, branches, sub-units, representative offices, agencies and other similar offices in other locations in the country and/or abroad.

3.3. The registered office of the company may be relocated to another place in Romania by a Resolution of the General Meeting of Shareholders, pursuant to the law.

Art. 4: DURATION OF THE COMPANY

4.1. The duration of the company is **UNLIMITED** pursuant to Art. 195 of the Civil Code, starting from the date of registration in the Trade Register Office.

CHAPTER II PURPOSE AND OBJECT OF ACTIVITY OF THE COMPANY

Art 5: PURPOSE OF THE COMPANY

5.1. The purpose of the company is to carry out its object of activity with maximum efficiency.

Art. 6: OBJECT OF ACTIVITY OF THE COMPANY

Pursuant to the NACE Code Rev 2:

6.1. The main field of activity is:

682 – Renting and operating of own or leased real estate

6.2. The main activity is:

6820 – Renting and operating of own or leased real estate

6.3. Secondary objects of activity:

0240 - Support services to forestry;
0811- Quarrying of ornamental and building stone, limestone, gypsum, chalk and slate;
0812- Operation of gravel and sand pits; mining of clays and kaolin;
0990- Support activities for other mining and quarrying;
2361- Manufacture of concrete products for construction purposes;
2362- Manufacture of plaster products for construction purposes;
2363- Manufacture of ready-mixed concrete;
2370- Cutting, shaping and finishing of stone;
2433- Cold forming or folding;
2511- Manufacture of metal structures and parts of structures;
3311- Repair of fabricated metal products;
3320- Installation of industrial machinery and equipment;
3811- Collection of non-hazardous waste;
3821- Treatment and disposal of non-hazardous waste;
3831- Dismantling of wrecks;
3832- Recovery of sorted materials;
4120- Construction of residential and non-residential buildings;
4212- Construction of railways and underground railways;
4213- Construction of bridges and tunnels;
4221- Construction of utility projects for fluids;
4222- Construction of utility projects for electricity and telecommunications;
4299- Construction of other civil engineering projects n.e.c.;
4399- Other specialised construction activities n.e.c.;
4613- Agents involved in the sale of timber and building materials;
4673- Wholesale of wood, construction materials and sanitary equipment;
4674- Wholesale of hardware, plumbing and heating equipment and supplies;
4676- Wholesale of other intermediate products;
4910- Passenger rail transport, interurban;
4920- Freight rail transport;
4941- Freight transport by road;
4942- Removal services;
5010- Sea and coastal passenger water transport;
5020- Sea and coastal freight water transport;
5030- Inland passenger water transport;
5221- Service activities incidental to land transportation;
5222- Service activities incidental to water transportation;
5920- Sound recording and music publishing activities;
6399- Other information service activities n.e.c.;
6832 – Management of real estate on a fee or contract basis;
7021- Public relations and communication activities;
7022- Business and other management consultancy activities;
7111- Architectural activities;
7112- Engineering activities and related technical consultancy;

7320- Market research and public opinion polling;
7410- Specialised design activities;
7490- Other professional, scientific and technical activities n.e.c.;
7740- Leasing of intellectual property and similar products, except copyrighted works;
8220- Activities of call centres;
8291- Organisation of conventions and trade shows;
8291- Activities of collection agencies and credit bureaus;
8299- Other business support service activities n.e.c.;
8560- Educational support activities;
9311 – Operation of sports facilities (of GRANITUL S.A.).

CHAPTER III SHARE CAPITAL. SHARES.

Art. 7: The total subscribed and fully paid-up share capital is RON 808,116.84, divided into 2,244,769 nominal shares, and the nominal value of one share is 0.36 RON.

Art. 8: The shares of the company are registered.

8.1. The shares are dematerialized in accordance with the law.

8.2. The operations of trading, transfer of ownership, change in the shareholding, share and shareholder records will be carried out through a central depository chosen by the Company's Board of Directors, in accordance with the legal provisions. The Company may, with the approval of the Company's Board of Directors, change its choice of the organised market for the trading of shares and the central depository.

Art. 9: Reduction or increase of the share capital

9.1. The share capital may be reduced or increased on basis of a resolution of the General Meeting of Shareholders under the terms and in accordance with the procedure provided by law.

Art. 10: Rights and obligations arising from the shares

10.1. Each share subscribed and paid up by the shareholders confers on them the right to one vote in the general meeting of shareholders, the right to elect and to be elected in the governing bodies, the right to participate in the distribution of the benefits as provided for in these Articles of Association and in the legal provisions, and other rights provided for in the Articles of Association.

10.2. Ownership of the share implies the de jure adherence to the Articles of Association.

10.3. The rights and obligations attached to the shares follow the shares in the event of their transfer to other persons.

10.4. The obligations of the company are secured by its share capital and the shareholders are liable up to the value of the shares they hold.

10.5. The assets and liabilities of the company may not be encumbered by debts or other personal liabilities of the shareholders. A creditor of a shareholder may claim a share of the profit of the company to be distributed to that shareholder by the general meeting of shareholders or a share due to that shareholder upon the company's liquidation carried out in accordance with these Articles of Association.

Art. 11: Transfer of shares

11.1. The shares are indivisible in relation to the company, which recognises only one owner for each share.

11.2. The partial or total transfer of shares between shareholders or third parties will be made under the terms and in accordance with the procedure provided by law.

Art. 12. - abrogated

CHAPTER IV GENERAL MEETING OF SHAREHOLDERS

Art. 13: Duties

13.1. The General Meeting of Shareholders is the governing body of the company, which decides on the activity of the company and determines its economic and commercial policy.

13.2. General Meetings of Shareholders are ordinary and extraordinary and have the following main duties:

13.2.1. The Ordinary General Meeting

a) elects and/or dismisses the Board of Directors and the financial auditors and grants them a discharge;

b) elects and/or dismisses the authorised persons and determines their remuneration;

c) determines the remuneration of the Board of Directors and the auditors for the current financial year;

d) draws up the income and expenditure budget and, if necessary, the activity programme for the following financial year;

e) analyses, approves or amends the balance sheet and the profit and loss account, after examining the reports of the Board of Directors and the Financial Auditor, approves the distribution of profits and fixes the dividend;

f) decides on the pledging, mortgaging, creation or dissolution of one or more sub-units of the company.

13.2.2. The Extraordinary General Meeting

The Extraordinary General Meeting may decide on:

a) changing the company's legal form;

b) relocation of the company's registered office;

c) changing/supplementing the object of activity of the company

d) extending the duration of the company;

e) increasing the share capital;

f) reducing the share capital or replenishing it by issuing new shares;

g) merger with other companies or division of the company;

h) early dissolution of the company;

i) conversion of shares from one class into another;

j) issuing bonds;

k) any other amendment to the Articles of Association or any other resolution for which the approval of the Extraordinary General Meeting is required, including travel abroad.

Art. 14: Convocation of the General Meeting of Shareholders.

14.1. Ordinary General Meetings shall be held at least once a year, no later than 4 months after the end of the financial year, to analyse the balance sheet and the profit and loss account for the previous year and to establish the activity programme and the budget for the current year.

14.2. Extraordinary General Meetings shall be convened at the request of shareholders representing at least 1/3 of the share capital, at the request of the Financial Auditor, as well as when the share capital has decreased by more than 10% for two consecutive years, except for the first two years after the establishment of the company.

14.3. The General Meeting shall be convened by the Board of Directors as often as necessary, in accordance with the provisions of the Articles of Association, at least 30 days before the date set.

14.4. The convening notice shall be published in the Official Gazette and in one of the widely circulated newspapers in the place where the company's registered office is located or in the nearest town.

14.5. The convening notice shall state the place and date of the meeting, as well as the agenda, with an explicit indication of all the matters to be discussed at the meeting.

14.6. When the agenda includes proposals to amend the Articles of Association, the convening notice must include the full text of the proposals.

14.7. The General Meeting of Shareholders will be held at the registered office of the company or at another place in the same locality.

Art. 15: Organisation of the General Meeting of Shareholders

15.1. The Ordinary General Meeting is validly constituted and may pass resolutions if the shareholders present or represented at the first convocation hold at least half of the share capital, and at the second convocation, whichever part of the share capital is represented. Resolutions shall be passed by an absolute majority at the first convocation and by a simple majority at the second convocation.

15.2. The Extraordinary General Meeting is validly constituted and may pass resolutions if the shareholders present or represented at the first convocation hold at least $\frac{3}{4}$ of the share capital, and at the second convocation, if they hold at least $\frac{1}{2}$ of the share capital. Resolutions shall be passed with the votes of a number of shareholders representing at least half of the share capital at the first convocation and 1/3 at the second convocation.

15.3. The General Meeting of Shareholders is chaired by the Chairman of the Board of Directors.

15.4. The Chairman of the Board of Directors shall appoint a secretary from among the members of the General Meeting to check the attendance list of shareholders and to draw up the minutes of the meeting.

15.5. The minutes of the meeting shall be kept in a sealed and initialled register. The minutes shall be signed by the person who chaired the meeting and by the secretary who drew them up.

15.6. Representatives of employees may be invited to attend the ordinary and extraordinary general meeting of shareholders at which issues relating to labour relations with the company's personnel are discussed.

Art.16: Exercise of voting rights at the General Meeting of Shareholders.

16.1. Resolutions of general meetings shall be taken by open vote.

16.2. Shareholders shall normally vote on a show of hands.

16.3. At the proposal of the chairperson or of a group of shareholders present or represented, holding at least ¼ of the share capital, it may be decided that voting shall be by secret ballot.

16.4. A secret ballot is mandatory for the election of directors and auditors, for the dismissal of directors and auditors and for decisions on the liability of directors.

16.5. Resolutions of the General Meeting are also binding on absent or unrepresented shareholders.

16.6. If a shareholder abstains from voting on one or more items on the agenda, this does not constitute a vote cast.

CHAPTER V MANAGEMENT OF THE COMPANY

Art.17: Management, Organization.

17.1. Management

GRANITUL S.A. is managed by a **BOARD OF DIRECTORS** formed of:

-Chairman - Purge Ioan, CNP 1560315400765, Romanian citizen, born in Gepiu, jud. Bihor on 15.03.1956, residing in Bucuresti, sector 1, str. Cluj nr 81, bl. 9, sc.1, ap. 31, holder of CI RR 908553/SPCEP S1/27.03.2012 valid until 15.03.2072 with mandate until 01.05.2027.

-Member - Mihalache Elena, CNP 210731451526, Romanian citizen, born on 31.07.1971 in Chisinau, Republic of Moldova, residing in Bucharest, Str. Vlaicu Voda nr. 25, bl. 34C, sc. 1, et. 2, ap. 9, Sector 3, holder of CI RX 557000/SCPCEP S3/21.08.2014 valid until 31.07.2024, with a mandate until 11.12.2027;

-Member - Cismaru Ioan, CNP 1510308400101, Romanian citizen, born in Bucharest on 08.03.1951, with domicile in Bucharest, Padurea Craiului no. 2, building H2, entrance 1, ap.12, District 3, holder of ID series RX SPCEP S3/07.03.2014, valid until 08.03.2074, with a mandate valid until 12.04.2026.

Term of office of the MEMBERS of the Board of Directors: **4 years** starting from the date specified in the Resolution of the General Meeting appointing/reappointing them.

All resolutions of the Board of Directors shall be taken by unanimity of its members.

17.2. Organization.

Persons who are legally incapacitated or who have been convicted of fraudulent management, breach of trust, forgery, fraud, embezzlement, false testimony, giving or receiving bribes, as well as for other offences provided for by law relating to companies, are incompatible with the position of director.

The Board of Directors is liable to the company for damage resulting from offences or deviations from legal provisions, for deviations from the Articles of Association or errors in

the management of the company. In such cases, the Board of Directors may be revoked by resolution of the General Meeting of Shareholders.

Art. 18: Duties of the Board of Directors

18.1. The Board of Directors has, mainly, the following duties:

- to submit annually to the General Meeting of Shareholders, within 120 days of the end of the financial year, the company's activity report, the balance sheet and the profit and loss account for the previous year, as well as the preliminary version of the activity programme and the preliminary version of the company's budget for the current year;
- to approve the operations of collection and payment in accordance with the powers conferred;
- to submit contracts for the increase and decrease of assets and liabilities to the General Meeting of Shareholders for analysis and approval;
- to determine the marketing tactics and strategy;
- to resolve any other matters that may be decided by the General Meeting of Shareholders.

Art. 19: Representation of the Company in its relations with third parties

19.1. In its relations with third parties, the company is represented by the Chairman of the Board of Directors, who shall also be the General Manager.

19.2. All documents of the Company shall be signed by the Chairman of the Board of Directors, in his capacity as Chief Executive Officer, acting individually. The Chairman of the Board of Directors shall also have sole signatory rights on the Company's bank accounts.

19.3. The Chairman of the Board of Directors also has the following additional duties:

- to select, hire and dismiss employees;
- to negotiate individual employment agreements;
- to represent the company in relation to third parties, including Romanian and foreign authorities;
- to conclude association or commercial lease agreements;
- to approve current agreements (audit, supply, sales, others related to the production and marketing process);
- to determine the duties and responsibilities of the company's personnel by departments;
- to approve collection and payment operations;
- to initiate or waive legal actions;
- to resolve any other current issues.

CHAPTER VI –ADMINISTRATION OF THE COMPANY

Art. 20: Administration of the company

20.1. The administration of the company is controlled by the shareholders and by the financial auditor who is a member of the Chamber of Financial Auditors of Romania.

20.2. The financial auditor is appointed/ratified by resolution of the General Meeting of Shareholders.

20.3. In order to be able to exercise the right of control, the shareholders may be provided, on request, with data on the company's activity, assets and liabilities, profits and loss.

20.4. In addition to the contractual provisions, the Financial Auditor has the following duties:

- during the financial year, to verify the management of the fixed funds and current assets, the portfolio of securities, the petty cash register and the accounting records and to inform the Board of Directors of any irregularities found;
- at the end of the financial year, to check the accuracy of the inventory, the documents and the information submitted by the Board of Directors concerning the company's accounts, balance sheet and profit and loss account, and to submit a written report to the General Meeting of Shareholders;
- in the event of liquidation of the company, to supervise the liquidation operations;
- to present its position to the General Meeting of Shareholders on the proposals to reduce the share capital or to amend the Articles of Association and the object of the company.

20.5. The Financial Auditor may convene the General Meeting of Shareholders if the Board of Directors has not done so, if the share capital has been reduced by more than 10% for two consecutive years (except for the first 2 years after the incorporation of the company) or whenever he considers it necessary for other situations regarding the violation of legal and statutory provisions.

20.6. The duties of the financial auditor, as well as his rights and obligations, shall be supplemented by the legal provisions in this field.

20.7. The Financial Auditor shall be appointed for a period of no less than 1 year and no more than 3 years.

CHAPTER VII ACTIVITY OF THE COMPANY

Art. 21: Financial year

21.1. The financial year begins on 1 January and ends on 31 December of each year. The first financial year started on the date of incorporation of the company.

Art. 22: Accounts and balance sheet

22.1. The Company shall keep its accounts in lei and shall draw up annually a balance sheet and a profit and loss account, taking into account the methodological Rules established by the Ministry of Finance.

22.2. The balance sheet and the profit and loss account shall be recorded and/or published in accordance with the law.

Art. 23. Calculation and distribution of profits

23.1. The profit of the company shall be determined on the basis of the balance sheet approved by the General Meeting of Shareholders. The profit shall be determined in accordance with the law.

23.2. From the profit of the company, funds may be formed for modernisation, research and development of new products, investments, repairs and other purposes determined by the General Meeting of Shareholders.

23.3. The annual profit shall be used to create a reserve fund, which shall not exceed 5% of the total profit provided for in the annual balance sheet (it shall be created until it reaches at

least one-fifth of the share capital), as well as other quotas provided for by the regulations in force.

23.4. From the profit provided for in the balance sheet, the legal tax is deducted, resulting in the profit due to the shareholders, which is distributed among them, in proportion to their contribution to the share capital, as well as for other needs of the company.

23.5. The payment of the profit due to the shareholders shall be made by the company in accordance with the law after approval by the General Meeting of Shareholders.

23.6. In the event of losses incurred by shareholders the coverage of such losses shall be made in proportion to the capital contribution and within the limit of the subscribed capital.

Art. 24: Company's records

24.1. The company keeps the records required by law.

CHAPTER VIII – CHANGE OF LEGAL FORM, DISSOLUTION, LIQUIDATION, DISPUTES

Art. 25: Change of legal form

25.1. The company may be transformed into another form of company by resolution of the General Meeting of Shareholders.

The legal formalities of registration and publication shall be carried out for the new form of company.

Art. 26: Dissolution of the company

26.1. The following situations lead to the dissolution of the company:

- the impossibility of carrying out the object of activity of the company;
- resolution of the General Meeting;
- bankruptcy
- loss of half of the share capital after the reserve fund has been exhausted, if the General Meeting of Shareholders does not decide to increase the share capital or reduce it to the remaining amount;
- the number of shareholders is reduced to less than 2 for more than 6 months;
- at the request of any shareholder, if the circumstances of force majeure and their consequences continue for more than 8 months and the General Meeting of Shareholders finds that the functioning of the Company is impossible;
- in any other case, on the basis of a resolution of the General Meeting of Shareholders.

26.2. The dissolution of the company must be recorded in the Trade Register and published in the Official Gazette.

Art. 27: Liquidation of the company

27.1. Following the dissolution, the company goes into liquidation, in accordance with the law.

Art. 28: Disputes

28.1. Disputes between the company and Romanian individuals or legal entities shall be subject to the jurisdiction of the Romanian courts.

28.2. Disputes arising from contractual relations between the company and Romanian legal entities may also be settled by arbitration.

CHAPTER IX FINAL PROVISIONS

Art. 29: The provisions of the Articles of Association shall be supplemented by the legal provisions on companies.

Signature

GRANITUL S.A.

by CHAIRMAN OF THE BOARD OF DIRECTORS

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authorised by resolution of the EGMS/[●].[●]