

# QUALITANCE

## Decision no. 1/10.01.2020 of the Shareholders' Extraordinary General Assembly of QUALITANCE QBS S.A.

The Shareholders' Extraordinary General Assembly (hereinafter the **"Assembly"**) of QUALITANCE QBS S.A. (hereinafter the **"Company"**), with registered office in: Str. Dr. Nicolae D. Staicovici no. 2, Opera Center 2, 7<sup>th</sup> floor, sector 5, Bucharest, Romania, with tax identification code RO 20438413 and Trade Register number J40/265/2007, convened at the Company's headquarters, on **10.01.2020**, at **10:00**, in the presence of the shareholders representing 100% of the total number of voting rights.

All the shareholders of the Company agreed to the convocation formalities without a 30-day notice prior to the Assembly being held, in accordance with the Company's **Articles of Incorporation** and the Company Act **No. 31/1990** amended and republished as **Law No. 31/1990**. All the legal conditions and the requirements of the company documents related to holding a valid meeting have been met.

With the unanimity of the votes of the shareholders present in the meeting, The Assembly

### DECIDES

1. The amendments of the following sections of the Company's Articles of Incorporation as described below:

a. Amendment of article no. 6 to include the following additional object of activity at the end of its subsection:

*„Rental and subrental of owned or rented immovables – COD CAEN 6820”*

b. Amendment of article no. 10.2.1 to replace 5-month term with 4-month term and to rephrase subsection as indicated below:

*“The Shareholders' Extraordinary General Assembly is convened at least once a year, not later than 4 (four) months after the completion of the prior financial exercise, as well as every time it is necessary to adopt decisions reserved by the applicable law within its competence.”*

c. Amendment of article no. 10.2.3, subsection b) to be rephrased as indicated below:

*„b) during the second convocation, regardless of the present quorum, all decisions will be adopted by the simple majority of the votes cast.”*

d. Amendment of article no. 10.3.1 to entirely remove subsection j).

e. Amendment of article no. 10.4.3 to rephrase its first sentence as indicated below:

*"The shareholders representing the entire share capital will be able to, in case none of them opposes, to convene in the General Meeting of Shareholders and to adopt any decision within the competence of the General Meeting of Shareholders, without completing the formalities required for the convening of the meeting. As long as the Company is not listed, the general meeting may also be held by correspondence and/or, as the case may be, by phone or video conference, or by any means of online communication, provided that they meet the technical conditions that are necessary for the seamless identification of the participants and of their effective participation in the meeting and as well as for the seamless retransmission of deliberations."*

f. Amendment of article 10.5.10 as indicated below:

*"The decisions of the General Meeting of Shareholders are taken by open vote. In any case, the secret vote is mandatory for the appointment or dismissal of the directors of the Company, for the appointment or revocation of the financial auditors and for the adoption of decisions regarding the responsibility of the members of the administration, management and control bodies of the Company."*

g. Amendment of article 20 to rephrase its second sentence as indicated below:

*"At any time, the shareholders have the right to check the documents and records of the company, as well as any other document emanating from the company. For this purpose, the directors and staff of the company are required to submit any documents upon request."*

h. Amendment of article 23 to rephrase paragraph in subsection i) as indicated below:

*„i) in any other situations, based on the decision of the General Meetings of the Shareholders"*

**3. The remuneration for the General Manager and Deputy General Manager is set at RON 3409 (gross), as per their contracts of mandate with the Company.**

**4. The members of the Board of Administration will not be financially compensated.**

This Decision is effective as of the date of signature until the moment of an express change in this regard.

This Decision was drawn up and signed in 3 (three) original copies, signed by all shareholders.

Shareholders:

CONSTANTINESCU Radu

IACOB Ioan-Mihnea