

FORMULAR DE VOT PRIN CORESPONDENTA

PENTRU ADUNAREA GENERALA EXTRAORDINARA A ACTIONARILOR SIMBETON S.A.

[societate pe actiuni, cu sediul social in Mun.
Oradea, Str. Uzinelor nr. 12, jud. Bihor, România,
inregistrata la Registrul Comertului Bihor sub nr.
J5/78/2001, cod unic de inregistrare 13704180
("Simbeton" sau "Societatea")]

convocată pentru data de
30.12.2019/31.12.2019

Subsemnatul _____ (numele,
prenumele actionarului persoana fizica sau ale
reprezentantului legal al actionarului persoana
juridica), reprezentant legal al
_____ (se va completa numai
pentru acționari persoane juridice), identificat cu
CI/CUI _____ având
domiciliul/sediul în _____,
deținător a a unui numar de _____
acțiuni reprezentand ____ % din totalul de
4.832.005 actiuni emise de **Societatea SIMBETON
S.A.**, care îmi confera dreptul la _____ voturi
în Adunarea Generală Extraordinară a Acționarilor,
reprezentand ____ % din totalul drepturilor de
vot,

acționar înscris în Registrul Acționarilor la data de
referință 18.12.2019, avand cunostinta de ordinea
de zi a Adunarii Generale Extraordinare a
Actionarilor SIMBETON S.A. ce va avea loc in data
de 30.12.2019, ora 10.00 am, la sediul societatii
sau în data de 31.12.2019, la aceeasi ora si in
acelasi loc, in cazul in care cea dintai nu s-ar putea
tine la prima convocare si de documentatia pusa la
dispozitie de societate, în temeiul articolului 208
din Regulamentul ASF nr. 5/2018 privind emitentii
de instrumente financiare si operatiuni de piata,
prin prezentul formular îmi exercit votul prin
corespondență aferent actiunilor pe care le detin,
după cum urmează:

VOTING FORM BY CORRESPONDENCE

FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SIMBETON S.A.

[joint-stock company, with headquarters in
Oradea, 12 Uzinelor St., Bihor Country,
Romania, registered with Bihor Trade Registry
under the no. J5/78/2001, sole registration
code 13704180 ("Simbeton" or "Company")]

convened for
30.12.2019/31.12.2019

The undersigned _____
(shareholder's name, forename natural entity or
of the shareholder's legal representative legal
entity), legal representative of
_____ (to be filled in solely for
the shareholders legal entities), holder of the
ID/Sole Registration Number
_____ domiciled
in/headquartered in _____,
holder of a number of _____ shares
representing ____ % of the total of 4,832,005
shares issued by the **company SIMBETON S.A.**,
conferring the undersigned the right to
_____ votes in the Extraordinary
General Meeting of Shareholders representing
____ % of the total voting rights,

shareholder registered with the Shareholders'
Registry as at the reference date 18.12.2019,
being informed on the agenda of the
Extraordinary General Meeting of Shareholders
of SIMBETON S.A. to be held on 30.12.2019,
10.00 am hours, at the headquarters of the
company or on 31.12.2019, at the same time
and place, in case the first meeting cannot be
held on the date of the first convening and on
the documents made available by the company
under article 208 of the FSA Regulation no.
5/2018 on issuers of financial instruments and
market operations, I hereby exercise the voting
right by correspondence related to the shares
held by the undersigned, as follows:

- | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Aprobarea majorarii capitalului social al Societatii, realizata in numerar, in doua etape, fara prima de emisiune, dupa cum urmeaza:</p> <p>a) cu valoarea maxima de 3.191.000 lei, de la valoarea curenta de 483.200,50 lei pana la valoarea maxima de 3.674.200,50 lei;</p> <p>b) majorarea capitalului social se va realiza prin emisiunea unui numar maxim de 31.910.000 de actiuni nominative noi, emise in forma dematerializata, in schimbul unor noi aporturi in numerar ale actionarilor Societatii;</p> <p>c) pretul de emisiune pentru o actiune nou emisa subscrisa in cadrul exercitarii dreptului de preferinta (Etapa I) va fi de 0,10 lei/actiune. Pretul de subscriere in Etapa a II-a va fi de 0,11 lei/actiune. Pretul actiunilor atat in Etapa I cat si in Etapa a II-a, va fi platit integral, in contul Societatii, la data subscrierii conform prospectului ce va fi aprobat de catre ASF;</p> <p>d) actiunile nou emise vor fi oferite spre subscriere in vederea exercitarii dreptului de preferinta al actionarilor existenti ai Societatii in Etapa I, proportional cu cota de participare detinuta de acestia in capitalul social al Societatii la data de inregistrare; Raportul de subscriere in Etapa I este de 6,603883895 actiuni nou emise la 1 actiune detinuta la data de inregistrare, prin rotunjirea la intregul inferior.</p> | <p>1. Approval of the increase of the share capital of the Company, realized in cash, in two stages, without the issuance premium, as follows:</p> <p>a) with the maximum value of RON 3.191.000 from the current value of RON 483,200.5 up to the maximum value of RON 3,674,200.50;</p> <p>b) the share capital increase shall be made by means of issuing a number of 31,910,000 nominative new shares, in dematerialized, in exchange of new in cash contributions of the Company's shareholders;</p> <p>c) the issue price for a newly issued and subscribed share within the exercise of the pre-emption right (Stage I) shall be 0.10 RON/share. The subscription price in Stage II shall be 0.11 RON/share. The price of the subscribed shares both in Stage I and in Stage II, shall be paid in full on the subscription date, in the Company bank account, in accordance with the prospectus which will be approved by FSA;</p> <p>d) the new shares in Stage I shall be offered for subscription to the Company's existing shareholders for exercising their pre-emption right, pro rata with the participation in the Company share capital held as at the registration date; The subscription ratio in Stage I is 6.603883895 new shares issued at 1 share held on the registration date, by rounding to the lower whole.</p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dupa verificarea si validarea subscrierilor efectuate in termenul de subscriere aferent Etapei I, Consiliul de Administratie intocmeste un raport conform Regulamentului ASF nr. 5/2018, cu precizarea rezultatului subscrierilor validate in Etapa I si a numarului de actiuni disponibile pentru a fi subscrise in Etapa a

After verifying and validating the subscriptions made within the subscription term for Stage I, the Board of Directors draws up a report according to the ASF Regulation no. 5/2018, specifying the result of the subscriptions validated in Stage I and the number of shares available to be

II-a, ce va fi transmis la BVB si ASF;

- e) actionarii Societatii isi vor exercita dreptul de preferinta (Etapa I) in interiorul unei perioade de 31 de zile calendaristice de la data stabilita in prospectul/prospectul proportionat de oferta si va incepe la o data ulterioara datei de inregistrare si de publicare a hotararii AGEA in Monitorul Oficial al Romaniei.

Toate actiunile care nu sunt subscribe sau platite in intregime de catre actionari pana la expirarea termenului de exercitare a drepturilor de preferinta (Etapa I), vor fi oferite spre subscriere in Etapa a II-a numai actionarilor care sunt evidentiati la data de inregistrare, care si-au exercitat dreptul de preferinta si care au platit actiunile subscribe in Etapa I. Termenul de subscriere in Etapa a II-a va fi de 5 zile lucratoare, conform prospectului. Alocarea actiunilor in Etapa a II-a se face pe principiul „primul venit – primul servit”, in ordinea inregistrarii subscrierii si pana la epuizarea numarului de actiuni oferite.

Dupa verificarea si validarea subscrierilor efectuate in termenul de subscriere aferent Etapei a II-a, Consiliul de Administratie intocmeste un raport conform Regulamentului ASF nr. 5/2018 in care va preciza rezultatul subscrierilor totale validate in Etapa I si Etapa a II-a.

Majorarea capitalului social se face in limita sumelor efectiv subscribe si varsate in contul Societatii in Etapa I si Etapa a-II-a, actiunile nou emise, nesubscribe sau cele neplatite in intregime fiind anulate.

subscribed in Stage II, which will be transmitted to BVB and ASF;

- e) the Company's shareholders shall exercise the pre-emption right (Stage I) within a period of 31 calendar days as of the date established in the announcement and the prospectus/the proportioned prospectus, and shall start from a date which is subsequent to the date of date of registration and publication of the EGMS resolution with the Official Gazette of Romania.

All the shares that are not subscribed or paid in full by the shareholders until the expiration of the term of exercise of the preferential rights (Stage I), will be offered for subscription in Stage II only to the shareholders who are highlighted at the registration date, who they exercised their right of preference and paid the shares subscribed in Stage I. The subscription term in Stage II will be of 5 working days, according to the prospectus. The allocation of shares in Stage II is made on the principle of first come - first served, in order of registration of the subscription and until the number of shares offered is exhausted.

After verifying and validating the subscriptions made within the subscription term for the Second Stage, the Board of Directors prepares a report according to the ASF Regulation no. 5/2018 in which it will specify the result of the total subscriptions validated in Stage I and Stage II.

The share capital increase shall be performed within the limit of the subscribed and paid amount in the Company's account in Stage I and Stage II, and the newly issued shares which will not be subscribed or fully paid shall be cancelled.

f) aprobarea Prime Transaction SA ca intermediar ce va realiza operatiunea de majorare a capitalului social. Operatiunea de subscriere in baza unui prospect aprobat de catre ASF, se va realiza atat prin Prime Transaction SA, cat si prin orice alt intermediar autorizat de catre ASF.

f) approval of Prime Transaction SA in capacity of broker in order to perform the share capital increase proceedings. The subscription proceedings based on the prospectus duly approved by FSA shall be performed by Prime Transaction SA, or by any other broker authorized by FSA.

Pentru _____ Impotriva _____ Abtinere _____

For _____ Against _____ Abstention _____

2. Imputernicirea Consiliului de Administratie al Societatii, in conformitate cu dispozitiile art. 113 lit. f) si art. 114 alin. (1) din Legea 31/1990 si cu cele ale art. 85 alin. (2) din Legea 24/2017, pentru indeplinirea oricaror si a tuturor formalitatilor necesare pentru aducerea la indeplinire a hotararii AGEA, incluzand, dar fara a se limita la, derularea (inclusiv stabilirea si aprobarea procedurii de subscriere, constatarea si validarea subscrierilor efectuate in Etapa I si Etapa a II-a, anulara actiunilor ramase nesubscrise sau neplatite), inchiderea (aprobarea majorarii capitalului social in urma subscrierii si platii pretului noilor actiuni), inregistrarea si operarea majorarii capitalului social, modificarea corespunzatoare a actului constitutiv al Societatii, redactarea si semnarea tuturor documentelor si indeplinirea oricaror formalitati pentru punerea in aplicare si inregistrarea majorarii capitalului social la autoritatile competente si la orice alte entitati publice/private.

2. Empowering the Company's Board of Directors, in accordance with the provisions of article 113 letter f), and article 114 paragraph (1) from Law 31/1990 and of article 85 paragraph (2) from Law 24/2017, to fulfil any and all necessary formalities with the view to accomplish the EGMS resolution, including, without limitation, carrying out (including establishing and approving the subscription procedure, acknowledging and validating the subscriptions in Stage I and Stage II, the cancellation of the unsubscribed or unpaid shares), closing (approving the share capital increase resulting from the subscription and the price payment of the new issued shares), registering and operating the share capital increase, perform the corresponding amendment of the Company's Bylaws, drafting and signing any and all documents and fulfilling any and all formalities for registering the share capital increase with the competent authorities and with any other public/private entity.

Pentru _____ Impotriva _____ Abtinere _____

For _____ Against _____ Abstention _____

3. Imputernicirea Presedintelui Consiliului de Administratie al Societatii pentru a îndeplini formalitățile pentru înregistrarea hotărârilor luate in cadrul AGEA la autoritatile competente si publicarea acestora in Monitorul Oficial al Romaniei, precum si pentru transmiterea acestora instituțiilor pieței de capital.

3. Empowering the Chairman of the Company's Board of Directors in view of fulfilling the formalities for the registration of the decisions taken within the EGMS with the competent bodies and publication thereof with the Official Gazette of Romania, as well as to convey them to the capital market

institutions.

Presedintele Consiliului de Administratie va putea delega, integral sau partial, oricare din aceste atributii catre orice persoana pe care o va considera potrivita.

The Chairman of the Board of Directors may delegate, totally or partially, any of these attributions to any person he considers appropriate.

Pentru _____ Impotriva _____ Abtinere _____

For _____ Against _____ Abstention _____

4. Aprobarea datei de 22.01.2020, ca data de înregistrare, in conformitate cu prevederile art. 86 alin. (1) din Legea 24/2017, a datei de 21.01.2020 ca data ex-date si a datei de 23.01.2020 ca data a platii.

4. The approval of 22.01.2020 as registration date, in accordance with the provisions of article 86, paragraph 1 Law 24/2017, of 21.01.2020 as ex-date, and of 23.01.2020 as payment date.

Pentru _____ Impotriva _____ Abtinere _____

For _____ Against _____ Abstention _____

Nota: Va rugam sa va indicati votul prin plasarea unui „X” in dreptul uneia dintre optiunile „PENTRU”, „IMPOTRIVA”, sau „ABTINERE”. Plasarea unui „X” la mai mult de o optiune sau neplasarea unui „X” pentru niciuna dintre optiuni va insemna ca votul este nul/nu va fi luat in considerare.

Note: Kindly indicate your vote by placing an „X” after one of the options: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one option or not placing an „X” for any of the options shall mean that the vote will be void/will not be taken into consideration.

Transmiterea buletinului de vot prin corespondenta

Submitting the correspondence voting form

Prezentul formular de vot, completat si semnat in 2 (doua) exemplare originale (unul pentru secretarul AGEA si unul pentru actionar) impreuna cu o copie a actului de identitate valabil al acționarului (pasaport/carte de identitate in cazul persoanelor fizice, respectiv certificat de înregistrare in cazul persoanelor juridice), poate fi transmis după cum urmează:

This vote form shall be fully filled in and signed in 2 (two) original counterparts (one for the EGMS secretary and one for the shareholder) along with the copy of the valid identification document of the shareholder (passport/ID card for the individuals, or a copy of the certificate of incorporation for the legal persons), may be handed over as follows:

a) transmis către sediul Societății din Municipiul Oradea, Str. Uzinelor nr. 12, Jud. Bihor, prin orice forma de curierat cu confirmare de primire, astfel încât sa fie înregistrat ca fiind primit la registratura Societății pana cel târziu la data de 28.12.2019, ora 10.00 am, in plic închis, cu mențiunea scrisa in clar si cu majuscule „PENTRU ADUNAREA GENERALĂ EXTRAORDINARĂ A ACȚIONARILOR DIN

a) submitted to the Company’s headquarters in Oradea Municipality, Uzinelor Street no. 12, Bihor County, by any form of courier with acknowledgement of receipt, so as to be registered as received in the Company’s Registry until 28.12.2019, hours 10.00 am, in a sealed envelope, having written mention in capital letters: “FOR THE EXTRAORDINARY GENERAL

30/31.12.2019”, sau

MEETING OF SHAREHOLDERS AS OF
30/31.12.2019”, or

b) transmis prin e-mail cu semnătura electronică extinsă incorporată conform Legii nr. 455/2001 privind semnătura electronica, până la data de 28.12.2019, ora 10.00 am, la adresa office@macon.ro cu mențiunea scrisa in clar si cu majuscule: „PENTRU ADUNAREA GENERALĂ EXTRAORDINARĂ A ACȚIONARILOR 30/31.12.2019”.

b) sent by e-mail, having attached an electronic signature, as per the provisions of Law no. 455/2001 on the electronic signature, until 28.12.2019, 10.00 am hours, to the e-mail address office@macon.ro having written mention in capital letters: „FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF 30/31.12.2019”.

Termenul pentru inregistrarea la Societate a formularelor de vot este 28.12.2019, ora 10.00 a.m. (ora Romaniei).

The deadline for the registration at the Company of the correspondence voting forms is 28.12.2019, hours 10.00 a.m. (Romanian time).

Formularul de Vot care nu este primit la registratura Societatii până la data si ora mai sus menționate, nu va fi luat in calcul pentru determinarea cvorumului si majorității in AGEA.

The Vote Form not registered with the Company’s registry until the above date and hour, will not be taken into account when establishing the statutory quorum and majority conditions in the EGMS.

Pe perioada zilelor nelucrătoare, registratura Simbeton este închisa.

During non-business days, Simbeton registry is closed.

Anexez prezentului formular copia actului de identitate valabil (a certificatului de înregistrare) emis de autoritatea competenta.

I hereby enclose the original and true copy of the valid identity document (registration certificate) issued by the competent authority.

(numele si prenumele actionarului/reprezentantului actionarului)

(shareholder’s/shareholder representative’ name and forename)

(denumirea actionarului persoana juridică reprezentantului actionarului persoana juridică)

(name of the shareholder legal entity/shareholder representative’ legal entity)

Semnătura actionarului/ reprezentantului actionarului

Shareholder’s/ shareholder representative’ signature

Numele, prenumele și semnătura reprezentantului legal al actionarului persoana juridică

Name, forename and signature of the legal representative of the shareholder legal entity

Incheierea notarului public de legalizare a semnăturii

Minutes of the notary public for the legalisation of the signatures

Nota: Semnarea buletinului de vot trebuie facuta in fata notarului public competent sa ateste identitatea si calitatea in care actioneaza semnatarul. Buletinul de vot legalizat de un notar public in afara României va fi si apostilat, daca este cazul.

Note: The execution of this voting bulletin should be done in front of the notary public competent to ascertain the signatory's identity and capacity. The voting bulletin legalized by a public notary outside Romania shall be also apostilled, if case.