

ANNEX 1 TO THE WITHDRAWAL PROCEDURE

DECLARATION OF WITHDRAWAL FROM THE SHAREHOLDING OF  
AUTOMOBILE-DACIA S.A.

in the context of the Partial Spin-Off

*For natural persons<sup>2</sup>*

The undersigned, \_\_\_\_\_ (name, surname), \_\_\_\_\_ citizen, domiciled in locality \_\_\_\_\_, \_\_\_\_\_ Street, no. \_\_\_\_\_, building \_\_\_\_\_, apart. \_\_\_\_\_, postal code \_\_\_\_\_, county \_\_\_\_\_, country \_\_\_\_\_, identified with \_\_\_\_\_, series \_\_\_\_\_, no. \_\_\_\_\_, personal numerical code \_\_\_\_\_, represented by Mr./Mrs. \_\_\_\_\_, in capacity as \_\_\_\_\_, identified with \_\_\_\_\_, series \_\_\_\_\_, no. \_\_\_\_\_, personal numerical code \_\_\_\_\_, as per the authenticated power of attorney dated \_\_\_\_\_.

**[Drafting note: Please cross out what does not apply or fill in as appropriate.]**

*For legal persons*

The undersigned, \_\_\_\_\_ (name), a legal person organised and operating under the laws of \_\_\_\_\_, having its registered office in locality \_\_\_\_\_, \_\_\_\_\_ Street, no. \_\_\_\_\_, building \_\_\_\_\_, apart. \_\_\_\_\_, postal code \_\_\_\_\_, county \_\_\_\_\_, country \_\_\_\_\_, registered with \_\_\_\_\_, under no. \_\_\_\_\_, fiscal code \_\_\_\_\_, represented by Mr./Mrs. \_\_\_\_\_, in his/her capacity as \_\_\_\_\_, identified with \_\_\_\_\_, series \_\_\_\_\_, no. \_\_\_\_\_, personal numerical code \_\_\_\_\_, in capacity as \_\_\_\_\_, according to the authenticated power of attorney dated \_\_\_\_\_,

**[Drafting note: Please cross out what does not match or fill in as appropriate and adjust signature section accordingly.]**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**[Drafting note: Please clearly include any differences between the identification data recorded in the Company's register of shareholders and the actual identification data of the shareholder and explain their background, and attach any supporting documents for these differences.]**

As an Eligible Shareholder of **AUTOMOBILE-DACIA S.A.**, a joint-stock company, incorporated and operating in accordance with the laws of Romania, having its registered office in Mioveni, 1 Uzinei Street, Argeş county, Romania, registered with the Trade Registry under number J3/81/1991, Sole Registration Code (CUI) 160796 (the „**Company**”),

<sup>2</sup> In the case of joint ownership in shares or in joint tenancy, all the joint owners will sign, personally or by proxy, a single Declaration of Withdrawal and will fill in their identification details in the preamble. The wording of the Withdrawal Declaration will be adjusted to take account of the plurality of declarants.

holding a number of \_\_\_\_\_ shares, each having a nominal value of RON 0.1 and a total nominal value of RON \_\_\_\_\_, as evidenced by shareholder certificate no. \_\_\_\_\_ issued on \_\_\_\_\_ (the “**Eligible Shares**”),

*[Drafting note: To be filled by the Company according to the entries in the Shareholders Registry; what does not correspond will be crossed out or filled in if a shareholder certificate has been issued, as the case may]*

1. I hereby request the withdrawal from the Company and the repurchase of all Eligible Shares, owned by me and registered in the shareholders’ registry of the Company, each with a nominal value of 0.1 RON, by the Company, in accordance with the provisions of Article 134 of the Companies Law no. 31/1990 (the “**Companies Law**”) and in accordance with the Withdrawal Procedure of the shareholders of the shareholding of AUTOMOBILE-DACIA S.A., as notified to the Company’s shareholders (the “**Withdrawal Procedure**”).
2. I hereby give this Withdrawal Declaration on my own liability, being aware of the criminal penalties applicable to false declarations, that:
  - i. I have read and agree to the terms and conditions contained in the Withdrawal Procedure and understand that the provisions of this Withdrawal Declaration are supplemental to the provisions of the Withdrawal Procedure. I understand that all capitalized terms in this Withdrawal Declaration that are not expressly defined in this Withdrawal Declaration have the meanings ascribed to them in the Withdrawal Procedure;
  - ii. I have full legal capacity, right and authority to dispose of all the Eligible Shares, hold all necessary authorisations, consents and approvals, including, but not limited to, the relevant corporate approvals, where applicable, for signing this Withdrawal Declaration and for selling Eligible Shares to the Company under the Withdrawal Procedure;
  - iii. I am the sole owner of the Eligible Shares / We are the sole co-owners of the Eligible Shares in joint tenancy/ in the following shares

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*[Drafting Note: Please cross out what does not correspond or fill in as appropriate.]*

- iv. The Eligible Shares are registered in the Company’s shareholders registry on the date hereof;
- v. I meet all the conditions set out in the Withdrawal Procedure for exercising the right to withdraw from the Company, in accordance with Art. 134 of the Companies Law;
- vi. the shareholder from whom I acquired the Eligible Shares was an Entitled Shareholder under the Withdrawal Procedure at the time I acquired the Eligible Shares, as provided by Clause 2.1 in the Withdrawal Procedure;

*[Drafting Note: Please cross out what does not correspond or fill in as appropriate.]*

- vii. on the filing date of the Withdrawal Declaration and on the Transfer Date, the Eligible Shares are not, and will not be, subject to any Encumbrances as defined in the Withdrawal Procedure OR on the date of submission of the Withdrawal Declaration, the Eligible Shares are encumbered by the following Encumbrance as defined in the Withdrawal Procedure

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I attach to this Withdrawal Declaration the creditor's consent that on the date of payment of the Redemption Price the Encumbrance will be transferred upon the Redemption Price, respectively a movable mortgage will be created over the bank account referred to in item 9 below and the Encumbrance on the Eligible Shares will cease with immediate effect and will be removed from all relevant public registers within a maximum of 3 (three) business days from the date of payment of the Redemption Price;

*[Drafting note: Please cross out what does not correspond or, to the extent that the Shares are encumbered by Encumbrances or are expected to be encumbered by Encumbrances on the Transfer Date, please provide details of the Encumbrances on the Eligible Shares (at least the contract for the encumbrance of the Eligible Shares and the date of its signature, the number of Eligible Shares encumbered, the debtor and creditor of the secured obligation, proof of registration of the Encumbrances in the relevant public registers).]*

3. I understand and agree that if any valid transfer of Eligible Shares takes place after the date on which this Withdrawal Declaration is submitted at the Company's registered office in accordance with the provisions set out in the Withdrawal Procedure, this Withdrawal Declaration shall cease to have legal effect and the third party transferee shall be entitled to file on its behalf a Withdrawal Declaration in accordance with the conditions set out in the Withdrawal Procedure.
4. I understand and accept that if any creation of Encumbrance on Eligible Shares takes place after the date of submission of this Withdrawal Declaration at the Company's registered office in accordance with the terms and conditions set out in the Withdrawal Procedure, the provisions of Clause 3.3 of the Withdrawal Procedure shall apply, and I shall comply with them.
5. I am aware that the price of the shares of the Company has been determined by an independent authorised expert in accordance with the provisions of art. 134 of the Companies Law and I agree to the consideration which is owed to me buy the Company for the redemption of the Eligible Shares in the amount of RON 0,2649051147/share, gross amount, as set out in the valuation report by the independent authorised appraisal (the "**Redemption Price**").
6. I am aware that the transfer of ownership over the Eligible Shares to the Company will take place on the date the undersigned and the Company sign the relevant affidavits in the Company's shareholders' registry (the "**Transfer Date**"). In this regard, after verifying and validation of the Company of this Withdrawal Declaration and the hereby attached documentation, the Company will notify me within 5 (five) business days of their receipt to come to the Company's registered office/ at the secondary office of the Company in Bucharest, District 6, 3G Preciziei Street, Building A, 7th floor and sign the relevant affidavits in the Company's shareholders' registry, to the extent that the verification of the documentation establishes that the relevant requirements to validly exercise the withdrawal right have been complied with. I hereby undertake to go and sign or validly appoint a proxy to go at the location chosen for the appointment (i.e. the main registered office of the Company or at the secondary office of the Company in Bucharest, District 6, 3G Preciziei Street, building A, floor 7) and sign in my name and on my behalf the affidavit on the transfer of the Eligible Shares to the Company in the Company's shareholders' registry, within a maximum of 5 (five) working days from the date of receipt of the notification in this regard from the Company.
7. I declare that I choose to present myself at the **main registered office** of the Company in Mioveni, 1 Uzinei Street, Argeş County, Gate 7bis OR / at the **secondary office** of the Company in Bucharest, District 6, 3G Preciziei Street, building A, floor 7, in the term

communicated by the Company, in order to sign the relevant declarations in the shareholders' registry of the Company.

**[Drafting note: Please cross out what does not correspond or keep, as the case may be, the place where the appointment is desired.]**

- 8. I am aware that payment of the Redemption Price by the Company will take place within 5 (five) business days of the Transfer Date.
- 9. I declare that I accept that the Company pay the Redemption Price by bank transfer to my bank account:

IBAN \_\_\_\_\_  
Bank \_\_\_\_\_  
Currency \_\_\_\_\_  
Agency/Branch \_\_\_\_\_

- 10. I hereby agree that the Company shall pay the Redemption Price expressed in RON into the account indicated in item 9 above denominated in a foreign currency and accept that the Redemption Price shall be converted into the currency in which the account indicated in item 9 above is denominated at the exchange rate established by the NBR on the payment date.

**[Drafting note: Please cross out what does not correspond or maintained to the extent that the account indicated in point 9 above is in a currency other than RON.]**

- 11. I hereby declare and understand that this Withdrawal Declaration is irrevocable from the moment of its communication to the Company, under the conditions set out in the Withdrawal Procedure.
- 12. I declare that I have read, understood and agree that this Withdrawal Declaration will be accepted by the Company to the extent that the terms and conditions set out in the Withdrawal Procedure are fulfilled and that if it is found that any of the requirements of the Withdrawal Procedure are not complied with the Withdrawal Declaration will be declined.
- 13. I hereby declare, understand and agree that the Eligible Shares shall be fully acquired by the Company at the Redemption Price and I will not be a shareholder of the Company and that I will not participate in the Company's partial Spin-Off process and will not be allotted any shares issued by the Beneficiary Company as a result of the Spin-Off, regardless of the completion or not of the transfer formalities of the Eligible Shares (provided in Clause 8.2 of the Withdrawal Procedure) during the Withdrawal Period.
- 14. The contact details where I can be contacted in relation to the present Withdrawal Declaration and the Withdrawal Procedure are as follows:

Address: \_\_\_\_\_  
E-mail: \_\_\_\_\_  
Telephone number: \_\_\_\_\_

- 15. I declare that I am responsible for the truthfulness and accuracy of all information contained in this Withdrawal Declaration.
- 16. In accordance with the Withdrawal Procedure, I hereby attach the following documents to this Withdrawal Declaration:

**[Drafting note:** Attach the documents listed in the Withdrawal Procedure and applicable to you.]

No.	Type of document	Original/Photocopy	Number of pages
7.			
8.			
9.			
10.			
11.			
12.			

**Surname, Name / Company name** \_\_\_\_\_

By: \_\_\_\_\_

In his/her capacity as: \_\_\_\_\_

Date: \_\_\_\_\_

Signature:

\_\_\_\_\_