



SEMROM OLTENIA SA

Str. Eugeniu Carada, nr.7, Craiova, Dolj, 200390

CUI RO10610146, Nr.Reg.Com. J 16/556/1998

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## ***OGMS - ORDINARY GENERAL MEETING OF SHAREHOLDERS***

### ***CONVENING NOTICE***

The Chairman of the Board of Directors, taking into account the Decision of the Board of Directors no. 346 of 16/03/2022 regarding the convening of the OGMS of Semrom Oltenia S.A., with registered office in Craiova, str. Eugeniu Carada, nr.7, Dolj County, registered at the Trade Register Office under no. J16/556/1998, VAT No. RO10610146, convenes, in accordance with the provisions of art. 117 of Law 31/1990, of Law 297/2004 on the capital market, of Law 24/2017 on issuers of financial instruments and market operations, of the FSA regulations and of the Memorandum of Association, the Ordinary General Meeting of Shareholders registered in the Company's records on the reference date 06/04/2022, for the date 20/04/2022, at 12:00, at the Company's registered office in Craiova, str. Eugeniu Carada, nr. 7, Dolj County, having the following

### ***AGENDA:***

1. Submission and approval of the Financial Statements (Balance Sheet, Profit and Loss Account and Balance Sheet Notes) for the financial year 2021, based on the Management's Report of the Board of Directors and the Financial Auditor's Report for the financial year 2021.
2. Approval of the distribution of the net profit related to the financial year 2021 in the amount of Lei 1.373.595 as follows:
  - 2.1 the amount of 502.595 lei dividends, respectively a gross dividend per share of 0,045 lei,
  - 2.2. the amount of 871.203 lei result carried over to the undistributed profit of the financial year 2021,
  - 2.3. Approval of the date of 12/10/2022 as **DATE OF PAYMENT** of dividends in accordance with the provisions of art. 178(2) of the FSA Regulation no.5/2018. The

distribution of dividends to shareholders will be made in accordance with legal provisions.

3. Discharge of administrators for the activity carried out in the financial year 2021.
4. Submission and approval of the Income and Expenditure Budget and the Investment Plan for 2022.
- 5.. Termination of the mandates of the current administrators and the election of new administrators for a term of 4 years starting with 25.04.2022 until 25.04.2026.
6. Approval of the form of management contracts to be concluded with the elected administrators.
7. Empowerment of Ms. Gagea Cristina Gabriela for the signing by the company, with the directors appointed members of the Board of Directors, of the management contracts in the approved form.
8. Approval of the remuneration of the members of the Board of Directors for the financial year 2022, of the level of the insured amount for the professional risk insurance of the administrators and coverage of the amount of the insurance premium by the Company, according to the proposal of the Board of Directors.
9. Approval of the Remuneration Report for the managers of Semrom Oltenia SA for 2021.
10. Approval of the date of 23 september 2022 as registration date ( 22 September 2022 as ex date) in accordance with the provisions of art. 87 (1) of Law 24/2017 and of the FSA Regulation no. 5/2018.
11. Appointment of Mr. Parghel Laurențiu-General Manager, to represent and sign, on behalf of the shareholders, the necessary documents regarding the registration of the OGMS decision in the Trade Register and publication in the Official Gazette of Romania.

At the Ordinary General Meeting of Shareholders are entitled to participate and vote the shareholders of the Company registered at the end of the day 06/04/2022, considered the reference date, in the Register of Shareholders kept by "DEPOZITARUL CENTRAL S.A.".

In case of non-fulfilment of the quorum conditions on the date of the first convocation, a



new Meeting is convened for the date of 21/04/2022, at the same time, in the same place and with the same agenda. The reference date set out above for the voting of shareholders in the Meeting remains valid. At the date of convening, the share capital of the Company is of Lei 1,116,425.60, consisting of 11,164,256 registered, dematerialized shares, with a nominal value of Lei 0.10, each share giving the right to one vote in the OGMS.

One or more shareholders representing, individually or together, at least 5% of the share capital has/have:

- the right to enter, within no more than 15 days of the date of publication of the convocation, items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the General Meeting;
- the right to submit, within maximum 15 days from the date of publication of the convocation, draft decisions for the items included or proposed to be included on the agenda of the General Meeting.

Requests drawn up for the exercise of the above-mentioned rights must include, on each page, a clearly written statement in capital letters: **FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 20-21/04/2022** and will be sent within max 15 days from the publication of the convening notice in the Official Gazette:

1. by post or courier, at the registered office of the Company from Craiova, str. Eugeniu Carada, nr. 7, Dolj - in original;
2. by e-mail, as an electronic means, at the address: office@semromoltenia.ro, in pdf. format, to which the electronic signatures of the requesting shareholders have been incorporated, attached or logically associated, in compliance with the conditions provided by Law no. 455/2001.

In order for the proposals to complete the agenda to be considered valid, they must be accompanied by the proof of shareholder status - in original (bank statement issued by the Central Depository no later than 48 hours before the application is submitted), as well as the documentation attesting the identity of the legal representative of the shareholder who makes the proposal/proposals (unless the verification of the identity or quality of the signatory person results from the certificate attached to the electronic signature used or from other documents submitted), according to the following identification rules:

- a) for natural persons shareholders it is necessary the copy of the identity document, certified according to the original (by mentioning "true copy" followed by the handwritten

signature). In the case of natural persons shareholders without legal capacity to exercise, the identity document of the natural person who has the quality of legal representative and legalized copy of the document that proves the quality of legal representative;

**b)** for the Romanian legal entities shareholders:

- copy of the identity card of the legal representative, certified according to the original (by mentioning “true copy”, followed by the handwritten signature);

- the quality of representative will be verified in the Register of Shareholders drawn up by the Central Depository for the reference date. If the information in the Register of Shareholders drawn up by the Central Depository for the reference date does not allow the identification of the legal representative of the Romanian shareholder, the identification may be made on the basis of a certificate issued by the Trade Register, in original or true copy, issued by a competent Romanian authority. The documents attesting the quality of legal representative must be issued at most 3 months before the date of publication of the convening notice of the meeting;

**c)** for foreign legal entities shareholders:

- copy of the identity document of the legal representative, certified according to the original (by mentioning “true copy”, followed by the handwritten signature);

- the quality of representative will be verified in the register of Shareholders drawn up by the Central Depository for the reference date. If the information in the Register of Shareholders drawn up by the Central Depository for the reference date does not allow the identification of the legal representative of the foreign legal entity shareholder, the identification may be made on the basis of documents certifying the quality of legal representative of the foreign legal entity, namely a document with a role similar to the Company Registration Certificate issued by the Trade Register, issued by the competent authority of the state in which the foreign legal entity shareholder is legally registered. These documents must be issued/delivered no later than 3 months prior to the date of publication of the Convening Notice of the meeting, and must be submitted in original or legalized copy;

**d)** for shareholders such as bodies without legal personality:

- copy of the identity card of the legal representative, certified according to the original (by mentioning “true copy”, followed by the handwritten signature);

- the quality of representative will be verified in the Register of Shareholder drawn up by



the Central Depository for the reference date. If the information in the Register of Shareholders drawn up by the Central Depository for the reference date does not allow the identification of the legal representative, the identification may be made on the basis of documents certifying the quality of legal representative, issued by the competent authority or any other document certifying this quality, in accordance with the legal provisions.

If the application is signed by the legal representative/a proxy of the shareholder, it will be accompanied by a copy of the identity card of the legal representative/proxy, certified according to the original (with the mention "true copy", followed by the handwritten signature). All documents submitted in a foreign language, except for identity documents, will be accompanied by their legalized translation and must meet the requirements of Romanian law in order to be recognized. The shareholders may exercise their rights provided by art. 198 of the FSA Regulation 5/2018 until the latest at the date of the meetings inclusive.

Detailed information on the shareholders' rights mentioned above is available on the website [www.semromoltenia.ro](http://www.semromoltenia.ro). The Company will come up with a general answer to questions with the same content and will be available on the website.

Nominations for members of the Board of Directors may be submitted to the registered office of the company within 15 days of the publication of the call by:

- by post or courier, at the headquarters of the Company from Craiova, str. Eugeniu Carada, no. 7, Dolj - in original;
- by e-mail, as an electronic means, to the address, [office@semromoltenia.ro](mailto:office@semromoltenia.ro) in pdf format, to which the electronic signatures of the requesting shareholders have been incorporated, attached or logically associated, in compliance with the conditions provided by Law no. 455/2001.

The list containing information on the name, place of residence and professional training of the persons proposed for the position of administrator will be made available to shareholders, and can be consulted by them on the website: [www.semromoltenia.ro](http://www.semromoltenia.ro).

Materials to be submitted and approved at the meeting will be available to shareholders starting with 20/03/2022. Power of attorney forms, ballot papers for postal vote, the procedure regarding the exercise of the voting right and the draft/drafts decisions of the Meeting will be made available to shareholders starting with 20/03/2022, in accordance with the legal provisions in force, at the Company' registered office in Craiova, str. Eugeniu Carada, nr. 7, Dolj, from Monday to Friday, between 09:00 - 16:00, and can be consulted/downloaded from the Company's website: [www.semromoltenia.ro](http://www.semromoltenia.ro). Shareholders may request, in writing, copies of these documents. The exercise of this right will be done in compliance with the transfer modalities and the procedure for identifying the shareholders mentioned above for the case of exercising the rights provided by the FSA



Regulation no. 5/2018. Shareholders registered in the Register of Shareholders on the reference date can participate in the Meeting and exercise the right to vote in person, by representative or by postal vote. Natural persons shareholders may participate in the Meeting and may exercise their right to vote by simply proving their identity, made with the identity card, submitted in original. Legal entities shareholders, entities without legal personality as well as natural persons without capacity to exercise participate in the Meeting and may exercise their voting right through their legal representatives, in accordance with the Identification Rules above. The representation of the shareholders in the Meeting can also be done by persons other than the shareholders, on the basis of a special or general power of attorney issued according to the FSA regulations. Natural persons shareholders who do not have legal capacity may be represented by their legal representatives who, in turn, may give special power of attorney drawn up in accordance with the provisions of the FSA regulations.

The appointment of shareholders' representatives can be made through a special power of attorney in pdf. format, to which an electronic signature has been incorporated, attached or logically associated with the observance of the conditions provided by Law no. 455/2001 sent by e-mail to [office@semromoltenia.ro](mailto:office@semromoltenia.ro). If the electronic signature belongs to the legal representative of a shareholder, this quality must be specified in the electronic signature certificate. Only the powers of attorney submitted at the registered office of SEMROMOLTENIA S.A. will be taken into account, as well as the electronic notifications for the appointment of representatives, received by 18/04/2022 at the latest, at 12.00.

Shareholders may grant a general power of attorney valid for a period not exceeding 3 years, allowing their representative to vote in all matters under discussion at the general meetings of shareholders of one or more companies identified in the power of attorney, including in respect of acts of disposition, provided that the power of attorney is granted by the shareholder, as a client, to an intermediary defined according to art. 2 (1) point 20 of Law no. 24/2017, or a lawyer. The general powers of attorney, before their first use, are submitted to the company 48 hours before the meeting, in copy, including the mention of conformity with the original under the signature of the representative. Certified copies of the proxies are retained by the Company, and this is mentioned in the minutes of the general meeting. Shareholders cannot be represented at the general meeting of shareholders on the basis of a general power of attorney by a person who is in a situation of conflict of interest, in accordance with the provisions of Law no. 24/2017. Shareholders may also vote at the Meeting by postal vote.

Only the ballot papers for postal vote received until 18/04/2022, at 12.00, and sent in

compliance with the following conditions will be taken into account:

- ballot papers sent in a sealed envelope with the mention "postal vote" by post or courier at the registered office in Craiova, str. Eugeniu Carada, nr. 7, Dolj drawn up according to the Procedure regarding the exercise of the voting right, in compliance with the identification of the persons according to the Identification Rules;
- ballot papers in pdf. format to which an electronic signature has been incorporated, attached or logically associated with the observance of the conditions provided by Law no. 455/2001 sent by e-mail to office@semromoltenia.ro. If the electronic signature belongs to the legal representative of a shareholder, this quality must be specified in the electronic signature certificate;
- ballot papers submitted personally at the Company's registered office with the signature of the natural person shareholder or, as the case may be, of the legal representative of the legal person shareholder (identified according to the Identification Rules), certified by the signature of the person specially appointed for this purpose by SEMROM OLTENIA S.A.

*Chairman of the Board of Directors*

*of SEMROM OLTENIA SA*

*EC. PARGHEL LAURENȚIU*

