

No. 2168 / 30.04.2024

To,

Bucharest Stock Exchange Financing Surveillance Authority

CURRENT REPORT

Pursuant to the provisions of the EU Regulation no. 596/2014 regarding the market abuse, of the FSA Regulation no.5 / 2018 of FSA on Issuers of Financial Instruments and Market Operations, respectively of Law no. 24/2017 on issuers of financial instruments and market operations Report date: **30.04.2024** Company name: **PREBET AIUD S.A.** Address: **Aiud, 10 Arenei Street, Alba County – Romania, 515200** Phone/fax no: **004-0258-861661 / 004-0258-861454** Fiscal Code: **RO 1763841** LEI Code: **254900R0KBC9MDTF1V33** Trade Register registration number: **J 01/121/1991** Subscribed and paid in share capital: **7.527.121,74 RON** Symbol: **PREB** Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB)**

Important event:

- 1. The Decision of the Ordinary General Meeting of Shareholders PREBET AIUD S.A. from 29.04.2024
- 2. The Decision of the Extraordinary General Meeting of Shareholders PREBET AIUD S.A. from 29.04.2024

PREBET AIUD S.A. informs that on 29.04.2024 at 12⁰⁰, respectively 13⁰⁰, the Ordinary General Meeting and the Extraordinary General Meeting of the shareholders of Prebet Aiud S.A took place at the headquarters of the Company from Aiud, 10 Arenei Street, Alba County. PREBET AIUD S.A., convened in accordance with the provisions of Law no. 31/1990 R, with subsequent amendments and completions, of Law 24/2017 on issuers of financial instruments and market operations, ASF Regulation. no. 5/2018 regarding the issuers of financial instruments and market operations and of the Articles of Association of the Company.

The Ordinary and Extraordinary General Assembly carried out their work at the first convocation. The convocation was published in the Official Gazette of Romania, Part IV no. 1374/19.03.2024, in the newspaper "Bursa" dated 19.03.2024, on the BVB website and on the website of the company www.prebet.ro to the section "Investor relations" – OGMS / AGEA. The completed agenda was also published in the Official Gazette of Romania, Part IV no. 1785/10.04.2024, in the newspaper "Bursa" dated 10.04.2024, on the BVB website and on the website of the company www.prebet.ro to the section "Investor relations" – OGMS / AGEA. The completed agenda "Bursa" dated 10.04.2024, on the BVB website and on the website of the company www.prebet.ro to the section "Investor relations" – OGMS / EGMS.

The general meetings were attended by the company's shareholders registered in the Register of Shareholders kept by the Central Depository of Bucharest, on the reference date of April 19, 2024.

General Director Cosmin Porutiu





ORDINARY GENERAL MEETING OF SHAREHOLDERS PREBET AIUD S.A. of April 29, 2024

The shareholders of PREBET AIUD S.A., trading company with the registration data mentioned above ("**Company**"), met in the Ordinary General Meeting of Shareholders at the first call on April 29, 2024 at 12:00 / 12 p.m., at the Company headquarters in 10 Arenei Street, Aiud, Alba County, postal code 515200, observing all the conditions for voting and quorum, being present shareholders representing a total of 32.538.597 shares, respectively 77.81% of the total of 41.817.343 shares, representing the total number of shares, that form the Company's share capital, in accordance with the provisions of Law no. 31/1990 R, as amended and supplemented, Law 24/2017 on Issuers of Financial Instruments and Market Operations, ASF Regulation no. 5/2018 on Issuers of Financial Instruments and Market Operation of the Company published on www.prebet.ro.

DECIDE:

1. Approval of the individual annual financial statements of Prebet Aiud S.A. for the financial year 2023, prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Directors of the company and the Report of the Independent Financial Auditor.

TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: 32.538.597 Abstention Votes: -Against Votes: -

[Approval]

- **2.** Approval of the distribution of the net profit of the Company made in 2023 in the amount of Lei 6.385.787, according to the proposal of the Board of Directors, as follows:
 - Lei 0 legal reserve;
 - Lei 6.385.787 other reserves.

TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: 32.538.597 Abstention Votes: -Against Votes: -

[Approval]

3. Approval of the discharge of the administrators for the financial year 2023.

TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: 32.538.597 Abstention Votes: -Against Votes: -





4. Approval of the Revenue and Expenditure Budget for 2024.

TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: 32.538.597 Abstention Votes: -Against Votes: -

[Approval]

5. Approval of the Company's Investment Plan for 2024 up to the amount of Lei 10.924.299.

TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: 32.538.597 Abstention Votes: -Against Votes: -

[Approval]

6. Approval of the Remuneration Report for the financial year 2023.

TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: 32.538.597 Abstention Votes: -Against Votes: -

[Approval]

7. Election of a new member of the Board of Directors of the company until 25.04.2027 to fill the vacant position on the Board of Directors

TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: -Abstention Votes: -Against Votes: 32.538.597

[Rejection]

8. Approval of the date of 23.05.2024, as the date of registration, respectively of identification of the shareholders on whom the effects of the adopted decisions are reflected, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 regarding the issuers of financial instruments and operations on the market.

TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: 32.538.597 Abstention Votes: -Against Votes: -

[Approval]

9. Approval of the date of **22.05.2024** as **ex-date**, in accordance with the provisions of Law no. 24/2017 and of Regulation no. 5/2018 on the issuance of financial instruments and market operations.





TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: 32.538.597 Abstention Votes: -Against Votes: -

[Approval]

10. Approval of the power of attorney and mandate of the directors of the company (General Manager, Deputy General Manager), for carrying out the necessary and legal operations for registering the decisions of the ordinary general meeting of shareholders and carrying out publicity formalities, any director having the right to perform any of these formalities

TOTAL VALID EXPRESSED VOTES: 32.538.597 shares (votes), of which: Votes For: 32.538.597 Abstention Votes: -Against Votes: -

[Approval]

11. Election of the members of the Board of Directors for a term of one (1) year by cumulative voting.

The following persons are dismissed from the position of administrator, as a result of the cumulative vote request for the election of the members of the Board of Directors, starting from 26.04.2024:

- Mathe Francisc
- Moruțan Iulian-Alin
- Deceanu Liviu-Daniel
- Ioan Oltean
- Pârvu Adrian-Marcel

A new Board of Directors is appointed, consisting of 5 members, as a result of the election by the cumulative voting method, for a mandate of 1 year, respectively 29.04.2024 - 28.04.2025, having the following composition:

- Mathe Francisc (total cumulated votes validly cast) 32,538,597
- Pârvu Adrian-Marcel (total cumulative votes validly cast) 32,538,597
- Pătrașcu Iuliu Ciprian (total cumulative votes validly cast) 32,538,597
- Deceanu Liviu-Daniel (total cumulative votes validly cast) 32,538,597
- Oltean Ioan (total cumulative votes validly cast) 32,538,597

[Approval]

President of the meeting

Deceanu Liviu

Registrar of the meeting

Popa Lucian

Pârvu Adrian-Marcel





EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PREBET AIUD S.A. of April 29, 2024

The shareholders of PREBET AIUD S.A., trading company with the registration data mentioned above ("**Company**"), met in the Extraordinary General Meeting of Shareholders at the first call on April 29, 2024 at 13:00 / 1 p.m., at the Company headquarters in 10 Arenei Street, Aiud, Alba County, postal code 515200, observing all the conditions for voting and quorum, being present shareholders representing a total of 32.541.531 shares, respectively 77.82% of the total of 41.817.343 shares, representing the total number of shares, that form the Company's share capital, in accordance with the provisions of Law no. 31/1990 R, as amended and supplemented, Law 24/2017 on Issuers of Financial Instruments and Market Operations, ASF Regulation no. 5/2018 on Issuers of Financial Instruments and Market Operations and the Articles of Incorporation of the Company published on www.prebet.ro.

DECIDE:

1. Approval of the increase of the shareholding of Prebet Aiud S.A., as shareholder, within the Alternative Investment Company with Private Capital Roca Investments S.A., registered with the Trade Register under no. J40/15602/2017, having CUI 38201915 (hereinafter referred to as "*Roca Investments S.A*"), by acquisition of shares or participation in the share capital increase, up to a total amount equivalent in Lei to 6,400,000 euro.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

2. Approval of mandate of the Chairman of the Board of Directors in order to negotiate, for and on behalf of Prebet Aiud S.A., the contractual clauses and conditions of acquisition such as price, method and payment terms, but not limited to them, within the limits established by the Decision of the General Assembly and in order to sign all the legal acts necessary for the acquisition of the share package of Roca Investments S.A., as well as to carry out all the formalities regarding the concerns operations to increase the share capital.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

3. Approval of the increase of the share capital in the amount of 17,672,878.26 Lei, through the issuance of 98,182,657





new shares, with a par value of 0.18 Lei/share, through cash contribution and/or through the conversion of claims against the company, as follows:

- (i) during the first stage, to the shareholders registered in the register of shareholders of the company maintained by the Central Depository S.A., with a record date of 12.06.2024 (hereinafter referred to as the "*Shareholders' Register*"), respectively to the persons who have acquired, during the period of trading of preference rights, preference rights from the shareholders registered in the Shareholders' Register, to the extent that the offering prospectus prepared in connection with the share capital increase will also include the possibility of trading preference rights; and
- (ii) during the second stage, any new shares remaining unsubscribed after the first stage, as described in (a) above, will be offered for subscription (i) to the public in Romania by way of a public offering (the "Public Offering") and/or (ii) in a private placement to certain persons in the European Union on the basis of exemptions permitted from the publication of a prospectus, including those provided for in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC and/or investors to whom such private placements may be lawfully made and directed in accordance with the exemptions from Regulation S under the United States Securities Act of 1933 and without any obligation to comply with any other formalities under any applicable law, to the extent and only to the extent that an investment in New Shares does not constitute a violation of any applicable law by such investor (the "*Private Placement*"), as determined by the Board of Directors in this respect.
 - 3.1 The new shares remaining unsubscribed at the end of the subscription period of the Public Offering and/or the Private Placement (as the case may be) shall be cancelled by decision of the Board of Directors establishing the final results of the share capital increase.
 - 3.2 The number of preference rights issued shall be equal to the number of shares issued by the company as recorded in the Register of Shareholders.
 - 3.3 Each shareholder registered in the Register of Shareholders shall receive a number of pre-emptive rights equal to the number of shares held.
 - 3.4 The exercise period of the Preference Rights shall be one (1) month (if applicable, after the end of the trading period of the Preference Rights), being after the record date of 12.06.2024.
 - 3.5 For subscription of one new share, during the period of exercise of preference rights, a person must hold 0.42591 preference rights (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
 - 3.6 If the maximum number of shares that may be subscribed for during the Preference Rights Exercise Period (resulting from applying the above calculation) is not a natural number, the maximum number of shares that may be subscribed for shall be rounded down to the next lower natural number.
 - 3.7 Details of the subscription procedure, subscription period, subscription price, payment procedure and method, validation of subscription, subscription form, etc. in respect of the new shares will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the increase in share capital.
 - 3.8 The purpose of the capital increase is to raise funds to finance the ongoing business of the Company, i.e., to raise funds for ongoing and/or new projects

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -





AGAINST VOTES: -

[Approval]

- 4. Approval of the Board of Directors' authorization to issue any resolution and to perform all legal acts and deeds necessary, useful and/or appropriate to carry out the resolutions to be adopted by the EGMS regarding the share capital increase, including the following matters:
 - a. to determine the structure and duration of the share capital increase, negotiating as well as setting and approving the subscription price in the share capital increase (in accordance with market conditions, as well as approving the other final terms and conditions of the share capital increase), selecting the intermediaries for the share capital increase, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents relating to the share capital increase, negotiating and signing any contracts with intermediaries, consultants, accountants and valuers, performing any legal acts and deeds necessary, useful or opportune in connection with the above;
 - b. to approve any contracts relating to the share capital increase or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sale, stabilization, agency, consultancy agreements, certificates, declarations, registers, notices, additional deeds, valuation reports and any other necessary documents and instruments, to carry out any formalities and to authorize and/or execute any other actions necessary to give full effect to the share capital increase, including the updating of the company's Articles of Association;
 - c. to empower the representatives of the company to sign any such documents, carry out any such formalities and perform any such actions;
 - d. to represent the company before any competent authorities and institutions (including, but not limited to, the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository S.A.) in connection with the increase of the share capital.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

5. Approval of the amendment of Article 7 (1) of the Articles of Association as a result of the increase in share capital (item 3), to read as follows:

"(1) The share capital of the company is Lei [...] fully paid up, divided into [...] shares, each with a nominal value of Lei 0.18."

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -





6. Approval of the date of **12.06.2024** as the **date of registration**, respectively of identification of the shareholders affected by the effects of the adopted decisions, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 regarding the issuers of financial instruments and operations on the market.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

7. Approval of the date of **11.06.2024** as **ex-date**, in accordance with the provisions of Law no. 24/2017 and of Regulation no. 5/2018 on the issuance of financial instruments and market operations.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

8. Approval of **10.06.2024** as the date of guaranteed participation, in accordance with the provisions of Article 2 para. (2)(j) of Regulation 5/2018.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

9. Approval of **13.06.2024** as the payment date calculated in accordance with the provisions of Art. 2 para. (2)(h) and Article 178 of Regulation No 5/2018.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -





10. Approval of the power of attorney and mandate of the directors of the company (General Manager, Deputy General Manager) for carrying out the necessary and legal operations for registering the decisions of the extraordinary general meeting of shareholders and carrying out publicity formalities, any director having the right to perform alone any of these formalities.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

11. Approval of investments up to the RON equivalent of EUR 2,000,000 to acquire (*i*) financial instruments (shares and bonds) admitted to trading on regulated markets in the interest of Directive 2014/65/EU on markets in financial instruments, as amended (*ii*) government securities issued by the Romanian state or other states admitted to trading on regulated markets (*iii*) shares/shares in unlisted companies, in compliance with legal provisions.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

12. Approval of the Board of Directors' mandates to adopt all necessary decisions and carry out all necessary formalities/operations in order to carry out the resolution to acquire shareholdings in companies according to item 11, consequently by the Decisions of the Board of Directors the consent of Prebet Aiud S.A. to these formalities/operations has been expressed.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

13. Approval of the Board of Directors' mandates for the adoption of all necessary decisions in relation to the activities carried out, including but not limited to the completion of all formalities relating to the operation, amendment of internal acts (articles of association, statutes, by-laws and any other acts governing the company's activity) and any other formalities in relation to companies in which shareholdings (shares/shares) have been acquired/disposed of in accordance with points 11 and 12, consequently, by the Decisions of the Board of Directors, the consent of Prebet





Aiud S.A. has been expressed with regard to any aspect in connection with the operation of these companies and the conduct of the activities of these companies.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

14. Approval of the extension by 12 calendar months of the validity of the financing ceiling, contracted on the basis of credit agreement no. 75/28.01.2014 with subsequent additional acts, in which Prebet Aiud S.A. is the borrower/co-borrower and BRD - Groupe Societe Generale S.A. is the Lender.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

15. Approval of the conclusion by Prebet Aiud S.A., as guarantor, of any guarantee contracts (mortgage contracts of any rank, pledge contracts and any other guarantee instruments in respect of the present and future assets of the company, the company's accounts), as the case may be, to guarantee all obligations resulting from the extension of the validity of the financing ceiling, in accordance with point 14.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

- **16.** Approval of the empowerment of Mr PORUȚIU COSMIN-ALEXANDRU, as General Manager of PREBET AIUD S.A., in relation to the following items 14 and 15:
 - To negotiate, sign, perfect, execute, deliver and draw up, (in authentic form where applicable) in the name and on behalf of the Company, the Credit Agreement, the Deeds of Amendment and the Guarantee Agreements, and all acts and documents in connection therewith, including applications for the use of credit, in order to carry out the resolutions adopted in this decision;
 - To take all necessary actions for the registration of the Guarantee Contracts, at the National Registry of Real Estate, Land Registry, Commercial Registry and at the Register of Shareholders of the Company, for the





fulfilment of any other necessary formalities, before any other competent authority or interested third parties and for the publication of this decision;

• Carry out any other formalities necessary to carry out the decisions under points 14 and 15.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

17. Approval of access to credit facilities up to the equivalent in Lei of 10.000.000 Euro, through the conclusion by the company, as borrower, with any banking institution, as borrower, of any credit/financing agreements.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

18. Approval of the conclusion by Prebet Aiud S.A., as guarantor, of any guarantee contracts (mortgage contracts of any rank, pledge contracts and any other guarantee instruments with regard to the present and future assets of the company, the company's accounts) to guarantee all obligations resulting from the contracts concluded by the company, according to point 17. In the case of refinancing of existing credit lines, the maximum borrowing limit shall be increased by the amount of the credit line refinanced.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

19. Approval of financial support for investments resulting from access to European funds by the company's affiliates: Prebet Aggregates SRL, Prebet Logistics SRL, Prebet Energy SRL and Prebet Investments SRL.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -





20. Approval of the Board of Directors' mandates to take all necessary decisions and carry out all formalities/operations required to carry out the financial support decision, in accordance with point 19, consequently by the Decisions of the Board of Directors the consent of Prebet Aiud S.A. to these formalities/operations has been expressed, with the exception of the resolutions to be approved by the AGM.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

21. Approval of the amendment of Article 15(1) of the Constitution, to read as follows:

"(1) PREBET AIUD SA is managed in a unitary system by a Board of Directors composed of five persons, elected by the Ordinary General Meeting of Shareholders for a term of 1 year, with the possibility of being re-elected for new terms of 1 year."

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

22. Approval of the conclusion by the company, as borrower, with any banking institution, as lender, up to a maximum total amount of 45,000,000 lei, of a ceiling for the issuance of bank guarantee letters including, but not limited to, SGB of participation in the tender; SGB of good performance; SGB of advance refund; SGB of refund of monetary retentions.

TOTAL VALID EXPRESSED VOTES: 32.541.531 shares (votes), of which: Votes For: 32.541.531 Abstention Votes: -Against Votes: -

[Approval]

President of the meeting Ec. Deceanu Liviu Registrar of the meeting Popa Lucian

Pârvu Adrian Marcel

