

**To:**

BURSA DE VALORI BUCUREȘTI  
AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ

**Current report**

According to Law no. 24/2017 on issuers of financial instruments and market operations, as republished and FSA regulation no. 5/2018 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations

<b>Date of report</b>	26.03.2024
<b>Name of the Company</b>	ADISS S.A.
<b>Registered Office</b>	Tăuții-Măgherauș, str. 66 nr. 16, jud. Maramureș
<b>Phone</b>	0758 705 280
<b>Fiscal Code</b>	3359107
<b>Registration nr. with Trade Registry</b>	J24/310/1993
<b>Subscribed and paid share capital</b>	8.490.000 lei
<b>Market where securities are traded</b>	SMT – AeRO
<b>Symbol</b>	ADISS

**Important events to be reported: Convening of the Ordinary and Extraordinary General Meetings of Shareholders of ADISS S.A. for 29 April 2024**

In compliance with the provisions of Law no. 31/1990 on companies, as republished, with subsequent amendments and completions, Law no. 24/2017 on issuers of financial instruments and market operations, republished, and FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and completions,

the Board of Directors of ADISS S.A. ("the Company"), in the board meeting of March 25, 2024, approved the convening of the Ordinary General Meeting of Shareholders ("OGMS") and the Extraordinary General Meeting of Shareholders ("EGMS") for April 29, 2024, the first meeting, respectively April 30, 2024, the second meeting in case the legal and statutory quorum conditions will have not been met, at the conference room of the registered office located at 16 Str. 66, Tăuții-Măgherauș, Maramureș.

The informative materials related to the agenda for the OGMS and EGMS of ADISS S.A. will be available to shareholders, in electronic format on the Company's website at <https://www.adiss.ro/companie/investitori> and in physical format at the Company's headquarters, starting from March 29, 2024.

At the OGMS and EGMS meetings, all shareholders of the Company registered in the shareholders' register at the end of April 19, 2024, established as the Record Date for both the first and second convening, are entitled to participate and vote.

The full text of the Convening Notice for the OGMS and EGMS of ADISS S.A. for April 29, 2024, is provided hereafter.

**President of the Board**

**Ms. Eniko Dancos**

**CONVENING NOTICE**  
**for the Ordinary General Meeting and Extraordinary General Meeting of**  
**Shareholders of ADISS S.A.**

According to Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations, Law no. 24/2017 on issuers of financial instruments and market operations, as republished, FSA regulation no. 5/2018 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations and ADISS's Articles of Association,

**Board of Directors of ADISS S.A.** ((hereinafter referred to as the "Company"), with its headquarters in Tăuții-Măgherăuș, Str. 66, nr. 16, Maramureș, Romania, registered with the Trade Registry attached to the Maramureș Tribunal under number J24/310/1993, Sole Registration Code 3359107,

**CONVENES**

**The Ordinary General Meeting of Shareholders ("OGMS")** on **29<sup>th</sup> of April 2024** starting at 13:00, first meeting or on **30<sup>th</sup> of April 2024** starting at 13:00, second meeting, if the quorum requirements or statutory quorum conditions are not met at the first meeting,  
and

**The Extraordinary General Meeting of Shareholders ("EGMS")** on **29<sup>th</sup> of April 2024** starting at 14:00, first meeting or on **30<sup>th</sup> of April 2024** starting at 14:00, second meeting, if the quorum requirements or statutory quorum conditions are not met at the first meeting,

at the conference room of ADISS's headquarters located in Tăuții-Măgherăuș, Str. 66, no. 16, Maramureș, which all the shareholders registered in the shareholders' registry held by Depozitarul Central S.A. by the end of **19<sup>th</sup> of April 2024**, considered as **Reference Date** for both OGMS and EGMS meetings are entitled to attend and vote. The Reference Date and agenda remain the same for both conventions.

**Agenda for the OGMS:**

1. Approval of the financial statements for the 2023 financial year, based on the discussions and reports presented by the Board of Directors and the financial auditor.
2. Approval of the discharge of liability of the Board of Directors, for the 2023 financial year.
3. Approval of the allocation of the profits, as proposed by the Board of Directors for the 2023 financial year:

<b>Net profit to be distributed for the 2023 financial year (lei):</b>	91,056
<b>Legal reserve</b>	9,913
<b>Retained earnings</b>	81,143

4. Presentation and approval of the Income and Expenditure Budget for the financial year 2024.

5. Approval of 20<sup>th</sup> May, 2024 as Record Date (17<sup>th</sup> May, 2024 as Ex-Date) for identifying the shareholders upon which the resolutions of the OGMS will take effect as per article 87, para. (1) of Law no. 24/2017 on issuers of financial instruments and market operations, as republished.
6. Empowering the Chairman of the Board of Directors to sign in the name and on behalf of the Company any documents, and to make any declarations necessary to execute the resolutions of the OGMS or to register/deposit the resolutions of the OGMS with the Trade Register, and to execute any other formalities, such as publication, including paying any fees, requesting and receiving any documents/documents issued by the Commercial Registry and/or any other competent authority, as well as granting it the right to delegate to another person the power to complete the aforementioned formalities.

### **Agenda for the EGMS:**

1. Approval of the extension of the contracts for credit facilities such as the credit line concluded with CEC Bank and maintenance of the guarantees already granted to CEC Bank S.A. to secure these facilities, namely:
  - a) Mortgage on the following fixed assets owned by the Company:
    - (1) 4.028 sq.m of land, located in Tautii Măgherauș, 66 str. no. 16, jud. Maramures, with cadastral number 59165, registered in the land register no. 59165 of Tautii Măgherauș;
    - (2) 3.409 sq.m. of land, located in Tautii Măgherauș, str. 66 nr. 16, jud. Maramures, with cadastral number 59166-C1-U1, registered in the land register no. 59166-C1-U1 of Tautii Măgherauș;
    - (3) building consisting of ground floor: Multifunctional room=200,08m.p., Kitchen=5,29m, Bathroom=2,24m.p., WC=1,66m.p., Secretariat=17,16m.p., Office IT=7,01m.p., Office=6,32m.p., Office=9,80m. p, Multifunctional room=79,65m.p., Office=9,63m.p., Office=10,39m.p., Toilet=1,57m.p., Toilet=1,60m.p., Office=5,47m.p., Multipurpose room=98,77m.p., Multipurpose room=26,40m.p., Wardrobe=10,75m.p., Lobby=4,66m.p., Toilet=1,25m.p., Toilet=1,06m.p., Toilet=1,02m.p. Wardrobe=51,03m.p., Hall. production=2.297,68m.p., 1st floor: Hall=48,01m.p., Office=29,10m.p. Office=17,52m.p., Office=17,52m.p., Hall meeting room=26,28m.p., Office=147,96m.p., Lobby=18,79m.p., Office=10,34m.p., Office. Copy room=6,43m.p., Bedroom=1,38m.p., Bathroom=3,11m.p., Toilet=1,28m.p., Toilet=1,04m.p., Toilet=1,14m.p., Toilet=1,15m.p., Bathroom=3,07m.p., Office=20. 58m.p., Bathroom=2,83m.p., Kitchen=3,00m.p., Office=14,79m.p., in total built surface of 3. 409 sq. m., in total useful surface of 3. 225,81 sq. m., with common parts of 322581/840465 and land share of 332190/865500, registered in the Land Book no. 59166-C1-U1 of Tautii- Magheraus locality.
  - b) Movable mortgage on stocks of raw materials, materials, work in progress and finished products owned by the Company, as negotiated with the creditor bank;
  - c) Movable mortgage on receivables arising from commercial contracts concluded by the Company with its customers accepted by CEC Bank S.A., as negotiated with the creditor bank;
  - d) Movable mortgage on the liquid assets held in the Company's current and deposit bank accounts opened and to be opened with CEC Bank S.A.

2. Approval of the provision of guarantees, in any amount and for the benefit of any third party creditor or counterparty, for the purpose of obtaining insurance policies for contracts to be concluded within the next 48 months.
3. Approval of the authorization of the Chief Executive Officer of the Company to represent the Company and to sign contracts/additional agreements related to the contracts, as well as any other documents or formalities necessary to carry out the resolutions to be adopted, as per items 1 and 2 of the EGMS agenda.
4. Approval of 20<sup>th</sup> of May, 2024 as Record Date (17<sup>th</sup> of May, 2024 as Ex-date) for the identification of the shareholders on whom the effects of the resolutions adopted by the EGMS will be reflected, in accordance with the provisions of Article 87 of Law no. 24/2017 on issuers of financial instruments and market operations, republished.
5. Empowering the Chairman of the Board of Directors to sign in the name and on behalf of the Company any documents, and to make any declarations necessary to execute the resolutions of the EGMS or to register/deposit the resolutions of the EGMS with the Trade Register, and to execute any other formalities, such as publication, including paying any fees, requesting and receiving any documents/documents issued by the Commercial Registry and/or any other competent authority, as well as granting it the right to delegate to another person the power to complete the aforementioned formalities

#### **GENERAL INFORMATION REGARDING THE OGMS AND EGMS**

At the date of the present convening of the ADISS S.A. OGMS and EGMS, the share capital of the company is 8,490,000 lei divided into 16,980,000 registered, common, dematerialized shares with a nominal value of 0.5 lei/share, each share entitling to 1 (one) vote in the meetings of the General Meeting of Shareholders.

#### **Shareholders' rights with regard to participation in General Meetings of Shareholders (GMS):**

From 29 March 2024 at the latest until the date set for the OGM and the EGM, shareholders may obtain, at the Company's registered office or on the Company's website <https://www.adiss.ro/> the documents related to the Meetings, i.e. the convener, the total number of issued shares and voting rights at the date of the convener, the materials related to the items on the Meetings agendas, the draft resolutions proposed for approval by the General Meetings, the special proxy and postal voting forms, the financial statements, the Board of Directors' report and the financial auditor's report.

One or more shareholders registered in the Register of Shareholders on the reference date, representing, individually or jointly, at least 5% of the share capital, may submit to the Company requests for the inclusion of new items on the agenda, provided that each item is accompanied by a justification or a draft resolution proposed for adoption, as well as draft resolutions for items included or proposed for inclusion on the agenda of the GMS, no later than 12.04.2024.

Requests may be submitted to the headquarter's address Tăuții-Măgherăuș, Str. 66, nr. 16, Maramureș or sent by e-mail to [invest@adiss.ro](mailto:invest@adiss.ro) accompanied by a copy of the identity card, in the case of individual shareholders, respectively, a copy of the identity card of the representative/trustee, the certificate issued by the trade register no later than 30 days prior to the publication of the notice of the GMS, in the case of legal entity shareholders. Requests sent by e-mail must bear the extended electronic signature

incorporated in accordance with Law no. 455/2001 on electronic signature, republished, with subsequent additions and amendments (Law 455/2001). Irrespective of the method of sending, the following must be clearly stated in capital letters: "PROPOSAL FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ADISS S.A. ON 29 April 2024".

If applicable, the agenda of the OGMS and EGMS completed with the items proposed by the shareholders in accordance with the law will be published no later than 16 April 2024.

Each shareholder has the right to make inquiries on the items on the agenda of the AGMs until 28 April 2024, 12:00 noon, and the answer will be given at the meeting and by posting the answer on the Company's website in the form of „question-answer". The question shall be accompanied by a copy of the identity card for the individual shareholder, respectively a copy of the identity card of the legal representative of the legal entity shareholder and a certificate issued by the Trade Register no later than 30 days prior to the publication of the notice of the GMS, as proof of the shareholder's status.

### **Attendance at OGMS and EGMS**

Entitled shareholders may participate (1) in person, (2) by postal vote or (3) may be represented at the GMSs by proxies who have been granted a special power of attorney or a general power of representation.

1) In the case of personal voting, individual shareholders and corporate shareholders are entitled to participate in the OGM and EGM by simply proving their identity by means of, in the case of individual shareholders, a valid identity card and, in the case of corporate shareholders, the valid identity card of the legal representative. The legal representative status of the legal entity shareholder shall be proved by a certificate issued by the Trade Register or other equivalent entity no later than 30 days prior to the publication of the notice of the GMS.

2) In the case of voting by proxy, it may be expressed by a general power of attorney in compliance with the legal provisions in force or by completing and signing the special proxy forms provided by the company. These must be submitted at least 48 hours prior to the OGMS and EGMS, under penalty of nullity, in original to the address in Tăuții-Măgherăuș, Str. 66, nr. 16, Maramureș, Romania, with original hand signature or by e-mail to invest@adiss.ro, with extended electronic signature incorporated in accordance with Law no. 455/2001. Irrespective of the method of dispatch, it must be clearly marked in capital letters "SPECIAL/GENERAL PROXY FOR THE ADISS S.A. ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 29 April 2024".

Shareholders may not be represented on the AGM under a general power of attorney by a person who is in a conflict of interest situation. The special or general proxy will be void if the shareholder himself attends the GMS or appoints another proxy by a valid proxy, sent in due time and dated after the first proxy.

3) In the case of postal voting, shareholders shall complete, sign and submit at least 48 hours prior to the AGM and EGM the postal voting form made available on the Company's website. The paper forms must be sent in a sealed envelope to the company's registered office, stating clearly and in capital letters on the envelope, "VOTE BY CORRESPONDENCE FOR THE ADISS S.A. ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 29 April 2024". Votes may also be sent by e-mail with an extended electronic signature incorporated in accordance with Law no. 455/2001, to invest@adiss.ro with the same mention in the "subject" of the e-mail message.

Postal votes may be cast by a proxy, only if he/she has received from the shareholder he/she represents a special/general power of attorney which is submitted to the issuer in accordance with Article 105

paragraph (14) of Law no. 24/2017, republished on issuers of financial instruments and market operations and with the provisions of this notice, at least 48 hours prior to the AGM and EGM.

The postal voting form and the special/general proxy shall be accompanied by documents proving the shareholder's status, respectively:

- copy of the identity card of the natural person shareholder, true to the original;
- the registration certificate of the legal entity shareholder, in copy true to the original;
- certificate of the legal entity shareholder issued by the Trade Register or equivalent official document attesting the legal representative status of the signatory of the proxy, issued no later than 30 days prior to the date of publication of the notice of the OGMS/EGMS, in original or copy true to the original, as well as a copy of the identity card of the legal representative (copy true to the original);
- a copy of the identity card of the authorised representative (proxy holder), true to the original.

In the case of sending the remote vote by courier or e-mail, the voting paper for item 2 on the AGM agenda shall be sent with in sealed envelope/separate email with the mention „SECRET VOTE”.

Documents submitted in a language other than Romanian or English must be accompanied by a certified translation into Romanian/English. Proposals for resolutions, requests for the introduction of new items on the agenda of the OGMS and EGMS as well as proxies and voting papers not submitted in time, incomplete, illegible or not accompanied by documents proving the shareholder's status will not be taken into consideration.

For further information, please contact us at tel. 0758.705.280 or at [invest@adiss.ro](mailto:invest@adiss.ro), the person in charge of investor relations is Mrs. Frohlich Aniko.

**President of the Board of Directors,**

**Eniko Dancos**