

CURRENT REPORT

ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

Current report according to	BVB Regulation on AeRO market, Law 24/2017, ASF Regulation 5/2018, EU Regulation 596/2014
Report date	24.07.2025
Name of the company	ASCENDIA S.A.
Registration office	Eufrosin Potecă St. No.40, 1 st floor, Sector 2, Bucharest
Phone/ email	Phone: 021 312.42.26, Email: office@ascendia.ro
Unique registration number	RO 21482859
Number of registration at the Registry of Commerce	J2007006604403
Subscribed and paid-up share capital	1.172.180,10 RON for 11.721.801 shares with face value of 0,1 RON
The regulated market on which it is traded	Bucharest Stock Exchange – MTS, AeRO - Premium
LEI Code	315700DLIITW8APMVF93

Important event to report: OGMS and EGMS conv. notice

In accordance with the regulations regarding issuers and securities operations, Ascendia S.A. informs the shareholders that the company's Administrator, Mr. Cosmin Mălureanu, convenes:

- The Ordinary General Meeting of Shareholders (“OGMS”) of the Company is convened for the date of 25(26).08.2025, at 11:00 AM (Romanian time).
- The Extraordinary General Meeting of Shareholders (“EGMS”) of the Company is convened for the date of 25(26).08.2025, at 12:00 PM (Romanian time).

Please note that the documents related to the OGMS and EGMS will be available for consultation starting from 25.07.2025 in the 'For Investors' section of the website www.ascendia.ro.

We attach to this report the full **Convening Notice for the OGMS and EGMS on 25(26).08.2025.**

Sole Administrator
ASCENDIA S.A.
Cosmin Mălureanu



CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS) OF ASCENDIA S.A.

The sole director of **ASCENDIA S.A.** ("the Company"), a Romanian legal person, having its registered office in Str. Eufrosin Poteca Nr. 40, Et.1, Sector 2, Bucharest, Romania and the **correspondence address** at the work point in Blvd. Dinicu Golescu, No. 36, Fl. 4, Sector 1, Bucharest, Romania, registered at the Trade Register under no. J2007006604403, with Unique Registration Code RO21482859, a company traded on the Bucharest Stock Exchange under the trading symbol ASC, with a share capital divided into 11.721.801 registered shares, fully subscribed by the shareholders, which confers on their holders, in proportion to the number of shares held, 11.721.801 equal votes in the EGSM,

CONVENES

The Ordinary General Meeting of Shareholders (OGMS) of the company for **25.08.2025, at 11:00** (Romanian time), in the meeting room of Ascendia S.A., located at the address of the working point in Blvd. Dinicu Golescu, No. 36, Fl. 4, Sector 1, Bucharest, Romania, convening all shareholders registered in the Shareholders Register at the end of **18.08.2025 (Reference Date)**.

The Extraordinary General Meeting of Shareholders (EGSM) of the company for **25.08.2025, at 12:00** (Romanian time), in the meeting room of Ascendia S.A., located at the address of the working point in Blvd. Dinicu Golescu, No. 36, Fl. 4, Sector 1, Bucharest, Romania, convening all shareholders registered in the Shareholders Register at the end of **18.08.2025 (Reference Date)**.

Only persons who are shareholders on the Reference Date have the right to participate and vote at the OGMS and EGMS.

If at the first meeting the legal and statutory quorum of attendance is not achieved, the Ordinary General Meeting of Shareholders (**OGMS**) is convoked again on **26.08.2025, 11:00** (Romanian time) at the address mentioned for the first convocation, with the same agenda and the same reference date.

If at the first meeting the legal and statutory quorum of attendance is not achieved, the Extraordinary General Meeting of Shareholders (**EGMS**) is convoked again on **26.08.2025, 12:00** (Romanian time) at the address mentioned for the first convocation, with the same agenda and the same reference date.

THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS IS AS FOLLOWS:

1. Approval of the allocation, for the purpose of distribution as dividends to shareholders, of the amount of 5,860,900.50 RON, with a gross dividend value of 0.50 RON/share, from the net profits of previous financial years, as recorded in the company's reserve accounts up to 31.12.2024 (excluding mandatory legal reserves and other tax facilities), in accordance with the provisions of Law no. 31/1990 and the Articles of Association.
2. Approval of the Registration Date, defined as the date used to identify the shareholders who are subject to the effects of the OGMS resolutions. The identification of shareholders will be carried out by consulting the Shareholders' Register maintained by the Central Depository. **The proposed Registration Date is: 04.12.2025, with the Ex-date on 03.12.2025 and the dividend payment date on 10.12.2025.**
3. Approval of the empowerment, with the possibility of substitution, of the company's administrator, Mr. Cosmin MĂLUREANU, to sign the shareholders' resolutions, as well as any other related documents, and to carry out all legal procedures and formalities required for the implementation of the shareholders' resolutions, including their publication and registration with the Trade Register or any other public authority.

THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IS AS FOLLOWS:

1. Authorization of the delegation to the Sole Administrator of the Company of the EGMS's authority to decide on a share capital increase with a nominal value of up to 58,609.00 RON, respectively by up to 586,090.00 ordinary shares, for a period of one year from the date of this resolution, namely until 25.08.2026, in accordance with and within the limits set out in Article 86 paragraphs (2) and (4) of Law no. 24/2017, republished, with subsequent amendments and completions.
2. Subject to the approval of item 1 on the agenda, authorization of the delegation to the Sole Administrator of the Company of the EGMS authority to decide on the withdrawal of shareholders' pre-emptive rights in connection with the share capital increase operations approved by the Sole Administrator under the powers delegated by this resolution, with the exclusive purpose of implementing incentive and remuneration programs for key personnel of the Company, including Stock-Option Plans, in accordance with Article 86(3) of Law no. 24/2017, republished, as amended and supplemented, and subject to compliance with the quorum and majority requirements provided under Article 88 of the same law.
3. Approval of the change of the Company's registered office from Bucharest, Eufrosin Poteca Street, no. 40, 1st floor, Sector 2, to the current working point located in Bucharest, Bulevardul Dinicu Golescu, no. 36, 4th floor, Sector 1.
4. Approval of the Registration Date, defined as the date used to identify the shareholders who are subject to the effects of the EGMS resolutions. The identification of shareholders will be carried

out by consulting the Shareholders' Register maintained by the Central Depository. **The proposed Registration Date is: 04.12.2025, with the Ex-date on 03.12.2025.**

5. Approval of the empowerment, with the possibility of substitution, of the company's administrator, Mr. Cosmin MALUREANU, to sign the shareholders' resolutions, as well as any other documents related thereto and to carry out all procedures and formalities provided by law in order to implement the shareholders' resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution.

INSTRUCTIONS REGARDING THE OGMS and EGMS from the 25th (26th) of August 2025

Participation at the OGMS and EGMS

The reference date for the OGMS and EGMS is **18.08.2025**. Only shareholders registered at this date in the Shareholders' Registry held by the Central Depository will be able to participate and vote at these general meetings.

The share capital of Ascendia S.A. consists of 11.721.801 registered, ordinary and dematerialized shares, each share held entitling the holder to one vote at general meetings.

Shareholders **may participate in the EGMS directly or may be represented by other persons** under the terms of the law and according to the Articles of Incorporation or **may vote by correspondence**. In all these situations, the documents listed below are required, with the mention that in case of correspondence voting (online or printed correspondence), the identity documents will be sent in copy according to the original, under the handwritten signature of the shareholder.

All documents submitted in the name of the shareholders, as well as copies of the original documents, will be kept by Ascendia S.A.

Note: Should any difference be noted between the contents of the documents published in English and the documents published in Romanian related to the OGMS and EGMS, the Romanian language documents contents will prevail.

The necessary documents for participation in the OGMS and EGMS for **natural persons** are:

- If he participates directly: a) a simple proof of the identity, made with the identity document, in the original;
- If another natural person is represented: a) a copy of the identity document of the represented person, b) the identity document of the authorized person, in original, c) notarial authorization signed by the represented person as well as d) **the special power of attorney** by Ascendia SA, in original;
- If a legal person is representing the natural person: a) a copy of the identity document of the represented person, b) an official document attesting the quality of the legal representative (certificate issued by the Trade Register within the validity term or other proof issued by a competent authority,

in the original), c) the identity document of the representative of the authorized representative, in the original, and d) **the special power of attorney** document provided by Ascendia SA, in original.

The documents required for participation in the OGMS and EGMS for **legal entities (legal persons)** are:

- If it is represented by the legal representative: a) an official document attesting to such a quality (certificate issued by the Trade Register during the term of validity or other proof issued by a competent authority in original) and b) the identity document of the legal representative, in original;
- If he is represented by a person other than the legal representative: a) an official document attesting to the quality of the legal representative (certificate of attestation issued by the Trade Registry within its validity period or other proof issued by a competent authority, in original); the identity document of the legal representative, c) the representative's identity document, in original, and d) **the special power of attorney** document provided by Ascendia S.A.

Voting through OGMS and EGMS representatives

For voting through representatives, Ascendia S.A. makes special powers of attorney (documents) available to shareholders starting from **25.07.2025**.

In order to be considered valid, the special power of attorney filled in by the shareholders will include the information provided in the special power of attorney form provided by the company, specifying the vote for each item on the agenda.

After completing and signing the special power of attorney (**in 3 original copies** - one copy of the power of attorney will be forwarded to Ascendia S.A., one will be handed to the representative and the third copy will remain with the shareholder.), under penalty of losing the right to vote, the documents will be forwarded to Ascendia S.A. to be verified and to also check if all legal conditions are met, before the EGMS.

The deadline for receiving the documents at Ascendia S.A. is 24.08.2025, 11:00 (Romanian time), following the procedure described below:

- a) If sending of printed form is chosen, **a copy of the power of attorney, together with the documents mentioned as required for participation in the OGMS and EGMS and specified in the power of attorney**, will be delivered / sent to the company's headquarters in Blvd. Dinicu Golescu, No. 36, Fl. 4, Sector 1, Bucharest, Romania.
- b) If opting to send by e-mail, the power of attorney will be transmitted as a signed document with electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the email address: investors@ascendia.ro. **In the case of the electronic transmission of the power of attorney, electronic counter-signed (scanned and then signed with digital signature) will also be required for the documents mentioned as needed for participation in the OGMS and EGMS, which will also be sent.**

Also, the representation of the shareholders in the general meeting can also be done on the basis of a **general mandate letter**. Through this general mandate, the represented shareholder gives his / her representative the opportunity to vote on all aspects of the debate of one or more general meetings, including the documents under review, without specific voting instructions from the shareholder.

To be considered valid, the general mandate letter must include at least the following information:

1. name of the shareholder.
2. the name of the representative (the person empowered);
3. the date of empowerment, as well as the period of its validity, in compliance with the legal provisions; the powers given with a later date have the effect of revoking the previously dated given powers.
4. specifying that the shareholder empowers the representative to participate and vote on its behalf by giving general authorization to the general meeting of shareholders for the full ownership of stocks the shareholder holds at the reference date, with the express specification of the company (s) for which that general authorization is used; either individually or through a generic wording relating to a particular category of issuers.

At the same time, general empowerment will only be valid if granted by the shareholder as a client to an intermediary (financial investment services companies authorized by A.S.F., credit institutions authorized by BVB in accordance with the applicable banking legislation, as well as entities of their nature authorized in the Member States or non-member to provide investment services and activities) or to a lawyer, for a period of maximum 3 (three) years, according to the provisions of art. 92 para. (13) of Law no. 24/2017.

The Shareholders may not be represented in a general meeting of shareholders on the basis of a general empowerment by a person who is in a situation of conflict of interest, in particular in one of the following cases:

- a) is a majority shareholder of ASCENDIA S.A. or another person controlled by that shareholder.
- b) is a member of an administration body, ruling body or supervisory body of ASCENDIA S.A., a majority shareholder or a controlled person, in accordance with the provisions of let. a).
- c) is an employee or auditor of ASCENDIA S.A. or of a majority shareholder or a controlled legal person, in accordance with the provisions of letter a).
- d) is the spouse, relative or relative by affinity to the fourth degree of one of the natural persons referred to in let. a)-c).

The empowered person may not be substituted by another person unless this right has been expressly conferred on him by the shareholder in the power of attorney. Where the authorized person is a legal person, it may exercise the mandate received through any person who is a member of its administrative or management body or of its employees.

The deadline for receiving the general mandate letter at Ascendia S.A., subject to the penalty of losing the voting right, is 24.08.2025, 11:00 (Romanian time), following the procedure described below:

- a) If sending of a printed copy is chosen, **a copy of the power of attorney including the mention of compliance with the original under the signature of the representative, accompanied by the documents set as necessary for participation in the OGMS and EGMS and specified within the mandate, if any**, shall be deposited / sent to the offices of the company found in Blvd. Dinicu Golescu, No. 36, Floor 4, Sector 2, Bucharest, Romania.
- b) If opting to send by e-mail, the general mandate letter will be transmitted as a signed document with electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the email address: investors@ascendia.ro. **In the case of the electronic transmission of the general mandate letter, electronic counter-signed (scanned and then signed with digital signature) will also be required to be sent for the documents mentioned as needed for participation in the OGMS and EGMS.**

The general mandate letter will cease by:

- a) revocation written by its principal shareholder forwarded to ASCENDIA SA in printed form or by e-mail in accordance with the aforementioned procedure no later than **24.08.2025 at 11:00** – Romanian time (deadline for depositing the mandates) drafted in Romanian or in English; or
- b) the loss of the shareholder's title to the reference date applicable to the general meeting (**18.08.2025**); or
- c) the loss of the status of intermediary or attorney of the trustee (empowered person).

Vote by Correspondence

Shareholders registered at the reference date have the option to **vote by email** before the OGMS and EGMS **until the deadline of 24.08.2025, 11:00** (Romanian time) - **the date of receipt by Ascendia S.A. of their vote**, by using the **correspondence voting form** made available to the shareholders starting from **25.07.2025**. For voting by correspondence, the following system will be used:

- a) If sending of printed form is chosen, the voting forms will be submitted / sent to the company's working point in Blvd. Dinicu Golescu, No. 36, Fl. 4 Sector 2, Bucharest, Romania by the mentioned deadline. **The correspondence voting form shall be considered valid only if it is accompanied by the mentioned documents required for participation in the OGMS and EGMS.**
- b) If opting to send by e-mail, the correspondence voting forms may be sent, by means of signed documents with electronic signature, according to Law no. 455/2001 regarding the electronic signature, at the e-mail address investors@ascendia.ro, till the mentioned deadline. **In the case of the electronic submission of the voting form, in order to be considered valid, also the digital countersigning will be required (scanned and digitally signed) for the documents mentioned as needed for participation in the OGMS and EGMS.**

Starting with **25.06.2025**, the special power of attorney forms for OGMS and EGMS, respectively those for exercising the right to vote by correspondence, can be obtained from Ascendia S.A. – Blvd. Dinicu Golescu, No. 36, Floor 4, Sector 2, Bucharest, Romania or can be downloaded from the company's website (www.ascendia.ro), from the Investors section.

Statutory conditions regarding the shareholders' proposals regarding the OGMS and EGMS

According to the legal provisions and the Articles of Incorporation, one or more shareholders, who hold individually or together at least 5% of the share capital, have until **09.08.2025** the right date of publication of the convocation:

- a) to add new items on the agenda, provided that each item is accompanied by justification or a draft resolution proposed for approval to the ordinary or extraordinary general meeting, to be transmitted at the company's working point - Blvd. Dinicu Golescu, No. 36, Floor 4, Sector 2, Bucharest.
- b) to submit draft decisions for the items included or proposed to be included on the agenda, proposals that will be made in writing and sent to the company's working point - Blvd. Dinicu Golescu, No. 36, Floor 4, Sector 2, Bucharest.

Shareholders' proposals and documents attesting to the fulfillment of the conditions for the exercise of these rights shall be transmitted by the specified dates using one of the following forms of transmission:

- a) as original document (handwritten), by post or courier services, in a closed envelope marked "*Proposal of new items on the agenda for the OGMS/EGMS*" at Ascendia S.A. - Blvd. Dinicu Golescu, No. 36, Floor 4, Sector 2, Bucharest, Romania.
- b) as a signed document with extended electronic signature, according to the Law no. 455/2001 regarding the electronic signature, by e-mail having as topic "*Proposal of new items on the agenda for the OGMS/EGMS*" at: investors@ascendia.ro.

If applicable, the **revised** agenda will be published by **15.08.2025** in accordance with the legal provisions in force.

Resources available to shareholders and questions about the OGMS/EGMS

The Convening Notice and the resources to be discussed will be available for consultation starting with 23.07.2025 at the working point of the company from Blvd. Dinicu Golescu, No. 36, Floor 4, Sector 1, Bucharest, Romania, and on the company website (www.ascendia.ro), at the Investors section.

The list of available documents includes Convening Notice for OGMS and EGMS 25(26).08.2025, Draft Resolutions for OGMS 25(26).08.2025, Draft Resolutions for EGMS 25(26).08.2025, Distance Voting Forms and Special Power of Attorney forms for individuals and legal entities.

The Company's shareholders may submit written questions on agenda items, together with identification documents of the shareholder, no later than the day before the OGMS and EGMS. The company can also respond by posting the answer on the company's website (www.ascendia.ro), for questions with the same content, a general answer by the company may be offered. Shareholders' questions will be sent in writing, either by post or courier services at the above-mentioned offices, or by electronic means (at: investors@ascendia.ro).

Additional information can be obtained directly at Ascendia S.A. from Blvd. Dinicu Golescu, No. 36, Floor 4, Sector 1, Bucharest, Romania or tel +0371.089.200, Monday to Friday, between 11:00 - 17:00, until **24.08.2025**.

Notes:

1. The Company reminds shareholders that if they are unable to attend in a physical form, they may exercise their voting rights either by mail or online by e-mail, following the details in this notice.
2. Please note that the Company's business is partly conducted on a hybrid basis (normal and remote).

SOLE ADMINISTRATOR OF ASCENDIA S.A.

Cosmin Mălureanu



