

To: **Bucharest Stock Exchange**  
**Financial Supervisory Authority**

ASC 7445/08.04.2026

## CURRENT REPORT

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

Current report according to	BVB Regulation on AeRO market, Law 24/2017, ASF Regulation 5/2018, EU Regulation 596/2014
Report date	08.04.2026
Name of the company	ASCENDIA S.A.
Registration office	Blvd. Dinicu Golescu, no. 36, fl. 4, Sector 1, Bucharest, Romania
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 for the date of 12(13).05.2026, at 11:00 AM – Romania time.**
- **The Extraordinary General Meeting of Shareholders ("EGMS") of the company for the date of 12(13).05.2026, at 12:00 PM - Romanian Time**

Please note that the documents related to the OGMS will be available for consultation starting from 09.04.2026 in the 'For Investors' section of the website [www.ascendia.ro](http://www.ascendia.ro).

We attach to this report the full **Convening Notice for the OGMS and EGMS on 12(13).05.2026.**

**Sole Administrator**  
**ASCENDIA S.A.**  
**Cosmin Mălureanu**



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

The Sole Director of the company ASCENDIA S.A. (the “Company”), a Romanian legal entity, with its registered office at 36 Dinicu Golescu Blvd., 4th Floor, Sector 1, Bucharest, Romania, registered with the Trade Registry under no. J2007006604403, having Unique Registration Code RO21482859, a company traded on the Bucharest Stock Exchange under the trading symbol ASC, having a share capital divided into 11,721,801 registered shares, fully subscribed by the shareholders, which grant their holders, proportionally to the number of shares held, 11,721,801 equal voting rights within the OGMS and EGMS,

### **CONVENES**

**The Ordinary General Meeting of Shareholders (OGMS) for 12.05.2026, at 11:00 a.m.** (Romania time), in the meeting room of Ascendia S.A., located at the registered office at 36 Dinicu Golescu Blvd., 4th Floor, Sector 1, Bucharest, Romania, the notice being addressed to all shareholders registered in the Shareholders’ Register at the end of **30.04.2026 (the Reference Date)**.

**and**

**The Extraordinary General Meeting of Shareholders (EGMS) for 12.05.2026, at 12:00 p.m.** (Romania time), in the meeting room of Ascendia S.A., located at the registered office at 36 Dinicu Golescu Blvd., 4th Floor, Sector 1, Bucharest, Romania, the notice being addressed to all shareholders registered in the Shareholders’ Register at the end of **30.04.2026 (the Reference Date)**.

Only persons who are shareholders on the **Reference Date** are entitled to attend and vote in the OGMS and EGMS.

If, upon first convening, the legal and statutory quorum for attendance is not met, the **Ordinary General Meeting of Shareholders (OGMS)** is convened again for **13.05.2026, at 11:00 a.m. (Romania time)**, at the address mentioned for the first convening, with the same agenda and the same reference date.

If, upon first convening, the legal and statutory quorum for attendance is not met, the **Extraordinary General Meeting of Shareholders (EGMS)** is convened again for **13.05.2026, at 12:00 p.m. (Romania time)**, at the address mentioned for the first convening, 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 annual financial statements for the 2025 financial year, accompanied by the Director's Report and the Financial Auditor's Report.
2. Discharge of liability of the director for the 2025 financial year.
3. Approval of the Revenue and Expenditure Budget for 2026.
4. Approval of the annual financial report prepared for the 2025 financial year.
5. Approval of the allocation of the profit of **RON 23,476,114** recorded in the 2025 financial year for the constitution of reserves
6. Approval of the **Registration Date**, defined as the date used to identify the shareholders affected by the resolutions of the OGMS. The identification of shareholders shall be made by consulting the Shareholders' Register kept by the Central Depository. The proposed Registration Date is **26.06.2026**, and the proposed **Ex-date** is **25.06.2026**.
7. Approval of the empowerment, with substitution right, of the Company's director, **Mr. Cosmin MĂLUREANU**, to sign the shareholders' resolutions, as well as any other related documents, and to carry out all procedures and formalities provided by law for the purpose of implementing the shareholders' resolutions, including their publication and registration with the Trade Registry or with any other public institution.

**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 the increase of the share capital with a nominal value of up to a maximum of RON 23,443.60, respectively with a maximum of 234,436 registered, ordinary, dematerialized shares, through cash contribution, for a period of 4 years from the date of this resolution, respectively until 12.05.2030, in accordance with and within the limits of art. 86 para. (2), (4) of Law no. 24/2017 republished, as subsequently amended and supplemented.
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's authority to decide on the withdrawal of the shareholders' preemptive rights within any share capital increase operation through cash contribution approved by the Sole Administrator based on the delegation of authority through this resolution, for the entire duration of the delegation, having as its exclusive purpose the implementation of incentive and remuneration programs for key persons within the Company, including those of the Stock-Option-Plan type, in accordance with art. 86 (3) of Law no. 24/2017 republished, as subsequently amended and supplemented, and subject to the quorum and majority conditions provided by art. 88 of the same law.
3. Approval of the implementation of a Reward Plan, dedicated exclusively to persons with an employment/mandate contract and a minimum of 1 year of seniority within the company, according to Art. 9.6 of the Articles of Association, aiming at the allocation of up to 185,775 shares, through cash contribution, to the persons included in this plan, within a share capital increase procedure initiated based on items 1 and 2. The Plan shall fulfill all the conditions of a 'Stock-Option-Plan' loyalty program, as defined in the Fiscal Code, in order to benefit from all specific tax facilities.

4. Approval of the empowerment of the Sole Administrator to adopt all necessary resolutions and measures and to fulfill all formalities required for the approval and implementation of the 'Stock Option Plan' type plans, such as, but not limited to: (i) establishing the actual number of shares that will be the subject of the SOP type program, within the limits approved under item 3 of the agenda; (ii) establishing the eligibility criteria and identifying the persons eligible to participate in the Program; (iii) determining the number of shares subject to the option contracts to be concluded between the Company and the program beneficiaries; (iv) the period between the date of granting the option right and the date of exercising the option right, which shall not be shorter than 12 months; (v) the conditions for exercising the option right and, implicitly, for acquiring shares; (vi) the term within which the holder of the option right must exercise the option right for each option tranche; (vii) the signing of the option contracts; (viii) the preparation and publication of information documents in accordance with the law, etc.
5. Approval of the delegation to the Sole Administrator of the exercise of the authority regarding the modification of the secondary object of activity of the company, including the operation of CAEN code updates required by law, as well as his mandate to decide, draft, sign, and submit all necessary documents for the update of the articles of association and the registration of the mentions with the Trade Register.
6. Subject to the approval of item 1 on the agenda, approval of the delegation to the Sole Administrator to undertake all necessary steps to amend Articles 6.1, 6.2, and 13.3 of the Articles of Association, for the purpose of reflecting the share capital increase as approved based on the delegation of powers from the Extraordinary General Meeting of Shareholders to the Sole Administrator, including for signing the updated Articles of Association of the Company and fulfilling all legal formalities necessary for the registration and publication of the amendments with the Trade Register or any other competent public institution.
7. Approval of the Registration Date, defined as the date used to identify the shareholders who are affected by the EGMS resolutions. The identification of shareholders will be carried out by consulting the Shareholders' Register kept by the Central Depository. The proposal for the Registration Date is: 26.06.2026, and for the Ex-date: 25.06.2026.
8. 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 documents related thereto, and to fulfill all procedures and formalities provided by law for the purpose of implementing 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 12th (13th) of May 2026

### Participation at the OGMS and EGMS

The Reference Date for the OGMS and EGMS is April 30, 2026. Only shareholders registered on this date in the Shareholders' Register kept by the Central Depository will be able to participate and vote in these general meetings.

The share capital of Ascendia S.A. consists of 11,721,801 registered, ordinary, and dematerialized shares, with each share held granting the right to one vote in the general meetings.

Shareholders may participate in the OGMS and EGMS directly or may be represented by other persons, under the conditions of the law and according to the Articles of Association 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 documents required 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 **09.04.2026**.

To be considered valid, the special powers of attorney completed by shareholders must mandatory include the information provided in the special power of attorney form made available 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 OGMS and EGMS.

**The deadline for receiving the documents at Ascendia S.A. is 11.05.2026, 11:00** (Romanian time), following the procedure described below:

- a) **If submitted in printed form**, one copy of the power of attorney, together with the documents mentioned as necessary for participation in the OGMS and EGMS and specified in the power of attorney, shall be submitted/sent to the registered office at **36 Dinicu Golescu Blvd., 4th Floor, Sector 1, Bucharest**.
- b) **If submitted by e-mail**, the power of attorney shall be sent as a document signed with an extended electronic signature, in accordance with **Law no. 455/2001 on electronic signature**, to: [investors@ascendia.ro](mailto:investors@ascendia.ro). In the case of electronic submission of the power of attorney, the documents mentioned as necessary for participation in the OGMS and EGMS shall also be electronically countersigned (scanned and then signed with a digital signature).

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 let. a);
- d) is the spouse, relative or affinal 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 11.05.2026, 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 36 Dinicu Golescu Blvd., 4th Floor, Sector 1, Bucharest.
- 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](mailto: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 **11.05.2026 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 (**30.04.2026**); 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 **11.05.2026, 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 **09.04.2026**. 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 office address in 36 Dinicu Golescu Blvd., 4th Floor, Sector 1, Bucharest 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](mailto: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 then digitally signed) for the documents mentioned as needed for participation in the OGMS and EGMS.**

Starting with **09.04.2026**, the special power of attorney forms for **OGMS and EGMS**, respectively those for exercising the right to vote by correspondence, can be obtained from the Ascendia S.A. headquarters - Bdul. Dinicu Golescu, No. 36, 4th Floor, District 1, Bucharest or can be downloaded from the company's website ([www.ascendia.ro](http://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 **24.04.2026** the right date of publication of the convocation:

- a) to add new items on the agenda, provided that each item is accompanied by a justification or a draft resolution proposed for approval to the ordinary or extraordinary general meeting, to be transmitted at the company's registered office - **36 Dinicu Golescu Blvd., 4th Floor, Sector 1, Bucharest.**

- b) to submit draft resolutions for the items included or proposed to be included on the agenda, such proposals to be made in writing and sent to the registered office of the company at **36 Dinicu Golescu Blvd, 4th Floor, Sector 1, 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) by handwritten signed original document, by post or courier services, in a sealed envelope marked "Proposal for new items on the agenda for the OGMS/EGMS", to the registered office of Ascendia S.A. at 36 Dinicu Golescu Blvd., 4th Floor, Sector 1, Bucharest, Romania.
- b) by document signed with a certified electronic signature, in accordance with **Law no. 455/2001 on electronic signature**, by e-mail with the subject "**Proposal for new items on the agenda for the OGMS/EGMS**" to: [investors@ascendia.ro](mailto:investors@ascendia.ro).

If the case, the **revised** agenda will be published by **28.04.2026** in accordance with the legal provisions in force.

### **Resources available to shareholders and questions about the OGMS/EGMS**

The notice convening the meeting and the materials subject to debate may be consulted starting on 09.04.2026 at the Company's registered office located at 36 Dinicu Golescu Blvd., 4th Floor, Sector 2, Bucharest, Romania, and on the Company's website ([www.ascendia.ro](http://www.ascendia.ro)), in the Investor Relations section.

The list of available documents includes: The OGMS and EGMS Convening Notice for May 12(13), 2026, the Balance Sheet as of December 31, 2025 and its Notes, the Administrator's Report regarding the financial year ended December 31, 2025, the Income and Expense Budget (IEB) proposal for 2026, the Responsible Persons' Statement, the Financial Report for 2025, the OGMS Draft Resolutions for May 12(13), 2026, the EGMS Draft Resolutions for May 12(13), 2026, Remote Voting Forms, and Powers of Attorney for individuals and legal entities.

he company's shareholders may address written questions regarding the items on the agenda, along with documents allowing the shareholder's identification, no later than the day before the OGMS and EGMS. The Company may reply also by posting the answer on the company's website ([www.ascendia.ro](http://www.ascendia.ro)). Shareholders' questions may be submitted in writing either by post or courier services to the Company's registered office mentioned above, or by electronic means (to: [investors@ascendia.ro](mailto:investors@ascendia.ro)).

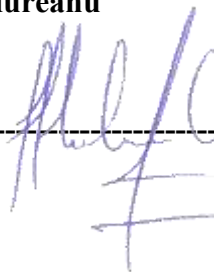
Additional information may be obtained from the registered office of Ascendia S.A. at **36 Dinicu Golescu Blvd., 4th Floor, Sector 1, Bucharest, Romania**, or by phone at +0371.089.200, from Monday to Friday, between **11:00 a.m. – 5:00 p.m.**, until **11.05.2026**.

**Notes:**

1. The Company reminds shareholders that if they are unable to attend in 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**

  
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