

CHROMOSOME DYNAMICS SA, CUI RO42234198,  
J40/1800/2020, B-dul Iuliu Maniu nr. 7, corp A, et. 4, scara 2, Sector 6, București,  
[www.chromosome-dynamics.com](http://www.chromosome-dynamics.com), [investitori@chromosome-dynamics.com](mailto:investitori@chromosome-dynamics.com), (Tel.) +40 739.616.751



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To:  
BURSA DE VALORI BUCUREȘTI SA  
AUTORITATEA DE SUPRAVEGHERE FINANCIARA

### RAPORT CURENT NR. 5/2024

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

<b>Date of report:</b>	<b>28.03.2024</b>
<b>Name of the Company:</b>	CHROMOSOME DYNAMICS S.A.
<b>Address:</b>	B-dul Iuliu Maniu, no. 7, body A, stair 2, 4th floor, District 6, Bucharest
<b>Phone:</b>	0739 616 751
<b>Email:</b>	<a href="mailto:investitori@chromosome-dynamics.com">investitori@chromosome-dynamics.com</a>
<b>Fiscal Code:</b>	RO42234198
<b>Registration nr. with Trade Registry:</b>	J40/1800/2020
<b>Subscribed and paid share capital:</b>	158.664 RON
<b>Total number of shares</b>	793.320
<b>Symbol:</b>	CHRD
<b>Market where securities are traded:</b>	Bursa de Valori București, AeRO Market – MTS

**Important events:** Convening notice of the Ordinary and Extraordinary General Meetings of Shareholders for 29/30.04.2024.

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## CONVENING NOTICE

### of the Ordinary and Extraordinary General Meetings of Shareholders CHROMOSOME DYNAMICS S.A.

In accordance with the provisions of the Companies Law no. 31/1990, republished, with subsequent amendments and additions, of Law 24/2017 on issuers of financial instruments and market operations, republished, of ASF Regulation no. 5/2018 with subsequent amendments and additions to the Company's Articles of Association, the Sole Administrator of CHROMOSOME DYNAMICS S.A. (the Company), **with registered office** in Bucharest, Bulevardul Iuliu Maniu, no. 7, CORP A, SCARA 2, Et. 4, sector 6, registered with ONRC under no. J40/1800/2020, CIF RO42234198,

#### SUMMONS

**The Extraordinary General Meeting of Shareholders** for April 29, 2024, 10:00 a.m. first meeting, respectively April 30, 2024, 10:00 a.m. second meeting, in case of non-fulfillment of the quorum conditions at the first meeting,

and

**Ordinary General Meeting of Shareholders** for the first meeting on April 29, 2024, 11:00 a.m. respectively, the second meeting on April 30, 2024, 11:00 a.m., in case the quorum conditions are not met at the first meeting,

At the company's headquarters in Bucharest, Bulevardul Iuliu Maniu, No. 7, CORP A, SCARA 2, Floor 4, Sector 6, in which all the Company's shareholders registered in the Shareholders' Register held by the Central Depository are entitled to participate and vote April 19, 2024 set as Reference Date.

The reference date and the agenda remain the same in the situation of the meeting of the General Meeting of Shareholders at the second convocation.

#### **The Extraordinary General Meeting of Shareholders (EGSM) will have the following items on the agenda:**

1. Approval of the modification of the Company's management structure, respectively, the replacement of the Sole Administrator with a Board of Directors, consisting of 3 (three) members
2. Subject to the approval of item 1 on the agenda, the approval of the transfer of all the powers, duties and tasks delegated to the Sole Administrator by the decisions of the General Meetings of Shareholders, by the Constitutive Act or by law to the Board of Directors that will be appointed by the Ordinary General Meeting of Shareholders company



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3. Approving the amendment of the Company's Articles of Association so that it reflects all the amendments and additions contained in the previous items on the agenda.
4. The power of attorney for Mr. Mugurel-Gabriel Ionel, as General Director, to sign, on behalf and on behalf of the shareholders, the updated Articles of Association and to take all steps for its registration at the Trade Register.
5. Approval of the transfer of a number of 4 (four) shares, with a nominal value of 10 lei/share, owned by CHROMOSOME DYNAMICS S.A. in the RIZOM AGRIBUSINESS SRL company.
6. Approval of the power of attorney of Mr. Mugurel Gabriel Ionel as the Company's legal representative, for the negotiation and signing of the contract of transfer of shares between the Company and RIZOM AGRIBUSINESS SRL.
7. Approval of May 20, 2024 as registration date (May 17, 2024 as ex-date) for the identification of the shareholders on whom the effects of the decisions adopted by the EGSM will be reflected, in accordance with the provisions of art. 87 of Law no. 24/2017 regarding issuers of financial instruments and market operations, republished.
8. Approval of the mandate of Mr. Mugurel Gabriel Ionel as the Company's legal representative, with the right of sub-delegation/substitution, to sign the EGSM decision, in the name and on behalf of all the shareholders present at the Meeting, for the implementation of the decisions taken during the EGSM, as well as for the fulfillment of all the procedures and formalities necessary for the submission and registration of the EGSM Decision at the ONRC and its publication in the Official Gazette of Romania, part IV.

**The Ordinary General Meeting of Shareholders (OGSM) will have the following items on the agenda:**

1. Approval of the financial statements of the Company on 31.12.2023, based on the reports of the Sole Administrator and the financial auditor of the Company.
2. Approval of the discharge of the Sole Administrator for the financial year 2023.
3. Subject to the approval of item 1 on the agenda of the EGSM convened for the same date as the OGSM regarding the replacement of the Sole Administrator with a Board of Directors, the election of three members of the Company's Board of Directors for a period of 2 (two) years, which will begins on the date of registration of the administrators at the Trade Register.
4. Subject to the approval of point 3 on the OGSM agenda, the approval of the remuneration for the members of the Board of Directors.



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5. The authorization of Dom Mugurel-Gabriel Ionel, as the legal representative of the Company, to sign the contracts with the new members of the Board of Directors
6. Submission for approval of the distribution of the profit related to the financial year 2023, according to the proposal of the Sole Administrator.
7. Approval of the Revenue and Expenditure Budget for the financial year 2024.
8. Approval of May 20, 2024 as registration date (May 17, 2024 as ex-date) for the identification of the shareholders on whom the effects of the decisions adopted by the OGSM will be reflected, in accordance with the provisions of art. 87 of Law no. 24/2017 regarding issuers of financial instruments and market operations, republished.
9. Approval of the mandate of Mr. Mugurel Gabriel Ionel as the legal representative of the Company, with the right of sub-delegation/substitution, to sign the OGSM decision, in the name and on behalf of all the shareholders present at the Meeting, for the implementation of the decisions taken within the OGSM, as well as for the fulfillment of all procedures and formalities necessary for the submission and registration of the OGSM Decision at the ONRC and its publication in the Official Gazette of Romania, part IV.

### **General information regarding the Company's General Meetings of Shareholders (GSM)**

On the date of the convening of the General Meeting of **CHROMOSOME DYNAMICS S.A.** Shareholders, the company's share capital is 158.664 Ron divided into 793.320 registered, common, dematerialized shares with a nominal value of 0.2 lei/share, each share giving the right to 1 (one ) vote in the meetings of the General Meeting of Shareholders (GSM).

### **Shareholders' rights regarding General Shareholders' Meetings (GSM)**

Starting from 30.03.2024 at the latest and until the date set for the GSM, shareholders can obtain, at the company's headquarters or on its website [www.chromosome-dynamics.com](http://www.chromosome-dynamics.com) the "Investors" section, the documents that regarding the conduct of the General Assembly meetings: the convenor of the General Assembly, the total number of shares issued and voting rights on the date of the convocation, the draft resolutions proposed for the approval of the General Assembly, the special power of attorney and voting by mail forms, the financial statements, the Sole Administrator's report, the auditor's report financial and other materials related to the items on the agenda.

One or more shareholders registered in the Shareholders' Register on the reference date, representing, individually or together, at least 5% of the share capital, may submit to the Company, within no more than 15 days from the date of publication of the convening notice in the Official Gazette, respectively until at the latest on 12.04.2024, applications for the introduction of new items on the agenda, provided that each item is accompanied by a



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justification or a draft decision proposed for adoption, as well as draft decisions for the included items or proposed to be included on the agenda.

If it will be the case, the agenda of the OGSM / EGSM completed with the points proposed by the shareholders under the law will be published by 16.04.2024 at the latest.

Each shareholder has the right to ask questions regarding the items on the agenda of the General Assembly until 28.04.2024 at 12:00, and the answer will be given during the Assembly or by posting the answer on the company's website.

The Company's shareholders may present proposals for candidates for the appointment of members of the Board of Directors including, in the application, information regarding the name, place of residence and professional qualification of the proposed persons. The proposals will be accompanied by (i) a copy of the valid identity document of the natural person shareholder, respectively, in the case of legal entities, a copy of the valid identity document of the legal representative and the ascertaining certificate issued no later than 30 days before the date of established reference for the GSM and (ii) curriculum vitae of the proposed person. Proposals regarding the candidates for the position of administrator, accompanied by the documents listed above, may be submitted by courier to the mailing address mentioned in the convenor's preamble or by e-mail to [investors@chromosome-dynamics.com](mailto:investors@chromosome-dynamics.com) until 12.04.2024. Regardless of the shipping method, it will be clearly stated, in capital letters, "PROPOSAL OF CANDIDACY FOR MEMBERS OF THE BOARD OF DIRECTORS - ORDINARY GENERAL MEETING OF CHROMOSOME DYNAMICS S.A. SHAREHOLDERS." FROM THE DATE OF 29.04.2024".

The updated list including information on the name, place of residence and professional qualification of the persons proposed to date for the candidates for the Board of Directors can be consulted at the company's headquarters or on the website starting from 30.03.2024, and can be completed by the shareholders

## Participation in GSM

Entitled shareholders may participate (1) in person, (2) by voting by mail, or (3) be represented at the meeting of the General Meeting of Shareholders by proxies who have been granted a *special power of attorney* or a *general power of attorney*.

- (1) **In the case of personal voting**, natural person shareholders and legal person shareholders are entitled to participate in the GSM meetings by simple proof of identity made, *in the case of natural person shareholders*, with the identity document (identity card, identity card, passport, residence permit) and, *in the case of legal entity shareholders*, with the identity document of the legal representative (identity card, identity card, passport, residence permit). The quality of legal representative is proven with a finding certificate issued by the Trade Register or another equivalent entity, no later than 30 days before the publication of the GSM convenor.
- (2) **In the case of proxy voting**, it may be expressed by general proxy in compliance with the legal provisions in force or by completing and signing the special proxy forms provided by the company. They will be

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submitted at least 48 hours before the GSM meeting, under penalty of nullity, on physical support at the company's headquarters with the original signature or by e-mail, to the address [investors@chromosome-dynamics.com](mailto:investors@chromosome-dynamics.com) with the extended electronic signature incorporated.

Shareholders cannot be representatives in the GSM based on a general power of attorney by a person who is in a conflict of interest situation. The special or general power of attorney will be null and void if the shareholder himself participates in the GSM meeting or authorizes another proxy through a valid power of attorney, sent within the deadline and dated after the first power of attorney.

**(3) In the case of voting by mail**, shareholders will complete, sign and submit, at least 48 hours before the GSM meeting, the voting by mail form made available in physical format, at the Company's headquarters specified in the preamble of this notice, or on the website of society.

Requests, questions, voting forms by mail and special powers of attorney, accompanied by a copy of the identity document (in accordance with the original), in the case of natural person shareholders, respectively, a copy of the identity document of the representative/mandatory (in accordance with the original), copy of the certificate of registration (in accordance with the original) and the ascertaining certificate issued by the commercial register no later than 30 days before the date of the Meeting, in the case of legal entity shareholders, may be submitted by courier / postal services with confirmation of receipt to the address of the secondary office mentioned in the convener's preamble, with the signature in the original, or by e-mail to [investitori@chromosome-dynamics.com](mailto:investitori@chromosome-dynamics.com). Documents sent by e-mail will carry the extended electronic signature incorporated according to Law no. 455/2001 republished, with subsequent additions and changes.

Regardless of the shipping method, it will be clearly stated, on the envelope or in the subject of the message, in capital letters, "FOR THE ORDINARY GENERAL MEETING OF CHROMOSOME DYNAMICS S.A. SHAREHOLDERS. FROM THE DATE OF 29/30.04.2024". In the case of voting by courier or e-mail, the ballot regarding point 2 and point 3 on the OGSM agenda will be sent in a sealed envelope / separate email with the mention "SECRET VOTE".

Documents presented in a foreign language other than English will be accompanied by the authorized Romanian/English translation. Decision proposals, requests for the introduction of new items on the agenda of the OGSM/EGSM as well as proxies and ballots not submitted in time, incomplete, illegible or not accompanied by documents proving the quality of the shareholder will not be taken into account.

For additional information, please contact us at tel. **0739.616.751** or the email address [investitori@chromosome-dynamics.com](mailto:investitori@chromosome-dynamics.com), the person responsible for the relationship with investors being **IONEL MUGUREL GABRIEL**.

**Sole Administrator**

**IONEL Mugurel Gabriel**

