



# GRANITUL S.A.

18 Vergului road, sector 2, Bucharest  
J40-1093/1991; CUI: RO 736  
Tel: 021-255 30 30; Fax:021-255 21 80;  
email: [financiar@granitul.ro](mailto:financiar@granitul.ro)  
web site: [www.granitul.ro](http://www.granitul.ro)

**To:** Financial Supervisory Authority  
Financial Instruments and Investments Sector  
  
Bucharest Stock Exchange  
Multilateral Trading System – AeRO market

**From:** GRANITUL S.A.

## CURRENT REPORT

In compliance with Law 24/2017, on issuers of financial instruments and market operations, Regulation FSA no. 5/2018 on issuers of financial instruments and market operations and the Bucharest Stock Exchange Code for the Multilateral Trading System

**Date of the report:** 09.11.2023

**Name of the issuer:** GRANITUL S.A. („the Company”)

**Head :** 18 Vergului road  
Sector 2, Bucharest  
Romania

**Phone no/fax:** 021 255 3030; 021 255 2180

**E-mail/Webpage:** [financiar@granitul.ro](mailto:financiar@granitul.ro) / <https://www.granitul.ro>

**Registration no with the Trade Registry and sole identification no.:** J40/1093/1991  
736

**Share capital:** 12.256.438,74 RON

**No. Of shares:** 2.244.769 shares

**The Regulated Market on which the issued financial instruments are traded:** Bucharest Stock Exchange, Multilateral Trading System  
- AeRO market

**Important events to be reported:**

**CONVENING NOTICE FOR  
THE GENERAL ORDINARY AND EXTRAORDINARY  
MEETINGS OF SHAREHOLDERS OF  
GRANITUL S.A.**

The Board of Directors of GRANITUL S.A., a joint stock company established and organised under the Romanian law, having its registered office in Bucharest, 18 Soseaua Vergului, District 2, registered with the Trade Registry Office attached to the Bucharest Tribunal under no. J40/1093/1991, EUID: ROONRC.J40/1093/1991, sole registration code 736, subscribed and fully paid-up share capital: RON 12,256,438.74 (hereinafter referred to as the “Company”),

Pursuant to the Company’s articles of association (the “Articles of Association”), Law no. 31/1990 on companies, as subsequently amended and supplemented (“Companies Law”). Law 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“Law 24/2017”) and FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“Regulation 5/2018”)

**CONVENES**

**The Ordinary General Meeting of Shareholders (“OGMS”) for 12 December 2023 at 10:00 a.m.**, at the registered office of the Company in **Bucharest, 18 Soseaua Vergului, District 2**, to be attended by all shareholders of the Company registered in the shareholders’ registry (kept at the Company’s registered office) until the end of 28 November 2023, set as reference date (the “Reference Date”). In case the necessary quorum will not be met at the first convocation on 12 December 2023, a second meeting of the OGMS with the same agenda will be held on **13 December 2023, at 10:00 a.m.**, at the registered office of the Company in Bucharest, 18 Soseaua Vergului, District 2, and

**The Extraordinary General Meeting of Shareholders (“EGMS”) for 12 December 2023 at 11:00 a.m.**, at the registered office of the Company in **Bucharest, 18 Soseaua Vergului, District 2**, to be attended by all shareholders of the Company registered in the shareholders’ registry (kept at the Company’s registered office) until the end of 28 November 2023, set as Reference Date. In case the necessary quorum will not be met at the first convocation on 12 December 2023, a second meeting of the EGMS with the same agenda will be held on **13 December 2023, at 11:00 a.m.**, at the registered office of the Company in Bucharest, 18 Soseaua Vergului, District 2.

**The agenda of the Ordinary General Meeting of Shareholders** is the following:

1. To acknowledge the termination of the mandate following the resignation of **Mr. Roman Stefanut-Catalin** as a member of the Board of Directors of the Company, with

effect from the date of the OGMS and, therefore, to approve the appointment of a new member of the Board of Directors, as proposed by the Board of Directors, respectively by the shareholders of the Company, for a term of four (4) years, starting from the date of the OGMS and valid up to and including 12/13 December 2027, subject to acceptance of the mandate by the member appointed by the OGMS.

For the procedure regarding the nomination of candidates for the position of member of the Board of Directors, please see paragraph b) of the section “*Miscellaneous*” of this convening notice.

For the sake of clarity, the discharge of Mr Roman Stefanut-Catalin in his capacity as a member of the Board of Directors of the Company will be submitted to the OGMS for approval on the occasion of the approval of the financial statements for the financial year 2023.

2. To set the date of **4 January 2024** as the **Registration Date** pursuant to art. 87 para. (1) of Law 24/2017, for the identification of the shareholders to whom the resolutions adopted in this OGMS are applicable and the date of **3 January 2024** as “*ex date*”, pursuant to art. 2 para. (2)(1) of Regulation 5/2018.

As they are not applicable to this OGMS, the shareholders will not decide on the other matters described in Article 176(1) of Regulation 5/2018, such as the date of guaranteed participation or the date of payment.

3. To authorise the Chairman of the Board of Directors to sign on behalf of the shareholders the resolutions of the OGMS and any other documents related thereto and to carry out any act or formality required by law for the registration and implementation of the resolutions of the OGMS, including the formalities for their publication and registration with the Trade Registry or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers conferred by this point 3 to any person competent to carry out this mandate.

**The agenda of the Extraordinary General Meeting of Shareholders** is the following:

1. To approve in principle the sale of the property consisting of land with a total area of 30,869 sqm and the buildings located on it, serving as a sports centre, owned by the Company in Bucharest, District 2, 20-40 Ion Vlad Street, registered in the land book no. 201611 (the “**Property**”) (the “**Sale**”), through a competitive procedure, subject to the following main conditions:
  - (a) the sale price of the Property will not be less than EUR 566,000, plus VAT, and will be established on the basis of the valuation report carried out by Colliers Valuation and Advisory SRL, as independent valuator;
  - (b) the participants in the competitive procedure will deposit a guarantee of at least 20% of the proposed purchase price of the Property, which will be deducted, in case the sale takes place, from the total price, or will be returned/released to the participants in the competitive procedure in case of unsuccessful bids, in accordance with the agreement between the parties;

- (c) the estimated duration of the competitive procedure will be reasonable, but not more than 4 months; and
  - (d) the buyer will have the obligation to take over and comply with the encumbrance on the Property and to maintain the use of the Property as sports centre after its sale, in accordance with the agreements entered into in respect of the Property and in accordance with the applicable legislation.
2. To approve the authorisation of the Company's board of directors, in the name and on behalf of the Company, with a view to:
- (a) determine and approve the terms and conditions of the competitive procedure prior to the Sale (the "**Preliminary Procedure**"), as well as to supervise and conduct the Preliminary Procedure, in compliance with the principles and limits approved by the EGMS pursuant to point 1 above;
  - (b) on the basis of the bids received from the bidders in the Preliminary Procedure, to select a purchaser for the Property as it deems most appropriate and in the best interests of the Company, or, in its absolute discretion, to decide to suspend or terminate the Sale procedure;
  - (c) approve the concrete terms and conditions of the Sale.
3. To approve in principle the negotiation, conclusion and execution by the Company, as seller, acting through its legal representative (having a right of sub-delegation), without limitation, of the following documents related to the Sale and the Preliminary Procedure respectively, subject to the final approval by the Company's Board of Directors:
- (a) the sale and purchase agreement that the Company, as seller, will enter into with the winning bidder of the Preliminary Procedure, regarding the Property (the "**Sale Agreement**"), in compliance with the principles and limits established by the EGMS under point 1 and those approved by the Company's Board of Directors;
  - (b) any documents, notices, certificates, powers of attorney, declarations, deeds, waivers, modifications, and any other similar agreements or understandings and any other documents in connection with the Sale, including in connection with the Preliminary Procedure;
  - (c) any and all additional agreements, addenda and other similar agreements or arrangements in connection with any documents relating to the Sale, including relating to the Preliminary Procedure; and
  - (d) any formalities necessary, advisable or desirable to make the Sale, the Sale Agreement and any documents relating to the Sale or the Sale Agreement valid, binding and legally effective.
4. To approve the amendment of the Articles of Association, as follows:
- Subject to the approval of item 1 of the OGMS agenda above, articles 17, 18 and 19 of the Articles of Association shall be amended and shall have the following content, in order to eliminate the reference to Mr. Roman Stefanut-Catalin as a member of the

Board of Directors and to make reference to the new member of the Board of Directors, as he/she will be appointed within the OGMS, as well as to reflect other amendments to Chapter V (*Management of the Company*):

*“Art.17: Management, Organization.*

#### *17.1. Management*

*GRANITUL S.A. is managed by a BOARD OF DIRECTORS formed of:*

*-CHAIRMAN - Purge Ioan, [●] citizen, born in [●], on [●], domiciled in [●], in office from [●] until [●], in office until 01.05.2027.*

*-MEMBER -- [●], [●] citizen, born in [●], on [●], domiciled in [●], in office from [●] until [●].*

*- MEMBER - Cismaru Ioan, [●] citizen, born in [●], on [●], domiciled in [●], in office from [●] until [●] in office from 12.04.2022 until 12.04.2026.*

*Term of office of the MEMBERS of the Board of Directors: 4 years starting from the date specified in the Resolution of the General Meeting appointing/reappointing them.*

*All resolutions of the Board of Directors shall be taken by unanimity of its members.*

#### *17.2. Organization*

*Persons who are legally incapacitated or who have been prohibited by a final court decision from exercising the capacity of director/manager as an additional penalty for a conviction for offences against property by breach of trust, corruption, embezzlement, forgery, tax evasion, offences provided for by the legislation on the prevention and combating of money laundering and terrorism financing, as well as for other offences provided for by companies law are incompatible with the position of director/manager.*

*The Board of Directors is liable to the company for damage resulting from offences or deviations from legal provisions, for deviations from the Articles of Association or errors in the management of the company. In such cases, the Board of Directors may be revoked by resolution of the General Meeting of Shareholders.”*

*“Art. 18: Duties of the Board of Directors*

*18.1. The Board of Directors has, mainly, the following duties:*

*-to submit annually to the General Meeting of Shareholders, within 120 days of the end of the financial year, the company’s activity report, the balance sheet and the profit and loss account for the previous year, as well as the preliminary version of the activity programme and the preliminary version of the company’s budget for the current year;*

*-to approve the operations of collection and payment in accordance with the powers conferred;*

*-to determine the marketing tactics and strategy;*

*-to resolve any other matters that may be decided by the General Meeting of Shareholders.”*

*“Art. 19: Representation of the Company in its relations with third parties*

*19.1. The executive management of the Company is delegated to the General Manager, who is the Chairman of the Board of Directors. In its relations with third parties, the company is represented by the Chairman of the Board of Directors, who shall also be the General Manager, acting individually and in compliance with the provisions of clause 19.4 below.*

*19.2. All documents of the company shall be signed by the Chairman of the Board of Directors, in his/her capacity as General Manager acting individually. The Chairman of the Board of Directors also has the right of sole signature on the bank accounts of the company.*

*19.3. The Chairman of the Board of Directors also has the following additional duties:*

*-to select, hire and dismiss employees;*

*-to negotiate individual employment agreements;*

*-to represent the company in relation to third parties, including Romanian and foreign authorities;*

*-to conclude association or commercial lease agreements;*

*-to approve current agreements (audit, supply, sales, others related to the production and marketing process);*

*-to determine the duties and responsibilities of the company's personnel by departments;*

*-to approve collection and payment operations;*

*-to initiate or waive legal actions;*

*-to resolve any other current issues.*

*19.4. For (i) the entering into, amendment or termination of any contract binding the Company to third parties and (ii) the commencement of any litigation or arbitration or the conclusion of any settlement in relation to any litigation, arbitration or dispute involving the Company, the Chairman of the Board of Directors, acting as General Manager, shall first consult the other members of the Board of Directors on such matters by giving notice thereof in writing (including by e-mail). The other members of the Board of Directors may, within a reasonable period of time, but not later than one business day from the date of such communication, object in writing to the proposed action, stating the reasons for such objection, which objection shall be communicated to the Chairman of the Board of Directors and to the other member of the Board of Directors by any written means (including e-mail). If an objection is made in accordance with this clause 19.4, the Chairman of the Board of Directors is obliged to*

*convene a meeting of the Board of Directors to formally decide on the matter. If no objection is raised in accordance with this clause 19.4, the Chairman of the Board of Directors may proceed with the notified act.*

*19.5. For the sake of clarity, the consultative procedure provided for in this clause 19 does not require a written resolution of the Board of Directors as provided for in clause 17.1 of these Articles of Association.”*

5. To approve the amendment of the Articles of Association, as follows:

Article 20.2 shall be amended and will have the following content:

*“20.2 The financial auditor is appointed/ratified by resolution of the General Meeting of Shareholders”.*

6. To set the date of **4 January 2024** as the **Registration Date** pursuant to art. 87 para. (1) of Law 24/2017, for the identification of the shareholders to whom the resolutions adopted in this EGMS are applicable and the date of **3 January 2024** as “*ex date*”, pursuant to art. 2 para. (2)(1) of Regulation 5/2018.

As they are not applicable to this EGMS, the shareholders will not decide on the other matters described in Article 176(1) of Regulation 5/2018, such as the date of guaranteed participation or the date of payment.

7. To authorise the Chairman of the Board of Directors to sign on behalf of the shareholders the resolutions of the EGMS and any other documents related thereto and to carry out any act or formality required by law for the registration and implementation of the resolutions of the EGMS, including the formalities for their publication and registration with the Trade Registry or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers conferred by this point 7 to any person competent to carry out this mandate.

## MISCELLANEOUS

### **a) Documents related to the agenda of the EGMS and OGMS**

Starting with 10 November 2023, all presentation materials relating to the issues included on the agenda of the EGMS and OGMS will be available on business days, at the Company’s registered office in Bucharest, 18 Sos. Vergului, District 2, between 11:00-14:00, as well as on the Company’s website ([www.granitul.ro](http://www.granitul.ro)) or at tel. 0212553030; 021252180 and by e-mail, upon request submitted and sent to [financiar@granitul.ro](mailto:financiar@granitul.ro).

The shareholders of the Company may, upon request, receive copies of the documents related to the items on the agenda of the EGMS and OGMS at the Company’s registered office in Bucharest, 18 Sos. Vergului, District 2.

### **b) The right to propose candidates for the position of member of the Board of Directors**



The shareholders of the Company may submit proposals for candidates to be appointed as members of the Board of Directors. In this regard, they will include in the proposal information about the name, place of residence and professional qualifications of the proposed persons, accompanied by:

- (i) a copy of the valid identity document of the Company's shareholder (in the case of natural persons: identity card, passport, residence permit; in the case of legal entities: identity card, passport, residence permit of the legal representative);
- (ii) the curriculum vitae of the person proposed for the position of member of the Board of Directors; and
- (iii) the consent form and the information note for collecting and processing personal data, filled in and signed by the candidate (the template of such document being available as part of the supporting materials).

The shareholders of the Company may submit the proposals regarding the new member of the Board of Directors (accompanied by the documents proving the identity of the shareholder / candidate) by sending in this regard a written request to the address of the Company's registered office or by e-mail with an extended electronic signature according to Law no. 455/2001 on electronic signature, in accordance with the regulations issued by the Financial Supervisory Authority ("FSA"), to the address [financiar@granitul.ro](mailto:financiar@granitul.ro), no later than 28 November 2023 at 23:59, with the written indication "*Proposal for candidates for the position of member of the Board of Directors*".

The list containing information regarding the name, place of residence and professional qualifications of the persons proposed for the position of member of the Board of Directors will be published on the Company's website ([www.granitul.ro](http://www.granitul.ro)) and will be updated based on the proposals received. The final list with the proposed candidates will be published on 29 November 2023, starting with 12:00 on the Company's website ([www.granitul.ro](http://www.granitul.ro)).

**c) The shareholders' rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda**

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right:

- (i) to introduce new items on the agenda of the general meeting of shareholders, provided that each new item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting; and
- (ii) to make resolution proposals for the items included or proposed to be included on the agenda of the EGMS and OGMS.

The shareholders' rights mentioned above may be exercised only in writing (sent via courier at the Company's registered office or via e-mail, in compliance with the regulations issued by the FSA, to the address [financiar@granitul.ro](mailto:financiar@granitul.ro)), within no more than 15 days of the publication of the convening notice, namely until 24 November 2023, at 23:59.



The identification requirements mentioned at letter d) below are also applicable to the shareholder(s) – natural person(s) and/or the legal representative of the shareholder - legal person that request the insertion of new items on the EGMS and OGMS agenda.

To the extent the exercise of such right determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company, through the Board of Directors, will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and within the term provided by the Companies Law.

**d) Participation and voting in the OGMS and EGMS**

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the EGMS and OGMS, in accordance with the legal provisions applicable to companies that are listed on the securities trading market ATS, AeRO - BVB, Alternative Trading System and the Articles of Association, in person (or represented by legal representatives) or by proxy (based on a special or general power of attorney), in compliance with the applicable legal requirements, or by correspondence (based on a correspondence voting ballot).

The access and/or the correspondence vote by shareholders entitled to attend the EGMS and OGMS is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document and, in case of legal entities, based on the identity document of the legal representative and a copy of the certificate of status (in Romanian, *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date. The representatives of shareholders – natural/legal persons will be identified based on their identity document, accompanied by the special or general power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal person, as the case may be, together with the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian, *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date).

The capacity as shareholder and, in case of shareholders - legal persons or entities without legal status, the capacity as legal representative shall be acknowledged based on the list of shareholders at the Reference Date, received by the Company from Depozitarul Central S.A.

**e) General Powers of Attorney**

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote on all matters which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney, together with the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date), shall be deposited/sent to the Company's registered office located in **Bucharest, 18 Soseaua Vergului, District 2**, in copy, bearing the indication of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by the FSA, to the address [financiar@granitul.ro](mailto:financiar@granitul.ro)) so as to be registered with the Company's registration desk 48 hours before the OGMS and EGMS, namely until 8 December 2023, at 18:00.

For the validity of the mandate, the proxy should be an intermediary (pursuant to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the proxy is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company an affidavit issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

- (i) the power of attorney is granted by the relevant shareholder, in its capacity as client, to the intermediary or, as the case may be, to the lawyer; and
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

#### **f) Special Powers of Attorney and correspondence voting ballots**

The special powers of attorney and correspondence voting ballots must use the format provided by the Company and contain specific voting instructions for each item on the agenda (meaning vote "For", vote "Against" or vote "Abstention").

Special powers of attorney may be granted to any person for representation at a general meeting of shareholders and contain specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents (i.e., the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian, *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date) shall be deposited/sent to the Company's registered office located in **Bucharest, 18 Soseaua Vergului, District 2**, including by e-mail with extended electronic

signature (in case of special powers of attorney) or by e-mail (in case of correspondence voting ballots), in compliance with the regulations issued by the FSA, to the address [financiar@granitul.ro](mailto:financiar@granitul.ro)), in original or in copy, bearing the indication of conformity with the original under the signature of the representative, so as to be registered with the Company's registration desk no later than 8 December 2023, at 18:00, clearly indicating on the closed envelope or in the subject line of the e-mail "*For the Extraordinary/Ordinary General Meeting of Shareholders convened for 2023 of 12/13 December 2023*".

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the EGMS and OGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots will be updated and made available as described at letter a) above.

**g) Shareholders' right to ask questions regarding the agenda**

Each shareholder has the right to ask questions on the items on the OGMS and EGMS agenda. Questions may be submitted to the Company by e-mail, to the address [financiar@granitul.ro](mailto:financiar@granitul.ro), so that they can be received by the Company until 8 December 2023, at 18:00. The right to ask questions and the obligation to answer may be subject to the measures that the Company may take to ensure the identification of shareholders (in accordance with the provisions of Regulation No. 5/2018), the proper conduct and preparation of general meetings, as well as the protection of confidentiality and the Company's commercial interests. The Company may formulate a general answer to questions with the same content. An answer will be deemed to be given if the relevant information is available on the Company's website in the form of a question and answer.

**h) Other miscellaneous**

Documents submitted in a language other than English must be accompanied by a translation made by a certified translator with a notarised Romanian/English signature.

There are no more events to report  
Chairman of the Board of Directors

**PURGE IOAN**

Bucharest, 7 November 2023

