SOMETRA

Nr. 318 / 24.06.22

Catre

Bursa de Valori Bucuresti - AeRO

Autoritatea de Supraveghere Financiara

RAPORT CURENT conform Legii nr. 24/2017 privind emitentii de instrumente financiare si operatiuni de piata, a Regulamentului ASF nr. 5/2018 privind emitentii de instrumente financiare si operatiuni de piata si/sau Codului Bursei de Valori Bucuresti pentru Sistemul Multilateral de Tranzactionare.

Data raportului: **24.06.2022**

Denumirea entitatii emitente: **SOMETRA S.A.**

Sediul social: Str. Fabricilor nr. 1, Copsa Mica, Sibiu

Telefon: 0269-840.320

Fax: 0269-840.325; 0269-840.326

Numar de ordine in Registrul Comertului: J32/124/1991

Cod de Inregistrare Fiscala: RO 813526

Capital social subscris si varsat: 66.442.865 RON

Piata pe care se tranzactioneaza valorile mobiliare emise – SMT AeRO, simbol **SOMR**

Eveniment important de raportat: Publicarea Prospectului pentru majorarea capitalului social

Conducerea Sometra S.A. („Societatea") informeaza piata despre publicarea Prospectului UE de crestere privind majorarea capitalului social al Societatii („Prospectul"). Prospectul a fost aprobat de Autoritatea de Supraveghere Financiara din Romania („ASF") in data de 22.06.2022, astfel cum rezulta din informatiile publicate pe website-ul ASF.

Prospectul, Decizia ASF de aprobare a Prospectului nr. 751/23.06.2022, formularul de subscriere si formularul de retragere, precum si documentele aferente sunt disponibile pe website-ul Societatii www.sometra.ro.

Prospectul, Decizia ASF de aprobare a Prospectului nr. 751/23.06.2022, formularul de subscriere si formularul de retragere sunt, de asemenea, disponibile si pe profilul Societatii pe website-ul Bursei de Valori Bucuresti www.bvb.ro., precum si pe website-ul Intermediarului www.viennainvestment.ro.

Operatiunea de majorare a capitalului social a fost aprobata prin Hotararea Adunarii Generale Extraordinare a Actionarilor Societatii nr. 1/25.02.2022 („Hotararea AGEA nr. 1/25.02.2022").

Prin Hotararea AGEA nr. 1/25.02.2022 s-a aprobat majorarea capitalului social al Societatii cu suma maxima de 86.216.652,50 lei, prin aport in numerar, de la suma de 66.442.865 lei pana la suma maxima de 152.659.517,50 lei, prin emiterea, fara prima de emisiune, a unui numar de 34.486.661 actiuni noi, nominative, ordinare, in forma dematerializata („Actiunile Noi"), cu valoarea nominala de 2,5 lei/actiune care vor fi oferite spre subscriere dupa cum urmeaza:

- Actiunile Noi vor fi oferite spre subscriere, in cadrul exercitarii dreptului de preferinta, catre actionarii inregistrati in Registrul actionarilor Societatii tinut de Depozitarul Central S.A., la **data de inregistrare de 17.03.2022** („Actionarii Indreptatiti");

- Un Actionar Indreptatit are un numar de drepturi de preferinta egal cu numarul actiunilor detinute;

- Pentru subscrierea unei Actiuni Noi pe durata exercitarii dreptului de preferinta este necesar un numar de **0,77065 drepturi de preferinta**;

- Un Actionar Indreptatit poate achizitiona un numar maxim de Actiuni Noi calculat prin impartirea numarului de drepturi de preferinta detinute de respectivul actionar la numarul drepturilor de preferinta necesare pentru a subscrie o Actiune Noua (i.e. 0,77065);

- In cazul in care numarul maxim de actiuni care poate fi subscris pe durata exercitarii dreptului de preferinta (rezultat din calculul mentionat anterior) nu este un numar natural, numarul maxim de actiuni care poate fi efectiv subscris va fi rotunjit la numarul intreg inferior;

- Pretul de subscriere al Actiunilor Noi va fi egal cu valoarea nominala a acestora, respectiv **2,5 lei/actiune**;

- Perioada de exercitare a dreptului de preferinta: **27.06.2022 – 27.07.2022**;

- Drepturile de preferinta nu vor fi admise la tranzactionare si, respectiv, nu vor fi tranzactionate;

- Actiunile care nu sunt subscrise si platite in intregime de catre actionari pana la expirarea termenului de exercitare a drepturilor de preferinta, vor fi anulate, fara a fi puse la dispozitia publicului investitor, prin decizia Consiliului de Administratie prin care se constata rezultatele efective ale majorarii capitalului social.

Toate detaliile necesare pentru ca Actionarii Indreptatiti sa isi exercite drepturile de preferinta (cum ar fi procedura de subscriere, procedura si metoda de plata, validarea subscrierii,) sunt incluse in Prospect.

SOMETRA S.A.

Director General

Ing. Christos Efstathiadis

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www.sometra.ro

SOMETRA

No. 319 / 24.06.22

To

Bucharest Stock Exchange - AeRO

Financial Supervisory Authority

CURRENT REPORT according to Law No. 24/2017 on issuers of financial instruments and market operations, FSA Regulation No. 5/2018 on issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Code for the Multilateral Trading System.

Report date: **24.06.2022**

Name of the company: **SOMETRA S.A.**

Registered office: Str. Fabricilor No. 1, Copsa Mica, Sibiu

Phone: 0269-840.320

Fax number: 0269-840.325; 0269-840.326

Registration number with the Trade Registry: J32/124/1991

Fiscal Code: RO 813526

Subscribed and paid-in share capital: 66.442.865 RON

The market on which the issued securities are traded – SMT AeRO, symbol **SOMR**

Important event to be reported: Publication of the Prospectus for the share capital increase

The management of Sometra S.A. (the „Company") informs the market about the publishing of the EU Growth Prospectus for the share capital increase of the Company (the "Prospectus"). The Prospectus was approved by the Romanian Financial Supervisory Authority ("FSA") on 22.06.2022, according to the information published on FSA's website.

The Prospectus, the FSA Decision approving the Prospectus No. 751/23.06.2022, the subscription form and the withdrawal form, as well as the related documents are available on the Company's website www.sometra.ro.

The Prospectus, the FSA Decision approving the Prospectus No. 751/23.06.2022, the subscription form and the withdrawal form, are available as well, on the Company's profile on the Bucharest Stock Exhange website www.bvb.ro., and also on the website of the Intermediary www.viennainvestment.ro

The share capital increase operation was approved by the Resolution of the Extraordinary General Meeting of Shareholders No. 1/25.02.2022 ("EGMS Resolution No. 1/25.02.2022").

By the EGMS Resolution No. 1/25.02.2022 it was approved the Company's share capital increase with a maximum amount of lei 86,216,652.50, by in-cash contribution, from the amount of lei 66,442,865 and up to lei 152,659,517.50, by issuance, without an issuance premium, of 34,486,661 new nominative, ordinary shares, in dematerialised form (the "New Shares"), with a nominal value of lei 2.5 per share which will be offered for subscription as follows:

- The New Shares will be offered for subscription, within the preference rights, to the shareholders registered in the Company's shareholders' Registry kept by Depozitarul Central S.A., **at the registration date of 17.03.2022** (the "Legitimate Shareholders");

- A Legitimate Shareholder has a number of preference rights equal to the number of shares held;

- For the subscription of one New Share during the period of exercise of preference rights, is required a number of **0.77065 preference rights**;

- A Legitimate Shareholder may acquire a maximum number of New Shares calculated by dividing the number of preference rights held by the respective shareholder by the number of preference rights necessary to subscribe one New Share (i.e. 0.77065);

- In the case that the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from the above calculation) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number;

- The subscription price for the New Shares will be equal to their nominal value, **lei 2.5 per share** respectively;

- The period for exercising the preference right: **27.06.2022 – 27.07.2022;**

- The preference rights will not be admitted to trading and, respectively, will not be traded;

- The shares which are not subscribed and paid in full by the shareholders until the expiry of the period of exercise of preference rights, will be cancelled, without being made available to the investing public, by decision of the Board of Directors acknowledging the final results of the share capital increase;

All details necessary for the Legitimate Shareholders to exercise their preference rights (such as the subscription procedure, payment procedure and method, subscription validation) are included in the Prospectus.

SOMETRA S.A.

General Manager
Engr. Christos Efstathiadis

SOCIETATEA COMERCIALA SOMETRA S.A. COPSA MICA Jud. SIBIU

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