



Nr. PS / 16.02.23

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: **16.02.2023**

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: 146.444.385 RON

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

**Eveniment important de raportat: Erata cu privire la Articolul 2 din Hotararea Adunarii Generale Extraordinare a Actionarilor nr. 1/25.01.2023 ("Hotararea AGEA nr. 1/25.01.2023")**

Conducerea Sometra S.A. („Societatea”) informeaza piata cu privire la existenta unor erori materiale care au intervenit la Articolul 2 din Hotararea AGEA nr. 1/25.01.2023, privind indicarea valorii aferenta actiunilor reduse si a sumei ce acopera partial pierderile contabile inregistrate de Societate in perioada 01.01.2022 – 30.11.2022.

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Astfel, valoarea actiunilor reduse este dupa cum urmeaza: 54.948.748 actiuni x 2,5 lei = **137.371.870 lei**, in loc de **137.371.871 lei**, cum a fost mentionat initial. Totodata, suma utilizata in vederea acoperirii partiale a pierderilor contabile inregistrate de Societate in perioada 01.01.2022 – 30.11.2022 este de **3.499.999 lei**, in loc de **3.500.000 lei** cum a fost mentionat initial.

Prin urmare, in loc de:

*Cu un numar de 56.661.458 voturi valabil exprimate, reprezentand unanimitatea voturilor exercitate de actionarii prezenti sau reprezentati in adunare, se aproba reducerea capitalului social al Societatii cu suma de **137.371.871 Lei**, de la 146.062.265 Lei la 8.690.395 Lei, prin reducerea numarului de actiuni cu 54.948.748 actiuni, respectiv de la 58.424.906 actiuni la 3.476.158 actiuni, fiecare actiune avand valoarea nominala de 2,5 Lei, conform prevederilor art. 207 alin. (1) lit. a) din Legea societatilor.*

*Suma de **137.371.871 Lei** va fi utilizata in vederea acoperirii pierderilor contabile ale Societatii, dupa cum urmeaza: (i) suma de 133.871.871 Lei va fi utilizata in vederea acoperirii integrale a pierderilor contabile din exercitiile financiare anterioare anului 2022, inregistrate in contul #1171 – Rezultat reportat; iar (ii) suma de **3.500.000 lei** va fi utilizata in vederea acoperirii partiale a pierderilor contabile inregistrate de Societate in perioada 01.01.2022 – 30.11.2022, a caror valoare totala inregistrata la data 30.11.2022 este in cuantum de 12.324.832,53 Lei, asa cum rezulta din balanta de verificare intocmita la 30.11.2022;*

*Procedul utilizat pentru reducerea capitalului social este urmatorul:*

- (a) Capitalul social existent in suma de 146.062.265 Lei se reduce cu pierderile inregistrate la valoarea de **137.371.871 Lei**, rezultand o noua valoare a capitalului social de 8.690.395 Lei;*
- (b) Numarul de actiuni care fac obiectul reducerii se calculeaza proportional cu cota de participare a fiecarui actionar la capitalul social la data de inregistrare;*
- (c) Daca, prin aplicarea reducerii proportionale rezulta fractiuni de actiuni, rotunjirea numarului de actiuni ce raman in contul actionarilor se va realiza la intregul inferior. Se stabileste un pret de 2,5 Lei per actiune pentru compensarea fractiunilor de actiuni rezultate in urma aplicarii algoritmului si rotunjirii rezultatelor;*
- (d) Rata de diminuare a capitalului social va fi stabilita dupa urmatoarea formula: numarul de actiuni prin care se reduce capitalul social se divide la numarul de actiuni emise de societate la data de inregistrare ( $54.948.748 : 58.424.906 = 0,94050212$ );*
- (e) Numarul de actiuni care vor fi anulate ca urmare a reducerii capitalului social se calculeaza astfel: numarul de actiuni detinute de un actionar la data de inregistrare se multiplica cu rata de diminuare a capitalului social.*

*Actul constitutiv al Societatii va fi modificat si actualizat pentru a reflecta reducerea capitalului social in mod corespunzator.*

*Efectele reducerii capitalului social al Societatii se vor produce dupa expirarea termenului de **doua luni** de la data publicarii in Monitorul Oficial al Romaniei, Partea a IV-a, a Hotararii Adunarii Generale*



Extraordinare a Actionarilor prin care s-a aprobat reducerea capitalului social, conform prevederilor art. 208 alin. (1) din Legea societatilor.

Articolul 2, din Hotararea AGEA nr. 1 /25.01.2023 se va citi:

Cu un numar de 56.661.458 voturi valabil exprimate, reprezentand unanimitatea voturilor exercitate de actionarii prezenti sau reprezentati in adunare, se aproba reducerea capitalului social al Societatii cu suma de **137.371.870 Lei**, de la 146.062.265 Lei la 8.690.395 Lei, prin reducerea numarului de actiuni cu 54.948.748 actiuni, respectiv de la 58.424.906 actiuni la 3.476.158 actiuni, fiecare actiune avand valoarea nominala de 2,5 Lei, conform prevederilor art. 207 alin. (1) lit. a) din Legea societatilor.

Suma de **137.371.870 Lei** va fi utilizata in vederea acoperirii pierderilor contabile ale Societatii, dupa cum urmeaza: (i) suma de 133.871.871 Lei va fi utilizata in vederea acoperirii integrale a pierderilor contabile din exercitiile financiare anterioare anului 2022, inregistrate in contul #1171 – Rezultat reportat; iar (ii) suma de **3.499.999 lei** va fi utilizata in vederea acoperirii partiale a pierderilor contabile inregistrate de Societate in perioada 01.01.2022 – 30.11.2022, a caror valoare totala inregistrata la data 30.11.2022 este in cuantum de 12.324.832,53 Lei, asa cum rezulta din balanta de verificare intocmita la 30.11.2022;

Procedeeul utilizat pentru reducerea capitalului social este urmatorul:

- (a) Capitalul social existent in suma de 146.062.265 Lei se reduce cu pierderile inregistrate la valoarea de **137.371.870 Lei**, rezultand o noua valoare a capitalului social de 8.690.395 Lei;
- (b) Numarul de actiuni care fac obiectul reducerii se calculeaza proportional cu cota de participare a fiecarui actionar la capitalul social la data de inregistrare;
- (c) Daca, prin aplicarea reducerii proportionale rezulta fractiuni de actiuni, rotunjirea numarului de actiuni ce raman in contul actionarilor se va realiza la intregul inferior. Se stabileste un pret de 2,5 Lei per actiune pentru compensarea fractiunilor de actiuni rezultate in urma aplicarii algoritmului si rotunjirii rezultatelor;
- (d) Rata de diminuare a capitalului social va fi stabilita dupa urmatoarea formula:  $\text{numarul de actiuni prin care se reduce capitalul social} \div \text{numarul de actiuni emise de societate la data de inregistrare}$  ( $54.948.748 : 58.424.906 = 0,94050212$ );
- (e) Numarul de actiuni care vor fi anulate ca urmare a reducerii capitalului social se calculeaza astfel:  $\text{numarul de actiuni detinute de un actionar la data de inregistrare} \times \text{rata de diminuare a capitalului social}$ .

Actul constitutiv al Societatii va fi modificat si actualizat pentru a reflecta reducerea capitalului social in mod corespunzator.



Efectele reducerii capitalului social al Societatii se vor produce dupa expirarea termenului de **doua luni** de la data publicarii in Monitorul Oficial al Romaniei, Partea a IV-a, a Hotararii Adunarii Generale Extraordinare a Actionarilor prin care s-a aprobat reducerea capitalului social, conform prevederilor art. 208 alin. (1) din Legea societatilor.

Restul punctelor din Hotărârea AGEA nr. 1/25.01.2023 raman neschimbate.

Erata la Hotararea AGEA nr. 1/25.01.2023 este anexata prezentului Raport Curent.

**SOMETRA S.A.**

Director General

Ing. Christos Efstathiadis



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**ERATA la HOTARAREA**  
**ADUNARII GENERALE EXTRAORDINARE A ACTIONARILOR**  
**SOMETRA S.A.**

**Nr. 1 din data de 25.01.2023**

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**Articolul 2 se modifica si va avea urmatorul continut**

Cu un numar de 56.661.458 voturi valabil exprimate, reprezentand unanimitatea voturilor exercitate de actionarii prezenti sau reprezentati in adunare, se aproba reducerea capitalului social al Societatii cu suma de **137.371.870 Lei**, de la **146.062.265 Lei** la **8.690.395 Lei**, prin **reducerea numarului de actiuni** cu **54.948.748 actiuni**, respectiv de la **58.424.906 actiuni** la **3.476.158 actiuni**, fiecare actiune avand valoarea nominala de 2,5 Lei, conform prevederilor art. 207 alin. (1) lit. a) din Legea societatilor.

Suma de 137.371.870 Lei va fi utilizata in vederea acoperirii pierderilor contabile ale Societatii, dupa cum urmeaza: **(i)** suma de **133.871.871 Lei** va fi utilizata in vederea acoperirii integrale a pierderilor contabile din exercitiile financiare anterioare anului 2022, inregistrate in contul #1171 – *Rezultat reportat*; iar **(ii)** suma de **3.499.999 lei** va fi utilizata in vederea acoperirii partiale a pierderilor contabile inregistrate de Societate in perioada 01.01.2022 – 30.11.2022, a caror valoare totala inregistrata la data 30.11.2022 este in cuantum de 12.324.832,53 Lei, asa cum rezulta din balanta de verificare intocmita la 30.11.2022;

Procedeu utilizat pentru reducerea capitalului social este urmatorul:

- (a) Capitalul social existent in suma de 146.062.265 Lei se reduce cu pierderile inregistrate la valoarea de 137.371.870 Lei, rezultand o noua valoare a capitalului social de 8.690.395 Lei;
- (b) Numarul de actiuni care fac obiectul reducerii se calculeaza proportional cu cota de participare a fiecarui actionar la capitalul social la data de inregistrare;
- (c) Daca, prin aplicarea reducerii proportionale rezulta fractiuni de actiuni, rotunjirea numarului de actiuni ce raman in contul actionarilor se va realiza la intregul inferior. Se stabileste un pret de 2,5 Lei per actiune pentru compensarea fractiunilor de actiuni rezultate in urma aplicarii algoritmului si rotunjirii rezultatelor;



- (d) Rata de diminuare a capitalului social va fi stabilita dupa urmatoarea formula: numarul de actiuni prin care se reduce capitalul social se divide la numarul de actiuni emise de societate la data de inregistrare (54.948.748 : 58.424.906 = 0,94050212);
- (e) Numarul de actiuni care vor fi anulate ca urmare a reducerii capitalului social se calculeaza astfel: numarul de actiuni detinute de un actionar la data de inregistrare se multiplica cu rata de diminuare a capitalului social.

Actul constitutiv al Societatii va fi modificat si actualizat pentru a reflecta reducerea capitalului social in mod corespunzator.

Efectele reducerii capitalului social al Societatii se vor produce dupa expirarea termenului de **doua luni** de la data publicarii in Monitorul Oficial al Romaniei, Partea a IV-a, a Hotararii Adunarii Generale Extraordinare a Actionarilor prin care s-a aprobat reducerea capitalului social, conform prevederilor art. 208 alin. (1) din Legea societatilor.

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**SOMETRA S.A.**

Prin dl Christos Efstathiadis

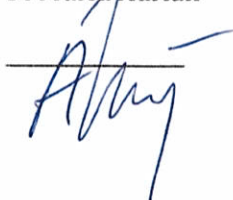


Presedintele Consiliului de Administratie,

Imputernicit prin articolul nr. 4 al Hotararii nr. 1 a Adunarii Generale Extraordinare a Actionarilor din 25.01.2023

Secretar de sedinta:

Dl Muică Adrian



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No. 85 / 16.02.23

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: **16.02.2023**

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: RON 146,444,385

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

**Important event to be reported: Errata on Article 2 of the Extraordinary General Meeting of Shareholders No. 1/25.01.2023 (“EGMS Resolution No. 1/25.01.2023”)**

The management of Sometra S.A. (the “Company”) informs the market regarding the existence of some material errors that occurred in Article 2 of the EGMS Resolution No. 1/25.01.2023, regarding the

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indication of the value related to the reduced shares and the amount that partially covers the accounting losses registered by the Company in the period 01.01.2022 – 30.11.2022.

Thus, the value of the reduced shares is as follows: 54,948,748 shares x Lei 2.5 = **Lei 137,371,870** instead of **Lei 137,371,871**, as originally mentioned. At the same time, the amount used to partially cover the accounting losses recorded by the Company during the period 01.01.2022 – 30.11.2022 is **Lei 3,499,999 RON**, instead of **Lei 3,500,000** as originally mentioned.

Therefore, instead of:

*With a number of 56,661,458 validly casted votes, unanimity of votes exercised by the present or represented in the meeting shareholders, it is hereby approved the Company's share capital decrease by the amount of **Lei 137,371,871**, from Lei 146,062,265 to Lei 8,690,395, by reducing the number of shares by 54,948,748 shares, respectively from 58,424,906 shares to 3,476,158 shares, each share having a nominal value of Lei 2.5, in accordance with the provisions of art. 207 para. (1) letter a) from the Companies Law.*

*The amount of **Lei 137,371,871** will be used in order to cover the accounting losses of the Company, as follows: (i) the amount of Lei 133,871,871 will be used in order to fully cover the accounting losses from the financial exercise previous to 2022, registered in the account #1171 – Retained earnings; and (ii) the amount of **Lei 3,500,000** will be used to partially cover the accounting losses registered by the Company during the period 01.01.2022 – 30.11.2022, having a total value in the amount of Lei 12,324,832.53, as it results from the trial balance dated on 30.11.2022.*

*The procedure used to reduce the share capital is as follows:*

- (a) The existing share capital in the amount of Lei 146,062,265 is reduced by the losses recorded to the value of **Lei 137,371,871**, resulting in a new share capital value of Lei 8,690,395;*
- (b) The number of shares subject to reduction is calculated proportionally with the share of participation of each shareholder in the share capital on the date of registration.*
- (c) If, by applying the proportional reduction, fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be made to the entire lower. A price of 2.5 Lei per share is established to compensate the fractions of shares resulting from the application of the algorithm and rounding of the results.*
- (d) The rate of reduction of the share capital will be established according to the following formula: the number of shares by which the share capital is reduced is divided by the number of shares issued by the company at the registration date (54,948,748: 58,424,906 = 0.94050212).*
- (e) The number of shares that will be cancelled because of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date is multiplied by the rate of decrease of the share capital.*

*The Articles of Incorporation of the Company will be amended and updated to reflect the reduction of the share capital accordingly.*





The effects of the reduction of the company's share capital will occur after the expiry of the term of **two months** from the date of publication in the Official Gazette of Romania, Part IV, of the Decision of the Extraordinary General Meeting of Shareholders approving the reduction of the share capital, according to the provisions of art. 208 para. (1) of the Companies Law.

**Article 2 of EGMS Resolution No. 1/25.01.2023 will be read:**

With a number of 56,661,458 validly casted votes, unanimity of votes exercised by the present or represented in the meeting shareholders, it is hereby approved the Company's share capital decrease by the amount of **Lei 137,371,870**, from Lei 146,062,265 to Lei 8,690,395, by reducing the number of shares by 54,948,748 shares, respectively from 58,424,906 shares to 3,476,158 shares, each share having a nominal value of Lei 2.5, in accordance with the provisions of art. 207 para. (1) letter a) from the Companies Law.

The amount of **Lei 137,371,870** will be used in order to cover the accounting losses of the Company, as follows: (i) the amount of Lei 133,871,871 will be used in order to fully cover the accounting losses from the financial exercise previous to 2022, registered in the account #1171 - Retained earnings; and (ii) the amount of **Lei 3,499,499** will be used to partially cover the accounting losses registered by the Company during the period 01.01.2022 - 30.11.2022, having a total value in the amount of Lei 12,324,832.53, as it results from the trial balance dated on 30.11.2022.

The procedure used to reduce the share capital is as follows:

- (f) The existing share capital in the amount of Lei 146,062,265 is reduced by the losses recorded to the value of **Lei 137,371,870**, resulting in a new share capital value of Lei 8,690,395;
- (g) The number of shares subject to reduction is calculated proportionally with the share of participation of each shareholder in the share capital on the date of registration.
- (h) If, by applying the proportional reduction, fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be made to the entire lower. A price of Lei 2.5 per share is established to compensate the fractions of shares resulting from the application of the algorithm and rounding of the results.
- (i) The rate of reduction of the share capital will be established according to the following formula: the number of shares by which the share capital is reduced is divided by the number of shares issued by the company at the registration date ( $54,948,748 : 58,424,906 = 0.94050212$ ).
- (j) The number of shares that will be cancelled because of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date is multiplied by the rate of decrease of the share capital.

The Articles of Incorporation of the Company will be amended and updated to reflect the reduction of the share capital accordingly.

The effects of the reduction of the company's share capital will occur after the expiry of the term of **two months** from the date of publication in the Official Gazette of Romania, Part IV, of the Decision of the Extraordinary General Meeting of Shareholders approving the reduction of the share capital, according to the provisions of art. 208 para. (1) of the Companies Law.



The rest of the points of EGMS Resolution No. 1/25.01.2023 remain unchanged.

Errata at EGMS Resolution No. 1/25.01.2023 is attached to this current report.

**SOMETRA S.A.**

General Manager

Engr. Christos Efstathiadis



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**ERRATA to the RESOLUTION**  
**OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**  
**SOMETRA S.A.**  
**No. 1 as of 25.01.2023**

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**Article 2 is amended, and it should be read as follows:**

With a number of 56.661.458 validly casted votes, unanimity of votes exercised by the present or represented in the meeting shareholders, it is hereby approved the Company's share capital decrease by the amount of **Lei 137,371,870, from Lei 146,062,265 to Lei 8,690,395, by reducing the number of shares by 54,948,748 shares, respectively from 58,424,906 shares to 3,476,158 shares**, each share having a nominal value of Lei 2.5, in accordance with the provisions of art. 207 para. (1) letter a) from the Companies Law.

The amount of Lei 137,371,870 will be used in order to cover the accounting losses of the Company, as follows: (i) the amount of **Lei 133,871,871** will be used in order to fully cover the accounting losses from the financial exercise previous to 2022, registered in the *account #1171 - Retained earnings*; and (ii) the amount of **Lei 3.499.999** will be used to partially cover the accounting losses registered by the Company during the period 01.01.2022 - 30.11.2022, having a total value in the amount of Lei 12,324,832.53, as it results from the trial balance dated on 30.11.2022.

The procedure used to reduce the share capital is as follows:

- (a) The existing share capital in the amount of 146,062,265 Lei is reduced by the losses recorded to the value of 137,371,870 Lei, resulting in a new share capital value of 8,690,395 Lei;
- (b) The number of shares subject to reduction is calculated proportionally with the share of participation of each shareholder in the share capital on the date of registration.
- (c) If, by applying the proportional reduction, fractions of shares result, the rounding of the number of shares remaining in the shareholders' account will be made to the entire lower. A price of 2.5 Lei per share is established to compensate the fractions of shares resulting from the application of the algorithm and rounding of the results.



(d) The rate of reduction of the share capital will be established according to the following formula: the number of shares by which the share capital is reduced is divided by the number of shares issued by the company at the registration date (54,948,748: 58,424,906 = 0.94050212).

(e) The number of shares that will be cancelled because of the reduction of the share capital is calculated as follows: the number of shares held by a shareholder at the registration date is multiplied by the rate of decrease of the share capital.

The Articles of Incorporation of the Company will be amended and updated to reflect the reduction of the share capital accordingly.

The effects of the reduction of the company's share capital will occur after the expiry of the term of two months from the date of publication in the Official Gazette of Romania, Part IV, of the Decision of the Extraordinary General Meeting of Shareholders approving the reduction of the share capital, according to the provisions of art. 208 para. (1) of the Companies Law.

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SOMETRA S.A.

By Mr. Christos Efstathiadis

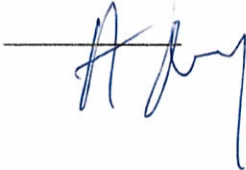


Chairman of the Board of Directors,

Empowered in virtue of article no. 4 of the Resolution no. 1 of the Extraordinary General Meeting of the Shareholders as of 25.01.2023.

Meeting secretaries

Mr. Muică Adrian



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