



425200-Năsăud, str. George Coșbuc nr.147, România

ORC J06/5/1991, C.I.F. RO 575688

Cont BRD Bistrița: RO31 BRDE 060S V440 4058 0600

Capital social: 8 138 315 lei

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Current report

In accordance with Law No. 24/2017 republished and FSA Regulation No. 5/2018

Date of the report: **24 March 2023**

Company name: **SOMPLAST S.A.**

Registered office: **Năsăud, str. George Coșbuc, nr. 147, jud. Bistrița-Năsăud**

Telephone number: **0263/360032**

Tax Identification Number with Bistrița Trade Register Office: **RO 575688**

Trade Register Number: **J06/5/1991**

Subscribed and paid-up share capital: **RON 8.138.315**

Regulated market for shares admitted to trading: **Bucharest Stock Exchange, AeRO market**

Stock symbol: **SOPL**

Significant events to report:

Convening notice

Ordinary General Meeting of Somplast S.A. Shareholders

28 April 2023

Pursuant to the provisions of article 111 and the following of the Companies' Law 31/1990, as currently amended, the Memorandum of Association, Law no. 24/2017 on issuers of financial instruments and market operations (republished), and the FSA Regulation no. 5/2018 regarding the securities issuers and operations, the **Board of Directors of SOMPLAST S.A. NĂSĂUD, registered with the Trade Register Office Bistrița-Năsăud under number J/06/5/1991, Tax Identification Number - RO 575688, subscribed and paid-up share capital: RON 8.138.315 (The Company), in the session of 24 March 2023,**

CONVENES

THE ORDINARY GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS, for the 28th of April 2023, starting from 13:00 at the headquarters of SOMPLAST S.A. NĂSĂUD, located in the town of Năsăud, 147 George Coșbuc Street, Bistrița-Năsăud County, for all the shareholders registered in the Shareholder Register held by the Central Depository [Depozitarul Central S.A.], on the reference date of 19 April 2023 (OGM).

In the event the validity conditions are not met at the first notice to convene, the next Ordinary General Meeting shall be convened for the **29th of April 2023**, the agenda, time and place remaining the same.

The Ordinary General Meeting will have the following:

AGENDA:

1. Approving the individual financial statements corresponding to fiscal year 2022, based on the Company's Board Report and the financial auditor's Report.
2. Approval of the distribution of the net loss corresponding to the financial year 2022 in the amount of RON 1.330.121, to the retained earnings, and subsequently such amount will be covered by amounts derived from the profit of the next years.
3. Approving the discharge of the directors for the fiscal year 2022.
4. Approving Income and Expenses Budget corresponding to the fiscal year 2023.
5. Approving the Investment Programme corresponding to the fiscal year 2023.
6. Setting the remuneration of the Board members for the current year and the general limit of additional remunerations of the Board members.
The remunerations thus established shall be valid until the next ordinary general meeting by which the amount of compensations for the directors and/or additional remunerations shall be approved.
7. Electing the external auditor of the Company, setting the duration of the agreement for auditing services and the remuneration granted.
8. Appointing the Chairman of the Ordinary General Meeting of Somplast S.A. Shareholders to sign, on behalf of and for all the attending shareholders, the OGM decision.
9. Appointing the General Manager of the Company, Mr. Daniel Adumitrachioaiei, to conduct all formalities required for the recording and publication of the decisions adopted within the OGM with the competent authorities, in accordance with the legal provisions in force. The person commissioned has the right to delegate to another person the mandate for the said formalities.

Only such persons that are registered as shareholders in the Shareholder Register on the reference date have the right to participate and vote in the OGM.

Access of the shareholders entitled to participate in the OGM shall be permitted upon simple proof of their identity which is in case of natural persons their ID or, in case of legal entities, that of their legal representative, based on the power of attorney granted.

The capacity as a shareholder and, in case of shareholders who are legal entities or entities without legal personality, the capacity as legal representative shall be ascertained based on the list of shareholders as of the reference/registration date, received by the issuer from the Central Depository or, accordingly, in case of dates other than the reference/registration dates, based on the following documents submitted to the issuer by the shareholder:

- a) the statement of account certifying the capacity as shareholder and the number of owned shares;
- b) documents attesting that the information on the legal representative is recorded in the central depository/ participants concerned.

However, if the shareholder has failed to inform the Central Depository in a timely manner of his/her legal representative or if such information is not mentioned in the shareholders list as of the reference date received by the Company from the Central Depository, then the capacity as a legal representative shall be justified by the Certificate of Incumbency, original or a certified copy thereof, issued by the Trade Register, or any other document, original or a certified true copy, issued by another competent authority of the State where the shareholder is legally registered, for the purpose of proving the existence of the legal person and the legal representative's name/ capacity, not older than 1 month as compared to the date of publication of the notice to convene.

The documents attesting the capacity of legal representative prepared in a foreign language, other than English, must be accompanied by a translation into Romanian or English made by a certified translator.

The above identification requirements shall be also accordingly applied in proving the capacity of legal representative of the shareholder who proposes new topics to be included on the General Meeting agenda, or puts questions to the issuer, related to the General Meeting agenda items.

One or more shareholders jointly or severally representing at least 5% of the share capital, have the right to:

- a) Enter items on the general meeting agenda, provided that each item be accompanied by a justification or a decision draft proposed to be adopted by the OGM ;
- b) Submit decision drafts for the items included or suggested to be included on the OGM agenda.

The shareholders can exercise the rights set forth in a) and b) above only in writing, within not later than 15 calendar days from the date of publication of this convening notice in the Official Gazette of Romania, namely up to and including 12 April 2023 at the latest.

Each shareholder is entitled to ask questions concerning the topics of the general meeting agenda. The company can answer including through posting the response on its website, in a question-response format.

Any OGM documents, informative materials and decision drafts concerning agenda items can be also viewed on the company website www.somplast.ro and/or the company headquarters, starting from 28 March 2023, during business days between 8:00 am to 16:30 pm.

The shareholders registered by the reference date can participate and vote in the general meeting directly, by correspondence (mail) or can be represented by persons other than shareholders, based on a special power of attorney or a general power of attorney.

The special POA forms can be obtained at the company headquarters starting from 28 March 2023 between 8:00 am to 16:30 pm or can be downloaded from the company website www.somplast.ro. General POAs must comply with the governing legal provisions in force. After completing them, the special powers of attorney and the general POAs, respectively, before being used for the first time, accompanied by the documents provided in art. 205 of the FSA Regulation no. 5/2018 shall be submitted at the company's headquarters not later than 48 hours before the first convening date (date of the reference number in case of documents filed, or the date of received mail in case of documents sent by mail, respectively), that is until the 26th of April 2023, 11:00 pm at the latest.

The powers of attorney can also be sent, within the same period, by e-mail with the extended electronic signature included according to Law 455/2001 on electronic signature, at somplast@somplast.ro, mentioning at the subject: "FOR THE ORDINARY GENERAL MEETING OF 28/29.04.2023".

Special and general powers of attorney, before their first use, submitted after expiry if the above-mentioned deadline, as well as those that do not meet the legal requirements, shall be deemed null and void by operation of law.

The shareholders registered by the reference date can vote by mail, before the general meeting is held, by using the vote by mail form. The voting form can be obtained starting from 28 March 2023, between 8:00 am to 16:30 pm, at the company headquarters or on www.somplast.ro.

In the case of vote by mail, the voting form completed and signed, accompanied by a copy of the identity document (ID card in case of natural persons, and registration certificate in case of legal entities) under the handwritten signature of the holder, can be sent to the company headquarters, in a closed envelope bearing the mention "FOR THE ORDINARY GENERAL MEETING OF 28/29 April 2023" not later than 48 hours before the first convening date, namely until 26 April 2023, 11:00 pm (date of the reference number in case of documents filed, or the date of received mail in case of documents sent by mail, respectively). The voting bulletins can be sent, within the same period, by e-mail with the extended electronic signature included according to Law 455/2001 on electronic signature, at somplast@somplast.ro, mentioning at the subject: "FOR THE ORDINARY GENERAL MEETING OF 28/29.04.2023".

Vote by mail can be cast by a representative of the shareholder, in case such representative has been entrusted by the shareholder with a special/general POA to be submitted at the Company's headquarters in accordance with article 105 paragraph (14) of Law 24/2017 on the issuers of financial instruments and market operations or if the representative is a credit institution providing custodial services, in accordance with article 105 paragraph (11) of Law no. 24/2017.

When completing the special powers of attorney and the vote by mail ballots, the possibility of completing the OGM agenda by new items shall be considered. In such event, the updated special powers of attorney and updated ballots can be obtained from the company's registry office and on the company website www.somplast.ro, starting from the date of publishing the completed agenda. In case the agenda is completed and the shareholders do not send the updated special POAs and/or the vote by mail ballots, the special powers of attorney and/or ballots by mail sent before completing the agenda shall be taken into account only for such topics that are also found on the initial agenda.

On the convening date, the share capital of the Company is made up of 3.255.326 nominative shares, each giving the right to one vote. The company does not hold own shares, therefore the total number of voting rights as of the convening date is of 3.255.326 voting rights.

You can obtain additional information at the company headquarters or at 0263/360032, from 08:00 am to 16:30 pm.

Daniel ADUMITRĂCHIOAIEI,
Chairman of the Board