



ARGUS S.A.

To: The Romanian Financial Supervisory Authority
The Bucharest Stock Exchange

CURRENT REPORT

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities

Report date: **26 October 2022**
Name of issuer: **ARGUS S.A.**
Registered office: **1 Industrialia street, Constanta - Romania**
Telephone/ Fax number: +40241.67.68.40; +40241.63.43.67
Sole registration code: 1872644
Trade Register No: 13/550/1991;
Share capital: RON 53,670,699
Symbol: UARG
Market where securities are traded: BVB-ATS AeRO

Significant events to be reported: Convening of the Extraordinary General Shareholders Meeting for 29/30 November 2022 according the Decision of the Board of Directors dated 26 October 2022

The Board of Directors of Argus S.A. Constanta (hereinafter referred to as the “Company”) informs the market that decided to convene the Extraordinary General Meeting of Shareholders (EGMS) of the Company for 29 November 2022 (first calling), respectively for 30 November 2022 (second calling) should attendance quorum for the first meeting not be met, having the agenda as set out in the convening notice attached to this current report.

Chairman of the Board of Directors,
George-Gabriel VISAN



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ARGUS S.A. CONSTANTA

Constanta, Industriala street no. 1

J13/550/1991, Sole Registration Code 1872644, LEI code 315700M31ZOTBZMMBE46

subscribed and fully paid-in share capital: RON 53,670,699

(the “Company”)

Convening notice for the General Extraordinary meetings of the shareholders of

ARGUS S.A.

convened for 29/30 November 2022

The Board of Directors of **ARGUS S.A.**, having its headquarter in Constanta, Industrial street no. 1, registered with the Constanta Trade Registry under no. J13/550/1991, having Sole Registration Code 1872644, having subscribed and paid-in share capital of RON 53.670.699, during the meeting held on 26 October 2022, pursuant to art. 111 of the Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (“Companies Law”), Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“Law no. 24/2017”), the regulation of the Romanian Financial Supervisory Authority and the Company’s articles of association (the “Articles of Association”)

Convenes

The Extraordinary General Meeting of the Company’s Shareholders (“EGMS”)

for the date of 29 November 2022, 11:00 a.m.

The all shareholders of the Company registered in the shareholders’ registry (held at the Company’s headquarters) until the end of 16 November 2022, set as reference date (the “Reference Date”), have the right to participate and vote during the Extraordinary General Meetings.

In case the necessary quorum will not be met at the first convocation, a second meeting of the Extraordinary General Meeting of the Company’s Shareholders (“EGMS”) will take place on 30 November 2022, 11:00 a.m., at the registered office of ARGUS S.A. in Constanta, Industriala street no 1.

The agenda of the Extraordinary General Meeting of Shareholders

- 1.** Approval of the execution by the Board of Directors of transactions on the capital market and transactions with securities that are not admitted to trading or are not traded within a trading venue, in a maximum amount of 32,500,000 lei, for a period of 12 months starting the date of approval of the decision of the Extraordinary General Meeting of Shareholders.
- 2.** Approval of the date of 16.12.2022 as the date of registration and of the date 15.12.2022 as the “ex date” date, in accordance with the applicable legal provisions, for establishing the shareholders affected by the effects of the decisions adopted.
- 3.** Empowering the Chairman of the Board of Directors, with the possibility of replacement by the General Manager, to fulfill all legal formalities, to sign all legal acts necessary for the submission of

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R.C.J13/550/1991; CUI/ CIF RO1872644; Share capital: : 53.670.699 RON; Legal Entity Identifier: 315700M31ZOTBZMMBE46
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the E.G.M.S. at the Trade Register Office attached to the Constanța Tribunal, to be mentioned in the register and published in the Official Gazette of Romania, at the Bucharest Stock Exchange or wherever necessary, as well as all legal acts necessary to carry out the decisions adopted.

The right of shareholders to participate in general meetings

Shareholders registered in the Register of Shareholders on the reference date may participate in the general meeting in person, through legal representatives (in the case of legal entities) or through a representative on the basis of special power of attorney or general power of attorney, or may vote by mail written or electronic means). Shareholders may be assisted by lawyers / legal advisers at the general meeting of shareholders.

The access of the shareholders entitled to participate in the general meeting of shareholders is allowed by simply proving their identity, made in the case of natural shareholders with the identity document or, in the case of legal entities and represented natural shareholders, with the power of attorney given to the natural person representing them, in compliance with the applicable legal provisions and the provisions contained in this call.

In the case of shareholders of legal entities or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the reference date, from the Register of Shareholders and the identity document of the legal representative. If the shareholders' register at the reference date does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original, or a copy conforming to the original, issued no later than 30 days before the date of publication of the convening notice of the general meeting of shareholders.

Shareholders who do not have the capacity to exercise, as well as legal entities, may be represented by their legal representatives, who in turn may empower other persons.

Shareholders may be represented at the general meeting by other persons, on the basis of a special power of attorney or a general power of attorney.

The shareholders of natural or legal persons registered on the reference date may be represented in the general meeting by other persons than the shareholders, on the basis of a special power of attorney.

For this type of vote, the special power of attorney forms must be used, which will be made available by the Board of Directors of the company, or a general power of attorney, drawn up in accordance with the provisions of Law no. 24/2017 and of the FSA Regulation no. 5/2018.

Shareholders of legal entities or entities without legal personality that participate in the general meeting through a person other than the legal representative, will use, obligatorily, a special or general power of attorney, under the conditions previously specified.



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The models of the special power of attorney forms will be available starting with 27.10.2022 at the company's headquarters, and on the website www.argus-oil.ro under the heading "Investor Relations", starting with the date of publication of the Call in the Official Gazette.

The shareholders will complete and sign the special powers of attorney in three original copies: one for the shareholder, one for the representative and one for the company. The copy for the company, completed and signed, is submitted in person or sent:

- by any form of courier, in original, together with the accompanying documents, at the company's headquarters, so that it can be registered at the company no later than 48 hours before the general meeting of shareholders, until 27.11.2022, 11:00 a.m., under the sanction of losing the right to vote.
- by e-mail - with extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature at the address actionari@argus-oil.ro, at the latest 48 hours before the general meeting of shareholders, respectively until 27.11.2022, at 11:00 a.m., under the sanction of losing the right to vote.

The company will accept a general power of attorney, issued for a maximum period of three years, for participation and voting in the general meeting of shareholders, given by a shareholder, as a client, to an intermediary, defined according to art. 2 para. (1) point 19 of Law no. 24/2017, or to a lawyer, without requesting other additional documents regarding the respective shareholder, if the general power of attorney complies with the provisions of art. 105, para. (13) of Law no. 24/2017, is signed by the respective shareholder and is accompanied by a statement on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney, from which it should appear that:

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

The declaration given by the legal representative of the intermediary or by the lawyer who received the power of attorney by general power of attorney must be submitted to the company in original, signed and, as the case may be, stamped, together with the general power of attorney, at least 48 hours before the general meeting of shareholders (27.11.2022, 11:00 a.m.), in case of the first use.

The shareholders may not be represented in the general meeting of shareholders, based on a general power of attorney, by a person who is in a situation of conflict of interests, in accordance with the provisions of art. 105 para. (15) of Law no. 24/2017.

The general powers of attorney are submitted to the company 48 hours before the general meeting (no later than 27.11.2022, 11:00), in a notarized copy or containing the mention of compliance with the original, under the signature of the representative.

Correspondence voting

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Shareholders have the opportunity to vote by correspondence prior to the general meeting of shareholders, by using the ballot papers provided by the company.

The models of the ballot forms by correspondence will be available starting with 27.10.2022, at the company's headquarters, or on the company's website www.argus-oil.ro.

Under the sanction of losing the right to vote, the ballot papers by mail, completed and signed by the shareholders, together with all the accompanying documents, are sent to the company's headquarters to be registered, until 27.11.2022, 11:00 a.m., as follows:

- (i) by any form of courier - the original ballot paper, on paper;
- (ii) by e-mail, with the extended electronic signature incorporated, according to Law no. 455/2001 regarding the electronic signature, at the address actionari@argus-oil.ro.

The ballot paper by mail shall be sent together with the following documents:

- (i) in the case of natural shareholders, the applications must be accompanied by a copy of the identity document and of the account statement from which results the quality of shareholder and the number of shares held, issued by the Register of Shareholders;
- (ii) in the case of legal persons shareholders, it must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders. identity of the legal representative.

If the shareholders' register does not contain data regarding the quality of legal representative, this quality is proved by a finding certificate issued by the Trade Register, presented in original or copy in accordance with the original, with a maximum age of 30 days. the publication of the convening notice of the general assembly, which certifies the quality of legal representative.

In the event that the shareholder who expressed his vote by correspondence participates personally, or through a representative, at the general meeting, the vote expressed by correspondence will be canceled. In this case, only the vote cast in person or through a representative will be taken into account.

If the person representing the shareholder by personal participation in the general meeting is other than the one who expressed the vote by correspondence, then, for the validity of his vote, he will present at the meeting a written revocation of the vote by correspondence signed by the shareholder or the representative who expressed voting by mail. This is not necessary if the shareholder or his legal representative is present at the general meeting.

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

According to the provisions of art. 117 ^ 1 alin. (1) of Law no. 31/1990 and of art. 105 para. (3) of Law no. 24/2017, one or more shareholders representing, individually or together, at least 5% of the share capital of the Company, may request the Board of Directors of the company to introduce additional items on the agenda of the general meeting and / or the presentation of draft decision for



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the items included or proposed to be included on the agenda of the general assembly, in compliance with the following conditions:

(i) in the case of natural shareholders, the applications must be accompanied by a copy of the identity document and the extract from which results the quality of shareholder and the number of shares held, issued by the Register of Shareholders;

(ii) in the case of legal persons shareholders, the applications must be accompanied by an extract issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders and copy of identity card. the legal representative.

If the shareholders' register does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or copy in accordance with the original, with a maximum age of 30 days, compared to the date of publication of the convening notice of the general assembly, which certifies the quality of legal representative.

(iii) be accompanied by a justification and / or a draft decision proposed for adoption;

(iv) to be sent and registered at the registered office of the company, by any form of courier, with confirmation of receipt, within 15 days from the publication of the call, in original, signed and, as the case may be, stamped by shareholders or representatives their legal status.

The right of shareholders to ask questions regarding the agenda

Shareholders may address questions to the company, through a document that will be sent and registered at the company's headquarters, by any form of courier, with confirmation of receipt, until the fifth day after the publication of the call in the Official Gazette, in original, signed and, as the case may be, stamped by the shareholders or their legal representatives.

The document containing the questions must be accompanied by:

(i) in the case of natural shareholders, the applications must be accompanied by a copy of the identity document and the extract from which results the quality of shareholder and the number of shares held, issued by the Register of Shareholders;

(ii) in the case of legal persons shareholders, the application must be accompanied by an extract issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders. identity of the legal representative.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proven by a certificate issued by the Trade Register, presented in original or copy in accordance with the original, with a maximum of 30 days related to the date the publication of the convening notice of the general assembly, which certifies the quality of legal representative.

The company can also respond by posting the answer on its website, www.argus-oil.ro. or during the proceedings of the general assembly.

The forms of special powers of attorney, ballot papers by mail, as well as the draft decisions of the General Assembly, regarding the issues included on the agenda, will be available and can be consulted by shareholders at the company's headquarters starting with 27.11.2022, on working days, between 09.00–15.00 or on the company's website www.argus-oil.ro.

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Chairman of the Board of Directors,
George-Gabriel VISAN