



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: **14 March 2024**
Name of issuer: **ARGUS S.A.**
Registered office: **1 Industrialia Street, Constanta - Romania**
Telephone/ Fax number: +40 241 67 68 40; +40 241 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 Ordinary General Meeting of Shareholders for 17/18 April 2024 according the Decision of the Board of Directors dated 14 March 2024

The Board of Directors of **ARGUS S.A. CONSTANTA**, having its headquarters in Constanta, Industrialia 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 14 March 2024,

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 Ordinary General Meeting of the Company's Shareholders (the "OGMS") for the date of 17 April 2024, 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 **5th April 2024, which is the reference date, have the right to participate and vote during the Ordinary General Meetings.**

In case the necessary quorum will not be met at the first convocation, a second meeting of the Ordinary General Meeting of the Company's Shareholders („OGMS") will take place on **18 April 2024, 11:00 a.m.** at the registered office of ARGUS S.A. in Constanta, Industrialia street no 1.



The agenda of the Ordinary General Meeting of Shareholders

1. Submission and approval of the Annual Individual Financial Statements and the Consolidated Financial Statements for the financial year ended 31 December 2023, drawn up in accordance with OMFP no.1802/2014 with subsequent amendments and additions, based on the Independent Auditor's Reports and the Reports of Board of Directors;
2. Approval of the method of covering the loss booked as at 31 December 2023;
3. Approval of the preparation of consolidated financial statements for the financial year ended on 31 December 2023 prepared in accordance with IFRS, distinctly from the annual financial statements prepared and published in accordance with the Romanian legislation in force.
4. Nomination for one-year period of Deloitte Audit SRL as financial auditor, with headquarters in Bucharest, for the purpose of auditing both the individual and consolidated financial statements regarding the financial year 2024, and of entrustment of the Board of Directors in order to negotiate the financial and legal clauses of the financial audit contract and to conclude it, in compliance with all the statutory provisions applicable to this activity.
5. Presentation and approval of the Budget of Revenues and Expenses and of the Investment Program for 2024;
6. Approval of the discharge of liability of the members of the Board of Directors elected in the General Meeting of Shareholders from 26 April 2023, for the 2023 financial year;
7. Election of the members of the Board of Directors for a term of 2 (two) years, following the legal termination of the mandate of the current directors.
8. Empowering the representative of Infinity Capital Investments S.A. during the Ordinary General Meeting of Shareholders to sign, in the name and on behalf of Argus S.A., the management contract with the members of the Board of Directors.
9. Approval of the remuneration for the members of the company's Board of Directors, starting with the date of the present Ordinary General Shareholders Meeting of approval of the financial statements, for the current financial year, and for the first months of the next year, until the Ordinary General Shareholders Meeting of approval of the 2024 financial statements.
10. Approval of the annual limit of the professional liability insurance for the members of the Board of Directors;
11. Approval of the date of **10 May 2024** as registration date and of the date of **09 May 2024** as the "**ex-date**" date, in compliance with the statutory provisions applicable, to establish on which shareholders subject the effects of the decisions adopted;
12. Empowerment of the President of the Board of Directors, with the possibility of replacement by the CEO to fulfil all the legal formalities, to sign all the legal documents required for the submission of the Ordinary General Shareholders Meeting decision at the Trade Register Office attached to the Court of Constanta, in order to be mentioned in the register and published in the Official Gazette of Romania, and all the necessary documents to fulfil this decision.



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.

The models of the special power of attorney forms will be available starting with **15 March 2024** 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 15 April 2024, 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 15 April 2024, at 11:00 a.m., under the sanction of losing the right to vote.



The company shall 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 (15 April 2024, 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 15 April 2024, 11:00), in a notarized copy or containing the mention of compliance with the original, under the signature of the representative.

The shareholders of the Company have the right to formulate proposals for candidates for filling the positions of members of the Board of Directors, according with the Law and the Company Statute. The proposals will be sent to ARGUS SA, **within 15 days from the date of publication in the Official Gazette of the convocation, respectively until 1st of April 2024 at 3:00 p.m.**

The list containing information on the name, place of residence and professional qualification of the persons proposed for the position of administrator will be at the disposal of the shareholders, and can be consulted and completed by them for the entire period of 15 days from the date of publication of the convocation. Subsequently, the final list of proposals will be available to the shareholders until the date of the general meeting, at the company's headquarters on working days, between 09:00 and 15:00 or on the company's website www.argus-oil.ro.

As regards the requirements for identifying the shareholders submitting them, proposals must be accompanied by documents proving that the identification requirements are met, namely:

- (i) In the case of individual shareholders, the requests must be accompanied by a copy of the identity document;
- (ii) In the case of shareholders who are legal persons, the requests must be accompanied by the copy of the identity document of the legal representative and by a Certificate of Findings issued no later than 30 days before the date of the OGMS.

The special power of attorney forms and the postal ballot will be updated and published on the company's website on **4 April 2024**, after receiving the proposals.

Correspondence voting



The 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 15 march 2024, at the company's headquarters, or on the company's website www.argus-oil.ro.

Under the sanction of losing the voting right, the ballot papers by mail, filled and signed by the shareholders, together with all the accompanying documents, are sent to the company's headquarters to be registered, until 15 April 2024, 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 Board of Directors informs the shareholders about the fact that, during the General Meeting of the Company's Shareholders, the position of "abstention" adopted by a shareholder regarding the items on the agenda represents a vote expressed.

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 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, respectively until 1 April 2024, at 3:00 p.m., 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 12 April 2024 at the latest at 5 p.m, 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 15.03.2024, on working days, between 09.00–15.00 or on the company's website www.argus-oil.ro.

Chairman of the Board of Directors,
George-Gabriel VISAN