



The current report according to ASF Regulation No. 5 / 2018  
483/21.03.2024

Name of the company: PRODVINALCO S.A.  
Headquarters: 400230, Cluj-Napoca, no. 2-4 Calea Baciului, Cluj County  
Phone: 0040-0372-641.910; Fax: 0040-0372-876.976  
Trade Registry Number: J12/68/1991  
Individual identification number: 199222  
Share capital: RON 3,149.503.4  
Symbol: VAC  
Legal Stock Market: AERO - BVB

**I. Important events:**

- a) Changes in the control of company: not applicable
- b) Acquisitions and disposals of substantial assets: not applicable
- c) Bankruptcy proceedings: not applicable
- d) Other events: CONVOCAȚION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS and CONVOCAȚION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

By the Decision adopted on March 21, 2024 the Administration Council of PRODVINALCO S.A., headquartered in Cluj-Napoca, at no. 2-4 Calea Baciului, County Cluj, registered with the Trade Register as entry no. J12/68/1991, VAT number RO 199222, registered capital: RON 3,149,503.4 (hereinafter referred to as "the Company") convenes the Ordinary General Meeting of Shareholders to be held on **April 26, 2024** at 2:00 p.m. for all shareholders registered in the Register of Shareholders by the end of the day of **April 18, 2024** deemed as the reference date. In the event of failing to meet the requirements of a quorum, the general meeting will be held on **April 29, 2024** at the same place, the same time, with the same agenda. The Ordinary General Meeting of Shareholders will be held at the headquarters of PRODVINALCO SA, located in Cluj-Napoca, at no. 2-4 Calea Baciului Str., Cluj County.

The Ordinary General Meeting of Shareholders will have the following agenda:

1. The approval of the financial statements of PRODVINALCO SA for the financial year 2023.
2. The administrators' report approval about the financial results of PRODVINALCO SA for the financial year 2023.
3. The independent financial auditor's report approval about the financial statements of the financial year 2023.
4. The distribution of accounting profit of the financial year 2023 and the distribution of the amount of 13.001.054 lei dividends, representing 0.4128 lei gross dividend/share.
5. The approval of the income and expenditure budget for the financial year 2024.
6. The approval of the remuneration for the board members on the ongoing year.
7. The approval of Mrs. Hosu Raluca-Paula's appointment, Romanian citizen, as administrator, with full powers, who expressly accepts the mandate, being appointed for the period 26.04.2024 - 01.08.2027. Consequently, from the date of her appointment as administrator, Mrs. Hosu Raluca-Paula's temporary membership in the CA ceases.
8. The board members discharge for the fiscal year 2023.
9. The approval of the extension of the financial auditor LIONLINK AUDIT SRL (headquartered in Cluj-Napoca, Avram Iancu Square, no. 15, Cluj county, having fiscal identification RO26097382, ORC registration no. J12/1894/2009) mandate, for a period of two years, starting with the date of 25.08.2024 and until the date

of 25.08.2026 (respectively for the financial years 2024-2025) and the approval of the financial audit contract signing.

10. The approval of the extension of the internal auditor NOA AUDIT & ASSURANCE SRL (based in Bucharest, Sector 1, Pipera Street, no. 4, room 1, floor 4, ORC registration no. J40/9828/2020, having fiscal identification no. RO35007630) mandate, for two years, starting with 25.08.2024, ending on 25.08.2026 (respectively for the financial years 2024-2025) and the approval of the internal audit contract signing.
11. The authorization of the Board of Directors to appoint the paying agent and to represent the company and perform all the necessary steps in order to implement this decision, in relationship with the Central Depository and the paying agent that will be appointed, as well as for proper information of the shareholders about all the details regarding to the payment of the dividends.
12. The approval of the updated articles of association, with the identification data of the new administrator, mentioned in the article 9 of the company's articles of association, will have the following content:
  - Hosu Raluca-Paula, Romanian citizen;
  - Date and act of designation: 26.04.2024; The Ordinary General Meeting of Shareholders 26.04.2024;
  - Expiration date of the mandate: 01.08.2027;
  - Independent administrator: NO.
13. The authorization of the Administration Council President / Administration Council Executive President, to elaborate and sign all the decisions which have been approved in the Ordinary General Meeting of the company, the updated articles of association and the audit contracts, as well as to make the necessary formalities in the relationship with Trade Registry, the Official Journal, ASF and BVB.
14. The approval of the date of May 17, 2024 as registration date, date of May 16, 2024 as ex date, and the date of May 31, 2024 as payment date.

The Extraordinary General Meeting of Shareholders will have the following agenda:

1. The mortgage approval of specific assets from the fixed assets category of the Company, which value exceed 20% of the total fixed assets of the company, without debts, in order to guarantee the bank loan contracted by Transilvania Bank.
2. The authorization of the Administration Council President / Administration Council Executive President to elaborate and sign all the approved decisions in the Extraordinary General Meeting, as well as to make the necessary formalities in the relationship with Trade Registry, the Official Journal, ASF and BVB.

At the Ordinary and Extraordinary General Meetings of Shareholders are entitled to attend and to vote only the shareholders who have already been registered in the Register of Shareholders on the reference date set for the end of the day of **April 18, 2024**. In order to attend the and vote at the Ordinary and Extraordinary General Meetings, the shareholders must present the original identity card. In case of shareholders who are legal persons or entities without legal personality, the capacity of a legal representative is based on the list of shareholders from the reference date, received from the Central Depository. The documents certifying the capacity of a legal representative written in a foreign language, other than English will be accompanied by a translation made by an authorized translator into Romanian or English language. The legalisation or the apostille on the documents certifying the legal representative's capacity of the shareholder is not required. These provisions are also applying to prove the capacity of a shareholder / legal representative of the shareholder who proposes the introduction of new items on the agenda of the general meeting of shareholders or who asks the issuer questions regarding the items on the agenda of the general meeting of shareholders.



The shareholders' representation in Ordinary and Extraordinary General Meetings of Shareholders can be also realised by other people than the shareholders. Participation by representation is based on a special mandate, in accordance with the form provided at [www.prodvalco.ro](http://www.prodvalco.ro), or a general mandate, in compliance with art. 105, paragraph 10-13 of the Law no. 24/2017 about the financial instruments issuers and market operations, and art. 200 of the Regulation no. 5/2018 about financial instruments issuers and market operations.

The general mandate is granted for representation in one or more general meetings of shareholders of one or more companies identified in the mandate, which does not contain specific voting instructions from the shareholder. The general mandate must contain the informations mentioned on art. 202 of Regulation no. 5/2018. Shareholders can not be represented in the Ordinary and Extraordinary General Meetings of Shareholders with a general mandate from a person who is in a conflict of interest, as is mentioned in art. 105, paragraph 15, point a-d of Law 24/2017. The general mandate which comes from a shareholder, as a customer, to an intermediary or to a lawyer, will be accepted by Prodvinalco SA without requesting additional documents regarding to the shareholder, according to art. 205 of Regulation no. 5/2018. Before their first use, a copy of the general mandate must be submitted to Prodvinalco SA, 48 hours before the general meeting, including a statement of conformity to the original, under the representative signature.

The special mandate can be offered to any person for representation in the Ordinary and Extraordinary General Meetings of Shareholders and contains specific voting instructions from the shareholder issuer. The mandate will be prepared in three copies. A copy of it will be handed over to the assignee to prove his / her capacity in the General Meeting of Shareholders, one copy remains at the shareholder and one copy will be sent in original to PRODVALCO SA. A shareholder may appoint by his / her mandate one or more alternate representatives to ensure his / her representation in the General Assembly if the appointed representative is unable to fulfil his / her mandate. If there are more alternate representatives appointed by the mandate, the order in which they will exercise their mandate will be established.

According to art. 208 of Regulation no. 5/2018, the shareholders entitled to attend the Meeting are able to exercise their vote by mail, without being required to attend in person. The postal voting may be expressed by a representative only if he has received from the shareholder a special or general mandate, which must be transmitted to Prodvinalco SA, 48 hours before the general meeting, in copy, including compliance with the original statement signed by the representative. The voting form by mail or special proxy vote must be accompanied by the documents certifying the aforementioned capacity of shareholder.

The postal voting and the special mandates shall be sent to PRODVALCO SA no later than the date of April 24, 2024, or email [actionari@prodvalco.ro](mailto:actionari@prodvalco.ro), including the electronic signature, according to Law 455/2001 about the electronic signature. Whatever the method of communication is employed, the envelope for the company or the e-mail must contain the specifically mention "special mandate for Ordinary/Extraordinary General Meeting of Shareholders" or "voting form by mail for Ordinary/Extraordinary General Meeting of Shareholders ", as applicable. The shareholders who voted by special proxies or by mail may change their initial voting option or the way of expressing their vote. The last expressed vote which was registered until April 24, 2024 at 2:00 p.m will be considered valid.

One or more shareholders, representing individually or together at least 5% of the share capital has / have the right to introduce items on the agenda of the general meeting, provided that each item will be accompanied by a justification or a draft resolution proposed for adoption by the general assembly and the right to present draft resolutions for the items included or proposed to be included on the agenda of the general meeting. These rights may be exercised within 15 days from the publication of convocation date, meaning at the latest April, 11, 2024.



**PRODVINALCO**  
TRADIȚIE DIN 1932

The list including the name, the city of residence and professional qualification of the proposed administrators is available to shareholders at Prodvinco headquarters or on the website [www.prodvinco.ro](http://www.prodvinco.ro) ("Shareholders" section) and can be updated by shareholders within 15 days from the date of publication of the notice. Any application must include informations regarding to the name, the city of residence and the professional qualifications of the proposed administrators.

Each shareholder has the right to ask questions related to the items on the agenda no later than the date of April 18, 2024. The company will answer the questions no later than the day of the Ordinary/Extraordinary General Meeting of Shareholders. It is considered that an answer is given if the relevant information is available on the website of the company in question and answer format.

The proposals / requests can be sent in original to PRODVINALCO SA with documents which certify the capacity of shareholder, mentioning on the envelope "for the Ordinary/Extraordinary General Meeting of Shareholders." or sent via e-mail including the electronic signature, according to Law no. 455/2001 regarding the electronic signature, to e-mail [actionari@prodvinco.ro](mailto:actionari@prodvinco.ro).

The materials about the items on the agenda, the special mandate / the voting by mail form, can be obtained from PRODVINALCO SA, starting with March 27, 2024 every working day, between 8:30 a.m. to 3:00 p.m. or from the website [www.prodvinco.ro](http://www.prodvinco.ro). Additional information can be obtained on the phone no.: 0722.590.975.

Chairman of the Administration Council,  
ALBON VASILE