

# Current Report

No. 86/02.12.2021

To: **Financial Supervisory Authority**  
**Bucharest Stock Exchange**

**Current report in compliance with the stipulations of article no. 139 from the Law no. 24/2017 regarding Issuers of financial instruments and market operations and with the stipulations of the art. 234 from the Regulation no. 5/2018 issued by the Financial Supervisory Authority regarding Issuers of financial instruments and market operations**

Date of report: **December 2<sup>nd</sup> 2021**

Name of issuer: **Alro S.A.**

Headquarters: **Slatina, 116 Pitesti Street, Olt County**

Telephone/ fax number: **+40 249 431 901 / +40 249 437 500**

Sole registration number at the Trade Register Office: **RO 1515374**

Trade Register Number: **J28/8/1991**

The European Unique Identifier (EUID): **ROONRCJ28/8/1991**

Legal Entity Identifier (LEI): **5493008G6W6SORM2JG98**

Subscribed and paid-in share capital: **356,889,567.5 RON**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange – Premium Category** (market symbol: **ALR**)

We hereby inform all persons who may be interested about the completion of the agenda of the Extraordinary General Shareholders' Meeting of Alro S.A., summoned for 22/23 December 2021:

## **COMPLETION OF THE AGENDA of the Extraordinary General Shareholders' Meeting of Alro S.A.**

Taking into consideration:

- the request filed at Alro S.A. (hereinafter referred to as the “Company”) dated November 29, 2021, by the shareholders Vimetco PLC, a company registered and functioning in accordance with the Cyprus law, having its registered office in Poseidonos, 1, Ledra Business Centre, Egkomi, 2406, Nicosia, Cyprus, registered under number HE424854, holding 54.1898% from the share capital of Alro S.A., by which requires the completion of the agenda of the Extraordinary General Shareholders' Meeting of Alro, summoned for the date of December 22, 2021 or December 23, 2021 (should the attendance quorum be not met at the first general meeting),
- publication of the summons of the Ordinary and Extraordinary General Shareholders' Meetings of Alro, in the Romanian Official Gazette no. 4745 dated November 19, 2021,
- the provisions of the art. 117<sup>1</sup> of Law no. 31/1990 pertaining to companies, republished, with subsequent changes and also the provisions of the art. 105 of Law 24/2017, republished regarding the issuers of the financial instruments and market operations,

By the decision no. 1608/02.12.2021, the Board of Directors of Alro S.A., with registered office in Slatina, 116 Pitesti Street, Olt County, Romania, registered with the Trade Registry under no. J28/8/1991, Sole Registration Code RO1515374, hereby completes the agenda of the Extraordinary General Meeting of the Shareholders from **December 22, 2021, at 9:30 AM** (first meeting) or **December 23, 2021, at 9:30**, (second meeting) with the following 1 (one) new point:

Alro S.A. 116 Pitesti Street  
Slatina, Romania

Phone: +(40) 249 431 901  
Fax: +(40) 249 437 500

[alro@alro.ro](mailto:alro@alro.ro)  
[www.alro.ro](http://www.alro.ro)

- Noting the transfer of a number of 386,795,344 shares issued by the Company by Vimetco NV by contribution in kind to the share capital of Vimetco PLC, approval of the amendment of the art. 7 paragraph (3) from the Articles of Incorporation of the Company, as follows:

“(3) The Company shareholders are:

- **VIMETCO PLC**, a company registered and functioning in accordance with the Cyprus law, having its registered office in Poseidonos, 1, Ledra Business Centre, Egkomi, 2406, Nicosia, Cyprus, registered under number HE424854, with a quota of the registered share capital of RON 193,397,672 = 386,795,344 shares = 54.1898 %;
- **PAVAL HOLDING S.R.L.**, a legal person of Romanian nationality, with registered office in Bacau, 8 Alexei Tolstoi Street, Bacau County, registered with the Trade Registry under no. J04/1405/2018, tax registration number 39895050, with a quota of the registered share capital of RON 82,839,957.5 = 165,679,915 shares = 23.2117 %;
- **FONDUL PROPRIETATEA S.A.**, a legal person of Romanian nationality, with registered office in Bucharest, no. 78-80 Buzesti street, 7<sup>th</sup> floor, 1<sup>st</sup> district, with a quota of the registered share capital of RON 36,442,357 = 72,884,714 shares = 10.2111 %;
- **OTHER SHAREHOLDERS**, with a quota of the registered share capital of RON 44,209,581 = 88,419,162 shares = 12.3874 %.”

After completion, the agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. Approval of the amendment of sale-purchase agreements of calcined alumina concluded by the Company, in capacity as buyer, and Alum SA, as a seller, regarding the price formula and the extension of the agreements’ validity period.
2. Approval of the authorization of the Company’s Board of Directors to negotiate, approve the final forms and to conclude the addendums to the sale-purchase agreements of calcined alumina with Alum SA, as well as all and any other documents related to the transactions above as well as to nominate the empowered persons to sign the addendums and the related documents in the name and on behalf of the Company.
3. Approval of the completing the secondary object of activity with two activities namely: "Electricity production (CAEN code 3511)" and "Other activities regarding human health (Cod CAEN 8690)" and completing, as a consequence, of the Articles of Incorporation of the Company, art. 6, paragraph 2 with this two secondary objects of activity.
4. Noting the transfer of a number of 386,795,344 shares issued by the Company by Vimetco NV by contribution in kind to the share capital of Vimetco PLC, approval of the amendment of the art. 7 paragraph (3) from the Articles of Incorporation of the Company, as follows:

“(3) The Company shareholders are:

- **VIMETCO PLC**, a company registered and functioning in accordance with the Cyprus law, having its registered office in Poseidonos, 1, Ledra Business Centre, Egkomi, 2406, Nicosia, Cyprus, registered under number HE424854, with a quota of the registered share capital of RON 193,397,672 = 386,795,344 shares = 54.1898 %;
- **PAVAL HOLDING S.R.L.**, a legal person of Romanian nationality, with registered office in Bacau, 8 Alexei Tolstoi Street, Bacau County, registered with the Trade Registry under no. J04/1405/2018, tax registration number 39895050, with a quota of the registered share capital of RON 82,839,957.5 = 165,679,915 shares = 23.2117 %;

- **FONDUL PROPRIETATEA S.A.**, a legal person of Romanian nationality, with registered office in Bucharest, no. 78-80 Buzesti street, 7<sup>th</sup> floor, 1<sup>st</sup> district, with a quota of the registered share capital of RON 36,442,357 = 72,884,714 shares= 10.2111 %;
  - **OTHER SHAREHOLDERS**, with a quota of the registered share capital of RON 44,209,581 = 88,419,162 shares= 12.3874 %.”
5. Approval to empower the president of the Board of Directors for signing the Articles of Incorporation of the Company modified according to the resolution of the Extraordinary General Meeting of Shareholders and to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders’ resolutions.
  6. Approval of the date of **January 21, 2022** as registration date, for the opposability of all the decisions made by the Extraordinary General Meeting of the Shareholder, in accordance with the provisions of art. 87 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations.
  7. Approval of the date of **January 20, 2022** as *ex date* in accordance with the provisions of art. 187 point 11 of Regulation no. 5/2018 regarding the issuers of the financial instruments and market operations issued by the Financial Supervisory Authority.

The agenda of the Ordinary General Meeting of the Shareholders as well as all the information preceding the Ordinary and Extraordinary General Meetings of the Shareholders remain unchanged.

The documents and information related to the new item of the agenda of the Extraordinary General Meeting of the Shareholders, as well as the draft decision related to the new item on the agenda of the Extraordinary General Meeting of the Shareholders, the Correspondence vote form and the proxy form for representation of the shareholders in Extraordinary General Meetings of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings by Alro’s shareholders are made available for the shareholders at the registered office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, and are posted on the website of the Company [www.alro.ro](http://www.alro.ro).

Any additional information may be obtained at phone no. 0249-434.302.

**Marian-Daniel Năstase**  
**Chairman of the Board of Directors**

**Gheorghe Dobra, Ph.D.**  
**General Manager**