



PREBET AIUD S.A.
Str. Arenei, nr. 10, c.p. 515200, loc. Aiud, jud. Alba, Romania
Tel: 0258/861.661; 0258/863.350
Fax: 0258/861.454
E-mail: office@prebet.ro
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No. 5055 / 29.12.2021

To,

Bucharest Stock Exchange
Financial Supervisory Authority

CURRENT REPORT

Pursuant to the provisions of the EU Regulation no. 596/2014 regarding the market abuse, of the FSA Regulation no.5 / 2018 of FSA on Issuers of Financial Instruments and Market Operations, respectively of Law no. 24/2017 on issuers of financial instruments and market operations

Report date: **29.12.2021**

Company name: **S.C. PREBET AIUD S.A.**

Address: **Aiud, 10 Arenei Street, Alba County – Romania, 515200**

Phone/fax no: **004-0258-861661 / 004-0258-861454**

Fiscal Code: **RO 1763841**

LEI Code: **254900R0KBC9MDTF1V33**

Trade Register registration number: **J 01/121/1991**

Subscribed and paid in share capital: **8.199.547,74 RON**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB)**

Important event :

Completion of the EGMS agenda from 12/13 January 2022 at the request of the shareholders of AUSEL IMOBILIARE S.A. and GES-GREEN ENERGY SPECIALISTS SRL.

Attached to this, we send you the completed EGMS call.

Economic manager

Cimpean Ioan



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Completed convening notice for the General Meeting of Shareholders dated 12.01.2022 (first convocation), 13.01.2022 (second convocation)

**I. Ordinary General Meeting of Shareholders
will have the next AGENDA:**

1. Election of new members of the Board of Directors of the company for a term of 4 years in order to fill the 2 vacant positions within the Board of Directors.
2. Approval of the date of 01.02.2022, as the date of registration, respectively of identification of the shareholders on whom the effects of the adopted decisions are reflected, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 regarding the issuers of financial instruments and operations on the market.
3. Approval of the date of 31.01.2022 as ex-date, in accordance with the provisions of Law no. 24/2017 and of Regulation no. 5/2018 on the issuance of financial instruments and market operations.
4. Approval of the power of attorney and mandate of Mr. Cimpean Ioan - economic director, for carrying out the necessary and legal operations for the registration of the decisions of the ordinary general meeting of shareholders as well as the accomplishment of the publicity formalities.

**II. Extraordinary General Meeting of Shareholders
will have the next AGENDA:**

1. Approval of the extension of the duration of the Credit Agreement concluded with BRD - Groupe Societe Generale SA, for contracting by Prebet Aiud S.A. of the credit line in the amount of 6,000,000 lei for an additional duration of 12 months.
2. Approval of the extension of the duration of the guarantee contracts concluded to guarantee all the obligations resulting from the Credit Agreement concluded with BRD - Groupe Societe Generale SA.
3. To authorize the Directors of the Company to represent the Company in relation to the Bank according to the powers of representation conferred by law and by the Board of Directors to perform the following:
 - to negotiate, sign, complete, issue and draw up (in authentic form, where applicable) in the name and on behalf of the Company, all documents, confirmations and documents in order to comply with the resolutions adopted in this decision.
 - to take all actions in connection with the registration of contracts concluded with the Electronic Archive of Real Movable Guarantees and / or the competent Land Book and / or the competent Trade Register and / or





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in the register of the Company's shareholders and / or in connection with the notification and / or fulfillment of any other necessary formalities before any other competent authority or interested third parties, as well as for the publication of this Decision in the Official Gazette of Romania, part IV;

- in general, to carry out all the necessary or useful actions and steps for the purpose of the transaction considered by the documents mentioned in the above resolutions.

4. Approval of the date of 01.02.2022 as the date of registration, respectively of identification of the shareholders on whom the effects of the adopted decisions are reflected, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 regarding the issuers of financial instruments and operations on the market.

5. Approval of the date of 31.01.2022 as ex-date, in accordance with the provisions of Law no. 24/2017 and of Regulation no. 5/2018 on the issuance of financial instruments and market operations.

6. Approval of the power of attorney and mandate of Mr. Cimpean Ioan - economic director, for carrying out the necessary and legal operations for the registration of the decisions of the extraordinary general meeting of shareholders as well as the accomplishment of the publicity formalities.

At the request of the shareholder Ausel Imobiliare SRL, holder of a number of 4940114 shares, representing 10.84% of the capital, the call is completed with the following points:

7. Approval of a program for acquiring own shares in compliance with the applicable legal provisions and meeting the following main characteristics:

a) Purpose of the program: The company will acquire shares in order to reduce the share capital, by canceling the shares.

b) Maximum number of shares that can be acquired: maximum 1,100,000 shares.

c) Minimum price per share: 1.84 lei in compliance with the legal provisions and regulations regarding trading in financial instruments.

d) Maximum price per share: 1.94 lei.

e) Duration of the Program: May 1, 2022 - November 30, 2022.

f) The payment of the acquired shares will be made from the distributable profit or from the available reserves of the company, registered in the last approved annual financial statement, except for the legal reserves.

g) The acquisition of the shares will be made within the market where the shares are listed or through the development of public purchase offers, in accordance with the applicable legal provisions.



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8. Approval of the mandate of the Board of Directors and of its members individually, for the adoption of all the necessary decisions in order to carry out the decision regarding the development of the program for acquiring the shares, according to point 7.

At the request of the shareholder GES - Green Energy Specialists SRL, holder of a number of 7850000 shares, representing 17.2326% of the capital, the call is completed with the following points:

9. Ratification of all documents related to the acquisition of the 5% package within the company Platforma Roca S.A. by Prebet Aiud S.A. during 2021, at the total price of 2,100,000 euros and the alienation by Prebet Aiud S.A. of the package of 5% of the share capital of Societatea Platforma Roca S.A., registered at the Trade Register under no. J40 / 15602/2017, having CUI 38201915 at a price at least equal to the purchase price from 2021.

10. Mandating the Chairman of the Board of Directors in order to negotiate, for and on behalf of Prebet Aiud SA, the contractual terms and conditions of sale such as price, method and terms of payment, guarantees and obligations, but not limited to these, with potential buyers, within the limits established by the Decision of the General Assembly and in order to sign all the necessary legal acts in order to acquire the participation of 5% of the share capital of the company Platforma Roca SA

11. Mandating the Board of Directors regarding the taking of any necessary measures for the reorganization of the company Prebet Aiud S.A. in order to streamline its activity.

12. Modification of the Articles of Incorporation of the company by **Elimination of all mentions "commercial", respectively "S.C." from the Articles of Incorporation of Prebet Aiud S.A. and, consequently, their replacement by the phrase "society"**.

13. Modification of the Articles of Incorporation of the company by **Elimination of all mentions regarding the "statute" from the Articles of Incorporation of the company Prebet Aiud S.A. and, consequently, their replacement by the phrase "Articles of Incorporation"**.

14. Modification of the Articles of Incorporation of the company by **Modification of Art. 7. Share capital in the sense of updating the shareholding structure.**

15. Modification of the Articles of Incorporation of the company by **Modification of Art. 9 Reduction or increase of the share capital in the following way:**

Art. 9 Reduction and increase of the share capital

The share capital may be reduced or increased on the basis of the decision of the general meeting of shareholders, under the conditions and in compliance with the procedure provided by law.

Increase in share capital





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The share capital may be increased based on the decision of the Extraordinary General Meeting of Shareholders or the Decision of the Board of Directors within the limits established by the Extraordinary General Meeting of Shareholders, in accordance with the law and this Articles of Association.

The company will be able to increase its share capital by issuing new shares or increasing the nominal value of existing shares in exchange for new cash or in-kind contributions, or as a result of incorporating reserves (except legal reserves), as well as benefits or premiums. broadcast.

The shareholders benefit from a preferential right to subscribe for the new shares issued for the increase of the share capital, within the limit of their contribution to the constitution of the company's capital.

The Extraordinary General Meeting of Shareholders or the Board of Directors, following the delegation of this attribution by the Extraordinary General Meeting of Shareholders, may withdraw from the shareholders the preferential right to subscribe the new shares, cumulatively fulfilling the following conditions:

(i) in the presence of at least $\frac{3}{4}$ from the number of holders of the company's share capital and (ii) with the vote of a number of shareholders holding at least 85% of the voting rights in the Meeting.

Reduction of share capital

The Extraordinary General Meeting of Shareholders will decide on the reduction of the company's share capital.

The share capital may be reduced in the manner provided by law and this Articles of Association, for good reasons and only up to the minimum limit allowed by law.

The reduction of the company's share capital will be possible only after a period of 2 months from the date of publication of the decision in the Official Gazette of Romania.

16. Modification of the Articles of Incorporation of the company by **Modification of Art. 12 par. (3) lit. b in the following way:**

b) to elect or remove the members of the Board of Directors and to establish the remuneration of the non-executive directors as well as the maximum ceiling regarding the additional remunerations of the directors and the general limits of remuneration of the directors with delegation of management attributions of the company;

17. Modification of the Articles of Association of the company by **Elimination of letter i) from the content of Art. 12 par. (3).**

18. Modification of the Articles of Incorporation of the company by **Modification of Art. 12 par. (4) in the sense of inserting letter i, j and l which will have the following content and, consequently, the renumbering of the attributions from letter and the lit. it:**

i) to approve the acts of acquisition, alienation, exchange or constitution of some assets from the category of the fixed assets of the Company, whose value exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less receivables .



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j) to approve the leasing of tangible assets, for a period of more than one year, whose individual or cumulative value compared to the same co-contractor or persons involved or acting in concert exceeds 20% of the total value of fixed assets, less receivables at the date of conclusion of the legal act, as well as the associations for a period longer than one year, exceeding the same value;

k) to decide on any other subjects that are within its competence, according to the law;

l) delegates to the Board of Directors the following attributions: change of the secondary object of activity of the company.

19. Modification of the Articles of Incorporation of the company by Partial modification of Art. 13 Convening of the General Assembly in the following way:

The general meeting of shareholders meets at the company's headquarters or elsewhere in the same locality. The ordinary general meeting meets at least once a year within 4 months from the end of the financial year, to examine the balance sheet and profit and loss account for the previous year and to establish the activity program and budget for the current year.

The rest of the provisions of Art. 13 remain unchanged.

20. Modification of the Articles of Association of the company by Modification of Art. 14. Exercise of the voting right in the General Meeting of Shareholders, which will have the following content:

The decisions of the general assembly are taken by open vote.

The secret ballot shall be binding for the election of the members of the board of directors, the auditors or the auditors, for their revocation and for the decisions on the liability of the members of the company's administrative, management and control bodies.

The decisions of the general meeting are binding even for the absent or unrepresented shareholders.

Upon request, each shareholder will be informed of the results of the vote, regarding the decisions adopted in the General Meetings.

Shareholders who did not vote in favor of a decision of the General Meeting have the right to withdraw from the Company and to request the comparison of their shares by the Company, only if that decision has as object: change of the main object of activity, relocation of the Company abroad, changing the form of the company, merging or dividing the company.

The right of withdrawal may be exercised within 30 days from the date of publication of the decision of the general meeting in the Official Gazette of Romania, Part IV, except for the merger or division of the company, in which case the 30-day period is calculated by on the date of adoption of the decision of the general assembly. The price paid by the Company to the shareholder exercising his right of withdrawal is established by an independent



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appraiser registered with the A.S.F. and in accordance with the evaluation standards in force, according to the law.

In the event that the Company's shareholders withdraw from the company, the special provisions provided by Law no. 24/2017 regarding the issuers of financial instruments and operations on the republished market and Regulation 5/2018 regarding the issuers of financial instruments and market operations.

Decisions contrary to the law or the Articles of Incorporation may be challenged within 15 days of the publication in the Official Gazette of Romania of Part IV by any of the shareholders who did not attend the General Meeting or who voted against and asked to be inserted. this aspect in the minutes of the meeting, When reasons of absolute nullity are invoked, the right to action is imprescriptible, the request being able to be formulated by any interested person.

The members of the Board of Directors may not challenge the decisions of the General Assembly regarding their removal from office.

If the decision of the General Assembly is challenged in court, the company will be represented in court by the Board of Directors, and if the decision is challenged by all members of the Board of Directors, the company will be represented by the person appointed by the court between shareholders who will fulfill their mandate until the General Meeting convened for this purpose elects another person.

21. Modification of the Articles of Incorporation of the company by **Modification of Art. 15 by inserting the following provisions which will be numbered from par. (2) in para. (4):**

(2) The candidates for the administrator positions are proposed by the members of the Board of Directors or by the shareholders. The person elected as administrator must be insured for professional liability. The administrators will conclude an administration contract (mandate) with the Company.

(3) The directors may be revoked at any time by the General Meeting of Shareholders.

(4) In case of vacancy of one or more director positions, the Board of Directors shall proceed to the appointment of temporary administrators, until the meeting of the General Meeting of Shareholders. If the vacancy determines the decrease of the number of directors below the legal minimum, the remaining administrators convene the Ordinary General Meeting of Shareholders, for the election of the new members of the Board of Directors. If the directors do not fulfill this obligation, any interested party may apply to the court to appoint the person in charge of convening the Ordinary General Meeting of Shareholders.

22. Modification of the Articles of Association of the company by **Elimination of par. (8) of the content of Art. 15 regarding the Directors of the company to which the Board of Directors has delegated to the management of the company the renumbering of art. 15 below, in relation to the proposed amendments to points 21) and 22).**



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23. Modification of the Articles of Incorporation of the company by **Modifying Art. 16 in the following way:**

The Board of Directors is in charge of fulfilling all the necessary and useful acts for the accomplishment of the object of activity of the company, except for those reserved by law for the General Meeting of Shareholders.

In order to fulfill its obligations, the Board of Directors will adopt rules, in order to protect the interests of the company, in the fields of financial reporting, internal control and risk management.

The company's administrators and directors will maintain the confidentiality of all information and documents to which they have access during their term of office and will take all necessary measures to ensure confidentiality at company level by adopting internal circuit procedures and disclosing confidential information and documents to third parties.

The Board of Directors has the following basic powers which cannot be delegated to directors:

- a) establishing the main directions of activity and development of the Company;*
- b) the preparation of the Annual Report, the organization of the General Meeting of Shareholders and the fulfillment of their decisions.*
- c) establishing the accounting and financial control system and approving the financial planning;*
- d) the appointment and removal of directors and the establishment of their remuneration; sets the number of directors;*
- e) establishing the additional remuneration of the members of the Board of Directors in charge of specific functions, within the limits approved by the General Meeting of Shareholders;*
- f) The Board of Directors is in charge of supervising the activities of the directors. Any director may request from the directors information regarding the operative management of the company.*
- g) the introduction of the request for opening the insolvency procedure of the company, according to Law no. 85/2006 on the occurrence of insolvency.*
- h) decides to move the company's headquarters to the same county and change the company's object of activity, except for the main field and activity.*
- i) decides on the establishment or abolition of secondary offices: branches, agencies, representatives or other such units without legal personality.*

Other duties of the board of directors:

- a) approves the Company's Organization Chart;*
 - b) approves the Company's Regulations and the Collective Labor Agreement negotiated at the Company's level;*
 - c) approves the organization and dismissal of the staff and establishes its rights and obligations;*
 - d) establishes the duties and responsibilities of the company's staff by compartments;*
 - e) approves the conclusion or termination of leases for both assets and fixed assets;*
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f) establishes the tactics and strategy of marketing, research and development, quality assurance, environmental protection;

g) solves any other problems established by the general meeting of shareholders or concerning the current management of the activity.

h) the adoption and implementation of a procedure regarding the internal circuit and the disclosure to third parties of the documents and information regarding the company.

The Board of Directors meets at least once every 3 months.

The Board of Directors shall also be convened at the reasoned request of at least 2 of its members or of the Director-General.

In this case, the agenda is established by the members who convened the Board of Directors, the President being obliged to comply with these requests.

24. Modification of the Articles of Incorporation of the company by **Modification of Art. 19 par. (4) as follows:**

(4) The rights and obligations of the company's staff are established by the Individual Employment Contract, the Collective Labor Agreement, the Job Description and the Regulations approved by the Board of Directors.

25. Modification of the Articles of Incorporation of the company by **Modification of all articles in the Articles of Incorporation of the company Prebet Aiud S.A. in the sense of assigning paragraphs to each paragraph in the articles and numbering them accordingly.**

All other aspects of the initial call regarding the procedure and the conduct of the OGMS and the EGMS remain unchanged.

The Board of Directors of PREBET AIUD S.A.,

by Francis Mathe

Chairman of the Board of Directors



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