

# Current Report

No. 76/17.10.2022

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: **October 17, 2022**

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 in the summoning of the Ordinary and Extraordinary General Shareholders' Meetings of Alro S.A., as follows:

- I.** Further to its Resolution no. 1658 dated October 17, 2022, the Board of Directors of Alro S.A. (hereinafter referred to as the “Company”), 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, on the basis of art. 117 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, hereby convenes the Ordinary and Extraordinary General Meetings of Shareholders registered in the Shareholders' Registry at the end of the day of **November 10, 2022**, considered reference date, for the date of **November 22, 2022, starting with 9:00 AM and respectively starting with 9:30 AM** at the registered office of the Company in Slatina, 116 Pitesti Street, Olt County, Romania.

Should, on the above-mentioned date, the attendance quorum provided by the Articles of Incorporation of the Company be not met, according to art. 118 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, the second Ordinary and Extraordinary General Meetings of the Shareholders are convened and set for the date of **November 23, 2022, starting with 9:00 AM and respectively starting with 9:30 AM** at the Company's registered office in Slatina, 116 Pitesti Street, Olt County, Romania.

- II.** The agenda of the Ordinary General Meeting of the Shareholders is the following:
1. Approval of the Remuneration Policy.
  2. Approval to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders' resolutions.
  3. Approval of the date of **December 23, 2022** as registration date, for the opposability of all the decisions made by the Ordinary 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.

4. Approval of the date of **December 22, 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.

**III.** The agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. Approval of the Company's participation, with a contribution in cash, representing the equivalent in RON at an exchange rate to be determined later by the parties, of the amount of Eur 43,514,190, in the establishment of a joint venture in order to build a power plant of 850 Mw at Işalniţa.
2. Approval of the empowerment of the General Manager and of the Financial Manager of the Company to negotiate and to sign, together, both the associates agreement and the articles of incorporation of the new company, as well as any other documents necessary for the completion of the project. The General Manager and/or the Financial Manager may mandate another person to carry out the above mentioned.
3. Approval to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders' resolutions.
4. Approval of the date of **December 23, 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.
5. Approval of the date of **December 22, 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.

**IV.** One or more shareholders, holding, individually or together, at least 5% from the share capital of the Company, has/have the right:

- (a) to include new items on the agenda of the General Meetings of the Shareholders (each new item shall be submitted together with an explanation or a draft resolution in order to be adopted in the General Meetings) and
- (b) to submit draft resolutions for items included or to be included on the agenda of the two General Meetings of the Shareholders,

within 15 days from the date this summons has been published, i.e. not later than **November 3<sup>rd</sup>, 2022**.

The shareholders rights mentioned at points (a) and (b) shall be exercised only in writing.

**V.** The shareholders are entitled to ask questions related to items on the agenda of the above mentioned general meetings; the answers to be published on the Company's Internet website page [www.alro.ro](http://www.alro.ro).

The questions shall be submitted or sent at the registered office of the Company in such way to be registered at the Registration Office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, not later than **November 14, 2022, hours 3:00 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS FROM NOVEMBER 22/23, 2022"**.

- VI.** The registered shareholders at the reference date shall exercise the right to participate and vote in the Ordinary and Extraordinary General Meetings of the Shareholders personally, via correspondence or through a representative with special/general proxy. The general proxy will be awarded by the shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 20 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations, or to an attorney-at-law.
- VII.** In case the shareholders appoint representatives for participation and voting in the Ordinary and Extraordinary General Meetings of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.
- VIII.** The bulletin forms for vote via correspondence and the special proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings of the Shareholders are made available at the registered office of the Company, as well as on the website of the Company [www.alro.ro](http://www.alro.ro).
- IX.** Correspondence vote forms filled in by the shareholders either in Romanian or English shall be submitted or sent in original, through certified mail, to the Registration Office of the Company, or shall be sent by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature, republished, to [cstoian@alro.ro](mailto:cstoian@alro.ro) - **with a read receipt request**, together with the copy of the identity document for shareholders - natural person or with the copy of the identity document of the legal representative of the shareholder - legal person, signatory of the Correspondence vote form, in such way to be registered at the Registration Office of the Company /received at the e-mail address [cstoian@alro.ro](mailto:cstoian@alro.ro), as follows:
- not later than **November 20, 2022, hours 7:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM NOVEMBER 22/23, 2022”**;
  - not later than **November 20, 2022, hours 7:30 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM NOVEMBER 22/23, 2022”**.

**In case of the correspondence vote forms sent with incorporated extended electronic signature, Alro makes available to the senders the phone number +40 (0)249 431 901, interior 1291 for verification of the receiving of the e-mail containing the vote expressed.**

- X.** The correspondence vote forms which shall not have been received in the form and within the term provided for under art. IX of this Summons shall not be taken into account when the presence and the voting quorum are established and when the votes are counted in the Ordinary and Extraordinary General Meetings of the Shareholders.
- XI.** The proxies for shareholders' representation in the General Meetings, filled in by the shareholders either in Romanian or in a widely used language in the international financial area, together with the copy of the identity document of the appointed representative, shall be submitted or sent in copy, containing the remark of true copy of the original under the representative's signature, through certified mail, to the Registration Office of the Company or shall be sent by e-mail with incorporated extended electronic signature as per Law no.

455/2001 on the electronic signature, republished, to [cstoian@alro.ro](mailto:cstoian@alro.ro) - **with a read receipt request**, in such way to be registered at the registry of the Company//received at the e-mail address [cstoian@alro.ro](mailto:cstoian@alro.ro) as follows:

- not later than **November 20, 2022, hours 7:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM NOVEMBER 22/23, 2022;**
- not later than **November 20, 2022, hours 7:30 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM NOVEMBER 22/23, 2022.**

**In case of the proxies sent with incorporated extended electronic, Alro makes available to the senders the phone number +40 (0)249 431 901, interior 1291 for verification of the receiving of the e-mail containing the vote expressed.**

- XII.** Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Ordinary and Extraordinary General Meetings of the Shareholders convened for **November 22/23, 2022** personally, via correspondence or through a representative with proxy.
- XIII.** The documents and information related to the items of the agenda of the Ordinary and Extraordinary General Meetings of the Shareholders, as well as the draft decisions related to the items on the agenda of the two General Meetings, the Correspondence vote forms and the proxy forms for representation of the shareholders in the Ordinary and 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) starting from the date of **October 20, 2022.**

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**