

TO: BUCHAREST STOCK EXCHANGE (BSE)
ADDRESS: 34-36 Carol I Boulevard, Bucharest, postal code 020922

FINANCIAL SUPERVISORY AUTHORITY
Financial Investments and Instruments Sector
Issuers, Transactions Monitoring and Market Abuse Department
15 Splaiul Independenței, district 5, Bucharest

REF: Information on the basis of Law 24/2017, FSA Reg. 5/2018, EU Reg. 596/2014

ANNOUNCEMENT AND CURRENT REPORT

Date of the report:	20.09.2022
Name of the issuing company:	Aquila Part Prod Com S.A.
Headquarters:	Ploiești city, 105A Malu Rosu street, Prahova county, Romania
Telephone number:	0244.594.793
Sole identification code:	6484554
Trade registry reg. no.:	J29/2790/1994
Subscribed and paid capital:	180,000,360 lei
Total no. of shares:	1,200,002,400 shares
Market on which securities are traded:	Bucharest Stock Exchange, Premium Tier

IMPORTANT EVENT:

The board of directors of Aquila Part Prod Com S.A. (market symbol "AQ") convenes the:

- Ordinary General Shareholders meeting on 24 October 2022 at 11:00 for the first call and on 25 October 2022 at 11:00 for the second call, to be held at Printex meeting room, located in Ploiesti, 5 Poligonului Street, Prahova County, Printex building.

The convening notice of General Shareholders meeting together with the agenda are attached to this current report.

Cătălin Constantin Vasile
CEO



THE COMPANY AQUILA PART PROD COM S.A.

CONVENING NOTICE

The Board of Directors of Aquila Part Prod Com S.A., a joint stock company managed based on a one-tier system and operating according to Romanian law, with registered office in Romania, Prahova county, Ploiești city, 105A Malu Roșu street, registered at the Trade Register of Prahova Court under no. J29/2790/1994, tax code 6484554, having a subscribed and paid up share capital of RON 180,000,360 (the "**Company**"), based on:

- Decision no. 18 of 20.09.2022 of the Board of Directors
- art. 117 and the following of Companies Law 31/1990, as republished ("**Law 31/1990**"),
- art. 105 of Law 24/2017 on issuers of financial instruments and market operations ("**Law 24/2017**") and the secondary regulations issued for its enforcement;
- art. 9 of the Company's Articles of Association,

CONVENES THE:

ORDINARY GENERAL SHAREHOLDERS MEETING ("**OGSM**")

to be held at Printex meeting room, located in Ploiești city, 5 Poligonului Street, Prahova county, Printex building, for all the persons registered in the Company's shareholders register kept by Depozitarul Central S.A. as of the Record Date **14.10.2022**, entitled to attend and vote at the OGSM:

- (a) on 24 October 2022, starting 11:00 pm (Romania time), for the first call;
- (b) on 25 October 2022, starting 11:00 pm (Romania time), for the second call if, at the first call, the minimum quorum for validly holding the meeting is not gathered within the time notified by the president of the Board of Directors.

Proposed agenda for the first and the second call of the OGSM:

- 1. To approve the distribution of special gross dividend at a value of RON 0,02632 per share.**

2. To approve the date of 17.11.2022 as the record date for identifying the shareholders subject to the effects of the OGSM Decision and the date of 16.11.2022 as Ex-Date.
3. To set the date of 08.12.2022 as the Special Dividend Payment Date.
4. To grant power to the President of the Board of Directors to sign in shareholders' name the OGSM Decisions and to carry out any act or formality required by law for the registration of OGSM decisions. The President of the Board of Directors may delegate all or part of the powers granted above to any person/s having the competence to carry out such mandate.

Important information regarding the OGSM

A. Record date

The record date approved by the Board of Directors used to identify the shareholders entitled to attend the OGSM and to vote at the respective meetings, at the first or the second call respectively, is **14.10.2022** (the "Record Date").

B. Adding items on the agenda and submission of draft decisions

One or more shareholders representing, severally or jointly, at least 5% of the share capital has/have the right:

- to add items on the agenda of the OGSM, provided that each item is accompanied by a justification or a draft decision submitted to the OGSM for adoption. If the exercise of this right amends the OGSM agenda already published, the Company will make available an amended agenda, using the same procedure as for the previous agenda, before the Record Date and at least 10 days prior to the OGSM;
- to submit draft decisions for the items included or proposed to be included on the agenda of the OGSM.

Deadline: The proposals to supplement the agenda and those related to draft decisions will be submitted to the Company according to the procedure set out at Section F below, so as to



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be registered by the Company the latest on the fifteenth (15th) day, 16:30 hrs., subsequent to the date when the convening notice was published in the Official Gazette, accompanied by the identification documents of the shareholder making such proposals, as specified at Section F below.

C. Asking questions

Every shareholder has the right to ask questions regarding the items on the agenda of the OGSM prior to the meeting, and the Company must answer the questions received from shareholders.

For identification purposes, the shareholders asking questions in writing prior to the OGSM meeting will send the questions to the Company using the means set out at Section F below, together with the shareholder's identification documents (as defined at Section F below).

The answers to these questions will be given at the OGSM. The Board of Directors may prepare a general answer for the questions having the same content. The Board of Directors may choose to publish the answers to shareholders' questions on the Company's website under the "FAQ" section.

Deadline: the deadline for registering the written questions with the Company is the business day prior to the OGSM (first or second call), namely 24 October 2022 for the first call and 25 October 2022 for the second call.

D. Procedure for attending and voting based on power of attorney

General provisions

Every shareholder registered as of the Record Date is entitled to appoint any other natural or legal person as attorney to attend and vote on his/her behalf at the OGSM, based on a special or general power of attorney. A shareholder may appoint a single person to represent him/her at the OGSM. Nevertheless, if the shareholder holds Company's shares in several securities

accounts, this restriction will not prevent him/her to appoint a separate attorney for the shares held in each securities account in relation to the OGSM.

The attorney enjoys the same rights to speak and ask questions at the OGSM that the shareholder whom he/she represents would enjoy. To be appointed attorney, the respective person must have legal competence.

In case a shareholder is represented by a credit institution providing custody services, the latter may vote at the OGSM based on the voting instructions received by electronic communication means, without the shareholder having to give a special or general power of attorney in this respect. The custodian will vote at the OGSM exclusively according to and within the limit of the instructions received from its clients having the quality of shareholders as of the Record Date.

In case that, at the OGSM, topics that were not included on the published agenda are discussed, according to legal provisions, the attorney may vote in relation to such topics according to the interest of the shareholder he/she represents.

Failure to submit the general or special power of attorneys by the date set is sanctioned by losing the right to vote by attorney at the OGSM.

General power of attorney

The shareholder may grant a general power of attorney valid for a period of maximum 3 years, unless the parties expressly set a longer period, provided that the power of attorney is granted by the shareholder, as client, to an intermediary defined according to art. 2 par. (1) point 20 of Law no. 24/2017 or to a lawyer.

The general power of attorney must contain at least the following information:

1. shareholder's name;
2. attorney's name (person to whom power of attorney is granted);
3. power of attorney's date, as well as its validity period; powers of attorney having a subsequent date will revoke the powers of attorney having a prior date;
4. should state that the shareholder grants power of attorney to the attorney to attend and vote in his/her name, based on the general power of attorney, at the general shareholders



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meeting for the entire holding of the shareholder as of the record date, expressly specifying the Company or containing a generic wording regarding a certain category of issuers.

General powers of attorney failing to contain at least the information above will not be binding for the Company.

The general power of attorney cannot be used if the attorney has a conflict of interest that may occur especially in the following cases:

- a) is a majority shareholder of the Company or another person controlled by the respective shareholder;
- b) is member of an administration, management or supervision body within the Company, a majority shareholder or a controlled person, according to the provisions of letter a);
- c) is an employee or auditor of the Company or of a majority shareholder or a controlled entity, according to the provisions of letter a);
- d) is the spouse, relative or up to fourth degree in-laws inclusively of one of the natural persons specified under letters a)-c).

By the power of attorney, a shareholder may appoint one or more substitute attorneys securing his/her representation at the OGSM in case it is impossible for the empowered person to carry out his/her mandate. In case the power of attorney names several substitute attorneys, the order in which they will carry out the mandate will also be set.

The attorney may not be replaced by another person unless this right was expressly granted thereto by the shareholder in the power of attorney. If the attorney is a legal person, it may carry out the mandate received through any person who is part of its administration or management body or who is its employee.

The powers of attorney, before their first use, are sent to the Company in copy, certified as true copy by the attorney, using the means specified at Section F below, so that the Company registers them at least 2 business days before the date of the first call of the OGSM, together with an affidavit, in original, issued by the legal representative of the intermediary or by the



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lawyer being granted power of attorney by means of the general power of attorney signed and, as the case may be, stamped, stating that:

- the power of attorney is granted by the respective shareholder, as client, to the intermediary or to the lawyer, as the case may be;
- the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, as the case may be.

The general power of attorney ends:

- by written revocation by the shareholder having granted it, sent to the Company the latest by the deadline for submitting powers of attorney valid for the OGSM, in Romanian or English language; or
- if the shareholder granting the power of attorney loses its quality of shareholder as of the Record Date; or
- if the attorney loses the quality of intermediary or lawyer.

Deadline: The general powers of attorney, before their first use, accompanied by the attorney's affidavit in original, will be sent to the Company so that the latter may register the same the latest on 21.10.2022, 16:00 am.

Special power of attorney

The special power of attorney may be granted to any person for the purpose of representation at the OGSM based on the form made available by the Company and will contain specific voting instructions from the shareholder, clearly stating the voting option for every item included on the agenda of the OGSM. The special power of attorney may be granted only by using the special power of attorney form made available to shareholders by the Company according to section G. *Documents and informative materials for the OGSM*. The attorney must vote according to the instructions given by the shareholder granting the power of attorney. In case of the special power of attorney, an original counterpart, filled in in Romanian or English language and signed by the shareholder, together with a copy of the shareholder's and attorney's identity documents, will be sent to the Company according to



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Section F below. Special powers of attorney failing to contain at least the information included in the form made available by the Company will not be binding for the Company.

Deadline: Special powers of attorney, together with the specified documents, will be sent to the Company so that the latter may register the same the latest on 21.10.2022, 16:00 am.

E. Procedure of voting by correspondence

The Company's Shareholders registered as of the Record Date in the Company's shareholder register kept by Depozitarul Central S.A. have the option to vote by correspondence by using the ballot form for the vote by correspondence made available to shareholders by the Company, in both Romanian and English language.

The vote by correspondence may be exercised by a conventional attorney of the shareholder only in case he/she received from the respective shareholder a special/general power of attorney to be submitted to the Company or if the attorney is a credit institution providing custody services, as detailed at Section F above. If the person representing the shareholder by attending the OGSM in person is different than that who expressed the vote by correspondence, for the purpose of the validity of his/her vote, he/she will submit to the OGSM meeting secretary a written cancellation of the vote by correspondence signed by the shareholder or by the attorney who voted by correspondence. This will not be necessary in case the shareholder or his/her legal representative is present in person at the OGSM.

In case of vote by correspondence, the voting ballots, filled in in Romanian or English and signed, together with a copy of the shareholder's identity document, will be sent to the Company by the means specified at Section F below.

The voting ballots by correspondence failing to contain at least the information included in the form made available by the Company will not be binding for the Company. Failure to send the voting ballots by correspondence by the date set is sanctioned by losing the right to vote at the OGSM.

Deadline: The voting ballots by correspondence, together with the specified documents, will be sent to the Company so that the latter may register the same the latest on 21.10.2022, 16:00 am.

F. Means for sending the documents and other formalities

All the documents specified in this convening notice as being necessary for the exercise of the shareholder rights in connection to the OGSM will be sent to the Company so that the latter may register the same within the deadlines specified in this convening notice, as follows:

- by submitting them at the Registration desk or sending them by post or courier, delivery receipt, at the address: Romania, Prahova county, Ploiești city, 105A Malu Roșu Street, for the attention of the Legal Department, clearly specifying on the envelope "For the Ordinary General Shareholders Meeting of Aquila Part Prod Com S.A. of 24/25.10.2022" or
- by e-mail to actionari@aquila.ro, with extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, clearly stating in the e-mail's subject: "For the Ordinary General Shareholders Meeting of Aquila Part Prod Com S.A. of 24/25.10.2022".

The identification documents mentioned in this convening notice always refer to:

- (a) copy of the valid identity card of the shareholder natural person (identity card/passport), signed by the shareholder, containing the date and the wording "*Certified as true copy*"; or
- (b) proof that the person signing the document by which the right or procedure specified in this convening notice is exercised is the legal representative of the shareholder (if the shareholder did not provide to the central depository/participant the appropriate information regarding its legal representative), as well as, in any case, a copy of the identity card/passport of the legal representative signed by the shareholder, containing the date and the wording "*Certified as true copy*".

The documents certifying the quality of legal representative issued in a foreign language, other than English, will be accompanied by a translation into Romanian or English made by a certified translator. If the shareholder legal person did not provide to the central depository/participant the appropriate information regarding its legal representative, the proof of the quality of legal representative of the shareholder will be made based on the relevant valid documents issued by the trade register or another similar entity in the country where the shareholder is registered.

The quality of shareholder, as well as, in case of shareholders legal persons or entities without legal status, the quality of legal representative, is ascertained based on the list of shareholders as of the Record Date/Registration Date, received by the Company from DEPOZITARUL CENTRAL - S.A., based on the following documents submitted to the Company by the shareholder, issued by DEPOZITARUL CENTRAL - S.A. or by the participants providing custody services:

- a) account statement certifying the quality of shareholder and the number of shares held;
- b) documents certifying the registration of the information on the legal representative with DEPOZITARUL CENTRAL - S.A./respective participants.

G. Documents and informative materials for the OGSM

The documents and informative materials related to the items included on the agenda of the OGSM, the present convening notice, draft decisions, total number of shares and voting rights as of the convening date, as well as the forms for special power of attorney and voting by correspondence for the OGSM will be made available to shareholders in both Romanian and English language, starting 23 September 2022, at the Company's registered office of Romania, Prahova county, Ploiești city, 105A Malu Roșu, and will be displayed on the Company's website (www.aquila.ro, Investor Relation section < General Shareholders Meetings).

As of the convening date, the Company's share capital is formed of 1,200,002,400 nominative shares, out of which 1,080,000 shares are held by the Company and do not grant

voting rights. Therefore, as of the convening date, the total number of voting rights attached to the shares issued by the Company is 1,198,922,400 voting rights.

The draft decisions proposed by the shareholders will be added on the Company's website as soon as possible, after they are received by the Company.

Additional information may be obtained from the Investor Relations Department, e-mail: jean.dumitrescu@aquila.ro or e-mail: actionari@aquila.ro and on the Company's website www.aquila.ro.

Elaborated today, 20.09.2022, in Ploiesti.

***PRESIDENT OF THE BOARD OF DIRECTORS
ALIN ADRIAN DOCIU
AQUILA PART PROD COM S.A.***

