



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
Internet: www.prebet.ro

No. 1013 / 22.03.2022

To,

**Bucharest Stock Exchange
Financing Surveillance 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: **22.03.2022**

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 :

PREBET AIUD S.A. informs that in the meeting of the Board of Directors of PREBET AIUD S.A. of 21.03.2022, was decided:

▪ **The convening of A.G.O.A and A.G.E.A of SC PREBET AIUD SA for the date of 28 / 29.04.2022, at 12⁰⁰, respectively 13³⁰.**

Annex: Convocation of PREBET AIUD S.A. Ordinary and Extraordinary General Meeting of Shareholders on 28/29.04.2022.

Manager
Cosmin Porutiu



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**Board of Directors of PREBET AIUD S.A.
meet at the meeting of 21.03.2022, time 12⁰⁰**

CONVOKES

I. ORDINARY GENERAL MEETING OF SHAREHOLDERS in 28/29.04.2022, at 12⁰⁰ a.m. at the registered office of the Company in Aiud, Str. Arenei, Nr. 10, Jud. Alba;

II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS in 28/29.04.2022, at 13³⁰ p.m. at the registered office of the Company in Aiud, Str. Arenei, Nr. 10, Jud. Alba,

for all shareholders registered in the Register of Shareholders managed by Depozitarul Central S.A. București, on 15.04.2022, a day established as **reference date**, for both general meetings of shareholders, except that only those who are shareholders on that date are entitled to attend and vote at the general meeting of shareholders.

The convocation shall be made in accordance with the Law no. 31/1990 R, as subsequently amended and supplemented, Law no. 24/2017 and the regulations of A.S.F., made for its application, and those of the Articles of Association of PREBET AIUD S.A.

I. ORDINARY GENERAL MEETING OF SHAREHOLDERS

shall have the following

AGENDA:

1. Approval of the individual annual financial statements of Prebet Aiud S.A. for the financial year 2021, prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Directors of the company and the Report of the Independent Financial Auditor.
2. Approval of the distribution of the net profit of the Company made in 2021 in the amount of 4,201,615 lei, according to the proposal of the Board of Directors, as follows:
 - 0 lei - legal reserve;
 - 4,201,615 lei - other reserves;
3. Approval of the discharge of the administrators for the financial year 2021.
4. Approval of the Revenue and Expenditure Budget for 2022.
5. Election of the financial auditor.
6. Approval of the establishment of two limited liability companies, in which the company Prebet Aiud S.A. to have the quality of sole partner, in order to:
 - (a) construction and operation of ballast for the purpose of carrying out the production and marketing of the resulting material;
 - (b) the carrying out of activities in the field of energy production, including the provision of





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the energy resources necessary for the carrying out of the activity by the company.

7. Approval of the mandate of the Board of Directors for adopting all necessary decisions and carrying out all necessary formalities in order to fulfill the decision to establish two limited liability companies according to point 7, including but not limited to establishing the main and secondary objects of activity, headquarters and working points, administrators, subscribed share capital, names, duration of operation and any other elements necessary for the establishment of the company.

8. Approval of the mandate of the Board of Directors for the adoption of all necessary decisions regarding the activities carried out, the formalities regarding the functioning, the modification of the internal acts (constitutive act, statute, regulations) and any other formalities regarding the companies established according to point 7, consequently through the decisions The consent of Prebet Aiud SA was expressed to the Board of Directors regarding any aspect related to the functioning of the companies and the development of the activities by the newly established companies.

9. Approval of the Remuneration Report for the financial year 2021.

10. Approval of the Remuneration Policy regarding the management of the company.

11. Approval of the date of 25.05.2022, 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.

12. Approval of the date of 24.05.2022 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.

13. Approval of the power of attorney and mandate of the directors of the company (General Manager, Deputy General Manager, Economic Director), for carrying out the necessary and legal operations for registering the decisions of the ordinary general meeting of shareholders and carrying out publicity formalities, any director having the right to perform any of these formalities.

II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

shall have the following

AGENDA:

- 1.** Approval of the Company's Investment Plan for 2022 up to the amount of 7,000,000 Euros.
- 2.** Approval of the crediting by the company of the two companies to be constituted according to item 7 on the agenda of the Ordinary General Meeting, in accordance with the Investment Plan of the company Prebet Aiud for the year 2022.
- 3.** Approval of the conclusion by the company, as a borrower, with any banking institution, as a creditor, within a maximum total amount of 8,000,000 euros, of any credit agreements and of any guarantee contracts (mortgage contracts of any rank, pledges and any other guarantee instruments) to guarantee all the obligations resulting from the credit agreements concluded by the company. In case of refinancing the existing credit line in the amount of RON 6,000,000, the maximum contracting limit will be increased by the value of the refinanced credit line.
- 4.** Approval of the mandate of the Board of Directors in order to take all the necessary decisions and complete all the necessary formalities for:



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• negotiating, signing, completing, issuing and drawing up (in authentic form, where applicable) in the name and on behalf of the Company, all acts, confirmations and documents in order to carry out the resolutions adopted according to point 2.

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

• in general, the fulfillment of all the necessary or useful formalities and actions for the purpose of the transaction considered by the documents mentioned in the above resolutions.

5. Approval of the modification of the program for acquiring the own shares carried out in order to reduce the share capital, approved by the OGMS Decision no. 1 / 12.01.2022, in the following way:

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 8% of the subscribed share capital.

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: 1.05.2022 - 31.12.2022.

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 legal provisions.

6. Approval of the date of 25.05.2022 as the date of registration, respectively of identification of the shareholders affected by the effects of the adopted decisions, 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.

7. Approval of the date of 24.05.2022 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.

8. Approval of the power of attorney and mandate of the directors of the company (General Manager, Deputy General Manager, Economic Director), for carrying out the necessary and legal operations for registering the decisions of the extraordinary general meeting of shareholders and carrying out publicity formalities, any director having the right to perform alone any of these formalities.

Documents related to the shareholders general assembly

The materials related to the agenda (financial statements, reports and other materials), the special power of attorney forms (proxies), the ballot papers by mail, the draft decisions of the general meetings, as well as the Procedure for exercising the right to vote will be made available to shareholders. starting with **28.03.2022**.

The above-mentioned documents will be made available to shareholders at the company's headquarters in Aiud, Str. Arena, Nr. 10, Jud. Alba, every day from Monday to Friday between 10:00 and 12:00.

At the same time, the documents can be consulted and / or downloaded from the company's website at www.prebet.ro section Investor Relations, AGOA-AGEA Prebet Aiud SA from 28 / 29.04.2022.



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Item 1 – Shareholders’ right to introduce new items on the agenda of the general assembly and to make proposals of resolutions referring to the items on the agenda.

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

a) introduce items on the agenda of the General Assembly, under the condition that each item is accompanied by a justification or a draft of the resolution proposed to be approved by the General Assembly; and

b) to present draft resolutions for the items included or proposed to be included on the agenda of the General Assembly;

Requests on supplementing the agenda and proposals of draft resolutions submitted by the shareholders will be published on the Company’s website, www.prebet.ro.

The rights mentioned in letters (a) and (b) above may be exercised only in writing, the proposals made shall be sent by courier services or electronic means, within a maximum of 15 days from the date of publication of the call, according to art. 105 para. (5) of Law no. 24/2017. The requests drawn up in order to exercise the above-mentioned rights will obligatorily include, on each page, the written mention in capital letters: “FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF PREBET AIUD SA FROM 28 / 29.04.2022” and can be sent to the company's headquarters in Aiud, Str. Arena, Nr. 10, Jud. Alba, postal code 515200 or at the e-mail address office@prebet.ro.

I.1. Methods of sending the documents:

Documents may be sent as follows:

- in original, by courier services to the headquarters of SC PREBET AIUD SA, Aiud, str. Arenei, no. 10, Alba County;
- by e-mail, to the address office@prebet.ro. Scanned documents will be sent as attachments in pdf format files, incorporating, attaching or logically associating extended electronic signature complying with the requirements of Law no. 455/2001.

Regardless of the transmission method, the requests will be signed by the shareholders or their representatives.

I.2 - Rules for identifying shareholders:

i. In order to identify the individual shareholders, it is necessary to copy the identity document, certified by mentioning “according to the original”, followed by the handwritten signature of the shareholder. In the case of individual shareholders without legal capacity to exercise, the following additional documents will be presented:

- copy of the identity document of the natural person who has the quality of legal representative;
- copy of the document proving the capacity of legal representative. And these documents will be certified by the mention "according to the original", followed by the handwritten signature of the legal representative.





ii. In order to identify the shareholders of Romanian legal entities, the following elements are necessary:

- copy of the identity document of the legal representative, certified by the mention "according to the original", followed by the holographic signature of the legal representative;

- the quality of legal representative will be verified in the Register of Shareholders drawn up by the Central Depository for the reference date.

If the information from the Shareholders Register prepared by the Central Depository for the reference date does not allow the identification of the legal representative of the shareholder Romanian legal entity, the identification can be made based on a certificate issued by the trade register, in original or in copy according to the original, or on the basis of any other document with a similar role, in original or in a copy conforming to the original, issued by a competent Romanian authority. The documents attesting the quality of legal representative must be issued at most 3 months before the date of publication of the convening notice of the meeting.

iii. To identify foreign legal entities:

- copy of the identity document of the legal representative, certified with the mention "according to the original" written in Romanian or English, followed by his handwritten signature;

- the quality of legal representative of the foreign legal entity will be taken from the Register of Shareholders received from the Central Depository or will be justified on the basis of documents attesting the quality of legal representative of the foreign legal entity, namely document with a role similar to in original or in copy in accordance with the original, by mentioning "in accordance with the original" in English, followed by the handwritten signature, issued by the competent authority of the state in which the shareholder is legally registered, attesting the quality of legal representative. The documents attesting the quality of legal representative will be issued at most 3 months before the date of publication of the convening notice of the meeting;

iv. For shareholders of the type of entities without legal personality:

- copy of the identity document of the legal representative, certified according to the original, by mentioning "according to the original" in Romanian or English, followed by the handwritten signature;

- the quality of legal representative will be verified at the Register of Shareholders drawn up by the Central Depository for the reference date.

If the information in the Shareholders' Register prepared by the Central Depository for the reference date does not allow the identification of the legal representative of the shareholder of the type of entities without legal personality, this quality can be proved based on other documents attesting the quality of legal representative, issued by the competent authority or any other document attesting such quality, in accordance with the legal provisions.

If the documents referred to in paragraphs (i) to (iv) above are in a foreign language other than English, they shall be accompanied by a translation into Romanian or English by an authorized translator.





Item II - Shareholders' right to ask questions on the agenda:

Shareholders may exercise their rights provided by art. 198 of the FSA Regulation no. 5/2018 until the latest on 22.04.2022, at 14:30. The questions will be sent in writing by one of the methods specified in point **I.1 - "Methods of transmission of documents"**.

Detailed information on the shareholders' rights mentioned above is available on the Prebet Aiud SA website, at www.prebet.ro.

Point III - The right of the shareholders to participate in the OGMS-AGEA PREBET AIUD SA from 28 / 29.04.2022:

All the shareholders of the Company registered in the Consolidated Register drawn up by the Central Depository of Bucharest for the end of the day of **15.03.2022 (reference date)** can participate in the ordinary and extraordinary general meetings of SC Prebet Aiud SA from 28 / 29.04.2022.

Shareholders may attend the general meeting directly or through proxy.

III.1 Direct participation in the General Meeting of Shareholders:

The access of the shareholders entitled to participate in the general meeting of shareholders is allowed by simply proving their identity, made, in the case of individual shareholders, with their identity card or, in the case of legal entities, of the legal representative, and in the case of legal entities. and of the shareholders represented natural persons, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions in the matter.

III.2 Participation in the General Meeting of Shareholders through a representative:

Shareholders may be represented at the general meeting by persons other than the shareholders, on the basis of a **special or general power of attorney**.

The special power of attorney (power of attorney) can be granted to any person for representation in a single general meeting and contains specific voting instructions from the shareholder, clearly specifying the voting option for each item on the agenda of the general meeting. In this situation, the provisions of art. 125 para. 5 of Law 31/1990 are not applicable. In case of discussion in the general meeting of shareholders, in accordance with the legal provisions, of some items not included on the published agenda, the proxy may vote on them, according to the interest of the represented shareholder.

The special power of attorney (proxy) forms will be completed and signed by the shareholder and by the proxy in three copies:

- 1) a copy will be handed to the proxy;
- 2) the second copy will remain with the represented shareholder;

3) the third copy will be submitted in person or will be sent to the headquarters of SC Prebet Aiud SA in compliance with point **I.1 - "Methods of transmitting documents"**, **until no later than 26.04.2022, at 12:00, respectively 13:30.**

If the special power of attorney (proxy) is sent by courier, it is mandatory that the shareholder's signature be certified by a notary or a lawyer. In the case of shareholders without capacity to exercise and in the case of legal persons shareholders, the special power of attorney (power of attorney) will be signed by their legal





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representative. The identification of the shareholders and their legal representatives will be made in compliance with the rules presented in point **I.2 - “Rules regarding the identification of shareholders”** of this call.

Shareholders may grant a **general power of attorney (power of attorney)** valid for a period not exceeding 3 years, allowing their representative to vote on all matters under discussion at the general meeting of shareholders of one or more issuers identified in the power of attorney (proxy). individually or by a generic formulation regarding a certain category of issuers, including in terms of disposition documents, provided that the power of attorney granted by the shareholder, as a client, to an intermediary defined according to the provisions of art. 2 par. 1, point 19 of Law 24/2017 or to a lawyer.

The general powers of attorney (proxies) having the minimum content provided by art. 202 of the ASF Regulation 5/2018, are submitted to the company 48 hours before the general meeting of shareholders, in copy, with the inscription “According to the original” followed by the handwritten signature of the representative. Certified copies of the proxies are retained by the company, and will be mentioned in the minutes of the general meeting.

The general power of attorney (power of attorney) must be accompanied by a statement on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney (power of attorney), stating that the power of attorney is granted by the respective shareholder. by the client, the intermediary or, as the case may be, the lawyer and that the general power of attorney (power of attorney) is signed by the shareholder, including by the extended electronic signature, if applicable. The declaration must be submitted together with the general notice (power of attorney) at the headquarters of SC Prebet Aiud SA, in original, signed and, as the case may be, stamped no later than 04/26/2022, 12:00, respectively 13:30, in case first use.

Shareholders may not be represented at the general meeting of shareholders on the basis of a general power of attorney (proxy) by a person who is in a situation of conflict of interest, in accordance with the provisions of art. 105 of Law no. 24/2017. The proxy may not be replaced by another person unless this right has been expressly granted to him by the shareholder in the power of attorney (power of attorney). Provided that the authorized person is a legal person, he may exercise his mandate received through any person who is part of his administrative or management body among his employees.

The provisions of this paragraph do not affect the shareholder's right to appoint by proxy (proxy) one or more alternate proxies, to ensure his representation in the general meeting, in accordance with the regulations issued by ASF in application of these provisions.

Item IV - Voting by Mail:

Shareholders can also vote by mail. The completed ballot papers, signed and, as the case may be, stamped may be sent to the headquarters of Prebet Aiud SA by one of the methods specified in the paragraph “Methods of transmission of documents” of this call. The ballot papers will be accompanied by documents allowing the identification of the shareholders and their legal representatives in compliance with the rules specified in the paragraph “Rules regarding the identification of shareholders” of this call. Only the ballot papers received by mail received until 26.04.2022, at 12:00, respectively 13:30 will be taken into account.

In the event that the shareholder has expressed his vote by correspondence, he participates personally or through a representative at the general meeting, the vote by correspondence expressed for that general meeting is canceled and only the vote expressed in person or by representative will be taken into account.



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If the person representing the shareholder by personal participation in the general meeting is other than the one who signed the ballot paper by hand / electronically, then, for the validity of his vote, he must present to the general meeting a written revocation of the vote by mail. The revocation must be signed by the shareholder or by the representative who signed the ballot paper by mail. This is not necessary if the shareholder or his legal representative is present at the general meeting.

Additional details regarding the voting procedure and the issuance of special powers of attorney (proxies) and of the ballot papers by correspondence will be found in the informative materials, which will be made available to the shareholders, starting with 28.03.2022.

The Board of Directors of PREBET AIUD S.A.,
by Francisc Mathe
Chairman of the Board of Directors



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