

CURRENT REPORT IN ACCORDANCE WITH ASF REGULATION 5/2018

- **RECIPIENT OF THE REPORT** : BUCHAREST STOCK EXCHANGE
ASF (FINANCIAL SUPERVISORY AUTHORITY)
- **DATE OF THE REPORT** : 21.06.2022
- **NAME OF THE ISSUING COMPANY**: SINTEZA SA
- **HEAD OFFICE** : Sos . Borsului no. 35, Oradea jud.BIHOR
- **PHONE** : 0259456116; 0259444969, **FAX**: 0259462224
- **UNIQUE ORC REGISTRATION CODE** : 67329
- **ORDER NUMBER ORC**: J / 05/197/1991
- **SUBSCRIBED AND PAYED SHARE CAPITAL** : 9916888,50 LEI
- **REGULATED MARKET ON WHICH THE ISSUED SECURITIES ARE TRADED**: BVB

IMPORTANT EVENT TO REPORT: Decision of the Extraordinary General Meeting of Shareholders dated 21.06.2022

The legally convened extraordinary general meeting of shareholders, held on June 21, 2022 at 12.00 with the participation of a percentage of 83.05% of the share capital, decides the following:

1) Approval the amendment of the CONSTITUTIONAL ACT of the company;

The amendments approval to the Articles of Incorporation are as follows:

a. Art.1. SOCIETY NAME

“The name of the company is: Societatea SINTEZA SA” (the phrase commercial company is replaced by company);

b. Art. 4. DURATION OF THE COMPANY

"The duration of the company is indefinite." (Replaces the unlimited phrase with indefinite);

c. Art. 6. THE OBJECT OF ACTIVITY is completed with the following activities (CAEN CODES):

3511 - Production of electricity , 3512 - Transport of electricity , 3513 - Distribution of electricity , 3514 - Sale of electricity

d. Art.16. EXTRAORDINARY GENERAL MEETING,

letter j will have the following content: “change of the main object of activity of the company ;

e. Art.19. EXERCISE OF THE RIGHT TO VOTE

paragraph 10 is amended as follows :

“ Exercise the right to vote can be performed through representation . Representation shareholder in the gathering general review of shareholders can also be made through other people than shareholders , on the base of a powers specious or general . “

paragraph 11 is amended as follows:

“The powers of attorney, before their first use, are submitted to the company 48 hours before the general meeting, in copy, including the mention of compliance with the original under the signature of the representative. Copies of the powers of attorney are retained by the company, and this is mentioned in the minutes of the general meeting. ”

f . Art. 21. DIRECTORS 'WARRANTY - is repealed.

g. Art.22.- THE MANAGEMENT OF THE BOARD OF DIRECTORS

The first paragraph shall read as follows: "The Management Board shall meet whenever necessary, but at least once every three months."

h. Art.23. ORGANIZATION OF THE BOARD OF DIRECTORS

will have the following content:

“The Board of Directors carries out its activity within the limits of the competencies and responsibilities established by the general meeting of shareholders.

President the board of directors is appointed and revoked by _ the board of directors . President board of directors can be and director general of the company , quality in which he insures leadership society , carrying out _ decisions Assembly generous and of the Management Board , in limits the object of activity of the company .

Meetings of the Management Board may also be held by means of distance communication, including by e-mail, telephone, teleconference or videoconference, regardless of the subject matter of the decision, including by combinations of such methods, in accordance with the rules of the Board. adopt in this regard.

Meetings of the Management Board shall be chaired by the Chairperson or his / her successor. The Board of Directors shall take decisions in the presence and with the vote of at least two directors. Decisions of the Board of Directors may also be taken by written vote without the effective meeting of an assembly.

Minutes shall be taken at each meeting and shall include the order of deliberations, the decisions taken, the number of votes cast and the separate options, as appropriate.

The minutes shall be entered in the register of meetings and deliberations of the board of directors, by a secretary appointed by the chairman. The position of secretary of the board of directors is remunerated.

The minutes of each meeting of the Board of Directors shall be signed by the members present and by the secretary. Absent members have the obligation to sign the minutes, with or without objections.

k. Art.24.- OBLIGATIONS OF THE ADMINISTRATORS , after paragraph 2, a new paragraph is introduced with the following content: “The person appointed as administrator must be insured for professional liability. “

l. Art.25. DUTIES OF THE BOARD OF DIRECTORS is renamed THE COMPETENCES AND DUTIES OF THE BOARD OF DIRECTORS

- the letter k of the Art. 25 is modified and will have the following content: “ the board of directors approves the deeds of acquisition, alienation, exchange or guarantee of assets in the category of fixed assets of the company, financing for current activities, working capital, investment loans, other destinations , the value of which does not exceed, individually or accumulated, during a financial year, 20% of the total fixed assets, less receivables; ”

The letter **m** is inserted in Art. 25 with the following content; “Modifies the object of activity of the company, except for the main one. “

2) Approval Of the Articles of Incorporation in its updated form after amendments;

3) Approval of the mandate of the Chairman of the Board of Directors Mr. Alexandru Savin, with the possibility of substitution, in order to draw up the Articles of Incorporation in the updated form, including before the notary, to carry out all the operations necessary for the registration of the Articles of Incorporation in the updated form, at the Trade Register Office;

4) Approval of the participation of SINTEZA SA, as a founding shareholder, in the establishment of a joint stock company according to the provisions of Law no. 31/1990, having the name **CHEMSTATE SA** as it appears from the proof regarding the availability and reservation of the company issued by the National Office of the Trade Register with no. 54070 / 09.05.2022, in order to authorize and operate it under the following conditions:

(i) the legal form of the company is that of a private limited company with private equity;

- (ii) the headquarters in Oradea, Sos. Borsului no. 35, Bihor county, Romania;
- (iii) service life: indeterminate
- (iv) share capital: RON 125,000, the contribution of Sinteza SA to the share capital will be RON 63,750, cash contribution;
- (v) registered shares, the value of a 10 RON share, dematerialized;

- (vi) main activity: caen code 2014 Manufacture of other basic organic chemicals, in particular the manufacture of sodium benzoate;
- (vii) profit and loss participation of the company Sinteza SA: 51%;
- (viii) co-share holders : natural person of Ukrainian nationality, who will hold 49% of the share capital;
- (ix) form of administration : in a unitary system with a board of directors consisting of 3 members;

5) 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 CHEMSTATE SA according to point **4)** , including but not limited to these, as well as establishing the objects of activity the appointment of directors, the appointment of auditors / financial auditor as the case may be, to draw up the Articles of Incorporation of the company and any other elements necessary for the establishment, to take all measures and perform all economic, financial or legal operations deemed necessary or appropriate by it. for the establishment and authorization of the new company

6) Approval of the mandate of the Board of Directors for adopting all necessary decisions regarding the activities and operation of CHEMSTATE SA, the company being established, decisions of the Board of Directors representing the consent of SINTEZA SA regarding any aspect related to the operation and development activity by the company being set up.

7) Approval of the mandate Mr. Savin Alexandru Chairman of the Board of Directors of Sinteza SA, with the possibility of substitution, to coordinate the operation of establishment and authorization of the new joint stock company, as well as to represent, assume, decide and sign in the name and on behalf of the company SINTEZA SA, in accordance with the law, the Articles of Incorporation or any other documents, to carry out any procedure in relation to institutions or third parties, with the competent authorities (notary, banks, etc.) including the formalities of their publication and registration at the Trade Register Office or any another competent authority (ASF, BVB, Depozitarul Central SA, other public and private entities, in connection with the operations regarding the establishment and functioning of the new company, to give and receive the declarations related to the establishment of the company mentioned in point **4)**.

8) Empowerment To the Chairman of the Board of Directors Mr. Savin Alexandru, to sign on behalf of the shareholders the EGMS decisions and any other documents related to them, to fulfill any act or formality required by law for the fulfillment of the EGMS decisions, to fulfill all the necessary formalities related to the above purposes, in the relations with the competent authorities (notary, banks) including the formalities of their publication and registration at the Trade Register Office or at any other competent authority (ASF, BVB, Depozitarul Central SA, other public or private entities). The Chairman of the Board of Directors may delegate all or part of the above powers to another person to fulfill this mandate.

9) Approval of the registration date, dated **12.07.2022**, according to which the shareholders on whom the effects of the GMS decisions will be reflected will be identified, in accordance with the provisions of art. 8 7 of Law 24/2017 and establishing the date of **11.07.2022** as ex-dates according to art.2, letter 1 of the ASF Regulation no. 5/2018 ;

Pursuant to this decision, all the formalities related to the publicity and registration of the corresponding mentions at the Trade Register Office are to be fulfilled, by the care of the Board of Directors of the company.

THE CHAIRMAN OF THE BOARD OF DIRECTORS,
Alexandru Savin