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ves.ro



Company administered in a two-tier system

To

**FINANCIAL SERVICES AUTHORITY
BUCHAREST STOCK EXCHANGE**

CURRENT REPORT according to ASF REGULATION no. 5/2018 on issuers of financial instruments and market operations and to Law no. 24/2017 on issuers of financial instruments and market operations

Date of report: 20.01.2022

Name of the company: VES S.A.

Premises of the company: Sighisoara, Str. Mihai Viteazu, No.102, Mures County.

Fax: 0265/778865 – 0265/779710

Phone: 0365/ 808 884 ; 0365/ 808 885.

Sole registration code: RO 1223604

Serial number in the Trade Registry: J26/2/1991

Subscribed and paid-up share capital: 19.908.308,90 lei

Number of shares: 199.083.089

Voting rights: 199.083.089

Regulated market on which the securities issued are traded: REGS, Standard category of BVB.

Important event to report: The Convener of the Ordinary General Meeting of Shareholders of 21/22.02.2022, which we attach.

PRESIDENT OF THE DIRECTORATE

Gelu Stan





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CONVENER

The directorate **VES S.A.**, Romanian legal entity administered in a two-tier system, with the premises in Sighisoara, str. Mihai Viteazu, no. 102, Mures County, registered in the Trade Registry under no. J26/2/1991, with the sole registration code RO 1223604, pursuant to Art. 117 of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, at the meeting of 20.01.2022, decided to convene **the Ordinary General Meeting of Shareholders**, in accordance with the statutory and legal provisions in force for **21.02.2022**, at **11:00**, at the company's headquarters in Sighisoara, Mihai Viteazu street, no. 102, Mures county.

The convener is addressed to all shareholders registered in the company's Register of shareholders at the end of day of **10.02.2022**, as a reference date for the holding of the General Assembly.

If on **21.02.2022** the presence quorum provided for by the laws in force and by the Company's Articles of Association shall not be met, the second General Assembly shall be convened and fixed pursuant to Art. 118 of Law no. 31/1990 for the date of **22.02.2022**, at the same time, in the same place and with the same agenda.

The agenda of the Ordinary General Meeting of Shareholders is as follows:

1. Revocation of the current financial auditor BDO AUDIT SRL and deregistration from the Trade Register.

2. Appointment of the financial auditor for the audit of the financial statements for the year 2021, for a term of 6 months.

3. Approval of the date of 09.03.2022 as the date of registration, respectively of identification of the shareholders affected by the GMS decision in accordance with the provisions of Law 24/2017 on issuers of financial instruments and market operations, and the date of 08.03.2022 as ex date, as defined by the provisions of the FSA Regulation no. 5/2018.



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4. To mandate the Chairman of the Management Board to complete all the necessary formalities for the registration and publication of the GMS decisions, as well as to carry out the GMS decisions.

I. One or more shareholders representing, individually or jointly, at least 5 % of the share capital is/are entitled to introduce proposals on the Agenda of the General Meeting, provided that each proposal is accompanied by a justification or draft decision proposed for adoption by the General Meeting, as well as to submit draft decisions for the proposals included or proposed for inclusion on the Agenda of the General Meeting, no later than 15 days after the publication of the Convener, respectively until 05.02.2022 inclusive.

These rights shall be exercised only in writing, the proposals formulated will be submitted by courier services, to the headquarters of the company or by electronic means to the e-mail address office@ves.ro.

Shareholders have the right to ask questions about the items on the Agenda mentioned above and the answers will be published on the company's website (www.ves.ro). Questions will be submitted/sent in such a way that they are registered at the Registry of the Company no later than 19.02.2022 at 11:00, with the clear written indication "For the Ordinary General Meeting of Shareholders" of 21/22.02.2022.

In order to exercise any of the rights mentioned above, proof of shareholder status shall be provided through the following documents issued by the Central Depository or by the participants defined in art. 168 para. (1) let. b) of the Law no. 297/2004, providing custody services: the bank statement showing the shareholder status and the number of shares held or, where applicable, documents proving the registration of the information concerning the legal representative with the Central depository/respective participants.

II. The shareholders registered on the reference date may exercise their right to participate and vote directly in the General Meeting based on the identity card, and the right to postal vote or by proxy/general proxy representative.

The postal vote forms and special proxy forms for the representation of the shareholders in the General Meeting may be obtained from the headquarters of the company, as well as from



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the website of the company www.ves.ro, section A.G.A. in Romanian and English, 30 days before the Meeting, respectively, starting with 21.01.2022.

After completion, the postal vote form, in Romanian or English, drawn up in the form of a document signed by hand, in original, together with a copy of the identity document of the natural person or, where appropriate, a copy of the identity document of the legal representative of the legal entity (signatory), shall be submitted/sent to the headquarters of the company to be registered at the company's Registry no later than 19.02.2022 at 11:00 in a closed envelope with the clear written indication "Postal Vote for the Ordinary General Meeting of Shareholders" of 21/22.02.2022.

If the shareholders appoint their representatives to participate and vote in the General Assembly, the notification of their appointment shall be sent to the Company only in writing.

The company accepts a general authorization for participation and voting in the General Meeting given by a shareholder, as a customer, to an intermediary as defined in art. 2 para. (1) pct. 20 of Law no. 24/2017 or to a lawyer, if it is drawn up and sent in the conditions of the ASF Regulation no. 5/2018 and of Law 24/2017.

A special power of attorney, in Romanian or English, will be submitted or sent in original form to the headquarters of the company, together with a copy of the representative's identity document.

Shareholders may appoint their representative by electronic means. In this case, a special power of attorney, in Romanian or in English, signed by the shareholder with extended electronic signature, a copy of the identity document of the natural person shareholder or, as the case may be, a copy of the identity document of the legal representative of the legal entity shareholder (signatory), together with a copy of the identification document of the representative, will be sent to the company's e-mail address office@ves.ro.

Irrespective of the transmission mode chosen by the shareholder (of the above), it shall be mentioned on the envelope or, where appropriate, the subject of the e-mail "For the Ordinary General Meeting of Shareholders", and the power of attorney must be communicated such as to be registered in the Registry of the company no later than 19.02.2022 at 11:00.



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The representative shall have a copy of the power of attorney to prove his quality of representative, at the request of the Secretariate.

The documents referred to in the preceding paragraphs which are not received in the form and within the time limit prescribed in this Convener shall not be taken into account for the purposes of determining a quorum of attendance and voting, or for the counting of votes in the General Assembly of Shareholders.

III. Only the persons who are registered as shareholders on the reference date have the right to participate and vote in the General Meeting of Shareholders on 21/22.02.2022, personally or by proxy.

IV. The documents and information materials relating to the subjects on the agenda, as well as the draft decision on the subjects on the agenda, if any, shall be available to the shareholders at the headquarters of the Company in Sighisoara, str. Mihai Viteazu no. 102, Mures County, and are posted on the company's website (www.ves.ro), as of 21.01.2022.

Additional information can be obtained at the headquarters of the company or by phone at 0365-808884 or 0365-808885.

President of the Directorate

Gelu Stan

