

**TO: BUCHAREST STOCK EXCHANGE
THE FINANCIAL REGULATOR**

Current report in accordance with: the Law 24/2017 on the issuers of financial instruments and market operations and the ASF Regulation no. 5/2018 on the issuers of financial instruments and market operations.

Report date: 23.03.2023

Issuer's name: Electroarges SA

Trade Register Registration Code: RO156027

Trade Register Registration Number: J03/8487/2022

Share capital: 6,976,465.00 lei

**Important events to report:
OGMS and EGMS Summoning Notice – 27.04.2023**

Electroarges SA Board of Directors informs the shareholders and potential investors about the summoning of the Electroarges SA Ordinary General Meeting of Shareholders on 27.04.2023, 08.00 AM (first summoning) and 28.04.2023, 08.00 AM (second summoning) and the Electroarges SA Extraordinary General Meeting of Shareholders on 27.04.2023, 09.00 AM (first summoning) and 28.04.2023, 09.00 AM (second summoning).

All shareholders registered in the Register of Shareholders at the end of **13.04.2023**, **which is the reference date**, have the right to attend and vote in the extraordinary and ordinary general meetings.

If at the first summoning the legal quorum conditions will not be met, the Ordinary General Meeting is reconvened for 28.04.2023, 08.00 AM, and the Extraordinary General Meeting is reconvened for 28.04.2023, 09.00 AM, in Curtea de Arges, Str. Albesti nr.12, jud. Arges.

We attach herewith the Summoning Notice containing the agenda for the Electroarges SA ordinary and extraordinary general meetings of shareholders (**Annex 1**).

**VICE-CHAIRMAN
BOARD OF DIRECTORS,
ROXANA SCARLAT**

SUMMONING NOTICE

Electroarges SA Board of Directors, in accordance with the provisions of the Law 31/1990, the Law 24/2017, the ASF Regulation no. 5/2018 and the provisions of the **Electroarges SA** Articles of Incorporation, summons in **Curtea de Arges, Str. Albesti nr. 12, Judetul Arges**:

- I. The Ordinary General Meeting of Shareholders on 27.04.2023, 08.00 AM.**
- II. The Extraordinary General Meeting of Shareholders on 27.04.2023, 09.00 AM.**

All shareholders registered in the Register of Shareholders at the end of **13.04.2023**, **which is the reference date**, have the right to attend and vote in the extraordinary and ordinary general meetings.

If at the first summoning the legal quorum conditions will not be met, the Ordinary General Meeting is reconvened for 28.04.2023, 08.00 AM, and the Extraordinary General Meeting is reconvened for 28.04.2023, 09.00 AM, in Curtea de Arges, Str. Albesti nr.12, jud. Arges.

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS has the following AGENDA:

- 1.** Approval of the individual financial situation, the balance sheet and the profit and loss account, drawn up on 31.12.2022, based on the Electroarges SA Board of Directors Report and the Financial Auditor Report.
- 2.** Approval of the Electroarges SA consolidated financial situation for the year 2022, drawn up according to IFRS standards.
- 3.** Approval of the distribution of the profit of 2013, which remained undistributed, in the amount of 12,537,328.38 lei, as follows:
 - the amount of 12,411,167.08 lei to cover the loss of 2020;
 - the amount of 126,161.30 lei for the partial coverage of the loss of 2021.
- 4.** Approval of the distribution of the profit for the year 2018 related to the deferred profit tax, which remained undistributed, in the amount of 1,082,006 lei for the partial coverage of the loss of the year 2021.

5. Discharge of management of the Electroarges SA Board of Directors, for the 2022 financial year.
6. Approval of the remuneration report for the year 2022, in accordance with the provisions of art. 107 paragraph 6 of the Law 24/2017 as republished, annex to the Board of Directors Annual Report.
7. Approval of the income and expenditure budget for the year 2023.
8. Approving the Investment Program for the year 2023 and authorizing the Board of Directors to approve the modification of this program according to the Company's concrete economic needs.
9. Approval of the depreciation regime for tangible and intangible assets in the financial year 2023, in compliance with the legal procedures in force.
10. Approval of the confirmation of the current members of the Board of Directors as Electroarges SA directors, with a mandate until April 26, 2025, respectively confirmation of the Electroarges SA Board of Directors consisting of the following 3 members:
 - Constantin Stefan;
 - Cardinal Main SRL, through permanent representative Roxana Scarlat;
 - Csoarpi Saints SRL, through permanent representative Adrian Ionescu.
11. Approval of the confirmation of Mr. Constantin Stefan as Chairman of the Electroarges SA Board of Directors, with a mandate until April 26, 2025, assuming his confirmation as a member of the Board of Directors.
12. Approval of the fixed monthly remunerations granted to the members of the Electroarges SA Board of Directors:
 - for natural person directors, a net monthly remuneration of 6,000 lei;
 - for legal person directors, a monthly remuneration of 12,000 lei + VAT;and of the general limits of all additional remunerations of the members of the Board of Directors, including the Advisory Committees, starting with the year 2023, at the value of 2.75% of the company's net assets.
13. Authorizing the Chairman and / or the Vice-Chairman of the Board of Directors, with the right to mandate any other person, to carry out the necessary steps at the Trade

Register Office and wherever necessary, for the registration of the decision and other documents approved by the Ordinary General Meeting of Shareholders of 27,28.04.2023.

14. Approval of the date of: (i) 15.05.2023 as the Registration Date, according to art. 87 paragraph (1) of the Law no. 24/2017 and (ii) 12.05.2023 as Ex Date, according to art. 2 paragraph 2 letter 1 of the Regulation no. 5/2018.

**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
has the following AGENDA:**

1. Approval of contracting a credit facility (credit for investments, credit for working capital, refinancing existing credit) in the maximum amount of 15,000,000 lei or the equivalent of 3,000,000 €.

2. The approval that, in order to guarantee the credit facility (credit for investments, credit for working capital, refinancing existing credit) in the maximum amount of 15,000,000 lei or the equivalent of 3,000,000 €, the following guarantees should be established:

- a) movable mortgage on the company's accounts (current and/or other accounts);
- b) movable mortgage on the stock of raw materials, semi-finished products and finished products;
- c) movable mortgage on the financed equipment;
- d) movable mortgage on the universality of receivables;
- e) mortgage on the collections related to the letters of guarantee to guarantee the advance;
- f) assignment of the rights resulting from the insurance policy for the mortgaged goods in favor of the financier, the policy concluded with an approved insurer;
- g) real estate mortgage on buildings located in Curtea de Arges, str. Albesti, nr. 12, jud. Arges, the property of Electroarges SA, as follows:

- land within the built-up area - buildings and adjoining areas with an area of 1,555 square meters and the construction C1 built on it, having Land Register no. 81264, registered in the Land Book no. 81264 of Curtea de Arges;

- land within the built-up area - buildings and adjoining areas with an area of 1,152 square meters and the constructions C1, C2 and C3 built on it, having Land Register no. 81267, registered in the Land Book no. 81267 of Curtea de Arges;

- land within the built-up area - buildings and adjoining areas with an area of 4,992 square meters and the constructions C1, C2 built on it, having Land Register no. 81265, registered in the Land Book no. 81265 of Curtea de Arges;
- land within the built-up area - buildings and adjoining areas with an area of 1,411 square meters and the constructions C1, C3 built on it, having Land Register no. 81268, registered in the Land Book no. 81268 of Curtea de Arges;
- land within the built-up area - buildings and adjoining areas with an area of 366 square meters and the construction C1 built on it, having Land Register no. 81266, registered in the Land Book no. 81266 of Curtea de Arges;
- land within the built-up area - buildings and adjoining areas with an area of 3,490 square meters and constructions C1, C2 built on it, having Land Register no. 81269, registered in the Land Book no. 81269 of Curtea de Arges;
- land within the built-up area - buildings and adjoining areas with an area of 8,666 square meters and the constructions C1, C2, C3 built on it, having Land Register no. 81272, registered in the Land Book no. 81272 of Curtea de Arges;
- land within the built-up area - buildings and adjoining areas with an area of 741 square meters and the constructions C1 and C3 built on it, having Land Register no. 81270, registered in the Land Book no. 81270 of Curtea de Arges;
- land within the built-up area - buildings and adjoining areas with an area of 3,687 square meters and the constructions C1, C2, C3, C4, C5, C6, C7, C8 built on it, having Land Register no. 81273, registered in the Land Book no. 81273 of Curtea de Arges;
- land within the built-up area - buildings and adjoining areas with an area of 39,433 square meters and the constructions C1, C2, C4, C9, C11, C12, C21, C23, C24, C28, C29, C30, C31, C33 built on it, having Land Register no. 81271, registered in the Land Book no. 81271 of Curtea de Arges.

3. Approval that, until the date of settlement of all the obligations assumed by the company towards the bank, through the credit facility contracts, the company undertakes to follow the contractual clauses.

4. Approval of authorizing Board of Directors to effectively contract the credit facility from point 1, meaning that the Board of Directors authorization is proposed to establish the contractual partners (creditor bank), to negotiate the contractual clauses, to establish the

conditions and the amount borrowed within the approved limit from point 1.

5. Authorizing the Chairman and / or the Vice-Chairman of the Board of Directors, with the right to mandate any other person, to carry out the necessary steps at the Trade Register Office and wherever necessary, for the registration of the decision and other documents approved by the Extraordinary General Meeting of Shareholders of 27,28.04.2023.

The shareholders' right to attend the general meetings

Shareholders nominally registered in the Register of Shareholders on the date of reference may personally attend the general meeting, by legal representatives (in the case of legal persons) or by a representative based on a Special or General Power of Attorney, or may vote by Absentee Ballot (by written form or by electronic means). The shareholders may be assisted by attorneys/legal advisers in the general meeting of shareholders.

The access of the shareholders entitled to attend the general meeting of shareholders is allowed by the mere proof of their identity, made in the case of the natural person shareholders with the identity card or, in the case of legal persons and the represented legal person shareholders, with the Power of Attorney offered to the natural person representing them, in compliance with the applicable legal provisions and the provisions contained in this Summoning Notice.

In the case of legal person shareholders or entities without legal personality, the capacity of legal representative is established based on the list of shareholders from the Register of Shareholders at the date of reference, and the legal representative's identity card. If, at the date of reference, the Register of Shareholders does not contain data on the legal representative's capacity, this capacity shall be proved by a certificate issued by the Trade Register, submitted in original, or a certified true copy, issued no more than 30 days prior to the publication of the Summoning Notice of the general meeting of shareholders.

Shareholders, who are not able to exercise their rights, as well as the legal persons, may be represented by their legal representatives, who in turn may authorize other persons.

Shareholders may be represented in the general meeting by other persons, on the basis of a Special or General Power of Attorney.

Natural or legal person shareholders registered at the date of reference may be represented in the general meeting by persons other than the shareholders based on a Special Power of Attorney.

For this type of voting, the Special Power of Attorney forms must be used, which will be provided by the company's Board of Directors, or a General Power of Attorney, prepared in accordance with the Law 24/2017 and of the ASF Regulation no. 5/2018.

Legal person shareholders or entities without legal personality who participate in the general meeting by a person other than the legal representative, must use a Special or General Power of Attorney under the abovementioned conditions.

Special Power of Attorney forms will be available from 28.03.2023 at the company's registered office, and on the company's website, electroarges.ro.

The shareholders will fill in and sign the Special Power of Attorney in three original copies: one for the shareholder, one for the representative and one for the company. The copy for the company, filled in and signed, shall be submitted personally or send:

- by any type of courier, in original, together with the accompanying documents at the company's registered office so that it could be registered with the company at least 48 hours before the general meeting of shareholders, until 25.04.2023, 08.00 AM, under the sanction of losing the voting right.
- by e-mail - with extended electronic signature incorporated according to the Law no. 455/2001 on the electronic signature at electroarges@electroarges.ro and office@electroarges.ro at least 48 hours before the general meeting of the shareholders, until 25.04.2023, 08.00 AM, under the sanction of losing the voting right.

The company will accept a General Power of Attorney for attending and voting in the general meeting of shareholders, issued for a period of maximum three years, offered by a shareholder, as a client, to an intermediary defined according to art. 2 paragraph (1) section 20 of the Law no. 24/2017, or to an attorney, without requiring additional documents regarding the respective shareholder, if the General Power of Attorney complies with the provisions of art. 105 paragraph (13) of the Law 24/2017, is signed by the respective shareholder and is accompanied by a statement on his/her own risk given by the intermediary's legal representative or by the attorney who received the authorization by General Power of Attorney, from which results that:

- (i) authorization is given by that shareholder as a client, to the intermediary or, as the case may be, to the attorney;

- (ii) the General Power of Attorney is signed by the shareholder, including by attaching extended electronic signature, if applicable.

The statement made by the intermediary's legal representative or the attorney who received the authorization by General Power of Attorney must be submitted in original to the company, signed and, as the case may be, stamped, at the same time with the General Power of Attorney, no later than 48 hours prior to the general meeting of shareholders on 25.04.2023, 08.00 AM, in the case of first use.

Shareholders could not be represented in the general meeting of shareholders, based on a General Power of Attorney, by a person who is in a situation of conflict of interest in accordance with the provisions of art. 105 paragraph (15) of Law no. 24/2017.

General Power of Attorney forms are submitted to the company 48 hours before the general meeting (25.04.2023, 08.00 AM), as a certified copy or including the mention of certified true copy, under the representative's signature.

Absentee Ballot

Shareholders have the opportunity to vote by correspondence before the general meeting of shareholders using the Absentee Ballot forms provided by the company.

The Absentee Ballot forms will be available beginning with 28.03.2023, at the company's registered office or on the company's website at electroarges.ro.

Under the sanction of losing the voting right, the Absentee Ballot forms filled in and signed by the shareholders, together with all the accompanying documents, are submitted to the company's office to be registered until 25.04.2023, 08.00 AM as follows:

- (i) by any type of courier

- the Absentee Ballot form submitted in original, on paper;

- (ii) by e-mail - with extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, at electroarges@electroarges.ro and office@electroarges.ro.

The Absentee Ballot forms are submitted together with the following documents:

- (i) In the case of natural person shareholders, the applications must be accompanied by a copy of the identity card and the account statement which shows the quality of shareholder and the number of shares held, issued by the Register of Shareholders;

(ii) In the case of legal person shareholders, it must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders, as well as copy of the legal representative's identity card.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or certified true copy, issued with a maximum of 30 days before the date the publication of the Summoning Notice of the general meeting, which certifies the quality of legal representative.

In case the shareholder, who voted by correspondence, attends personally or by a representative the general meeting, the vote by correspondence will be canceled. In this case, only the vote cast in person or by the representative will be considered.

If the person who represents the shareholder by personal attendance in the general meeting is different from the one who voted by correspondence, then, for the validation of the vote, he/she will either present in the meeting a written revocation of the vote by correspondence signed by the shareholder or by the representative who voted by correspondence. This is not necessary if the shareholder or his legal representative is attending the general meeting.

The abstention position

In accordance with the provisions of art. 105 paragraph 23 index 3 of Law no. 24/2017, the "abstention" position adopted by a shareholder regarding the items on the agenda of a general meeting of shareholders does not represent a vote.

Shareholders' right to add new items on the agenda of the general meeting and make proposals for decisions on items existing or proposed to be included on the agenda

According to the provisions of art. 117¹ paragraph (1) of the Law no. 31/1990 and art. 105 paragraph (3) of the Law 24/2017, one or more shareholders representing, individually or together, at least 5% of the Company's share capital, may ask the company's Board of Directors to add additional items on the agenda of the general meeting and/or present

draft decisions for the items included or proposed to be included on the agenda of the general meeting, subject to the following conditions:

(i) In the case of natural person shareholders, the requests must be accompanied by a copy of the identity card and the account statement which shows the quality of shareholder and the number of shares held, issued by the Register of Shareholders;

(ii) In the case of legal person shareholders, the requests must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders, as well as copy of the legal representative's identity card.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or certified true copy, issued with a maximum of 30 days before the date the publication of the Summoning Notice of the general meeting, which certifies the quality of legal representative.

(iii) They are accompanied by a justification and / or draft decision to be adopted;

(iv) They are submitted and registered at the company's registered office by any type of courier, with acknowledgment of receipt, within 15 days from the publication of the Summoning Notice, in original, signed and, as the case may be, stamped by the shareholders or their legal representatives.

Shareholders' right to make enquiries on the agenda

Shareholders may ask the company questions through a written document to be submitted and registered at the company's registered office by any type of courier, with acknowledgement of receipt, within five days of the publication of the Summoning Notice in the Official Gazette, in original, signed and, if necessary, stamped by the shareholders or their legal representatives.

The document containing the enquiries must be accompanied by:

(i) In the case of natural person shareholders, the requests must be accompanied by a copy of the identity card and the account statement which shows the quality of shareholder and the number of shares held, issued by the Register of Shareholders;

(ii) In the case of legal person shareholders, the request must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders, as well as copy of the legal representative's identity card.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or certified true copy, issued with a maximum of 30 days before the date the publication of the Summoning Notice of the general meeting, which certifies the quality of legal representative.

The company may answer by posting the answer on its website or in the general meeting.

The Special Power of Attorney forms, the Absentee Ballot forms, as well as the draft decisions of the General Meeting, regarding the issues included on the agenda, will be available and can be consulted by shareholders at the company's office starting with 28.03.2023, on business days, between 09.00 –15.00 or on the company's website electroarges.ro.

CHAIRMAN
BOARD OF DIRECTORS,
CONSTANTIN STEFAN