

**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: 12.07.2023

Issuer's name: Electroarges SA

Trade Register Registration Code: RO156027

Trade Register Registration Number: J40/8487/2022

Share capital: 6,976,465.00 lei

**Important events to report:
EGMS Summoning Notice – 16.08.2023**

Electroarges SA Board of Directors informs the shareholders and potential investors about the summoning of the Electroarges SA Extraordinary General Meeting of Shareholders on 16.08.2023, 08.00 AM (first summoning) and 17.08.2023, 08.00 AM (second summoning).

All shareholders nominally registered in the Register of Shareholders at the end of **02.08.2023, which is the reference date**, have the right to attend and vote in the extraordinary general meeting.

If at the first summoning the legal quorum conditions will not be met, the Extraordinary General Meeting is reconvened for 17.08.2023, 08.00 AM, in Curtea de Arges, Str. Albesti nr.12, jud. Arges.

We attach herewith the Summoning Notice containing the agenda for the Electroarges SA extraordinary general meeting 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**:

The Extraordinary General Meeting of Shareholders on 16.08.2023, 08.00 AM.

All shareholders nominally registered in the Register of Shareholders at the end of **02.08.2023, which is the reference date**, have the right to attend and vote in the extraordinary general meeting, in accordance with art. 2 paragraph 2 letter g of the ASF Regulation no. 5/2018.

If at the first summoning the legal quorum conditions will not be met, the Extraordinary General Meeting is reconvened for 17.08.2023, 08.00 AM, in Curtea de Arges, Str. Albesti nr.12, jud. Arges.

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

has the following AGENDA:

1. Approving, based on art. 113 paragraph 1 letter k of the Law no. 31/1990, of the conversion into shares of a number of 2,006,000 bonds issued by Electroarges SA, bonds that were subscribed and paid pursuant to the EGMS Decision no. 118/17.10.2022, having the nominal value of 2.5 lei and the total value of 5,015,000 lei, by increasing the company's share capital and converting the bonds in two stages, from the current value of 6,976,465 lei up to the maximum value of 11,991,465 lei, with the issue of 50,150,000 new shares, registered, ordinary and in dematerialized form, each with a nominal value of 0.1 lei/share, as follows:

1.1 Stage 1: The right of preference is granted to the existing shareholders, proportional to the participation rates in the Company's share capital, held by them on the Registration Date (as this date is established by this summoning notice and the EGMS Decision to be adopted) according to art. 216 index 1 of the Law no. 31/1990. During the subscription period, shareholders can subscribe at a price equal to the nominal value of the shares (0.1 leu/share). To subscribe to a newly issued share, a number of 1.391119 pre-emptive rights are required. In this sense, every 1.391119 shares held determines the possibility to subscribe a new share. The shares will be subscribed without issue premium. The rights of

preference will not be tradable. During the exercise of the right of preference, the ban provided by art. 69 paragraph 1 and paragraph 2 of the ASF Regulation no. 5/2018 according to which *"The ban on acquisition of shares of the same issuer, through other operations, provided for in art. 37 paragraph (2) of the Law no. 24/2017 refers to any purchase operation, including the ban on the purchase of some shares within the exercise of the right of preference."*

1.2 Stage 2: The shares that are not subscribed or paid in full by the shareholders until the expiration of the term for exercising the right of preference in Stage 1, will be subscribed by converting the bonds (in the total amount of 5,015,000 lei) into shares.

1.3 In the event that at the end of Stage 1, a number of 50,150,000 shares remain unsubscribed or unpaid, the full conversion of the bonds issued by the company into shares will be carried out.

1.4 In the event that at the end of Stage 1, less than 50,150,000 shares will remain unsubscribed or unpaid in full, a partial conversion of the bonds into shares will be carried out, the conversion of the bonds into shares will be carried out at the company's option to convert the bonds for newly issued shares for which the right of preference is not exercised, proportional to the holdings of existing bonds.

1.5 The period in which the can be exercised within Stage 1 will be 31 calendar days, as will be indicated in the offer prospectus regarding the share capital increase, and will run after the date of approval of the prospectus by the Financial Authority. The term of subscription/conversion of bonds into shares within Stage 2 will be 5 calendar days. The rights of preference are not tradable.

1.6 The payment of the newly issued shares will be made in full in Stage 1 at the time of subscription, to the company's bank account indicated in the subscription procedure.

1.7 The subscription operation from Stage 1 will be carried out based on a prospectus approved by the Financial Authority. The subscription operation from Stage 2 will be carried out in compliance with the provisions of art. 1 paragraph 4 letter b of the EU Regulation no. 1129/2017, without the preparation of a prospectus, as it is addressed to a number of less than 150 natural or legal persons, other than qualified investors, per member state, the obligations in question being subscribed by a number of 2 (two) obligees.

1.8 The price of subscription/conversion of shares into bonds in Stage 2 is 0.1 lei/share.

1.9 In case of conversion of the bonds into shares, the company will pay the bondholders the pro rata interest related to the bond holding period. In case of exercising the right of preference, a partial conversion of bonds will be carried out, the rest of the bonds that have not been converted will continue to confer all legal rights to the holders.

2. Approving, authorizing and empowering the Board of Directors to adopt all the necessary, useful or advisable and/or required by law steps and proceedings in connection with the implementation of the operation of converting bonds into shares from section 1 above, including, but not limited to, the contracting of financial intermediation services in order to draw up the prospectus and the related documentation necessary for the increase of the social capital in Stage 1, if necessary, the approval of the prospectus for offering the shares to the existing shareholders based on the right of preference, establishing the date from which it starts to run the subscription period that will follow the exercise of the rights of preference, the details regarding the distribution of new shares as a result of the conversion of bonds into shares, the establishment of the place where the subscription operations will take place, the establishment of the method of compensation of the fractions of shares resulting from applying the algorithm and rounding the results, according to the provisions of art. 176 of the ASF Regulation no. 5/2018, price that cannot be lower than the highest value between the market value and the nominal value of the respective financial instrument, ascertaining the amount by which the share capital is effectively increased following the subscriptions, as well as for approving any elements/documents and taking any steps considered necessary for the successful completion of the operation of increasing the social capital approved in section 1 above.

3. Approving the amendment of art. 7 paragraph 1 of the Company's Articles of Incorporation, and mandating Chairman of the Board of Directors to sign the updated version of the Articles of Incorporation, upon completion of the operation of conversion of bonds into shares considered in section 1 of the agenda, based on the decision to ascertain the results of the operation adopted by The Board of Directors, as follows:

Paragraph 1 will have the following content: *"The total share capital - subscribed and paid - is worth [to be completed based on the results of the share capital increase] lei, out of which 1,260,792.5 lei represents contribution in kind, being made up of [to be completed based on the results of the operation] indivisible registered shares, with a nominal value of 0.10 lei each".*

4. Approving 01.09.2023 as Registration Date, according to art. 87, paragraph 1 of the Law 24/2017 and the date of 31.08.2023 as "ex date" in accordance with the provisions of art. 2

paragraph 2 letter 1 of the ASF Regulation 5/2018, as well as the date of 04.09.2023 as the date of payment according to Article 178 paragraph 1 of the ASF Regulation No. 5/2018.

5. Approving the empowering of the Chairman and / or the Vice-Chairman of the Board of Directors, with the right to empower the person or persons who will carry out the necessary steps with the Trade Register Office and wherever necessary, for the registration of the decision and other documents approved by the Extraordinary General Meeting of Shareholders.

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 17.07.2023 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 14.08.2023, 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 14.08.2023, 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 14.08.2023, 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, respectively 14.08.2023, 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 17.07.2023, at the company's secondary 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 secondary office in Curtea de Arges, Str. Albesti nr. 12, Judetul Arges to be registered until 14.08.2023, 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.

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 secondary office starting with 17.07.2023, on business days, between 09.00 –15.00 or on the company's website electroarges.ro.

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