
Calea Campulung nr. 121(C7), Targoviste, jud Dambovita; CUI RO51; J15/80/2011;
Cont RO08BREL070001397RO11001 Libra Internet Bank sucursala Stefan cel Mare
Tel:+40245.217.981; Fax:+ 40245.217.981; office@electroaparataj.ro ; www.electroaparataj.ro

CURRENT REPORT

according to the F.S.A. Regulation no. 5/2018 regarding issuers and operations with securities and Law no. 24/2017 regarding issuers of financial instruments and market operations

Date of the report: 15.12.2023

Name of the issuer: ELECTROAPARATAJ S.A.

Registered office: Târgoviște, Calea Câmpulung Street no. 121 (C7); Dambovita County

Telephone/fax number: telephone 0245.217.981

The unique registration code at the Trade Registry Office: RO 51

Order number in the Trade Register: J15/80/2011

Subscribed and paid-up capital: RON 4,667,688.9

The regulated market on which the issued securities are traded: Bucharest Stock Exchange

Important events to report

- a) Changes in the control over the issuer, including changes in the control of the entity that holds control over the issuer, as well as changes in the agreements regarding the control. *Not applicable;*
- b) Acquisitions or substantial disposals of assets. *Not applicable;*
- c) Insolvency procedure, respectively judicial reorganization, or bankruptcy. *Not applicable.*
- d) **Other events: Call of the Ordinary and Extraordinary General Meeting of Shareholders for the date of 19.01.2024**

The board of directors of **ELECTROAPARATAJ S.A.** with registered office in Târgoviște Municipality, 121 Calea Câmpulung Street, C7, Dambovita County, registered at the Trade Registry Office attached to the Dambovita Court under no. J15/80/2011, having the Fiscal Identification Code RO 51 and the Unique European Identifier ROONRC.J15/80/2011 ("the **Company**"), in accordance with article 234 paragraph 1 letter a) of FSA Regulation no. 5/2018 on issuers and operations with securities, informs all the Company's shareholders and interested investors that, in the legal and statutory meeting held on of 14.12.2023, the Board of Directors of the ELECTROAPARATAJ S.A. Company, according to *Decision no. 1/14.12.2023 of the Board of Directors*,

in exercising the powers provided for in art. 117 et seq. from Law no. 31/1990 on companies, republished and with subsequent amendments, and the prerogatives conferred by the Company's Articles of Association in art. 11.1. – 11.8,

convenes the **Ordinary and Extraordinary General Meeting of the Company's Shareholders on 19.01.2024**, at 11:00 a.m., respectively at 12:00 p.m., at the address located in Bucharest, no. 3-5 Pierre de Coubertin Boulevard, Office Building, 6th floor, 2nd District, for the Company's shareholders, registered in the shareholders' register at the end of 10.01.2024 (reference date).

The Ordinary General Meeting of the Shareholders has the following agenda:

1. Approval of the renewal under the same conditions of the mandate of **FAMAGUSTA MANAGEMENT S.R.L.**, a limited liability company with registered office in the Municipality of Bucharest, 73 Av. M. Zorileanu Street, attic, 1st District, registered at the Trade Register Office of the Bucharest Court under no. J40/5943/2009, with Tax Identification Code RO 25564340 and Unique European Identifier (EUID): ROONRC.J40/5943/2009, through its permanent representative, Mr. Adrian Ioan Rus, who also holds the mandate of Chairman of the Board of Directors of the Company, for **4 (four) years** starting 23.01.2024 and until 23.01.2028, inclusive.
2. Approval of the date of registration of shareholders. The proposed date of registration of the shareholders to be affected by the resolution of the Ordinary Meeting, which will be determined by the General Meeting, is **09.02.2024**.
3. Appointment of certain persons to carry out advertising formalities.

The Extraordinary General Meeting of the Shareholders has the following agenda:

1. Approval of the authorisation for the Company to acquire, for consideration, its own shares with a nominal value of 0.10 Lei/share ("**ELJ shares**") by means of one or more public tender offers addressed to all holders of ELJ shares, with the purpose of reducing the share capital of the Company, in accordance with the applicable legal provisions and having the following main characteristics:
 - 1.1. Maximum number of shares that may be acquired: **14,000,000 ELJ shares** representing 29.99% of the total number of shares issued by the Company.
 - 1.2. Minimum and maximum consideration:
 - **minimum price 0.1250 Lei/ELJ share and**
 - **maximum price 0.2143 Lei/ELJ share**

As a result, the total value of the shares acquired through one or more takeover bids will be up to and including **RON 3,000,200.00 (three million two hundred)**.
 - 1.3. Duration for which the authorisation is granted: **6 (six) months** from the date of registration with the Trade Register of the resolution adopted to authorise the acquisition of own shares.
 - 1.4. Purpose of acquiring own shares: Reduction of the Company's share capital in accordance with the provisions of art. 207 par. (1) lit. c) of the Companies Act no. 31/1990, republished as amended ("**Law 31**") in conjunction with Art. 104 para. (1) letter a) of Law 31, followed by their annulment. Thus, the share capital of the Company will be reduced by cancelling the shares acquired by the Company as a result of the repurchase of its own shares, as mentioned above.
 - 1.5. Transactions may only involve fully paid shares.
 - 1.6. The acquisition of shares, as set out above, shall be made from own sources.

2. Approval of the authorisation of the Board of Directors of the Company to carry out all the steps and formalities necessary to carry out and complete the acquisition of own shares carried out with a view to reducing the share capital of the Company, in accordance with the provisions of Article 207 par. (1) lit. c) in conjunction with Art. 104 para. (1) letter a) of Law 31, including for:
 - 2.1. Appropriate public disclosure of information and subsequent changes, as well as information already published in accordance with the first point above, if applicable, within the limits of the authorization.
 - 2.2. Approval of the full details of the offer, including, but not limited to, price and period of the offer, method of allocation, etc.
3. Approval of the appointment of a financial investment services company ("S.S.I.F.") for the intermediation of tender offers for the purpose of acquiring its own shares and the completion of the necessary steps and formalities for the approval of the tender offer document for the purchase of shares issued by the Company in relation to the Financial Supervisory Authority ("ASF") and any other institution/authority/entity, whether public or private law, as well as the empowerment of the Company's Chief Executive Officer to sign the contract in the name and on behalf of the Company with S.S.I.F.
4. Approval of the empowerment of the General Manager of the Company to: **a)** draw up/sign the Offer Document and any other relevant documents for the approval and/or implementation of the offer(s), **b)** carry out all procedures and formalities required by law in order to implement the shareholders' resolutions, including the formalities for registration with any public or private institution/authority/entity, **c)** represent the Company before public or private entities/authorities (including the Financial Supervisory Authority, BVB, Central Depository, S.S.I.F.) and **d)** signing all documents necessary for the purpose of implementing and carrying out the public offer/bids by the Company to acquire its own shares as approved by the corporate bodies of the Company, as well as granting the right to sub-delegate all or part of the powers conferred.
5. Approval of the ex-date and record date of shareholders. The proposed ex-date is **08.02.2024**. The proposal for the record date of the shareholders to be affected by the decision of the Extraordinary Meeting, which will be determined by the General Meeting, is **09.02.2024**.
6. Appointment of persons to carry out advertising formalities.

Annex: Call of the Ordinary and Extraordinary General Meeting of the Shareholders of Electroaparataj S.A. on January 19, 2024.

ELECTROAPARATAJ S.A.,
Through the General Manager,
Sorin Iulian Vintilă

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NOTICE

The Board of Directors of **ELECTROAPARATAJ S.A.**, with registered office in Mun. Calea Câmpulung no. 121, C7, Dâmbovița County, registered at the Trade Register Office of the Dâmbovița Court under no. J15/80/2011, with Tax Identification Code RO 51 and Unique European Identifier (EUID): ROONRC. J15/80/2011 ("the **Company**"), legally and statutorily convened on 14.12.2023, on the basis of Decision no. 1/14.12.2023 of the Board of Directors, convenes the **Ordinary General Meeting and the Extraordinary General Meeting of Shareholders of the Company on 19.01.2024, at 11:00 a.m. and 12:00 p.m.** respectively, at the address in: the Municipality of Bucharest, 3-5 Pierre de Coubertin Bd, Office Building, 6th floor, 2nd District, with the following agenda:

Ordinary General Meeting of the Company's Shareholders, at 11:00 a.m:

1. Approval of the renewal under the same conditions of the mandate of **FAMAGUSTA MANAGEMENT S.R.L.**, a limited liability company with registered office in the Municipality of Bucharest, 73 Av. M. Zorileanu Street, attic, 1st District, registered at the Trade Register Office of the Bucharest Court under no. J40/5943/2009, with Tax Identification Code RO 25564340 and Unique European Identifier (EUID): ROONRC.J40/5943/2009, through its permanent representative, Mr. Adrian Ioan Rus, who also holds the mandate of Chairman of the Board of Directors of the Company, for **4 (four) years** starting 23.01.2024 and until 23.01.2028, inclusive.
2. Approval of the date of registration of shareholders. The proposed date of registration of the shareholders to be affected by the resolution of the Ordinary Meeting, which will be determined by the General Meeting, is 09.02.2024.
3. Appointment of certain persons to carry out advertising formalities.

Extraordinary General Meeting of Shareholders of the Company, 12:00 p.m.

1. Approval of the authorisation for the Company to acquire, for consideration, its own shares with a nominal value of 0.10 Lei/share ("**ELJ shares**") by means of one or more public tender offers addressed to all holders of ELJ shares, with the purpose of reducing the share capital of

the Company, in accordance with the applicable legal provisions and having the following main characteristics:

1.1. Maximum number of shares that may be acquired: **14,000,000 ELJ shares** representing 29.99% of the total number of shares issued by the Company.

1.2. Minimum and maximum consideration:

- **minimum price 0.1250 Lei/ELJ share and**

- **maximum price 0.2143 Lei/ELJ share**

As a result, the total value of the shares acquired through one or more takeover bids will be up to and including RON **3,000,200.00 (three million two hundred)**.

1.3. Duration for which the authorisation is granted: **6 (six) months** from the date of registration with the Trade Register of the resolution adopted to authorise the acquisition of own shares.

1.4. Purpose of acquiring own shares: Reduction of the Company's share capital in accordance with the provisions of art. 207 par. (1) lit. c) of the Companies Act no. 31/1990, republished as amended ("**Law 31**") in conjunction with Art. 104 para. (1) letter a) of Law 31, followed by their annulment. Thus, the share capital of the Company will be reduced by cancelling the shares acquired by the Company as a result of the repurchase of its own shares, as mentioned above.

1.5. Transactions may only involve fully paid shares.

1.6. The acquisition of shares, as set out above, shall be made from own sources.

2. Approval of the authorisation of the Board of Directors of the Company to carry out all the steps and formalities necessary to carry out and complete the acquisition of own shares carried out with a view to reducing the share capital of the Company, in accordance with the provisions of Article 207 par. (1) lit. c) in conjunction with Art. 104 para. (1) letter a) of Law 31, including for:

2.1. Appropriate public disclosure of information and subsequent changes, as well as information already published in accordance with the first point above, if applicable, within the limits of the authorization.

2.2. Approval of the full details of the offer, including, but not limited to, price and period of the offer, method of allocation, etc.

3. Approval of the appointment of a financial investment services company ("**S.S.I.F.**") for the intermediation of tender offers for the purpose of acquiring its own shares and the completion of the necessary steps and formalities for the approval of the tender offer document for the purchase of shares issued by the Company in relation to the Financial Supervisory Authority ("**ASF**") and any other institution/authority/entity, whether public or private law, as well as the empowerment of the Company's Chief Executive Officer to sign the contract in the name and on behalf of the Company with S.S.I.F.
4. Approval of the empowerment of the General Manager of the Company to: **a)** draw up/sign the Offer Document and any other relevant documents for the approval and/or implementation of the offer(s), **b)** carry out all procedures and formalities required by law in order to implement the shareholders' resolutions, including the formalities for registration with any public or private institution/authority/entity, **c)** represent the Company before public or private entities/authorities (including the Financial Supervisory Authority, BVB, Central Depository, S.S.I.F.) and **d)** signing all documents necessary for the purpose of implementing and carrying out the public offer/bids by the Company to acquire its own shares as approved by the corporate bodies of the Company, as well as granting the right to sub-delegate all or part of the powers conferred.
5. Approval of the ex-date and record date of shareholders. The proposed ex-date is **08.02.2024**. The proposal for the record date of the shareholders to be affected by the decision of the Extraordinary Meeting, which will be determined by the General Meeting, is **09.02.2024**.
6. Appointment of persons to carry out advertising formalities.

Only shareholders of the Company, registered in the register of shareholders at the end of **10.01.2024 (record date)**, may attend and vote at the meetings.

In the event that the quorum required is not met on the said date, the **Ordinary General Meeting and the Extraordinary General Meeting of Shareholders of the Company shall be held on 22.01.2024**, at the same time and place, with the same agenda.

In application of the provisions of Art. (23 index 1) and par. (23 index 3) of the Law no. 24/2017 on issuers of financial instruments and market operations, the "abstention" position adopted by a

shareholder with regard to items on the agenda of a general meeting of shareholders does not constitute a vote cast.

One or more shareholders representing, individually or jointly, at least 5% of the share capital, have the right to introduce new items on the agenda of the General Meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the General Meeting.

Shareholders have the right to submit draft resolutions for items included or proposed for inclusion on the agenda of the Meeting.

Shareholders' proposals for the introduction of new items or draft resolutions shall be submitted in writing to the Company, submitted in person or sent by any form of courier, accompanied by a copy of the shareholder's valid identity document (CI/BI/registration certificate in the case of legal entities), and the envelope marked "*For the Ordinary and Extraordinary General Meeting of Shareholders on 19.01.2024*".

Shareholders' proposals for the inclusion of new items on the agenda, as well as draft resolutions for items included or proposed to be included on the agenda of the Meeting, shall be sent to the registered office of the Company, i.e. at the address: Municipality of Târgoviște, 121 Calea Câmpulung Street (C7), Dâmbovița County, Postal Code 130098, until **04.01.2024**.

Shareholders of the Company may address questions regarding the items on the agenda of the Meeting, which shall be submitted in writing to the registered office of the Company at the following address: Municipality of Târgoviște, 121 Calea Câmpulung Street (C7), Dâmbovița County, Postal Code 130098, accompanied by a copy of a valid identity document (CI/BI/registration certificate in the case of legal entities), up to and including **17.01.2024**, the envelope bearing the words "*For the Ordinary and Extraordinary General Meeting of Shareholders on 19.01.2024*".

The documents and information materials relating to the items on the agenda of the Meeting, the draft resolutions, the postal ballot form in Romanian or English, as well as the special proxy forms in Romanian or English, may be obtained from the Company's registered office, at the address: Municipality of Târgoviște, 121 Calea Câmpulung Street (C7), Dâmbovița County, Postal Code 130098, Secretary's Office, as from **19.12.2023**. The above information will also be available on the Company's website (www.electroaparataj.ro).

Shareholders may attend the meeting in person or by proxy, on the basis of a special power of attorney or general power of attorney as provided by law. The original of the proxy shall be submitted to the registered office of the Company at the following address: Municipality of Târgoviște, 121 Calea Câmpulung Street (C7), Dâmbovița County, Postal Code 130098, until **17.01.2024, 11:00 a.m.**

Proxies may also be sent by e-mail, with an extended electronic signature incorporated, in accordance with Law no. 455/2001 on electronic signature, to office@electroaparataj.ro, mentioning in the subject line: "***For the Ordinary and Extraordinary General Meeting of Shareholders of 19.01.2024***", in compliance with art. 125 par. (3) of Law no. 31/1990, republished, until **17.01.2024, 11:00 a.m.**

Shareholders registered on the reference date may also exercise their voting rights by correspondence. The ballot form, with notarised signature, may be submitted in person or sent by any form of courier, accompanied by a copy of the shareholder's valid identity document (CI/BI/registration certificate in the case of legal entities), the envelope marked "***Postal voting for the Ordinary and Extraordinary General Meeting of Shareholders on 19.01.2024***", to the address: Municipality of Târgoviște, 121 Calea Câmpulung Street (C7), Dâmbovița County, Postal Code 130098, until **17.01.2024, 11:00 a.m.**

Additional information can be obtained by calling +40245.217.981.