

THE COMPANY AQUILA PART PROD COM S.A.

CONVENING NOTICE

The Board of Directors of Aquila Part Prod Com S.A., a joint stock company managed based on a one-tier system and operating according to Romanian law, with registered office in Romania, Prahova county, Ploiești, 105A Malu Roșu street., registered at the Trade Register of Prahova Court under no. J29/2790/1994, tax code 6484554, having a subscribed and paid up share capital of RON 180,000,360 (the "**Company**"), based on:

- Decision no. 1 of January 10, 2024 of the Board of Directors
- art. 117 and the following of Companies Law 31/1990, as republished ("**Law 31/1990**"),
- art. 105 of Law 24/2017 on issuers of financial instruments and market operations ("**Law 24/2017**") and the secondary regulations issued for its enforcement;
- art. 9 of the Company's Articles of Association,

CONVENES THE:

I EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")

to be held at meeting room no. 1 located at Aquila headquarters in Ploiesti, 105A Malu Rosu street, Prahova County, for all the persons registered in the Company's shareholders register kept by Depozitarul Central S.A. as of the Record Date **February 06, 2024**, entitled to attend and vote at the EGSM:

- (a) on February 15, 2024, starting 11:00 am (Romania time), for the first call;
- (b) on February 16, 2024, starting 11:00 am (Romania time), for the second call if, at the first call, the minimum quorum for validly holding the meeting is not gathered within the time notified by the president of the Board of Directors.

Proposed agenda for the first and the second call of the EGSM:

- 1. Approval of the acquisition by the Company of a package consisting of 100% of the shares of Parmafood Group Distribution SRL, registered with the Trade Register**

Office under no. J23/2963/2011, Registration Code 29337854, and 100% of the shares of Parmafood Trading SRL, registered with the Trade Register Office under no. J40/8084/2008, Registration Code 23848779, in compliance with the following main terms and conditions:

- (i) The maximum cumulative price for the purchase of the above-mentioned package is 16,500,000 euros.**
- (ii) The price shall be paid in 3 instalments, namely: 80% at the closing date, 10% after the expiration of one year from the closing date and 10% after the expiry of a period of two years from the closing date.**
- (iii) The price shall be paid from the Company's own sources.**
- (iv) The transaction will be implemented after the fulfilment of the conditions precedent stipulated in the sale purchase agreement, including the issuance by the Competition Council of a no-objection decision or the authorisation of the transaction and after obtaining the approval of the Commission for the Examination of Foreign Direct Investment.**

- 2. Grant power of attorney to the President of the Board of Directors to draft and sign, on behalf of the shareholders, the EGSM decisions and to carry out any act or formality required by law for the registration of EGSM decisions. The President of the Board of Directors may delegate all or part of the powers granted above to any person/s having the competence to carry out such mandate.**

Important information regarding the EGSM

A. Record date

The record date approved by the Board of Directors used to identify the shareholders entitled to attend the EGSM and to vote at the respective meetings, at the first or the second call respectively, is **February 06, 2024** (the "**Record Date**").

B. Adding items on the agenda and submission of draft decisions

One or more shareholders representing, severally or jointly, at least 5% of the share capital has/have the right:

- to add items on the agenda of the EGSM, provided that each item is accompanied by a justification or a draft decision submitted to the EGSM for adoption. If the exercise of this right amends the EGSM agenda already published, the Company will make available an amended agenda, using the same procedure as for the previous agenda, before the Record Date and at least 10 days prior to the EGSM;
- to submit draft decisions for the items included or proposed to be included on the agenda of the EGSM.

Deadline: The proposals to supplement the agenda and those related to draft decisions will be submitted to the Company according to the procedure set out at Section F below, so as to be registered by the Company no later than January 31, 2024, accompanied by the identification documents of the shareholder making such proposals, as specified at Section F below.

C. Asking questions

Every shareholder has the right to ask questions regarding the items on the agenda of the EGSM prior to the meeting, and the Company must answer the questions received from shareholders.

For identification purposes, the shareholders asking questions in writing prior to the EGSM meeting will send the questions to the Company using the means set out at Section F below, together with the shareholder's identification documents (as defined at Section F below).

The answers to these questions will be given at the EGSM. The Board of Directors may prepare a general answer for the questions having the same content. The Board of Directors may choose to publish the answers to shareholders' questions on the Company's website under the "FAQ" section.



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Deadline: the deadline for registering the written questions with the Company is the business day prior to the EGSM (first or second call), namely February 14, 2024 for the first call and February 15, 2024 for the second call.

D. Procedure for attending and voting based on power of attorney.

General provisions

Every shareholder registered as of the Record Date is entitled to appoint any other natural or legal person as attorney to attend and vote on his/her behalf at the EGSM, based on a special or general power of attorney. A shareholder may appoint a single person to represent him/her at the EGSM. Nevertheless, if the shareholder holds Company's shares in several securities accounts, this restriction will not prevent him/her to appoint a separate attorney for the shares held in each securities account in relation to the EGSM.

The attorney enjoys the same rights to speak and ask questions at the EGSM that the shareholder whom he/she represents would enjoy. To be appointed attorney, the respective person must have legal competence.

In case a shareholder is represented by a credit institution providing custody services, the latter may vote at the EGSM based on the voting instructions received by electronic communication means, without the shareholder having to give a special or general power of attorney in this respect. The custodian will vote at the EGSM exclusively according to and within the limit of the instructions received from its clients having the quality of shareholders as of the Record Date.

In case that, at the EGSM, topics that were not included on the published agenda are discussed, according to legal provisions, the attorney may vote in relation to such topics according to the interest of the shareholder he/she represents.

Failure to submit the general or special power of attorneys by the date set is sanctioned by losing the right to vote by attorney at the EGSM.

General power of attorney

The shareholder may grant a general power of attorney valid for a period of maximum 3 years, unless the parties expressly set a longer period, provided that the power of attorney is granted by the shareholder, as client, to an intermediary defined according to art. 2 par. (1) point 20 of Law no. 24/2017 or to a lawyer.

The general power of attorney must contain at least the following information:

1. shareholder's name;
2. attorney's name (person to whom power of attorney is granted);
3. power of attorney's date, as well as its validity period; powers of attorney having a subsequent date will revoke the powers of attorney having a prior date;
4. should state that the shareholder grants power of attorney to the attorney to attend and vote in his/her name, based on the general power of attorney, at the general shareholders meeting for the entire holding of the shareholder as of the record date, expressly specifying the Company or containing a generic wording regarding a certain category of issuers.

General powers of attorney failing to contain at least the information above will not be binding for the Company.

The general power of attorney cannot be used if the attorney has a conflict of interest that may occur especially in the following cases:

- a) is a majority shareholder of the Company or another person controlled by the respective shareholder;
- b) is member of an administration, management or supervision body within the Company, a majority shareholder or a controlled person, according to the provisions of letter a);
- c) is an employee or auditor of the Company or of a majority shareholder or a controlled entity, according to the provisions of letter a);
- d) is the spouse, relative or up to fourth degree in-laws inclusively of one of the natural persons specified under letters a)-c).



By the power of attorney, a shareholder may appoint one or more substitute attorneys securing his/her representation at the EGSM in case it is impossible for the empowered person to carry out his/her mandate. In case the power of attorney names several substitute attorneys, the order in which they will carry out the mandate will also be set.

The attorney may not be replaced by another person unless this right was expressly granted thereto by the shareholder in the power of attorney. If the attorney is a legal person, it may carry out the mandate received through any person who is part of its administration or management body or who is its employee.

The powers of attorney, before their first use, are sent to the Company in copy, certified as true copy by the attorney, using the means specified at Section F below, so that the Company registers them at least 2 business days before the date of the first call of the EGSM, together with an affidavit, in original, issued by the legal representative of the intermediary or by the lawyer being granted power of attorney by means of the general power of attorney signed and, as the case may be, stamped, stating that:

- the power of attorney is granted by the respective shareholder, as client, to the intermediary or to the lawyer, as the case may be;
- the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, as the case may be.

The general power of attorney ends:

- by written revocation by the shareholder having granted it, sent to the Company the latest by the deadline for submitting powers of attorney valid for the EGSM, in Romanian or English language; or
- if the shareholder granting the power of attorney loses its quality of shareholder as of the Record Date; or
- if the attorney loses the quality of intermediary or lawyer.



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Deadline: The general powers of attorney, before their first use, accompanied by the attorney's affidavit in original, will be sent to the Company so that the latter may register the same the latest on February 12, 2024, 9:00 am.

Special power of attorney

The special power of attorney may be granted to any person for the purpose of representation at the EGSM based on the form made available by the Company and will contain specific voting instructions from the shareholder, clearly stating the voting option for every item included on the agenda of the EGSM. The special power of attorney may be granted only by using the special power of attorney form made available to shareholders by the Company according to section G. *Documents and informative materials for the EGSM*. The attorney must vote according to the instructions given by the shareholder granting the power of attorney. In case of the special power of attorney, an original counterpart, filled in Romanian or English language and signed by the shareholder, together with a copy of the shareholder's and attorney's identity documents, will be sent to the Company according to Section F below. Special powers of attorney failing to contain at least the information included in the form made available by the Company will not be binding for the Company.

Deadline: Special powers of attorney, together with the specified documents, will be sent to the Company so that the latter may register the same the latest on February 12, 2024, 9:00 am.

E. Procedure of voting by correspondence

The Company's Shareholders registered as of the Record Date in the Company's shareholder register kept by Depozitarul Central S.A. have the option to vote by correspondence by using the ballot form for the vote by correspondence made available to shareholders by the Company, in both Romanian and English language.

The vote by correspondence may be exercised by a conventional attorney of the shareholder only in case he/she received from the respective shareholder a special/general power of attorney to be submitted to the Company or if the attorney is a credit institution providing



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custody services, as detailed at Section F above. If the person representing the shareholder by attending the EGSM in person is different than that who expressed the vote by correspondence, for the purpose of the validity of his/her vote, he/she will submit to the EGSM meeting secretary a written cancellation of the vote by correspondence signed by the shareholder or by the attorney who voted by correspondence. This will not be necessary in case the shareholder or his/her legal representative is present in person at the EGSM.

In case of vote by correspondence, the voting ballots, filled in in Romanian or English and signed, together with a copy of the shareholder's identity document, will be sent to the Company by the means specified at Section F below.

The voting ballots by correspondence failing to contain at least the information included in the form made available by the Company will not be binding for the Company. Failure to send the voting ballots by correspondence by the date set is sanctioned by losing the right to vote at the EGSM.

Deadline: The voting ballots by correspondence, together with the specified documents, will be sent to the Company so that the latter may register the same the latest on February 12, 2024, 9:00 am.

F. Means for sending the documents and other formalities.

All the documents specified in this convening notice as being necessary for the exercise of the shareholder rights in connection to the EGSM will be sent to the Company so that the latter may register the same within the deadlines specified in this convening notice, as follows:

- by submitting them at the Registration desk or sending them by post or courier, delivery receipt, at the address: Romania, Prahova county, Ploiești, 105A Malu Roșu Street, for the attention of the Legal Department, clearly specifying on the envelope "For the Extraordinary General Shareholders Meeting of Aquila Part Prod Com S.A. of 15/16.02.2024" or

- by e-mail to actionari@aquila.ro, with extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, clearly stating in the e-mail's subject: "For the Extraordinary General Shareholders Meeting of Aquila Part Prod Com S.A. of 15/16.02.2024".

The identification documents mentioned in this convening notice always refer to:

- (a) copy of the valid identity card of the shareholder natural person (identity card/passport), signed by the shareholder, containing the date and the wording "*Certified as true copy*"; or
- (b) proof that the person signing the document by which the right or procedure specified in this convening notice is exercised is the legal representative of the shareholder (if the shareholder did not provide to the central depository/participant the appropriate information regarding its legal representative), as well as, in any case, a copy of the identity card/passport of the legal representative signed by the shareholder, containing the date and the wording "*Certified as true copy*".

The documents certifying the quality of legal representative issued in a foreign language, other than English, will be accompanied by a translation into Romanian or English made by a certified translator. If the shareholder legal person did not provide to the central depository/participant the appropriate information regarding its legal representative, the proof of the quality of legal representative of the shareholder will be made based on the relevant valid documents issued by the trade register or another similar entity in the country where the shareholder is registered.

The quality of shareholder, as well as, in case of shareholders legal persons or entities without legal status, the quality of legal representative, is ascertained based on the list of shareholders as of the Record Date/Registration Date, received by the Company from DEPOZITARUL CENTRAL - S.A., based on the following documents submitted to the Company by the shareholder, issued by DEPOZITARUL CENTRAL - S.A. or by the participants providing custody services:

- a) account statement certifying the quality of shareholder and the number of shares held;

- b) documents certifying the registration of the information on the legal representative with DEPOZITARUL CENTRAL - S.A./respective participants.

G. Documents and informative materials for the EGSM

The documents and informative materials related to the items included on the agenda of the EGSM, the present convening notice, draft decisions, total number of shares and voting rights as of the convening date, as well as the forms for special power of attorney and voting by correspondence for the EGSM will be made available to shareholders in both Romanian and English language, starting January 15, 2024, at the Company's registered office of Romania, Prahova county, Ploiești, 105A Malu Roșu, and will be displayed on the Company's website (www.aquila.ro, Investor Relation section < General Shareholders Meetings).

As of the convening date, the Company's share capital is formed of 1,200,002,400 nominative shares, out of which 1,080,000 shares before the increase are held by the Company and do not grant voting rights. Therefore, as of the convening date, the total number of voting rights attached to the shares issued by the Company is 1,198,922,400 voting rights.

The draft decisions proposed by the shareholders will be added on the Company's website as soon as possible, after they are received by the Company.

Additional information may be obtained from the Investor Relations Department, e-mail: actionari@aquila.ro and on the Company's website www.aquila.ro.

Elaborated today, January 10, 2024, in Ploiesti.

***PRESIDENT OF THE BOARD OF DIRECTORS
ALIN ADRIAN DOCIU
AQUILA PART PROD COM S.A.***

