

CURRENT REPORT

Current report according to:	The provisions of Law no 24/2017 and FSA Regulation 5/2018
Date of the report:	05.03.2024
Name of the issuer:	CASA DE BUCOVINA – CLUB DE MUNTE S.A.
Headquarters:	Gura Humorului, 18, Republicii Square, Suceava County
Phone/fax no.:	+40 230 207 000/ +40 230 207 001
Sole Registration Code:	10376500
Registration Number with the Trade Register:	J33/718/1998
Subscribed and paid-in share capital:	16.231.941,2 lei
Main features of the issued securities:	162.319.412 shares, with a face value of 0,1 lei/share
Regulated market on which the securities are traded:	Bucharest Stock Exchange
LEI code	2549003JCE4UBBB88S53

Significant event to report:

The Board of Administrators of Casa de Bucovina – Club de Munte SA, has decided during its meeting held on 04.03.2024 to convene the Extraordinary General Shareholders Meeting for the date 08/09.04.2024.

We present below the convening of the EGSM.

CONVENING NOTICE for the Extraordinary General Shareholders Meeting of CASA DE BUCOVINA- CLUB DE MUNTE SA

In accordance with the provisions of Law no 24/2017, Law no 31/1990 and the company's Articles of Incorporation, the Board of Administrators of CASA DE BUCOVINA - CLUB DE MUNTE SA ("company") a joint stock company registered with the Trade Register under no J33/718/1998, Sole Registration Code 10376500, with a subscribed and paid-up share capital of RON 16.231.941,2, headquartered in Gura Humorului, 18, Republicii Square, Suceava county, zip code 725300 ("headquarters"), convene:

The Extraordinary General Shareholders Meeting of CASA DE BUCOVINA - CLUB DE MUNTE SA for the date of 08.04.2024, 10:00, at the company headquarters („EGSM”).

The shareholders entitled to participate and to vote in the EGSM are those registered in the Shareholders' Register at the end of 28.03.2024 („data de referință”, (“reference date”), a date that will remain valid even if the general meeting is convened again due to not meeting the legal or statutory conditions for holding it. In the event of not meeting the legal and statutory conditions for holding the meeting on the date of the first convening, a new EGSM is convened for 09.04.2024, at the same time, in the same place and with the same agenda.

The agenda for the Extraordinary General Shareholders Meeting is the following:

1. Approving the transfer of the company's hotel and tourism activity, respectively the assets and liabilities related to the hotel and tourism activity, including:

(a) the asset named "Hotel Best Western Bucovina" located in Gura Humorului, Piața Republicii str. no. 18, Suceava county, composed of buildings and land under concession registered in Land Registry no. 30931 Gura Humorului having cadastral numbers 261/25, 261/26 and 127/22, land registered in Land Registry no. 31913 Gura Humorului located in Gura Humorului, Sf. Mihail str., Suceava county, having cadastral number 370/2, as well as land and buildings registered in Land Registry no. 34591 Gura Humorului having cadastral numbers 34591 and 34591-C1 located in Gura Humorului, str. Sf. Piața Republicii no. 18 bis, Suceava county;

(b) the Ariniș tourist inn composed of land with an area of 3,496 sqm - part of the land registered in Land Registry no. 44975 Gura Humorului with a total area of 47,287 sqm currently having the cadastral number 44975 as well as a construction having 236 sqm built surface on the ground with the cadastral number 44975-C1 currently located in the Ariniș Dendrological Park in Gura Humorului, Suceava county;

as well as all equipment, furniture, inventories, contracts, titles, rights and liabilities related to the transferred hotel and tourism activity, which will be carried out through a business transfer contract together with any other necessary or useful contracts associated with the transfer for a minimum price equal to with the equivalent in lei of the sum of 2,778,500 euros, calculated at the leu/euro exchange rate communicated by the National Bank of Romania on the date of the transfer, which does not include value added tax.

2. Approval of the authorization of the board of administrators of the company to carry out the acts and operations necessary to carry out the transfer of the hotel and tourist activity to the interested persons and the method of transfer, in compliance with the legal provisions and confidentiality obligations including, but not limited to: (i) establishing the procedure and the contractual clauses regarding the transfer of the hotel and tourist activity to a buyer, respectively to a person who will continue, in an independent manner, the transferred hotel and tourist activity; (ii) establishing the final transfer price in compliance with the minimum value decided by the general meeting of the company's shareholders; (iii) establishing the tangible and intangible assets, real estate, goods and liabilities that are the object of the transfer of the hotel and tourist activity; (iv) establishing the contracts related to the hotel and tourist activity to be transferred; (v) establishing the authorizations, licenses, notices and other documents that will be transferred to the buyer, within the limits allowed by the legal provisions in force; (vi) approval of the final form of the transfer contract of the company's hotel and tourism activity and (vii) fulfillment of all documents and formalities necessary for the company's compliant execution of the company's hotel and tourist activity transfer contract and its related contracts

3. Approval of the authorization of the legal representative of the company (i) to sign on behalf of the company, based on the written decision of the board of administrators of the company, the final form of the contract for the transfer of the hotel and tourism activity of the company, as well as all authentic documents or necessary to implement the transfer of the activity hotel and tourism of the company, including in front of the public notary and any other persons or authorities; (ii) to fulfill, based on the written decision of the board of administrators of the company, all the necessary documents and formalities for the compliant execution by the company of the agreement or contract of transfer of the company's hotel and tourism activity.

4. The delegation to the company's board of administrators of the attribution of relocating the company's headquarters in accordance with the provisions of art. 114 para. (1) from Law 31/1990.

5. Approval of 26.04.2024 as the registration date, according to the provisions of art. 87 para. (1) of Law no 24/2017, respectively 25.04.2024, as the ex-date, as defined by the FSA Regulation no. 5/2018.

In order to be able to participate and vote in the meeting, shareholders must comply with the procedures provided by the law and the convening of the meeting, having the rights provided by the legislation in force, the company's articles of incorporation and the applicable specific acts.

I. Rules for shareholders' identification

For the identification of individual shareholders it is necessary the copy of the identity document, certified by mentioning "certified true copy", followed by handwritten signature of the shareholder.

For the identification of shareholders – legal persons it is necessary the copy of the legal representative's identity document, certified by mentioning "certified true copy", followed by handwritten signature of the legal representative and the proof of the capacity of legal representative.

The capacity of shareholder, as well as, in the case of legal persons or entities without legal personality, the capacity of legal representative is established on the basis of the list of shareholders from the reference/registration date received by the issuer from the central depository or, as the case may be, for dates different from the reference/registration date, on the basis of the following documents submitted to the issuer by the shareholder, issued by the central depository or by the participants that provide custody services:

- a) the statement showing the shareholder capacity and the number of shares held;
- b) documents evidencing the entry of information on the legal representative to the central depository/ participants.

The Company accepts proof of legal representative capacity also on the basis of the documents deemed relevant by the company, submitted by the shareholder legal entity, issued by the trade registry or other similar authority in the state in which the shareholder is registered, within its term of validity, if the shareholder did not provide the central depository/ the participant with adequate information on its legal representative.

Documents attesting the capacity of a legal representative drawn up in a foreign language, other than English, shall be accompanied by a translation made by an authorized translator in Romanian or English language.

II. The shareholders rights to insert additional items on the EGSM agenda and to submit new resolution proposals for the items on the agenda

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

- (a) to add items on the agenda of the EGSM, under the condition that each item is accompanied by a justification or a draft of the resolution proposed to be approved by the EGSM; and
- (b) to submit draft resolutions for the items included or proposed to be included on the agenda of the EGSM.

These rights may be exercised within a maximum of 15 days from the date of the publication of the EGSM convening, respectively until 21.03.2024.

The rights mentioned under para. (a) and (b) above may be exercised only in written form, the proposals following to be sent by courier services to the company headquarters or by e-mail to actionari@bestwesternbucovina.ro in pdf format, incorporating, attaching or logically associating an electronic signature, complying with the requirements of Law no. 455/2001. Shareholders will submit proposals for new items on the agenda and the draft resolutions accompanied by the documents mentioned in point I. Rules for shareholders' identification.

In cases where the exercise of the aforementioned rights determines the modification of the EGSM agenda already communicated to the shareholders, the company makes available a revised agenda, using the same procedure as the one used for the previous agenda, before the reference date of the general meeting, so as to allow the other shareholders to appoint a representative or, if the case may be, to vote by correspondence.

III. The shareholders right to ask questions concerning the agenda

The shareholders of the Company, regardless of the share held in the share capital, may ask questions in writing about the items on the EGSM agenda. This right may be exercised at the latest until 01.04.2024, 10:00.

The proof of the status as shareholder will be done in compliance with the requirements specified in point I. Rules for shareholders' identification from this convening notice.

The questions will be sent by courier services to the company headquarters or by e-mail to actionari@bestwesternbucovina.ro in pdf format, incorporating, attaching or logically associating an electronic signature, complying with the requirements of Law no. 455/2001.

IV. Participation and voting in the EGSM

Shareholders can exercise their vote by directly participating to the EGSM, can vote through correspondence or may be represented by other persons, based on a special or general power of attorney, given in compliance with the provisions of the FSA Regulation no. 5/2018.

The voting procedure for the EGSM shall be made available to shareholders at the company's headquarters and on the company's website, www.bestwesternbucovina.ro, starting with 08.03.2024.

IV.1. Direct participation to the EGSM

The access of the shareholders entitled to participate to the EGSM shall be allowed by simply proving their identity in the case of individual shareholders, made with the identity document presented in original, or, in the case of legal persons shareholders, their legal representative's one and in the case of legal entities and represented individuals with the empowerment given to the person that represents them, by complying with the applicable legislation.

IV.2. Participation to the EGSM by representative

The shareholders may also be represented in the EGSM by other persons who are not shareholders, based on a special or general power of attorney.

For the vote through representative based on a special power of attorney, the shareholder must use the special power of attorney forms. These can be downloaded from the company's website www.bestwesternbucovina.ro and will also be available at the company's headquarters starting with 08.03.2024.

Shareholders will complete and sign the special power of attorney in three original copies: one for the shareholder, one for the representative and one for the company.

Identification of shareholders and their legal representatives will be made according to the rules stipulated under point I. Rules for shareholders' identification from this convening notice.

The shareholders may grant a general power of attorney for a period which will not exceed 3 years, allowing its representative to vote on all items on the agenda of the shareholders meetings of one or more issuers which are identified within the power of attorney, individually or through a general formula referring to a certain category of issuers, including on issues referring to disposal deeds,

under the condition that the special power of attorney is granted by the shareholder, as client to an intermediary as defined according to provisions of art. 2 para. (1) point 19 of Law 24/2017, or to a lawyer.

The Company accepts a general power of attorney for participation and voting within the EGSM, without requiring additional documents relating to that shareholder, if the general power of attorney complies with the provisions of the FSA Regulation no. 5/2018, is signed by that shareholder and is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who has received the power of representation through general power of attorney, in accordance with the provisions of art. 205 of the FSA Regulation no. 5/2018.

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the General meeting based on the voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the General Meeting exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the reference date.

The Company will take into consideration only special/general power of attorney forms submitted/transmitted by mail/courier/e-mail at the company's headquarters, respectively at the e-mail address actionari@bestwesternbucovina.ro in pdf format, incorporating, attaching or logically associating an electronic signature, complying with the requirements of Law no. 455/2001, at the latest on 06.04.2024, 10:00.

IV.3. Vote by correspondence

The shareholders may vote by correspondence. The correspondence forms drafted both in Romanian and in English, can be downloaded starting with 08.03.2024 from the company's website www.bestwesternbucovina.ro and will also be available at the company's headquarters.

The correspondence forms shall be accompanied by documents allowing the identification of shareholders and their legal representatives in accordance with the rules set out in point I from this convening notice.

The Company will take into consideration only correspondence forms submitted/transmitted by mail/courier/e-mail at the company's headquarters, respectively at the e-mail address actionari@bestwesternbucovina.ro in pdf format, incorporating, attaching or logically associating an electronic signature, complying with the requirements of Law no. 455/2001, at the latest on 06.04.2024, 10:00.

V. Documents related to the EGSM

The materials to be submitted to the shareholders' approval on the EGSM shall be made available to shareholders starting with 08.03.2024.

The rest of materials to be submitted to the shareholders' approval on the EGSM, the special power of attorney forms, the correspondence forms, the draft resolutions of the EGSM as well as the voting procedure shall be made available to shareholders starting with 08.03.2024, at the company headquarters or on the company's website, www.bestwesternbucovina.ro.

Shareholders may request copies of the documents to be presented in the EGSM, against payment of an amount of 0.1 lei/page.

Dan Florin MARINESCU
President of the Board of Administrators