

To

No. 4089/25.03.2024

- **Financial Supervisory Authority**
- **Bucharest Stock Exchange**

**CURRENT REPORT**

According to the FSA Regulation no. 5/2018 and Law 24/2017 regarding the issuers of financial instruments and market operations

Report date: 25.03.2024

Name of issuing entity: CEMACON S.A.

Registered office: Cluj-Napoca, Calea Turzii, nr. 178K, etaj 1, Cluj county

e-mail: [office@cemacon.ro](mailto:office@cemacon.ro)

Sole registration code with the Trade Register Office: RO 677858

Serial number with the Trade Register: J12/2466/2012

Subscribed and paid capital: 93.531.041,80 lei

Regulated market on which the securities issued are traded: Bucharest Stock Exchange – Standard category.

Important event to report: On 25.03.2024, the Board of Directors of CEMACON S.A, decided to summon the Ordinary General Meeting of the Shareholders (OGMS) on 29.04.2024, 10:00 am, at the office situated in Cluj-Napoca, Calea Turzii, nr. 178K, etaj 1, Cluj County, for all the shareholders registered with the Shareholder Register managed by Depozitarul Central S.A., at the end of 19.04.2024, established as the reference day. In case of non-fulfillment of the statutory conditions or any other validity conditions, the AGOA will be held on 30.04.2024, at the same time, in the same place, with the same agenda for all shareholders registered in the Shareholders' Register on the same reference date.

**SUMMONS of the Ordinary General Meeting of Shareholders**

- 1 Approval of the annual, individual and consolidated financial statements, based on the Management Report of the Board of Directors and the Report of the External Financial Auditor for the financial year 2023.
2. Approval of the distribution of the net profit for the year 2023 in the amount of 31.087.727,44 lei as follows:
  - for the establishment of a legal reserve 1.554.386 lei;
  - for the establishment of reserves related to the reinvested profit 29.533.341,44 lei;
3. Approval of the discharge of the administrators for the financial year 2023.
4. Approval of the Revenue and Expenditure Budget and the activity program for 2024.
5. Approval of the investment plan for 2024.
6. Approval of the Annual Remuneration Report for 2023
7. Approval of the fixed remuneration due to the members of the Board of Directors for the financial year 2024 and of the maximum limit for the variable remuneration according to art. 153 index 18 of Law 31/1990.

8. The election of the company's financial auditor for a 1-year mandate, respectively for the 2024 financial year.
9. Approval of the date of 21.05.2024 as the registration date for the identification of the shareholders affected by the OGMS decisions.
10. Approval of the date of 20.05.2024 as exdate.
11. Authorization of the Chairman of the Board of Directors, Mr. Daniel Sologon, to sign on behalf of the shareholders all decisions to be adopted by the OGMS and to complete all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of sub-mandate to third parties. Within the mandate granted, Mr. Daniel Sologon as well as any of his sub-representatives will be able, without being limited to them, to fulfill all the necessary formalities for the signing in the name and on behalf of the shareholders of the OGMS decisions as well as to carry out any necessary steps and formalities for the implementation and registration of the decisions adopted by the shareholders before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, the Trade Register Office and any other authorities and natural or legal persons involved.
12. To authorize Mr. Pușcaș Bogdan, Deputy Compliance Manager, to fulfill all the formalities for registration and registration at the Trade Register Office of the mentions corresponding to the decisions adopted by the Ordinary General Meeting of the Company.

## REMARKS ON OGMS

Only the shareholders enrolled in the shareholders' register on the reference date, 19.04.2024, may attend the General Meeting personally, through legal representatives or by a representative on the basis of special empowerment or general empowerment, or may vote by written or electronic ballot.

Verification and centralization of votes by correspondence and by special or general powers of attorney is carried out by a technical committee appointed by the Board of Directors, made up of persons who will keep the confidentiality of the votes until the voting on the resolutions entered on the agenda.

### I. Documents required for participation in the OGMS

The necessary documents for the participation of the natural persons shareholders in the OGMS are:

- Identity card (identity card or identity card for Romanian citizens or, as the case may be, passport for foreign citizens);
- the special power of attorney and the identity document of the representative (if the shareholder is represented by another person) - to which specific instructions for voting must be mentioned.

The documents necessary for participation in the OGMS of the legal persons shareholders are:

- an official document attesting to this legal representative status together with the identity document (eg extract / certificate issued by the Trade Registry or other proof issued by a competent authority, will be issued no later than 3 months before the date of publication of the convocation of the general meeting);
- in addition to the above-mentioned document (which certifies the legal representative of the person signing the power of attorney), the representative shall also present the special power of attorney signed by the legal representative of the legal person in the situation when the person representing the legal entity shareholder is not the legal representative. The natural person designated as representative of a legal entity shareholder shall be identified on the basis of the identity document. Documents attesting the status of a legal representative, drafted in a foreign language other than English, will be accompanied by a translation made by a translator authorized in Romanian or in English.

## II. Participation by representative at OGMS.

The shareholders may participate in the OGMS personally or through a representative, under the conditions provided by Law no. 24/2017. The representation of the shareholders may also be done by persons other than the shareholders, on the basis of special or general power of attorney, according to Law no. 24/2017. The special proxies will be used under the conditions established by Law no. 24/2017 and the FSA Regulation no. 5/2018 and their model can be obtained from the company website [www.cemacon.ro](http://www.cemacon.ro) or from the company's headquarters in Cluj-Napoca, Calea Turzii, no. 178K, 1st floor, Cluj county.

The special proxy will be sent either

- (i) originally, at the Company's headquarters in Cluj-Napoca, Calea Turzii, no. 178K, 1st floor, Cluj County, so that it can be received by the Company until 27.04.2024 at 10AM hours, with the mention on the envelope "FOR ORDINARY GENERAL MEETING OF THE SHAREHOLDERS of 29/30.04.2024 "Either
- (ii) by e-mail, with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, at [office@cemacon.ro](mailto:office@cemacon.ro), so that it is received by CEMACON SA, 48 hours before the date of the first EGMS convocation, therefore no later than 27.04.2024, 10AM hours under the penalty of losing the exercise of the right to vote in that meeting. The special power of attorney will be accompanied by the following documents:

a) for natural persons shareholders - a copy of the shareholder's identity document, allowing its identification in the list of shareholders of CEMACON SA on the reference date issued by the Central Depository S.A. and a copy of the identity card of the representative (BI or CI for Romanian citizens, or passport for foreign citizens)

b) for legal persons shareholders:

i. the Certificate of Incorporation, in original or a copy conforming to the original, issued by the Trade Registry or any other document, in original or in a copy conforming to the original, issued by a competent authority in the State where the shareholder is legally registered for the purpose of proving the existence the legal person and the legal representative's name / quality, with a maximum of 3 months reported on the date of publication of the convocation of the general meeting, and allowing them to be identified in the list of shareholders of CEMACON SA at the reference date issued by the Central Depository SA

ii. the legal representative is established on the basis of the list of shareholders CEMACON SA from the reference date, received from Central Depository S.A. However, if the shareholder did not inform the Central Depository in due time of its legal representative or the CEMACON SA shareholders list is not mentioned from the reference date received from the Central Depository, then the certificate of attorney /similar documents mentioned above must provide evidence of the legal representative of the shareholder

iii. copy of the identity card of the representative (trustee) (BI or CI for Romanian citizens, or passport, for foreign citizens)

c) documents presented in a foreign language (except for Romanian identity documents in Latin characters) will be accompanied by the authorized translation in Romanian or English, except for the documents attesting the quality of a legal representative drawn up in a language foreign language other

than English, which will be accompanied by a translation made by a translator authorized in Romanian or English.

Special power of attorney form:

- a) will be made available to the shareholders by the Company starting with 29.03.2024 at the same coordinates and under the same conditions as the informative materials;
- b) will be updated by the Company if new items are added to the OGMS's agenda and will be published on the Company's website in the updated form;
- c) will be completed by the shareholder in three copies: one for the shareholder, one for the representative and one for the Company.

The shareholder's representative is obliged, at the date of OGMS, to obtain the original attorney. In general, a shareholder may empower a single representative to represent it in the OGMS. However, empowerment may nominate one or more alternate representatives to ensure representation in the general meeting if the principal representative referred to above is unable to fulfill his mandate. If several alternate representatives are appointed by mandate, the order in which they will exercise their mandate shall be determined. Representation of shareholders in the general meeting by other persons may also be made on the basis of a general power of attorney by an intermediary (defined in accordance with Law 24/2017) or lawyer was given the power of attorney representation under the applicable legal conditions and OGMS Cemacon SA procedures. The general empowerment is granted by the shareholder for the entire holding on the reference date and is submitted to the company in the copy, including the mention of conformity with the original under the signature of the representative.

The power of attorney can not be substituted by another person. Where the person empowered is a legal person, it may exercise the mandate received through any person who is part of the management or management body or its employees. The general empowerment is passed on to the company as follows:

- a) in physical form, at the headquarters of the Cluj-Napoca Society, Calea Turzii, no. 178K, 1st floor, Cluj County, so that it can be received by the Company until 27.04.2024 at 10:00 AM hours, with the mention on the envelope "FOR ORDINARY GENERAL MEETING OF THE SHAREHOLDERS of 29/30.04.2024" Either
- b) by e-mail, with an extended electronic signature incorporated according to the Law no. 455/2001 regarding the electronic signature at [office@cemacon.ro](mailto:office@cemacon.ro), so that it will be received by CEMACON SA, 48 hours before the date of the first convocation of OGMS, therefore no later than 27.04.2024 at 10:00 AM hours, under the penalty of losing the exercise of the right to vote in that meeting.

Documents accompanying the general empowerment:

- a) evidence that the trustee has the quality of either an intermediary (in accordance with the provisions of Law No 24/2017) or a lawyer, and the shareholder is their client.
- b) for natural persons shareholders - a copy of the shareholder identity document, which allows its identification in the list of shareholders CEMACON SA at the reference date issued by the Central Depository S.A. and a copy of the identity card of the representative (BI or CI for Romanian citizens, or passport for foreign citizens)
- c) for legal entities:
  - i. the Certificate of Incorporation, in original or a copy conforming to the original, issued by the Trade Registry or any other document, in original or in a copy conforming to the original, issued by a competent authority in the state where the shareholder is legally registered for the purpose of proving the existence the legal person and the legal representative's name / quality, with a maximum of 3 months reported on

- the date of publication of the convocation of the general meeting, and allowing them to be identified in the list of shareholders CEMACON SA at the reference date issued by the Central Depository SA;
- ii. the legal representative is established on the basis of the list of shareholders CEMACON SA from the reference date, received from Central Depository S.A. However, if the shareholder did not inform the Central Depository in due time of its legal representative or the CEMACON SA shareholders list is not mentioned from the reference date received from the Central Depository, then the certificate of attorney/similar documents mentioned above must provide evidence of the legal representative of the shareholder;
  - iii. copy of the identity card of the representative (proxy) (BI or CI for Romanian citizens, or passport, for foreign citizens).
- d) Documents presented in a foreign language (except for identity documents valid on Romanian territory, in Latin characters) will be accompanied by the translation in Romanian or English, except for the documents attesting the quality of legal representative drawn up in a foreign language, other than English, which will be accompanied by a translation made by a translator authorized in Romanian or English.

The above-described shareholder documents will not be required if the shareholder's signature is signed by the shareholder, and the trustee (intermediary / lawyer) issues a statement confirming that:

- a) the shareholder is the client of the trustee;
- b) the general power of attorney is signed by the respective shareholder (including by attaching an extended electronic signature, if applicable).

The above-described statement should be submitted originally to Cemacon S.A. (at the same time as the general proxy form and at the same coordinates indicated in the notice) signed and stamped (if applicable) by the intermediary / lawyer (without completing other formalities in connection with its form).

Shareholders may not be represented in the OGMS on the basis of a general mandate by a person in a situation of conflict of interest, such as:

- a) is a majority shareholder of the company, or another entity controlled by that shareholder;
- b) is a member of a management, management or oversight body of a company, a majority shareholder or an entity controlled by that shareholder
- c) is an employee or auditor of the company or a majority shareholder or an entity controlled by that shareholder
- d) is the spouse, relative or affinal to the fourth degree of one of the natural persons referred to in let. a) - c).

The General Proxy Form will be made available to the shareholders by the Company as of 29.03.2024 at the same coordinates and on the same terms as the informative materials.

The general / special proxy, with a later date (registered before the deadline of 27.04.2024 at 10 AM hours) have the effect of revoking the previously dated powers. Shareholders who voted by special powers or ballots may change their initial voting option and the last vote expressed and registered by the deadline of 27.04.2024 at 10 AM is valid).

In case the shareholder who has expressed the vote by correspondence participates personally or by a representative at the general meeting, the vote expressed by correspondence is canceled, only the vote expressed in person or by a representative is taken into consideration. If the person who participates in the General Meeting is other than the one who has voted by correspondence, for the validity of the vote

he or she will present to the General Meeting a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence.

The direct participation of the shareholder in the general meeting personally or through the legal representative removes any other voting options previously transmitted. Where a shareholder is a credit institution providing custody services, it may vote in the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special mandate; or general by the shareholder. Custodians shall vote in the general meeting of shareholders solely in accordance with, and within the limits of, the instructions received from their clients as shareholders at the reference date.

### III. Voting by mail

Shareholders registered with the Reference Date have the opportunity to vote by correspondence before the general meeting by using the correspondence voting form available on the company's web site at [www.cemacon.ro](http://www.cemacon.ro).

In the case of voting by correspondence, the voting form, completed and signed, and can be submitted as follows:

1. transmitted originally to the head office in Cluj-Napoca, Calea Turzii, no. 178K, 1st floor, Cluj County, so that it can be registered as being received at the company's registry until no later than 27.04.2024, at 10AM with the mention "FOR ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 29/30.04.2024".
2. emailed with extended electronic signature incorporated according to the Law no. 455/2001 regarding the electronic signature, no later than 27.04.2024 at 10:00 AM at the e-mail address: [office@cemacon.ro](mailto:office@cemacon.ro), inserting in the subject "FOR ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 29/30.04.2024".

Documents accompanying ballot papers:

a) for natural persons shareholders - a copy of identity document, allowing their identification in the list of shareholders of CEMACON SA at the reference date issued by the Central Depository S.A. (BI or CI for Romanian citizens, or a passport for foreign citizens, with and, if necessary, a copy of the identity card of the legal representative (in the case of individuals with little or no exercise capacity) (BI or CI for Romanian citizens, or passport, for foreign citizens), together with the proof of the legal representative

b) for legal entities:

i. the Certificate of Incorporation, in original or a copy conforming to the original, issued by the Trade Registry or any other document, in original or in a copy conforming to the original, issued by a competent authority in the State where the shareholder is legally registered for the purpose of proving the existence the legal person and the legal representative's name / quality, with a maximum of 3 months reported on the date of publication of the convocation of the general meeting, and allowing them to be identified in the list of shareholders of CEMACON SA at the reference date issued by the Central Depository SA

ii. The legal representative is established on the basis of the CEMACON SA shareholder list from the reference date received from the Central Depository SA However, if the shareholder did not inform the Central Depository in due time about his legal representative or the information is not mentioned in the list of shareholders of CEMACON SA from the reference date received from the Central Depository, then the certificate of attorney / similar documents mentioned above must prove the legal representative of the shareholder.

c) documents presented in a foreign language (except for identity documents valid on Romanian territory, in Latin characters) will be accompanied by a translation into Romanian or English. except for the



documents certifying the quality of legal representative drawn up in a foreign language, other than English, which will be accompanied by a translation made by a translator authorized in Romanian or in English.

In case the shareholder who has expressed the vote by correspondence participates personally or by a representative (provided that the special / general power of attorney was transmitted in compliance with the above conditions at the general meeting, the vote by correspondence expressed for that general meeting is canceled. In this case, only the vote expressed in person or by a representative shall be considered. If the person representing the shareholder by personal participation in the general meeting is different from the one who expressed the vote by correspondence, then for the validity of the vote, it presents to the general meeting a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote correspondence.

If the shareholder or his legal representative is present at the general meeting, this is no longer necessary. The mailing list bulletin form:

- a) will be made available to the shareholders by the Company starting with 29.03.2024 at the same coordinates and under the same conditions as the informative materials and the forms of the special proxies;
- b) will be updated by the Company if new items are added to the OGSM agenda and will be published on the Company's website in the updated form.

#### **IV. Shareholders' right to insert new items on the OGMS agenda and make proposals for decisions on existing or proposed items to be included on the agenda.**

Shareholders may exercise their rights under FSA Regulation no. 5/2018 on the exercise of certain rights of shareholders, respectively: one or more shareholders representing individually or together at least 5% of the share capital are entitled, within maximum 15 days from the date of publication of the convocation in the Official Gazette of Romania, respectively until 12.04.2024 to insert items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for approval by the general meeting - to submit draft decisions for the items included or proposed to be included on the agenda of the general meeting.

These requests must meet cumulatively the following conditions:

- proving the quality of the shareholder under the conditions previously stated for natural persons and / or the representatives of the legal entities;
- be addressed to the Board of Directors of the Company and be submitted, in writing within the legal term, either
  - (i) in physical form, at the registered office of the Company or by courier services with acknowledgment of receipt) or
  - (ii) mail with extended electronic signature, according to the Law no. 455/2001, at [office@cemacon.ro](mailto:office@cemacon.ro). Both submissions must contain the written and clear written statement "PROPOSAL OF NEW POINTS ON THE DAY - FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 29/30.04.2024". Documents justifying the proposals for the introduction of new items on the agenda and the draft decision for them, as well as the completed convocation, will be available to shareholders at the Company's headquarters as well as on the Company's website at [www.cemacon.ro](http://www.cemacon.ro) and the completed convocation will

be published also in the Official Gazette of Romania and in a wide spread newspaper, according to the legal provisions.

#### **V. Questions regarding the agenda / activity of the Company**

Each shareholder has the right to ask the Board of Directors written questions, before the date of the general meeting, regarding the items on the agenda, according to art. 198 of Regulation no. 5/2018. The answer is considered given if the requested information is published on the Company's website. The questions will be sent either (i) in physical format, at the Company's headquarters, or (ii) by e-mail with the extended electronic signature incorporated, according to Law no. 455/2001, at the address [office@cemacon.ro](mailto:office@cemacon.ro), so that they can be received until 27.04.2024, at 10:00 (Romanian time). Both methods of transmission must contain the written mention in clear and capital letters, "QUESTIONS REGARDING THE AGENDA - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 29/30.04.2024". Any shareholder is guaranteed the free exercise of his rights according to the applicable legal provisions. and of the Articles of Incorporation of the Company.

VI. **The offers for the financial audit service** for the year 2024 can be submitted until 09.04.2024, following that the name of the companies that submit offers will be made available to the shareholders on the company's website [www.cemacon.ro](http://www.cemacon.ro), starting with of 10.04.2024.

#### **VII. Information materials on the agenda**

Starting with 29.03.2024, the forms for special proxies and general proxies, the voting form by correspondence, the documents and informative materials regarding the issues included on the OGMS agenda, the draft decisions as well as any other information related to the OGMS can be obtained from the headquarters of CEMACON SA, between 9:00 and 17:00, they are also available on the Company's website: [www.cemacon.ro](http://www.cemacon.ro).

According to the applicable legislative provisions, the representation of shareholders in the general meeting of shareholders in the case of companies whose shares are admitted to trading may be done by persons other than shareholders, based on a special or general power of attorney, applying and complying with legal provisions.

This call will be completed with the applicable legal provisions.

**The Chairman of the Board of Directors,  
Mr. Daniel Sologon**