



PREBET AIUD S.A.
Str. Arenei, nr. 10, c.p. 515200, loc. Aiud, jud. Alba, Romania
Tel: 0258/861.661; 0258/863.350;
Fax: 0258/861.454
E-mail: office@prebet.ro
Internet: www.prebet.ro

No. 1746 / 09.04.2024

To,
Bucharest Stock Exchange
Financing Surveillance Authority

CURRENT REPORT

Pursuant to the provisions of the EU Regulation no. 596/2014 regarding the market abuse, of the FSA Regulation no.5 / 2018 of FSA on Issuers of Financial Instruments and Market Operations, respectively of Law no. 24/2017 on issuers of financial instruments and market operations

Report date: **09.04.2024**

Company name: **PREBET AIUD S.A.**

Address: **Aiud, 10 Arenei Street, Alba County – Romania, 515200**

Phone/fax no: **004-0258-861661 / 004-0258-861454**

Fiscal Code: **RO 1763841**

LEI Code: **254900R0KBC9MDTF1V33**

Trade Register registration number: **J 01/121/1991**

Subscribed and paid in share capital: **8.199.547,74 RON**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB)**

Important event: Completing the convening of OGSM and EGSM

PREBET AIUD S.A. informs that in the meeting of the Board of Directors of PREBET AIUD S.A. of 08.04.2024, was decided:

- **Completing the convening of OGSM and EGSM of PREBET AIUD SA for the date of 29/30.04.2024, at 12⁰⁰, respectively 13⁰⁰.**

Enclosed: the completed convocation of PREBET AIUD S.A. Ordinary and Extraordinary General Meeting of Shareholders on 29/30.04.2024.

General Director
Cosmin Porutiu



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BCR, Sucursala Aiud IBAN RO66 RNCB 0005 0210 5844 0001



Completed Notice of General Meeting of Shareholders 29.04.2024 (first convocation), 30.04.2024 (second convocation)

- I. **ORDINARY GENERAL MEETING OF SHAREHOLDERS on 29.04.2024, 12.00⁰⁰ (first convocation) and 30.04.2023, 12.00⁰⁰ (second convocation), at the Company's headquarters in Aiud, Str. Arenei, Nr. 10, Jud. Alba,**
- II. **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS on 29.04.2024, at 13.00⁰⁰ (first convocation) and 30.04.2024, at 13.00⁰⁰ (second convocation), at the Company's headquarters in Aiud, Str. Arenei, Nr. 10, Jud. Alba,**

The Board of Directors of Prebet Aiud S.A., pursuant to the provisions of 117¹ para. (1) of Law no. 31/1990 in conjunction with art. 105 par. (3) lit. a) of Law no. 24/2017, completes the agenda of the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders at the request of the shareholders: Anodin Assets S.R.L., holder of 11.76% of the share capital and Anodin Opportunity S.R.L., holder of 13.94% of the share capital.

At the request of the shareholder Anodin Assets S.R.L., holder of 5,356,000 shares, representing 11.76% of the share capital, the agenda of the Ordinary General Meeting of Shareholders is supplemented with item 11.

I. ORDINARY GENERAL MEETING OF SHAREHOLDERS (COMPLETED)

will have the following

AGENDA:

1. Approval of the individual annual financial statements of Prebet Aiud S.A. for the financial year 2023, prepared in accordance with International Financial Reporting Standards (IFRS), based on the Report of the Company's Directors and the Report of the Independent Financial Auditor.
2. Approval of the distribution of the Company's net profit for the year 2023 in the amount of RON 6,844,053, as proposed by the Board of Directors, as follows:
 - 0 lei - legal reserve;
 - 6,844,053 lei - other reserves;
3. Approval of the discharge of the administrators for the financial year 2023.
4. Approval of the Revenue and Expenditure Budget for 2024.
5. Approval of the company's investment plan for the year 2024 within the limit of 10,924,299 Lei.
6. Approval of the remuneration report for the financial year 2023.
7. Election of a new member of the Board of Directors of the company until 25.04.2027 to fill the vacant position on the Board of Directors.
8. Approval of the date of **23.05.2024** as the **date of registration**, i.e. the date of identification of the shareholders on whom the effects of the resolutions adopted are to be felt, in accordance with the provisions of Article 87 para. (1) of Law no. 24/2017 on issuers of financial instruments and market operations.





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9. Approval of **22.05.2024** as **ex-date**, in accordance with the provisions of Law no. 24/2017 and Regulation no. 5/2018 on issuers of financial instruments and market operations.
10. Approval of the powers of attorney and the mandate of the directors of the company (General Manager, Deputy General Manager) to carry out the necessary and legal operations for the registration of the resolutions of the ordinary general meeting of shareholders, as well as for the carrying out of the advertising formalities, any of the directors having the right to carry out any of these formalities alone.
11. Election of the members of the Board of Directors for a term of one (1) year by cumulative voting.

At the request of the shareholder Anodin Assets S.R.L., holder of 5,356,000 shares, representing 11.76% of the share capital, the agenda of the Extraordinary General Meeting of Shareholders is supplemented with items 11 - 21.

At the request of the shareholder Anodin Opportunity S.R.L., holder of 6,350,000 shares, representing 13.94% of the share capital, the agenda of the Extraordinary General Meeting of Shareholders is supplemented with item 22.

II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (COMPLETED)

will have the following

AGENDA:

1. Approval of the increase of the shareholding of Prebet Aiud S.A., as shareholder, in the Alternative Investment Company with Private Capital Roca Investments S.A., registered at the Trade Register under no. J40/15602/2017, with CUI 38201915 (hereinafter referred to as "*Roca Investments S.A.*"), through the acquisition of shares or participation in the share capital increase, within the limit of a total amount equivalent in Lei to 6,400,000 Euro.
2. Mandate the Chairman of the Board of Directors to negotiate, for and on behalf of Prebet Aiud S.A., the contractual terms and conditions of the acquisition such as, but not limited to, price, method and terms of payment, within the limits established by the Resolution of the General Meeting, and to sign all legal documents necessary for the acquisition of the share package of Roca Investments S.A. and to carry out all formalities regarding the share capital increase operations.
3. Approval of the increase of the share capital in the amount of **17,672,878.26 Lei**, through the issuance of **98,182,657** new shares, with a par value of 0.18 Lei/share, through cash contribution and/or through the conversion of claims against the company, as follows:
 - (i) **during the first stage**, to shareholders registered in the register of shareholders of the company kept by the Central Depository S.A., with a record date of **12.06.2024** (hereinafter referred to as the "*Shareholders' Register*"), respectively by persons who have acquired, during the period of trading of the pre-emptive rights, pre-emptive rights from shareholders registered in the Shareholders' Register, to the extent that the offer prospectus prepared in connection with the share capital increase will also include the possibility of trading pre-emptive rights; and
 - (ii) **during the second stage**, any New Shares remaining unsubscribed after the first stage, as described in (a) above, will be offered for subscription (i) to the public in Romania by way of a public offering (the "*Public Offering*") and/or (ii) in a private placement to certain persons in the European Union on the basis of permitted exceptions to the publication of a prospectus, including those provided for in



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Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC and/or investors to whom such private placements may be lawfully made and directed in accordance with the exemptions from Regulation S under the United States Securities Act of 1933 and without any obligation to comply with any other formalities under any applicable law, to the extent and only to the extent that an investment in New Shares does not constitute a violation of any applicable law by such investor (the "*Private Placement*"), as determined by the Board of Directors in this respect.

- 3.1. The new shares remaining unsubscribed at the end of the subscription period of the Public Offering and/or the Private Placement (as the case may be) will be cancelled by a decision of the Board of Directors establishing the final results of the share capital increase.
- 3.2. The number of preference rights issued will be equal to the number of shares issued by the company as recorded in the Register of Shareholders.
- 3.3. Each shareholder registered in the Register of Shareholders will receive a number of preference rights equal to the number of shares held.
- 3.4. The exercise period of the Preference Rights will be one (1) month (if applicable, after the end of the trading period of the Preference Rights), being after the record date of 12.06.2024.
- 3.5. If the maximum number of shares which may be subscribed for during the period of exercise of preemptive rights (resulting from the application of the above calculation) is not a natural number, the maximum number of shares which may actually be subscribed for shall be rounded down to the next lower natural number.
- 3.6. Details of the subscription procedure, subscription period, subscription price, payment procedure and method, validation of subscription, subscription form, etc. for the new shares will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the share capital increase.
- 3.7. The purpose of the capital increase is to raise funds to finance the company's current activity, i.e. to obtain financing for ongoing and/or new projects.
4. Approval of the empowerment of the Board of Directors to issue any resolution and to perform all legal acts and deeds necessary, useful and/or appropriate to carry out the resolutions to be adopted by the AGM regarding the share capital increase, including the following matters:
 - a. determining the structure and duration of the share capital increase, negotiating as well as setting and approving the subscription price in the share capital increase (in accordance with market conditions, as well as approving the other final terms and conditions of the share capital increase), selecting the intermediaries for the share capital increase, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents relating to the share capital increase, negotiating and signing any contracts with intermediaries, consultants, accountants and valuers, performing any legal acts and deeds necessary, useful or opportune in connection with the above;
 - b. to approve any contracts relating to the share capital increase or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sale, stabilisation, agency, consultancy agreements, certificates, declarations, registers, notices, additional deeds, valuation reports and any other necessary deeds and documents, to carry out any formalities and to authorise and/or execute any other actions



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necessary to give full effect to the share capital increase, including the updating of the company's articles of association;

- c. the authority of the company's representatives to sign any such documents, carry out any such formalities and perform any such actions;
 - d. representing the company before any competent authorities and institutions (including but not limited to the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository S.A.) in connection with the increase of the share capital.
5. Approval of the amendment of Article 7(1) of the Articles of Association as a result of the increase in share capital (item 3), to read as follows:
- "(1) The share capital of the company is [...] lei fully paid up, divided into [...] shares, each with a nominal value of 0.18 lei."*
6. Approval of the date of **12.06.2024** as the **date of registration**, i.e. the **date of** identification of the shareholders on whom the effects of the resolutions adopted are to be felt, in accordance with the provisions of Article 87 para. (1) of Law no. 24/2017 on issuers of financial instruments and market operations.
 7. Approval of **11.06.2024** as an **ex-date**, in accordance with the provisions of Law no. 24/2017 and Regulation no. 5/2018 on issuers of financial instruments and market operations.
 8. Approval of **10.06.2024** as the date of the guaranteed participation, in accordance with the provisions of Article 2 para. (2)(j) of Regulation 5/2018.
 9. Approval of **13.06.2024** as the date of payment calculated in accordance with the provisions of Article 2(2). (2)(h) and Article 178 of Regulation No 5/2018
 10. Approval of the powers and mandates of the company's directors (General Manager, Deputy General Manager) to carry out the necessary and legal operations for the registration of the resolutions of the extraordinary general meeting of shareholders, as well as to carry out the formalities of publicity, any of the directors having the right to carry out any of these formalities alone.
 11. Approval of investments up to the RON equivalent of EUR 2,000,000 to acquire (i) financial instruments (shares and bonds) admitted to trading on regulated markets in the interest of Directive 2014/65/EU on markets in financial instruments, as amended (ii) government securities issued by the Romanian state or other states admitted to trading on regulated markets (iii) shares/shares in unlisted companies, in compliance with legal provisions.
 12. Approval of the Board of Directors' mandates to adopt all necessary decisions and carry out all necessary formalities/operations in order to carry out the resolution to acquire shareholdings in companies according to item 11, consequently by the Decisions of the Board of Directors the consent of Prebet Aiud S.A. to these formalities/operations has been expressed.
 13. Approval of the Board of Directors' mandates for the adoption of all necessary decisions in relation to the activities carried out, including but not limited to the completion of all formalities relating to the operation, amendment of internal acts (articles of association, statutes, by-laws and any other acts governing the company's activity) and any other formalities in relation to companies in which shareholdings (shares/shares) have been acquired/disposed of in accordance with points 11 and 12, consequently, by the Decisions of the Board of Directors, the consent of Prebet Aiud S.A. has been expressed with regard to any aspect in connection with the operation of these companies and the conduct of the activities of these companies.



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14. Approval of the extension by 12 calendar months of the validity of the financing ceiling, contracted on the basis of credit agreement no. 75/28.01.2014 with subsequent additional acts, in which Prebet Aiud S.A. is the borrower/co-borrower and BRD - Groupe Societe Generale S.A. is the Lender.
15. Approval of the conclusion by Prebet Aiud S.A., as guarantor, of any guarantee contracts (mortgage contracts of any rank, pledge contracts and any other guarantee instruments in respect of the present and future assets of the company, the company's accounts), as the case may be, to guarantee all obligations resulting from the extension of the validity of the financing ceiling, in accordance with point 14.
16. Approval of the empowerment of Mr PORUȚIU COSMIN-ALEXANDRU, as General Manager of PREBET AIUD S.A., in relation to the following items 14 and 15:
 - To negotiate, sign, perfect, execute, deliver and draw up, (in authentic form where applicable) in the name and on behalf of the Company, the Credit Agreement, the Deeds of Amendment and the Guarantee Agreements, and all acts and documents in connection therewith, including applications for the use of credit, in order to carry out the resolutions adopted in this decision;
 - To take all necessary actions for the registration of the Guarantee Contracts, at the National Registry of Real Estate, Land Registry, Commercial Registry and at the Register of Shareholders of the Company, for the fulfilment of any other necessary formalities, before any other competent authority or interested third parties and for the publication of this decision;
 - Carry out any other formalities necessary to carry out the decisions under points 14 and 15.
17. Approval of access to credit facilities up to the equivalent in Lei of 10.000.000 Euro, through the conclusion by the company, as borrower, with any banking institution, as borrower, of any credit/financing agreements.
18. Approval of the conclusion by Prebet Aiud S.A., as guarantor, of any guarantee contracts (mortgage contracts of any rank, pledge contracts and any other guarantee instruments with regard to the present and future assets of the company, the company's accounts) to guarantee all obligations resulting from the contracts concluded by the company, according to point 17. In the case of refinancing of existing credit lines, the maximum borrowing limit shall be increased by the amount of the credit line refinanced.
19. Approval of financial support for investments resulting from access to European funds by the company's affiliates: Prebet Aggregates SRL, Prebet Logistics SRL, Prebet Energy SRL and Prebet Investments SRL.
20. Approval of the Board of Directors' mandates to take all necessary decisions and carry out all formalities/operations required to carry out the financial support decision, in accordance with point 19, consequently by the Decisions of the Board of Directors the consent of Prebet Aiud S.A. to these formalities/operations has been expressed, with the exception of the resolutions to be approved by the AGM.
21. Approval of the amendment of Article 15(1) of the Constitution, to read as follows:

"(1) PREBET AIUD SA is managed in a unitary system by a Board of Directors composed of five persons, elected by the Ordinary General Meeting of Shareholders for a term of 1 year, with the possibility of being re-elected for new terms of 1 year."
22. Approval of the conclusion by the company, as borrower, with any banking institution, as lender, up to a maximum total amount of 45,000,000 lei, of a ceiling for the issuance of bank guarantee letters including, but not limited to, SGB of participation in the tender; SGB of good performance; SGB of advance refund; SGB of refund of monetary retentions.



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Date by which proposals for candidates for administrator posts can be made:

The deadline for submission of proposals for candidates for administrator posts is 3 working days after the publication of the completed Call for Proposals in the Official Journal. The proposal must be accompanied by a curriculum vitae and a copy of the identity card and must be submitted to the company's registered office in Aiud, str. Arenei, nr. 10, jud. Alba or at the e-mail address: office@prebet.ro, as provided for in Article 187 para. (8) of Regulation No 5/2018.

The list containing information on the names, place of residence and professional qualifications of the persons proposed for the position of director will be available to shareholders on the company's website www.prebet.ro and may be consulted and completed by them.

All other aspects of the original convening notice regarding the procedure and conduct of the AGM and EGM remain unchanged.

Board of Directors of PREBET AIUD S.A.,

by Francisc Mathe

Chairman of the Board of Directors

