

*Translation from  
Romanian*

## SUMMONING NOTICE

**Electroargeş SA's Board of Directors**, a company with the registered office in Curtea de Arges, str. Albesti nr. 12, jud. Arges, registered in the Trade Register with no. J03/758/1991, Tax Registration Code: RO 156027, represented by Stefan Constantin – Chairman of the Board of Directors, in compliance with the provisions of Law 31/1990, Law 24/2017, the ASF Regulation no. 5/2018 and the provisions of the Electroargeş S.A.'s Articles of Incorporation, **summons at the company's registered office in Curtea de Arges, str. Albesti nr. 12, jud. Arges:**

- I. **The Extraordinary General Meeting of Shareholders on 26.04.2021, 9.00 o'clock;**
- II. **The Ordinary General Meeting of Shareholders on 26.04.2020, 10.00 o'clock.**

All shareholders nominally registered in the Register of Shareholders at the end of **13.04.2021, which is the reference date**, have the right to participate and vote in the extraordinary and ordinary general meetings.

If, at the first summoning, the legal quorum conditions will not be met, the Extraordinary General Meeting is reconvened for 27.04.2021, at 09.00, and the Ordinary General Meeting is reconvened for 27.04.2021, at 10.00, at the company's registered office from Curtea de Arges, str. Albesti, nr. 12, jud. Arges.

**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS has the following**

### AGENDA:

1. Approval of completing the secondary business activities of Electroarges SA, with the following activities, respectively completing the list of secondary business activities from art. 6 of the Articles of Incorporation as follows:

Article 6. (...)

Secondary activities:

(...)

2016 – Manufacture of plastics in primary shapes;

3250 - Manufacture of medical and dental devices, apparatus and instruments

2. Approval of the extension of the credit line in the amount of 18,000,000 lei and the contracting of a term credit facility (investment credit) in a maximum amount of 47,160,422 lei, contracted from Raiffeisen Bank S.A. based on the State Aid Financing Agreement

according to GD no. 807/2014 for "Extending the production capacity of home appliances in Curtea de Argeş", granted to Electroarges SA in September 2020.

3. The approval that, in order to guarantee the extension of the credit facility in the amount of 18,000,000 lei as well as the guarantee of the term credit facility in the amount of 47,160,422 lei, the following guarantees are constituted:

- a) movable mortgage on the company's accounts (current and / or other accounts) opened with Raiffeisen Bank SA;
- b) movable mortgage on the stock of raw materials, semi-finished and finished products;
- c) movable mortgage on the equipment financed from the term facility;
- d) movable mortgage on the universality of the debts;
- e) mortgage on the cashings related to the guarantee letters for guaranteeing the advance payment;
- f) assignment of the rights resulting from the insurance policy for the mortgaged goods in favor of Raiffeisen Bank, a policy concluded with an approved insurer;
- g) real estate mortgage on buildings located in Curtea de Arges, str. Albesti, nr. 12, jud. Arges, the property of Electroarges SA, as follows:

- land within the built-up area - buildings and adjoining areas with an area of 1,555 square meters and the construction C1 built on it, having Land Register no. 81264, registered in the Land Book no. 81264 of Curtea de Arges.

- land within the built-up area - buildings and adjoining areas with an area of 1,152 square meters and the constructions C1, C2 and C3 built on it, having Land Register no. 81267, registered in the Land Book no. 81267 of Curtea de Arges.

- land within the built-up area - buildings and adjoining areas with an area of 4,992 square meters and the constructions C1, C2 built on it, having Land Register no. 81265, registered in the Land Book no. 81265 of Curtea de Arges.

- land within the built-up area - buildings and adjoining areas with an area of 1,411 square meters and the constructions C1, C3 built on it, having Land Register no. 81268, registered in the Land Book no. 81268 of Curtea de Arges.

- land within the built-up area - buildings and adjoining areas with an area of 366 square meters and the construction C1 built on it, having Land Register no. 81266, registered in the Land Book no. 81266 of Curtea de Arges.

- land within the built-up area - buildings and adjoining areas with an area of 3,490 square meters and constructions C1, C2 built on it, having Land Register no. 81269, registered in the Land Book no. 81269 of Curtea de Arges.

- land within the built-up area - buildings and adjoining areas with an area of 8,666 square meters and the constructions C1, C2, C3 built on it, having Land Register no. 81272, registered in the Land Book no. 81272 of Curtea de Arges.

- land within the built-up area - buildings and adjoining areas with an area of 741 square meters and the constructions C1 and C3 built on it, having Land Register no. 81270, registered in the Land Book no. 81270 of Curtea de Arges.

- land within the built-up area - buildings and adjoining areas with an area of 3,687 square meters and the constructions C1, C2, C3, C4, C5, C6, C7, C8 built on it, having Land Register no. 81273, registered in the Land Book no. 81273 of Curtea de Arges.

- land within the built-up area - buildings and adjoining areas with an area of 39,433 square meters and the constructions C1, C2, C4, C9, C11, C12, C21, C23, C24, C28, C29, C30, C31, C33 built on it, having Land Register no. 81271, registered in the Land Book no. 81271 of Curtea de Arges.

4. Approval that, until the date of settlement of all the obligations assumed by the company towards the bank, through the credit facility contracts, the company undertakes to follow the contractual clauses.
5. Mandating the Chairman of the Board of Directors and/or the Vice-Chairman and/or the Economic Adviser and/or the Financial Manager, to sign on behalf of and for the company the credit facility contract, the real estate mortgage contract, the movable mortgage contract on the accounts, the debt assignment contract, the movable mortgage contracts adjacent to the credit facilities, the additional documents for the extension of the facility, as well as any other documents/statements necessary for these documents to validly engage the company in these operations.
6. Mandating the Economic Advisor and/or the Financial Manager to sign on behalf of and for the company any document related to the use of the facility granted by Raiffeisen Bank SA.
7. Mandating the Chairman of the Board of Directors and/or of the Vice-Chairman, with the possibility for substitution, to take the necessary steps with the Trade Register Office and wherever necessary for registering the decision and other documents approved by the Extraordinary General Meeting of Shareholders of 26,27.04.2021.

## **THE ORDINARY GENERAL MEETING OF SHAREHOLDERS has the following**

### **AGENDA:**

1. Approval of the individual financial statement, the balance sheet and of the profit and loss account, prepared on 31.12.2020, based on the Electroarges SA Board of Directors Report

and the Financial Auditor Report.

2. Approval of the consolidated financial statement of Electroarges SA for 2020, prepared according to IFRS standards.
3. Discharge of the Electroarges SA Board of Directors for the financial year 2020.
4. Approval of the income and expenditure budget for 2021.
5. Approval of the Investment Program for 2021 and mandating the Board of Directors to approve the modification of the program according to the specific economic needs of the Company.
6. Approval of the List of depreciable fixed assets and inventory items proposed for scrapping and recovery through sale in 2021 and mandating the Board of Directors to approve their capitalization in 2021, according to the legal provisions, within the Board of Directors' competence provided by applicable laws.
7. Mandating the Board of Directors by the Ordinary General Meeting of Shareholders in 2021 to approve the contracting of loans and extending the current credit lines for production and investment, pledging of assets and assignment of receivables necessary for contracting credits, in accordance with applicable laws, within the Board of Directors' competence provided by applicable laws.
8. Approval of the Amortization of Tangible and Intangible Assets Regime for the financial year 2021, in accordance with the applicable laws.
9. Approval of Electroarges SA Organizational Chart for 2021 and mandating the Board of Directors to change the Organizational Chart according to the specific economic needs of the Company, according to art. 22.1 of the Articles of Incorporation.
10. Approval of the Remuneration Policy of the company's managers (administrators and directors), in accordance with the provisions of art. 92 ind.1, of Law no. 24/2017 on the issuers of financial instruments and market operations.
11. Mandating the Chairman of the Board of Directors and/or of the Vice-Chairman, with the possibility for substitution, to take the necessary steps with the Trade Register Office and wherever necessary for registering the decision and other documents approved by the Ordinary General Meeting of Shareholders of 26,27.04.2021”.

### **Shareholders' rights to attend the general meetings**

Shareholders registered in the Register of Shareholders on the date of reference may personally attend the general meeting, by legal representatives (in the case of legal persons) or by a

representative based on a Special or General Power of Attorney, or may vote by Absentee Ballot (by written form or by electronic means). The shareholders may be assisted by attorneys/legal advisers in the general meeting of shareholders.

The access of the shareholders entitled to attend the general meeting of shareholders is allowed by the mere proof of their identity, made in the case of the natural person shareholders with the identity card or, in the case of legal persons and the represented legal person shareholders, with the Power of Attorney offered to the natural person representing them, in compliance with the applicable legal provisions and the provisions contained in this Summoning Notice.

In the case of legal person shareholders or entities without legal personality, the capacity of legal representative is established based on the list of shareholders from the Register of Shareholders at the date of reference, and the legal representative's identity card. If, at the date of reference, the Register of Shareholders does not contain data on the legal representative's capacity, this capacity shall be proved by a certificate issued by the Trade Register, submitted in original, or a certified true copy, issued no more than 30 days prior to the publication of the Summoning Notice of the general meeting of shareholders.

Shareholders, who are not able to exercise their rights, as well as the legal persons, may be represented by their legal representatives, who in turn may authorize other persons.

Shareholders may be represented in the general meeting by other persons, on the basis of a Special or General Power of Attorney.

Natural or legal person shareholders registered at the date of reference may be represented in the general meeting by persons other than the shareholders based on a Special Power of Attorney.

For this type of voting, the Special Power of Attorney forms must be used, which will be provided by the company's Board of Directors, or a General Power of Attorney, prepared in accordance with the Law 24/2017 and of the ASF Regulation no. 5/2018.

Legal person shareholders or entities without legal personality who participate in the general meeting by a person other than the legal representative, must use a Special or General Power of Attorney under the abovementioned conditions.

Special Power of Attorney forms will be available from 26.03.2021 at the company's registered office, and on the company's website, [www.electroarges.ro](http://www.electroarges.ro).

The shareholders will fill in and sign the Special Power of Attorney in three original copies: one for the shareholder, one for the representative and one for the company. The copy for the company, filled in and signed, shall be submitted personally or send:

- by any type of courier, in original, together with the accompanying documents at the company's registered office so that it could be registered with the company at least 48 hours before the general meeting of shareholders, until 24.04.2021, 09.00 o'clock, under the sanction of losing the voting right.

- by e-mail - with extended electronic signature incorporated according to the Law no. 455/2001 on the electronic signature at [electroarges@electroarges.ro](mailto:electroarges@electroarges.ro) and [office@1electroarges.ro](mailto:office@1electroarges.ro) at least 48 hours before the general meeting of the shareholders, until 24.04.2021, 9.00 o'clock, under the sanction of losing the voting right.

The company will accept a General Power of Attorney for attending and voting in the general meeting of shareholders, issued for a period of maximum three years, offered by a shareholder, as a client, to an intermediary defined according to art. 2 paragraph (1) section 20 of the Law no. 24/2017, or to an attorney, without requiring additional documents regarding the respective shareholder, if the General Power of Attorney complies with the provisions of art. 92 paragraph 13 of the Law 24/2017, is signed by the respective shareholder and is accompanied by a declaration on his/her own responsibility given by the intermediary's legal representative or by the attorney who received the authorization by General Power of Attorney, from which results that:

- (i) authorization is given by that shareholder as a client, to the intermediary or, as the case may be, to the attorney;
- (ii) the General Power of Attorney is signed by the shareholder, including by attaching extended electronic signature, if applicable.

The statement made by the intermediary's legal representative or the attorney who received the authorization by General Power of Attorney must be submitted in original at the company's registered office, signed and, as the case may be, stamped, at the same time with the General Power of Attorney, no later than 48 hours prior to the general meeting of shareholders on 24.04.2021, 09.00 o'clock, in case of first use.

Shareholders could not be represented in the general meeting of shareholders, based on a General Power of Attorney, by a person who is in a situation of conflict of interest in accordance with the provisions of art. 92 paragraph (15) of Law no. 24/2017.

General Power of Attorney forms are submitted to the company 48 hours before the general meeting (24.04.2021, 09.00 o'clock) as a certified copy or including the mention of certified true copy, under the representative's signature.

### **Vote by correspondence**

Shareholders have the opportunity to vote by correspondence before the general meeting of shareholders using the Absentee Ballot forms provided by the company.

The Absentee Ballot forms will be available beginning with 26.03.2021 at the company's registered office or on the company's website at [www.electroarges.ro](http://www.electroarges.ro).

Under the sanction of losing the voting right, the Absentee Ballot forms filled in and signed by the shareholders, together with all the accompanying documents, are submitted to the company's registered office to be registered until 24.04.2021, 9.00 o'clock, as follows:

- (i) by any type of courier  
– the Absentee Ballot form submitted in original, on paper;
- (ii) by e-mail - with extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, at [electroarges@electroarges.ro](mailto:electroarges@electroarges.ro) and [office@1electroarges.ro](mailto:office@1electroarges.ro).

The Absentee Ballot forms are submitted together with the following documents:

- (i) In the case of natural person shareholders, the forms must be accompanied by a copy of the identity card and the account statement which shows the quality of shareholder and the number of shares held, issued by the Register of Shareholders;
- (ii) In the case of legal person shareholders, it must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders, as well as copy of the legal representative's identity card.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or certified true copy, issued with a maximum of 30 days before the date the publication of the Summoning Notice of the general meeting, which certifies the quality of legal representative.

In case the shareholder, who voted by correspondence, attends personally or by a representative the general meeting, the vote by correspondence will be canceled. In this case, only the vote cast in person or by the representative will be considered.

If the person who represents the shareholder by personal attendance in the general meeting is different from the one who voted by correspondence, then, for the validation of the vote, he/she will either present in the meeting a written revocation of the vote by correspondence signed by the shareholder or by the representative who voted by correspondence. This is not necessary if the shareholder or his legal representative is attending the general meeting.

### **ATTENTION!**

Considering the epidemiological situation determined by the spread of COVID-19 on the Romanian territory and the measures taken by the authorities:

- we recommend the shareholders to use the means of voting by correspondence, as mentioned in this Summoning Notice.
- we ask all shareholders who wish to attend the general meeting by the physical presence at the address mentioned in the Summoning Notice for holding the general meeting to notify the Board of

Directors of this intention at least 5 (five) days before the date of the meeting, at the e-mail addresses [electroarges@electroarges.ro](mailto:electroarges@electroarges.ro) and [office@1electroarges.ro](mailto:office@1electroarges.ro), in order to carry out all the necessary preparations to protect the health of the participants, as well as to ensure strict compliance with the measures taken by the authorities.

**Shareholders' right to add new items on the agenda of the general meeting and make proposals for decisions on items existing or proposed to be included on the agenda.**

According to the provisions of art.117<sup>^</sup>1 paragraph (1) of Law no. 31/1990 and art.92 paragraph (3) of the Law 24/2017, one or more shareholders representing, individually or together, at least 5% of the Company's share capital, may ask the company's Board of Directors to add additional items on the agenda of the general meeting and/or present draft decisions for the items included or proposed to be included on the agenda of the general meeting, subject to the following conditions:

- (i) In the case of natural person shareholders, the requests must be accompanied by a copy of the identity card and the account statement which shows the quality of shareholder and the number of shares held, issued by the Register of Shareholders;
- (ii) In the case of legal person shareholders, the requests must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders, as well as copy of the legal representative's identity card.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or certified true copy, issued with a maximum of 30 days before the date the publication of the Summoning Notice of the general meeting, which certifies the quality of legal representative.

- (iii) They are accompanied by a justification and / or draft decision to be adopted;
- (iv) They are submitted and registered at the company's registered office by any type of courier, with acknowledgment of receipt, within 15 days from the publication of the Summoning Notice, in original, signed and, as the case may be, stamped by the shareholders or their legal representatives.

**Shareholders' right to make enquiries on the agenda**

Shareholders may ask the company questions through a written document to be submitted and registered at the company's registered office by any type of courier, with acknowledgement of receipt, within five days of the publication of the Summoning Notice in the Official Gazette, in original, signed and, if necessary, stamped by the shareholders or their legal representatives.

The document containing the enquiries must be accompanied by:



- (i) In the case of natural person shareholders, the requests must be accompanied by a copy of the identity card and the account statement which shows the quality of shareholder and the number of shares held, issued by the Register of Shareholders;
- (ii) In the case of legal person shareholders, the request must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders, as well as copy of the legal representative's identity card.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or certified true copy, issued with a maximum of 30 days before the date the publication of the Summoning Notice of the general meeting, which certifies the quality of legal representative.

The company may answer by posting the answer on its website or in the general meeting.

The Special Power of Attorney forms, the Absentee Ballot forms, as well as the draft decisions of the General Meeting, regarding the issues included on the agenda, will be available and can be consulted by shareholders at the company's registered office starting with 26.03.2021, on business days, between 09.00 –15.00 or on the company's website [www.electroarges.ro](http://www.electroarges.ro).

**CHAIRMAN**  
**BOARD OF DIRECTORS,**  
**CONSTANTIN STEFAN**