

ASCENDIA S.A.
J40/6604/2007, CUI RO21482859
Inc. Address : Eufrosin Poteca St. No.40, 1st floor, Sect. 2, Bucharest



Correspondence: Dacia St. No.99, 4th floor, Sect. 2, Bucharest
Tel : 021.312.42.26 ; 0371.089.200
www.ascendia.ro ; office@ascendia.ro

ASC 5939/27.03.2024

CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) AND EXTRAORDINARY MEETING OF SHAREHOLDERS (EGMS) OF ASCENDIA S.A.

The sole director of ASCENDIA S.A. ("the Company"), a Romanian legal person, having its registered office in Str. Eufrosin Poteca Nr. 40, Et.1, Sector 2, Bucharest, Romania and the **correspondence address** at the work point in Bdu. Dacia Nr. 99, Et. 4, Sector 2, Bucharest, Romania, registered at the Trade Register under no. J40.6604/2007, with Unique Registration Code RO21482859, a company traded on the Bucharest Stock Exchange under the trading symbol ASC, with a share capital divided into 11.721.801 registered shares, fully subscribed by the shareholders, which confers on their holders, in proportion to the number of shares held, 11.721.801 equal votes in the OGSM and EGSM,

CONVENES

The Ordinary General Meeting of Shareholders (OGSM) of the company for **29.04.2024, at 11:00** (Romanian time), in the meeting room of Ascendia S.A., located at the address of the working point in Bdu. Dacia Nr. 99, Et. 4, Sector 2, Bucharest, Romania, convening all shareholders registered in the Shareholders Register at the end of **18.04.2024 (Reference Date)**.

and

The Extraordinary General Meeting of Shareholders (EGMS) of the company for **29.04.2024, at 12:00** (Romanian time), in the meeting room of Ascendia S.A., located at the working point from Dacia Nr. 99, Et. 4, Sector 2, Bucharest, Romania, convening all shareholders registered in the Shareholders Register at the end of **18.04.2024 (Reference Date)**.

Only persons who are shareholders on the Reference Date have the right to participate and vote at the OGMS and EGMS.

If at the first meeting the legal and statutory quorum of attendance is not achieved, the Ordinary General Meeting of Shareholders (**OGMS**) is convoked again on **30.04.2024, 11:00** (Romanian time) at the address mentioned for the first convocation, with the same agenda and the same reference date.

If at the first meeting the legal and statutory quorum of attendance is not achieved, the Extraordinary General Meeting of Shareholders (**EGMS**) is convoked again on **30.04.2024, 12:00** (Romanian time) at the address mentioned for the first convocation, with the same agenda and the same reference date.

THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS IS AS FOLLOWS:

1. Approval of the annual financial statements for the financial year 2023, accompanied by the Administrator's Report and the Financial Auditor's Report.
2. Discharge of the Administrator for the financial year 2023.
3. Approval of the Income and Expenditure Budget for the year 2024.
4. Approval of the distribution of the profit recorded in the 2023 financial year for the creation of reserves.
5. Approval of the Registration Date, defined as the date that serves to identify the shareholders to whom the decisions of the OGMS are imposed. The identification of the shareholders will be done by consulting the Shareholders' Registry held by the Central Depository. The proposal for the **Registration Date** is: **27.05.2024**, and the Date for the **Ex-date** **24.05.2024**.
6. Approval of the empowerment, with the possibility of substitution, of the company's administrator, Mr. Cosmin MĂLUREANU to sign the shareholders' resolutions, as well as any other documents related thereto and to carry out all procedures and formalities provided by law in order to implement the shareholders' resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution.

THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IS AS FOLLOWS:

1. To approve the **implementation of an Extraordinary Reward Plan**, exclusively dedicated to persons with an employment/employment contract with a minimum of 3 years of service with the company on the Record Date, which will provide for the allocation of up to 703,308 shares for subscription and/or in the form of a free bonus to persons included in this plan. The plan, which will meet all the conditions of a "Stock-Option-Plan" loyalty program, as defined in the Tax Code in order to benefit from all the specific tax facilities, is aimed at long-standing and very long-standing employees of the Company whose seniority in the Company exceeds 3 years, seniority being calculated as the sum of all the months actually worked for the Company from the date of employment to the Record Date. The Extraordinary Reward Plan is in addition to the Reward Plan described in art 9.6 and art 9.7 of the Memorandum of Association (which for reasons of non-achievement of the BVC indicators has not been executed so far).
2. Subject to the approval of item 1 on the agenda, approval of the empowerment of the Sole Administrator to take all necessary measures, make all necessary/appropriate decisions and carry out all formalities required for the definition, approval and implementation of the Extraordinary Reward Plan such as, but not limited to (i) determination of the criteria on the basis of which the rights to acquire shares will be granted in accordance with the terms and conditions of the plan, (ii) the number of shares that will vest to each beneficiary of the plan as subject to the rights to acquire shares; (iii) the period between the date of grant of the right to acquire shares and the date of exercise of the right, which period may not be less than 12 months; (iv) the conditions for the exercise of the right to acquire shares; (v) the period within which the holder of the right must exercise the right; (vi) the preparation and publication of information documents in accordance with the law, etc.

3. Subject to the approval of item No. 1 on the agenda of the AGM, Approval of a programme for the Company to repurchase up to 117,218 of its own shares by way of purchase on the market where the shares are listed or to make a Public Takeover Bid under the following conditions:

- Duration of the buyback programme: 18 months from the date of registration of the resolution of the EGM for publication in the Official Gazette of Romania, Part IV;
- Purpose of the buyback program: allocation under the Extraordinary Reward Plan specified in point 2, of shares to employees of the company who have a seniority of more than 3 years as of the Record Date, by way of bonus, in order to retain them and align their interests with those of existing shareholders;
- The price/share to be paid by the Company will be at least equal to 0.1 Ron/share and at most equal to 6.5 lei/share
- Payment for repurchased shares shall be made from the distributable profit or from the reserves entered from previous years, excluding legal reserves;
- The distribution of the acquired shares to employees will be made within 12 months from the date of redemption by the company.
- The Sole Director shall be empowered to make all decisions necessary and/or appropriate to carry out this resolution, including but not limited to (1) the actual period of the repurchase program, (2) the price at which the shares will be purchased under the tender offers, if any, (3) the number of shares that will actually be purchased by the Company under the repurchase program, and (4) the appointment of an intermediary to implement the repurchase program for the Company.

4. Approval of the Record Date representing the date which serves to identify the shareholders on whom the resolutions of the **EGM** are passed, the Ex-date and the Record Date, as follows: **Ex-date 20.06.2024, Record Date 21.06.2024.**

5. Approval to empower the legal representative of the company to duly decide on the implementation of the operations related to the increase, including any technical solution agreed with the regulatory authorities, in case the operations of the share capital increase will not be registered by the Record Date.

INSTRUCTIONS REGARDING THE OGMS AND EGMS
from the **29th (30th) of April 2024**

Participation at the OGMS and EGMS

The reference date for the OGMS and EGMS is **18.04.2024**. Only shareholders registered at this date in the Shareholders' Registry held by the Central Depository will be able to participate and vote at these general meetings.

The share capital of Ascendia S.A. consists of 11.721.801 registered, ordinary and dematerialised shares, each share held entitling the holder to one vote at general meetings.

Shareholders **may participate in the OGMS and EGMS directly or may be represented by other persons**, under the terms of the law and according to the Articles of Incorporation, or **may vote by correspondence**. In all these situations, the documents listed below are required, with the mention that in case of correspondence voting (online or printed correspondence), the identity documents will be sent in copy according to the original, under the handwritten signature of the shareholder.

All documents submitted in the name of the shareholders, as well as copies of the original documents, will be kept by Ascendia S.A.

Note: Should any difference be noted between the contents of the documents published in English and the documents published in Romanian related to the OGMS and EGMS, the Romanian language documents contents will prevail.

The necessary documents for participation in the OGMS and EGMS for **natural persons** are:

- If he participates directly: a) a simple proof of the identity, made with the identity document, in the original;
- If another natural person is represented: a) a copy of the identity document of the represented person, b) the identity document of the authorized person, in original, c) notarial authorization signed by the represented person as well as d) **the special power of attorney** by Ascendia SA, in original;
- If a legal person is representing the natural person: a) a copy of the identity document of the represented person, b) an official document attesting the quality of the legal representative (certificate issued by the Trade Register within the validity term or other proof issued by a competent authority, in the original), c) the identity document of the representative of the authorized representative, in the original, and d) **the special power of attorney** document provided by Ascendia SA, in original.

The documents required for participation in the OGMS and EGMS for **legal entities (legal persons)** are:

- If it is represented by the legal representative: a) an official document attesting to such a quality (certificate issued by the Trade Register during the term of validity or other proof issued by a competent authority in original) and b) the identity document of the legal representative , in original;

- If he is represented by a person other than the legal representative: a) an official document attesting to the quality of the legal representative (certificate of attestation issued by the Trade Registry within its validity period or other proof issued by a competent authority, in original); the identity document of the legal representative, c) the representative's identity document, in original, and d) **the special power of attorney** document provided by Ascendia S.A.

Voting through OGMS and EGMS representatives

For voting through representatives, Ascendia S.A. makes special powers of attorney (documents) available to shareholders starting from **29.03.2024**.

In order to be considered valid, the special power of attorney filled in by the shareholders will include the information provided in the special power of attorney form provided by the company, specifying the vote for each item on the agenda.

After completing and signing the special power of attorney (**in 3 original copies** - one copy of the power of attorney will be forwarded to Ascendia S.A., one will be handed to the representative and the third copy will remain with the shareholder.), under penalty of losing the right to vote, the documents will be forwarded to Ascendia S.A. to be verified and to also check if all legal conditions are met, before the OGMS and EGMS.

The deadline for receiving the documents at Ascendia S.A. is 26.04.2024, 11:00 (Romanian time), following the procedure described below:

- a) If sending of printed form is chosen, **a copy of the power of attorney, together with the documents mentioned as required for participation in the OGMS and EGMS and specified in the power of attorney**, will be delivered / sent to the company's headquarters in Dacia Nr. 99, Floor 4, Sector 2, Bucharest, România.
- b) If opting to send by e-mail, the power of attorney will be transmitted as a signed document with electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the email address: investors@ascendia.ro. **In the case of the electronic transmission of the power of attorney, electronic counter-signed (scanned and then signed with digital signature) will also be required for the documents mentioned as needed for participation in the OGMS and EGMS, which will also be send.**

Also, the representation of the shareholders in the general meeting can also be done on the basis of a **general mandate letter**. Through this general mandate, the represented shareholder gives his / her representative the opportunity to vote on all aspects of the debate of one or more general meetings, including the documents under review, without specific voting instructions from the shareholder.

To be considered valid, the general mandate letter must include at least the following information:

1. name of the shareholder;

2. the name of the representative (the person empowered);
3. the date of empowerment, as well as the period of its validity, in compliance with the legal provisions; the powers given with a later date have the effect of revoking the previously dated given powers;
4. specifying that the shareholder empowers the representative to participate and vote on its behalf by giving general authorization to the general meeting of shareholders for the full ownership of stocks the shareholder holds at the reference date, with the express specification of the company (s) for which that general authorization is used; either individually or through a generic wording relating to a particular category of issuers.

At the same time, general empowerment will only be valid if granted by the shareholder as a client to an intermediary (financial investment services companies authorized by A.S.F., credit institutions authorized by BVB in accordance with the applicable banking legislation, as well as entities of their nature authorized in the Member States or non-member to provide investment services and activities) or to a lawyer, for a period of maximum 3 (three) years, according to the provisions of art. 92 para. (13) of Law no. 24/2017.

The Shareholders may not be represented in a general meeting of shareholders on the basis of a general empowerment by a person who is in a situation of conflict of interest, in particular in one of the following cases:

- a) is a majority shareholder of ASCENDIA S.A. or another person controlled by that shareholder;
- b) is a member of an administration body, ruling body or supervisory body of ASCENDIA S.A., a majority shareholder or a controlled person, in accordance with the provisions of let. a);
- c) is an employee or auditor of ASCENDIA S.A. or of a majority shareholder or a controlled legal person, in accordance with the provisions of let. a);
- d) is the spouse, relative or affinal to the fourth degree of one of the natural persons referred to in let. a)-c).

The empowered person may not be substituted by another person unless this right has been expressly conferred on him by the shareholder in the power of attorney. Where the authorised person is a legal person, it may exercise the mandate received through any person who is a member of its administrative or management body or of its employees.

The deadline for receiving the general mandate letter at Ascendia S.A., subject to the penalty of losing the voting right, is 26.04.2024, 11:00 (Romanian time), following the procedure described below:

- a) If sending of a printed copy is chosen, **a copy of the power of attorney including the mention of compliance with the original under the signature of the representative, accompanied by the documents set as necessary for participation in the OGMS and EGMS and specified within the mandate, if any**, shall be deposited / sent to the offices of the company found in Dacia Nr. 99, Floor 4, Sector 2, Bucharest, România.

- b) If opting to send by e-mail, the general mandate letter will be transmitted as a signed document with electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the email address: investors@ascendia.ro. **In the case of the electronic transmission of the general mandate letter, electronic counter-signed (scanned and then signed with digital signature) will also be required to be sent for the documents mentioned as needed for participation in the OGMS and EGMS.**

The general mandate letter will cease by:

- a) revocation written by its principal shareholder forwarded to ASCENDIA SA in printed form or by e-mail in accordance with the aforementioned procedure no later than **26.04.2024 at 11:00** – Romanian time (deadline for depositing the mandates) drafted in Romanian or in English; or
- b) the loss of the shareholder's title to the reference date applicable to the general meeting (**18.04.2024**); or
- c) the loss of the status of intermediary or attorney of the trustee (empowered person).

The Vote by Correspondence

Shareholders registered at the reference date have the option to **vote by email** before the OGMS and EGMS until the deadline of **26.04.2024, 11:00** (Romanian time) - **the date of receipt by Ascendia S.A.** of their vote, by using the **correspondence voting form** made available to the shareholders starting from **26.03.2024**. For voting by correspondence, the following system will be used:

- a) If sending of printed form is chosen, the voting forms will be submitted / sent to the company's working point in Dacia Nr. 99, Floor 4, Sector 2, Bucharest, Romania by the mentioned deadline. **The correspondence voting form shall be considered valid only if it is accompanied by the mentioned documents required for participation in the OGMS and EGMS.**
- b) If opting to send by e-mail, the correspondence voting forms may be sent, by means of signed documents with electronic signature, according to Law no. 455/2001 regarding the electronic signature, at the e-mail address investors@ascendia.ro, till the mentioned deadline. **In the case of the electronic submission of the voting form, in order to be considered valid, also the digital counter-signing will be required (scanned than ditally signed) for the documents mentioned as needed for participation in the OGMS and EGMS.**

Starting with **29.03.2024**, the special power of attorney forms for OGMS and EGMS, respectively those for exercising the right to vote by correspondence, can be obtained from Ascendia S.A. - Dacia Nr. 99, Floor 4, Sector 2, Bucharest, Romania or can be downloaded from the company's website (www.ascendia.ro), form the Investors section.

Statutory conditions regarding the shareholders' proposals regarding the OGMS and EGMS

According to the legal provisions and the Articles of Incorporation, one or more shareholders, who hold individually or together at least 5% of the share capital, have until **13.04.2024** the right date of publication of the convocation:

- a) to add new items on the agenda, provided that each item is accompanied by a justification or a draft resolution proposed for approval to the ordinary or extraordinary general meeting, to be transmitted at the company's registered office - Dacia Nr. 99, Floor 4, Sector 2, Bucharest, Romania
- b) to submit draft decisions for the items included or proposed to be included on the agenda, proposals that will be made in writing and sent to the company's working point - Dacia Nr. 99, Floor 4, Sector 2, Bucharest, Romania.

Shareholders' proposals and documents attesting to the fulfillment of the conditions for the exercise of these rights shall be transmitted by the specified dates using one of the following forms of transmission:

- a) as original document (handwritten), by post or courier services, in a closed envelope marked "*Proposal of new items on the agenda for the OGMS/EGMS* " at Ascendia S.A. - Dacia Nr. 99, Floor 4, Sector 2, Bucharest, Romania;
- b) as a signed document with extended electronic signature, according to the Law no. 455/2001 regarding the electronic signature, by e-mail having as topic "*Proposal of new items on the agenda for the OGMS/EGMS*" at: investors@ascendia.ro.

If the case, the **revised** agenda will be published by **17.04.2024** in accordance with the legal provisions in force.

Resources available to shareholders and questions about the OGMS/EGMS

The Convening Notice and the resources to be discussed will be available for consultation starting with 29.03.2024 at the working point of the company from Dacia Nr. 99, Floor 4, Sector 2, Bucharest, Romania and on the company website (www.ascendia.ro), at the Investors section.

The list of available documents includes: Convening Notice for OGMS and EGMS 29(30).04.2024, Balance Sheet for 31.12.2023 and its Notes, Administrator's Report for the financial year ended 31.12.2023, Proposed Revenues and Expenses Budget for 2024, Statement of Responsible Persons, Draft Resolutions for OGMS 29(30).04.2024, Draft Resolutions for EGMS 29(30).04.2024 Distance Voting Forms and Special Power of Attorney forms for individuals and legal entities.

The Company's shareholders may submit written questions on agenda items, together with identification documents of the shareholder, no later than the day before the OGMS and EGMS. The company can also respond by posting the answer on the company's website (www.ascendia.ro), for questions with the same content, a general answer by the company may be offered. Shareholders' questions will be sent in writing, either by post or courier services at the above-mentioned offices, or by electronic means (at: investors@ascendia.ro).

Additional information can be obtained directly at Ascendia S.A. from Dacia Nr. 99, Floor 4, Sector 2, Bucharest, Romania or tel +0371.089.200, Monday to Friday, between 11:00 - 17:00, until **26.04.2024**.

Notes:

1. The Company reminds shareholders that if they are unable to attend in physical form, they may exercise their voting rights either by mail or online by e-mail, following the details in this notice.
2. Please note that the Company's business is partly conducted on a hybrid basis (normal and remote).

SOLE ADMINISTRATOR OF ASCENDIA S.A.

Cosmin Mălureanu



