



NOTICE TO ATTEND

The Managing Board of VES S.A., with main offices in Sighișoara, str. Mihai Viteazul nr. 102. Mureș, registered in the Trade Register under no. J 26/2/1991, with unique registration number RO 1223604, pursuant to art. 117 of Law no. 31/1990 regarding commercial companies, republished, with the subsequent modifications, through President Stan Gelu, in the meeting of 03-19-2020, decided to convene the Ordinary General Assembly of the Shareholders of the Company, in accordance with the statutory and legal provisions in force, on 04-23-2020, at 11:00 a.m., in Cluj-Napoca, str. Fagului, no. 83, et.3, county of Cluj.

The notice is addressed to all shareholders registered in the Register of Shareholders of the Company at the end of the day of 04-08-2019, considered as a reference date for holding the Meeting.

If, on the date of 04-23-2020, the quorum of presence provided for by the legislation in force and the Articles of Association of the Company is not met, according to art.118 of Law no. 31/1990, republished, the second Ordinary General Meeting of Shareholders is convened and set for 04-24-2020 at the same time, in the same place and with the same agenda.

I. The agenda of the Ordinary General Meeting of Shareholders is as follows:

1. Approval of the Annual Report of the VES.SA Sighișoara Managing Board for 2019.
2. Approval of the Balance Sheet, the Profit and Loss Account and the annexes related to the closure of the financial year 2019.
3. Approval of the Financial Audit Report for the certification of the Balance Sheet for 2019.
4. Approval of the discharge from administration of the Managing Board for the financial year 2019, based on the reports presented.
5. Approval of the Income and Expenditure Budget for 2020.
6. Approval of the date of 05-15-2020 as the date of registration, respectively of identification of the shareholders on whom the effects of the OGMS decision in accordance with the provisions of Law 24/2017 regarding issuers of financial instruments and market operators, and of the date of 05-14-2020 as ex date, as defined by the provisions of the ASF Regulation no. 5/2018.
7. Mandating the President of the Managing Board to carry out all the necessary formalities in order to register and publish the GMS decisions.



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II. One or more shareholders which hold, individually or together, at least 5% of the share capital of the company, registered at the reference date, have the right to introduce new items on the agenda of the Ordinary General Meeting of Shareholders within a maximum period of 15 days from the publication of the notice, respectively until 04-04-2020, provided that each point is accompanied by a justification or a draft decision proposed for adoption by the OGMS.

Also, the shareholders have the right to present draft resolutions for the items included or proposed to be included on the agenda of the General Meeting, at the latest by 04-04-2020.

These rights shall only be exercised in writing.

III. Shareholders have the right to ask questions related to items on the above-mentioned agenda and the answers will be published on the website of the company www.ves.ro. The questions will be submitted or sent in such a way that they will be registered with the Company Registry until the latest on 04-21-2020, at 11:00 a.m., in a sealed envelope, with the written statement clearly and in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" of 04-23/24-2020.

IV. The shareholders registered on the reference date can exercise their right to participate and vote directly in the General Meeting of Shareholders, based on their Identity Card, as well as the right to vote by correspondence or through a representative with a special proxy or a general proxy, according to the information displayed on the Company's website www.ves.ro, under the section [GMS](#).

If the shareholders appoint their representatives to participate and vote at the General Meeting of Shareholders, the notification of their appointment will be sent to the Company only in writing.

V. The ballot forms by correspondence and the special proxy forms in Romanian and English for representing the shareholders in the General Meeting of Shareholders can be obtained from the company headquarters, as well as from the company website www.ves.ro 30 days before the GMS, respectively from 03-24-2020.

After completion, the English or Romanian correspondence voting form, with legalization of signature made by a notary public, together with a copy of the identity document - for individuals and a copy of the registration certificate together with the original Confirmation of company details,



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issued not later than 3 months before the first Meeting or equivalent documents issued by the competent authorities in the country of residence of the shareholder - for legal persons, will be deposited or sent to the Company's headquarters so that they will be registered in the Company's Register until the latest on 04-21-2020, 11:00 a.m. in a sealed envelope, with the following statement written clearly and in capital letters "VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" from 04-23/24-2020.

Correspondence voting forms that are not received in the form and term stipulated in the present notice will not be taken into account for determining the quorum of presence and voting, as well as for counting the votes in the General Meeting of Shareholders.

VI. After completion, the special power of attorney in Romanian or in English will be filed or sent, in original, to the Company's headquarters so that they may be registered with the Company's Register until the latest on 04-21-2020, at 11:00 a.m., in a closed envelope with the following statement written clearly and in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" of 04-23/24-2020. The power of attorney is drawn up in three original copies, one of which will be sent to the company according to the above procedure, one shall remain with the representative in order to prove the quality of representative at the request of the technical secretariat, and one copy shall remain with the shareholder. The power of attorney can also be transmitted in electronic format, to the address office@ves.ro, provided that the original is transmitted to the Company according to the provisions of art. 125 paragraph 3 of Law 31/1990 and of the present Notice.

The special powers of attorney originally filed or sent after 04-21-2020 will not be taken into account for the determination of the attendance quorum nor when counting the votes in the General Assembly.

VII. The shareholder may grant a power of attorney (general power of attorney) valid for a period not exceeding 3 years, allowing his/her representative to vote in all matters in the general meeting of shareholders of the company identified in the power of attorney, including regarding disposition documents, provided that the power of attorney is granted by the shareholder, as a client, to an intermediary defined in accordance with art. 2 paragraph (1) point 20 of Law 24/2017 on issuers of financial instruments and market operations, or to an attorney. The copy of the general power of attorney, including the mention of conformity to the original under the representative's



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signature, accompanied by a copy of the identity document or the certificate of registration of the represented shareholder and a copy of the identity document or the certificate of registration of the representative, will be filed at the company headquarters until 04-21-2020 at 11:00 a.m.. The shareholders cannot be represented in the GMS on the basis of the general power of attorney by a person who is in a situation of conflict of interests, according to Law 24/2017.

VIII. Only persons who are registered as shareholders on the reference date have the right to attend and vote in the General Meetings of the Shareholders of 04-23/24-2020, personally or through a representative.

IX. Documents and informative materials related to the items on the agenda, as well as the draft resolutions for the items on the agenda, as the case may be, are available to the shareholders at the Company's headquarters in Sighișoara, Mihai Viteazul no. 102, Mureș County and are posted on the website of the company www.ves.ro starting with 03-24-2020.

Further information can be obtained at the company headquarters or by calling 0365-808884 or 0365-808885.

PRESIDENT OF THE MANAGING BOARD

STAN GELU