

545400 Sighișoara, Romania, Mihai Viteazu nr. 102;
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ves.ro



Two-tier system company

To

**FINANCIAL SUPERVISORY AUTHORITY
BUCHAREST STOCK EXCHANGE**

CURRENT REPORT according to ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and to Law no. 24/2017 regarding issuers of financial instruments and market operations

Report date: 05.11.2021

Company name: VES S.A.

Company headquarters: Sighișoara, Str. Mihai Viteazul, No. 102, jud. Mureș.

Fax: 0265/778865 – 0265/779710

Phone: 0365/ 808 884 ; 0365/ 808 885.

Tax Identification Code: RO 1223604

Trade Registry Number: J26/2/1991

Subscribed and paid-up share capital: 19.908.308,90 lei

Number of shares: 199.083.089

Voting rights: 199.083.089

The regulated market on which the issued securities are traded: REGS, Standard category of BSE (Bucharest Stock Exchange).

Important event to report: The Convener of the Extraordinary General Meeting of Shareholders of 09/10.12.2021, which we submit in attachment.

CHAIRMAN OF THE BOARD,

Gelu Stan





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CONVENER

The management of **VES S.A.**, a Romanian two-tier system company, with headquarters in Sighișoara, str. Mihai Viteazu, nr. 102, Mureș county, registered with the Trade Register under no. J26/2/1991, with tax identification code RO 1223604, pursuant to art. 117 of Law no. 31/1990 regarding commercial companies, republished, with subsequent amendments and supplements, in the meeting of 05.11.2021, decided to convene the **Extraordinary General Meeting of the Shareholders**, in accordance with the statutory and legal provisions in force, for **09.12.2021** at **12:00**, in Cluj-Napoca, Câmpului street, no. 33, Cluj county.

The notice is addressed to all shareholders registered in the Register of Shareholders of the Company at the end of the day of **26.11.2021**, considered as a reference date for holding the General Meeting.

If on **09.12.2021** there is no attendance quorum as provided for by the laws in force and the Company's Articles of Association, the second General Meeting for **10.12.2021** shall be convened and fixed, pursuant to Article 118 of Law No 31/1990, republished, at the same time, in the same place and with the same agenda.

I. The agenda of the Extraordinary General meeting of shareholders is as follows:

1. Approval of the extension of the credit line facility contracted by Chimsport SA, as borrower, Ves SA as real guarantor and co-debtor, for the amount of 17,788,041 lei with CEC Bank SA, according to contract no. RQ13120793669278 of 10.01.2014 and subsequent additional acts, for a new period of maximum 24 months, with the possibility of extension, as well as the maintenance of guarantees:

-real estate mortgage on the following properties owned by Chimsport SA, located administratively in Orăștie, str. Codrului, no. 24, Hunedoara county: 1) urban land with an area of 8,690 sqm and constructions consisting of C1 - Storage hall and C2 - Șopru, registered in CF no. 60457 Orăștie; 2) urban land with an area of 580 sqm and construction consisting of electric workshop with locker room, registered in CF no. 61158 Orăștie;



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-real estate mortgage on the following buildings owned by Chimica SA, located administratively in Orăștie, str. Codrului, no. 24, Hunedoara county: 1) urban land with an area of 10,290 sqm and constructions consisting of C1 - Heavy Injection Hall, P; C2 - Offices, Gf + 2; C3 - Mill; C4 - Heavy injection hall, P; C5 - Warehouse, P, registered in CF no. 61052 Orăștie; 2) urban land with an area of 10,984 sqm and constructions consisting of C1 - Investment Offices, GF + 2; C2 - New mold, P; C3 - Old mold, P, 1st floor partially locker rooms; C4 - Changing rooms, Gf + 2; C5 - Warehouse, P; C6 - Warehouse, P; C7 - Warehouse, P, registered in CF no. 61053 Orăștie;

-real estate mortgage on the following buildings owned by Ves SA: 1) urban land with an area of 358 sqm and construction consisting of a house consisting of 1 room, kitchen, porch, registered in CF no. 50026 Albești; 2) urban land with an area of 990 sqm and construction consisting of a 2-room house, kitchen and outbuildings, registered in CF no. 50027 Albești; 3) urban land with an area of 252 sqm and constructions consisting of Pilot Station Research special enameled vessels (offices + laboratories), registered in CF no. 50031 Albești; 4) urban land with an area of 1735 sqm and constructions consisting of C1- Electro charging station, C2- Warehouse, C3- Warehouse, C4- Metal warehouse, C5- Boiler room, C6- Boiler room, registered in CF no. 50179 Albești; 5) urban land with an area of 5,371 sqm and constructions consisting of C1-Casa portarta, C2-Cantina, registered in CF no. 50180 Albești; 6) urban land with an area of 3,193 sqm and constructions consisting of C1-Stormwater basin, C2-Gas regulation house, C3-Pump house, C4-Warehouse, C5-Pump station, C6-Decantation basin, C7-Decantation basin, C8-Decanter, C9-Acid water accumulation basin, C10-Garage, C11-Gas regulation house, C12-Decanter, C13-Decantation basin, registered in CF no. 50181 Albești; 7) urban land with an area of 2,123 sqm and constructions consisting of C1-Fuel depot, C2-Metal hall for storing hot products, registered in CF no. 50664 Sighișoara; 8) urban land with an area of 3,189 sqm and construction consisting of C1-Warehouse of finished products, registered in CF no. 50939 Sighișoara; 9) urban land with an area of 2,343 sqm and constructions consisting of C1-Water household, C2-Water basin, registered in CF no. 50940 Sighișoara; 10) urban land with an area of 12,042 sqm and constructions consisting of C1-Administrative Corps (offices), c2-Enameled Vessel Manufacturing Corps, C3-Workshops, C4-Compressor Station, C5- Workshops, C6-Post Transformer, registered in CF no. . 50942 Sighișoara; 11) urban land with



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an area of 3,831 sqm and constructions consisting of C1-Press hall and sheet metal warehouse, C2-Basin, registered in CF no. 50944 Sighișoara; 12) urban land with an area of 4,870 sqm and constructions consisting of C1-Metal hall, C2-Gate house, C3-Social group and cabin, C4-Metal warehouse, registered in CF no. 50946 Sighișoara;

- Movable mortgage on the stocks of Ves SA, at the value of the necessary to be guaranteed;

- Movable mortgage on the present and / or future receivables resulting from the contracts / commercial relations concluded by Ves SA with the clients: DEDEMAN SRL, WEEKEND SRL, MAGDOLNA IMPEX SRL, VIA-COM SRL.

- Movable mortgage on present and future receivables resulting from the contract concluded by Chimsport SA with the client De Longhi Romania SRL and / or any other commercial contracts, concluded by Chimsport SA with clients from the country and / or abroad;

- Movable mortgage on the current accounts opened by the Company at CEC Bank SA;

- Guarantee contract with Ildate Management SRL;

- Pledge on the insurance policies of the goods brought as collateral in favor of CEC Bank SA.

- Personal guarantees of Mr. Fărcaș Alexandru and of Mrs. Fărcaș Monica Elena, containing the waiver clause of the benefit of discussion and division.

2. Approval of the extension of the credit line facility contracted by Chimsport SA as a borrower, with CEC Bank SA, according to contract no. RQ14121144736129 of 09.12.2014 and subsequent additional documents, for a new period of no more than 24 months, with the possibility of extension, for the remaining balance of 4,900,000 lei, its reduction by monthly reimbursements of 100,000 lei, assuming the quality of real guarantor and co-debtor of Ves SA, as well as the maintenance of the guarantees constituted, respectively:

- Real estate mortgage on the building representing urban land with an area of 9534 sqm and constructions consisting of: C1 - Production hall "SALOMON", GF and GF + 1; C2 - Warehouse no. 1, P; C3 - Warehouse no. 2 + compressors, P; C4 - Warehouse no. 3, P; C5 - Warehouse no. 4 + Mechanical workshop, P; C6 - Atelier mori, P; C7 - Assembly workshop no. 1, P; C8 - Assembly workshop no. 2, P; C9 - Warehouse no. 5, P, registered in CF no. 60503



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Orăștie, property of CHIMSPORT SA, located administratively in Orăștie, str. Codrului, no. 24, Hunedoara county;

- Movable mortgage on the current accounts of the Company opened with CEC Bank SA;
- Movable mortgage on receivables resulting from the Nomination Letter dated June 10, 2013, signed between Chimsport SA and Euro Auto Plastic Systems;
- The movable mortgage on the receivables resulting from the Nomination Letter dated 15.10.2013, signed between Chimsport SA and Faurecia Interiors Industrie SNC France;
- Personal guarantees of Mr. Fărcaș Alexandru and of Mrs. Fărcaș Monica Elena, containing the waiver clause of the benefit of discussion and division;
- movable mortgage on the accounts opened by Chimica SA and Chimica Automotive SA at CEC Bank SA;
- pledge on the insurance policies of the goods brought as collateral in favor of CEC Bank SA.

3. Mandating the Management Board and / or the members of the Management Board that, together and / or individually, by their joint signature and / or individual signature, to sign in the name and for the Company all and any documents necessary for the extension of the credit facilities from the previous points. transmission of information, request for information, contracts / additional documents for the extension of credit facilities, contracts / additional documents for the extension / maintenance of guarantees, as well as all and any documents related to credit facilities that are extended.

4. Approval of the date of 24.12.2021 as the date of registration, respectively of identification of the shareholders affected by the GMS decision in accordance with the provisions of Law 24/2017 on issuers of financial instruments and market operations, and the date of 23.12.2021 as ex data, as defined by the provisions of the FSA Regulation no. 5/2018.

5. Mandating the President of the Directorate for the fulfillment of all the necessary formalities for the registration and publication of the GMS decisions, as well as for the signing of the updated Articles of Association.

II. One or more shareholders who hold, individually or together, at least 5% of the company's share capital, registered on the reference date, have the right to introduce new items



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on the agenda of the Extraordinary General Meeting of Shareholders within a maximum of 15 days from the publication of the call, respectively until 23.11.2021, provided that each point is accompanied by a justification or a draft decision proposed for adoption by the GMS.

Also, the shareholders have the right to present draft decisions for the items included or proposed to be included on the agenda of the General Meeting, at the latest until 23.11.2021.

These rights will be exercised only in writing.

III. Shareholders have the right to ask questions regarding the items on the agenda mentioned above, the answers to be published on the company's website www.ves.ro. The questions will be submitted or sent in such a way as to be registered at the Company's Registry no later than 11/29/2021, at 12:00, in a sealed envelope, with the statement written in clear and capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS" From 09 / 10.12.2021.

IV. Shareholders registered on the reference date may exercise their right to participate and vote directly in the General Meetings of Shareholders, on the basis of the Bulletin or the Identity Card, as well as the right to vote by correspondence or by representative with special power of attorney or general power of attorney, according to the information displayed on the Company's website www.ves.ro, GMS section.

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

V. Letter voting forms and special forms of Power in Romanian and English for shareholder representation in the General meeting of shareholders can be obtained from the company's headquarters, As well as on the website of www.ves.ro, 30 days before the GMS, i.e. from 09.11.2021.

After filling in, the voting form by mail, in Romanian or in English, 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 Certificate statement,



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originally issued no later than 3 months before the first Meeting or equivalent documents issued by the competent authorities of the shareholder's country of residence - for legal entities, will be deposited or sent to the Company's headquarters so as to be registered at the Company's registry no later than 07.12.2021, at 12:00, in a sealed envelope, with the statement written in clear and capital letters "VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS" of 09 / 10.12.2021.

Correspondence voting forms that are not received in the form and term stipulated in this call will not be taken into account for determining the attendance and voting quorum as well as for counting the votes in the General Meetings of Shareholders.

VI. After completion, the special proxies in Romanian or in English will be submitted or sent, in original, to the Company's headquarters so that they will be registered at the Company's registry by 07.12.2021, at 12:00, in the envelope closed with the written mention in clear and capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS" of 09 / 10.12.2021.

The proxies are drawn up in three original copies, one of which will be sent to the company according to the aforementioned procedure, one will remain with the representative in order to prove the quality of representative at the request of the technical secretariat, and one copy will remain with the shareholder. The proxies can also be sent in electronic format, to the address office@ves.ro, provided that the original is sent to the Company according to the provisions of art. 125 para. 3 of Law 31/1990 on companies and this Convener.

The special proxies originally submitted or sent after 07.12.2021 will not be taken into account for determining the quorum of attendance nor for counting the votes in the General Assemblies.

VII. The shareholder may grant a general power of attorney (power of attorney) valid for a period not exceeding 3 years, allowing his representative to vote on all matters under discussion at the general meetings of shareholders of the company identified in the power of attorney, including dispositions , provided that the power of attorney is granted by the



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shareholder, as a client, to an intermediary defined according to art. 2 paragraph (1) point 20 of Law 24/2017 on issuers of financial instruments and market operations or a lawyer.

The general power of attorney (power of attorney) in copy, including the mention of compliance with the original under the signature of the representative, accompanied by a copy of the identity document or registration certificate of the represented shareholder and a copy of the identity document or registration certificate of the representative submitted at the company's headquarters until 07.12.2021 at 12:00.

The shareholders cannot be represented in the GMS on the basis of a general power of attorney emanating from 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 participate and vote in the General Meetings of Shareholders on 09 / 10.12.2021, in person or through a representative.

IX. The documents and informative materials regarding the topics on the agenda, as well as the draft decisions for the items on the agenda, as the case may be, are available to the shareholders at the Company's headquarters in Sighișoara, Mihai Viteazu street, no. 102, Mureș county, and are posted on the company's website www.ves.ro, starting with 09.11.2021.

Additional information can be obtained at the company's headquarters or by phone 0365-808884 or 0365-808885.

Chairman of the Board,

Gelu Stan

