



Company administered in a two-tier system

To
**FINANCIAL SUPERVISORY AUTHORITY
BUCHAREST STOCK EXCHANGE**

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

Date of report: 24.03.2022

Name of the company: VES S.A.

Premises of the company: Sighisoara, Mihai Viteazu street, no. 102, Mures County.

Phone number: 0365808884

E-mail: office@ves.ro

Sole registration code: RO 1223604

Serial number in the Trade Register: J26/2/1991

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

Regulated market on which the securities issued are traded: REGS, Standard category of BVB.

Important event to report: The Convener of the Ordinary and Extraordinary General Meeting of Shareholders of 28/29.04.2022, which we attach.

President of the Directorate,
Gelu Stan





Company administered in a two-tier system

CONVENER

The Directorate of **VES S.A.**, Romanian legal entity administered in a two-tier system, with headquarters in Sighisoara, Mihai Viteazu street, no. 102, Mures County, registered in the Trade Register under no. J26/2/1991, with the sole registration code RO 1223604, pursuant to Art. 117 of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, at the meeting of 24.03.2022, decided to convene **the Ordinary and Extraordinary General Meeting of Shareholders**, in accordance with the statutory and legal provisions in force, for **28.04.2022**, at **12:00**, respectively at **13:00**, at the company's headquarters, in Sighisoara, Mihai Viteazu street, no. 102, Mures county.

The convener is addressed to all shareholders registered in the company's Register of shareholders at the end of day of **15.04.2022**, as a reference date for the holding of the General Meeting.

If on **28.04.2022** the presence quorum provided for by the laws in force and by the Company's Articles of Association shall not be met, the second General Meeting shall be convened and fixed pursuant to Art. 118 of Law no. 31/1990 for the date of **29.04.2022**, 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 financial statements for the financial year ended 31.12.2021, based on the Report of the Directorate and the Report of the Independent Financial Auditor.
 2. Approval of the Directorate's annual report for the financial year 2021.
 3. Approval of the discharge of the Directorate for the financial year 2021.
 4. Approval of the Revenue and Expenditure Budget for 2022.
 5. Approval of the Remuneration Report regarding the Company's managers for the year 2021.
 6. The finding of the termination of the mandate of Mr. Dan Weiler, as a member of the Board of Supervisors of the company, following the resignation and approval of the deregistration from the Trade Register.



Company administered in a two-tier system

7. The election of a new member of the Supervisory Board to the vacancy following the resignation and the validation of the mandate for a term equal to the remaining term of his predecessor, respectively starting with the date of adoption of the OGMS decision and until 06.12.2024.

8. Determining the remuneration of the new member of the Supervisory Board.

9. Approval of the date of 16.05.2022 as the date of registration, respectively of identification of the shareholders affected by the OGMS decision, according to the provisions of Law 24/2017 (republished) on issuers of financial instruments and market operations, and the date of 13.05.2022 as ex date, as defined by the provisions of the FSA Regulation no. 5/2018.

10. To mandate a member of the Directorate to complete all the necessary formalities for the registration and publication of the decisions of the GSM.

II. The agenda of the Extraordinary General Meeting of Shareholders is as follows:

1. Approval of the amendment of the Articles of Association of the company, respectively of par. (25) in art. 16 of the Articles of Association, which will have the following content:

"(25) The Board of Supervisors has the following composition:

- *ILDATE MANAGEMENT SRL, through permanent representative Fărcaș Alexandru, based in Cluj-Napoca - Chairman of the Supervisory Board;*
- *Monica-Elena Fărcaș, domiciled in Cluj-Napoca - Vice President of the Supervisory Board;*
- *(the member elected in the OGMS will be mentioned). "*

2. Approval of the date of 16.05.2022 as the date of registration, respectively of identification of the shareholders affected by the effects of the EGMS decision, according to the provisions of Law 24/2017 (republished) on issuers of financial instruments and market operations, and the date of 13.05.2022 as ex date, as defined by the provisions of the FSA Regulation no. 5/2018.



Company administered in a two-tier system

3. To mandate a member of the Directorate to complete all the necessary formalities for the registration and publication of the decisions of the GSM and mandating the President of the Directorate to sign the updated Articles of Association.

III. One or more shareholders representing, individually or jointly, at least 5 % of the share capital is/are entitled to introduce proposals on the Agenda of the General Meeting, provided that each proposal is accompanied by a justification or draft decision proposed for adoption by the General Meeting, as well as to submit draft decisions for the proposals included or proposed for inclusion on the Agenda of the General Meeting, no later than 15 days after the publication of the Convener, respectively until 12.04.2022, inclusive.

These rights shall be exercised only in writing, the proposals formulated will be submitted by courier services, to the headquarters of the company or by electronic means to the e-mail address office@ves.ro.

Shareholders have the right to ask questions about the items on the Agenda mentioned above and the answers will be published on the company's website (www.ves.ro). Questions will be submitted/sent in such a way that they are registered at the Registry of the Company no later than 26.04.2022, at 12:00, respectively at 13:00, with the clear written indication "For the Ordinary/Extraordinary General Meeting of Shareholders" of 28/29.04.2022.

In order to exercise any of the rights mentioned above, the proof of the quality of shareholder will be presented through the following documents issued by the Central Depository or by the participants defined in art. 2 para. (1) point 19 of Regulation (EU) no. 909/2014 of the European Parliament and of the Council on 23 July 2014, which provides custody services: the account statement from which results the quality of shareholder and the number of shares held or, as the case may be, documents attesting the registration of information on the legal representative at the Central Depository / respective participants.

The deadline for submitting the application for the position of Member of the Supervisory Board is 12.04.2022. The list containing the information on the name, place of residence and professional qualification of the persons proposed for the position of member in the Supervisory Board is at the company's headquarters and is available to shareholders, and can be consulted and completed by them.



Company administered in a two-tier system

IV. The shareholders registered on the reference date may exercise their right to participate and vote directly in the General Meeting based on the identity card, and the right to postal vote or by special/general power of attorney representative.

The postal vote forms and special power of attorney forms for the representation of the shareholders in the General Meeting may be obtained from the headquarters of the company, as well as from the website of the company www.ves.ro, section A.G.A., in Romanian and English, 30 days before the Meeting, respectively, starting with 29.03.2022.

After completion, the postal vote form, in Romanian or English, drawn up in the form of a document signed by hand, in original, together with a copy of the identity document of the natural person or, where appropriate, a copy of the identity document of the legal representative of the legal entity (signatory), shall be submitted/sent to the headquarters of the company to be registered at the company's Registry no later than 26.04.2022, at 12:00, respectively at 13:00, in a closed envelope with the clear written indication "Postal Vote for the Ordinary/Extraordinary General Meeting of Shareholders" of 28/29.04.2022.

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

The company accepts a general authorization for participation and voting in the General Meeting given by a shareholder, as a customer, to an intermediary as defined in art. 2 para. (1) pct. 20 of Law no. 24/2017 or to a lawyer, if it is drawn up and sent in the conditions of the ASF Regulation no. 5/2018 and of Law 24/2017.

A special power of attorney, in Romanian or English, will be submitted or sent in original form to the headquarters of the company, together with a copy of the representative's identity document.

Shareholders may appoint their representative by electronic means. In this case, a special power of attorney, in Romanian or in English, signed by the shareholder with extended electronic signature, a copy of the identity document of the natural person shareholder or, as the case may be, a copy of the identity document of the legal representative of the legal entity shareholder (signatory), together with a copy of the identification document of the representative, will be sent to the company's e-mail address office@ves.ro.



Company administered in a two-tier system

Irrespective of the transmission mode chosen by the shareholder (of the above), it shall be mentioned on the envelope or, where appropriate, the subject of the e-mail "For the Ordinary/Extraordinary General Meeting of Shareholders", and the power of attorney must be communicated such as to be registered in the Registry of the company no later than 26.04.2022, at 12:00, respectively at 13:00.

The representative shall have a copy of the power of attorney to prove his quality of representative, at the request of the Secretariate.

The documents referred to in the preceding paragraphs which are not received in the form and within the time limit prescribed in this Convener shall not be taken into account for the purposes of determining a quorum of attendance and voting, or for the counting of votes in the General Meeting of Shareholders.

V. Only the persons who are registered as shareholders on the reference date have the right to participate and vote in the General Meeting of Shareholders on 28/29.04.2022, personally or by special power of attorney.

VI. The documents and information materials relating to the subjects on the agenda, as well as the draft decision on the subjects on the agenda, if any, shall be available to the shareholders at the headquarters of the Company, in Sighisoara, Mihai Viteazu street, no. 102, Mures County, and are posted on the company's website (www.ves.ro), as of 24.03.2022.

Additional information can be obtained at the headquarters of the company or by phone at 0365808884.

President of the Directorate,

Gelu Stan

