



## CONVENER

**The Board of Administration of VES S.A.**, a Romanian legal entity with headquarters in Sighișoara, Mihai Viteazu street, no. 102, Mureș county, registered in the Trade Register under no. J26/2/1991, having the unique registration code RO 1223604, pursuant to art. 117 of Law no. 31/1990 on companies, republished, with subsequent amendments and additions, in the meeting of 24.10.2023, decided to convene the **Extraordinary General Meeting of Shareholders**, in accordance with the statutory and legal provisions in force, **for the date of 29.11.2023, at 11:00 a.m.**, at the company's headquarters, in Sighișoara, Mihai Viteazu street, no. 102, Mureș county.

The call is addressed to all shareholders registered in the Company's Shareholder Register at the end of **20.11.2023**, considered as the reference date for holding the General Meeting.

If on **29.11.2023** the attendance quorum provided for by the legislation in force and by the Company's Constitutive Act is not met, it is convened and fixed, pursuant to art. 118 of Law no. 31/1990, republished, the second Extraordinary General Meeting, for **30.11.2023**, at the same hour, 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 withdrawal from trading on the regulated market administered by Bucharest Stock Exchange of shares issued by VES S.A. and their deletion from the Financial Supervisory Authority (ASF), having the consequence of acquiring the character of a closed-end company.
- 2.** Presentation of the report prepared by an independent evaluator regarding the price per share and the approval of the price per share to be paid in case of withdrawal of shareholders from the company.
- 3.** Approval of the method of withdrawal from the company of shareholders who do not agree with the EGMS decision to withdraw from trading the shares issued by the company, in compliance with the provisions of ASF Regulation no. 5/2018.
- 4.** Approval of the date of 29.02.2024 as the date of registration, respectively identification of the shareholders on whom the effects of the EGMS decision are reflected, according to the provisions of Law no. 24/2017 (republished) on issuers of financial instruments and market operations and the date of 28.02. 2024 as ex data, as defined by the provisions of ASF Regulation no. 5/2018.
- 5.** The mandate of General director Mr. Farcas Alexandru, to fulfill all the necessary formalities in order to register and publish the resolutions of the EGMS.

**II.** One or more shareholders representing, individually or together, at least 5% of the share capital have/have the right to introduce items on the agenda of the General Meeting, provided that each item is accompanied by a justification or a project resolution proposed for adoption by the General Meeting, have the right to present draft resolutions for the items included or proposed to be included on the agenda

of the General Meeting, within no more than 15 days from the publication of the Convener, respectively until 10.11.2023, inclusive.

These rights will be exercised only in writing, the formulated proposals to be sent by courier services, to the company's headquarters, or by electronic means, to the e-mail address [office@ves.ro](mailto:office@ves.ro).

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](http://www.ves.ro)). The questions will be submitted / forwarded in such a way that they are registered at the Company Registry until 11.10.2023 at the latest, at 11:00 a.m., with the clearly written mention "For the Extraordinary General Meeting of To the shareholders of 29/30.11.2023".

In order to exercise any of the rights mentioned above, proof of shareholder status 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 July 23, 2014, which provides custody services: the account statement showing the status of shareholder and the number of shares held or, as the case may be, documents certifying the registration of information regarding the legal representative at the Central Depository /respective participants.

**III.** Shareholders registered on the reference date can exercise their right to participate and vote directly in the General Meeting, based on their identity document, as well as the right to vote by mail or by a representative with a special power of attorney/general power of attorney.

Voting by mail forms and special power of attorney forms for the representation of shareholders in the General Assembly can be obtained from the company's headquarters, as well as from the company's website [www.ves.ro](http://www.ves.ro), A.G.A. section, in Romanian and English, 30 days before the Meeting, respectively starting on 30.10.2023.

After completion, the voting form by mail, in Romanian or English, drawn up in the form of a holographically signed document, in the original, together with a copy of the identity document of the natural person or, as the case may be, a copy of the identity document of the legal representative of the legal entity (the signatory), will be submitted / sent to the Company's headquarters so that it is registered at the Company's registry until 27.11.2023 at the latest, 11:00 a.m., in a sealed envelope, with the clearly written mention "Vote by mail for the Extraordinary General Meeting of Shareholders of 29/30.11.2023".

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

The company accepts a general power of attorney for participation and voting in the General Meeting, given by a shareholder, as a client, to an intermediary defined according to art. 2 para. (1) point 20 of Law no. 24/2017 or to a lawyer, if it is drawn up and submitted under the terms of ASF Regulation no. 5/2018 and of Law 24/2017.

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

Shareholders can appoint their representative by electronic means. In this case, the special power of attorney, in Romanian or English, signed by the shareholder with extended electronic signature, a copy of the identity document of the individual shareholder or, as the case may be, a copy of the identity document of the legal representative of the individual shareholder legal entity (the signatory), as well as a copy of the representative's identity document, will be sent to the Company's e-mail address, respectively [office@ves.ro](mailto:office@ves.ro).

Regardless of the method of transmission chosen by the shareholder (among the above), it will be mentioned on the envelope or, as the case may be, in the subject of the e-mail "For the Extraordinary General Meeting of Shareholders of 29/30.11.2023", and the proxy must be communicated so that it is registered at the Company's registry until 27.11.2023, at 11:00 a.m. at the latest.

The representative will have a copy of the power of attorney on him, in order to prove his capacity as a representative, at the request of the secretariat.

The documents mentioned in the previous paragraphs that are not received in the form and term stipulated in this Convocation, will not be taken into account for the determination of the attendance and voting quorum, as well as for the counting of votes in the General Meeting of Shareholders.

**IV.** Only persons who are registered as shareholders on the reference date have the right to participate and vote in the General Meeting of Shareholders on 29/30.11.2023, in person or through a representative.

**V.** The documents and informative materials relating to the subjects on the agenda, as well as the draft decision regarding 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](http://www.ves.ro)), starting on 30.10.2023.

Additional information can be obtained at the company headquarters or at no. by phone 0365808884.

President of the Board of Administration,

Ildate Management SRL

Through permanent representative

Alexandru Fărcaș