

**S.C. TRANSGEX S.A. Oradea**

410072 ORADEA, str. Vasile Alecsandri nr.2  
Jud. BIHOR , ROMÂNIA  
Nr. Ord. Reg.Com: J05/843/2000  
Cod unic de înregistrare: RO 202255  
Cont: RO11BTRL00501202766238XX Banca Transilvania  
Capital social subscris și vărsat 13.311.405 lei

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## CONVENING NOTICE

Considering the provisions of Law no. 31/1990 republished with the subsequent modifications, of the constitutive act of the company, the GMS Decision of the company TRANSGEX S.A., the GMS Decisions of 12.11.2019, 27.04.2020

THE BOARD OF DIRECTORS of TRANSGEX S.A., established in place. Oradea, str. V. Alecsandri, no. 2, postal code 410072, Bihor county, registered at the ORC under the Bihor Tribunal under no. J05 / 843/2000, fiscal code RO 202255, convened in the meeting of C.A. from 16.03.2022, based on the Decision C.A. no. 1 of 16.03.2022,

Convenes the Ordinary and Extraordinary General Meeting of Shareholders (OGMS) for 18.04.2022, at 1200 and 1300, respectively, at the company's headquarters, for all shareholders registered with Depozitarul Central S.A. on the reference date 04.04.2022 (who have the right to participate and vote in general meetings) with the following:

### AGENDA

#### Ordinary General Meeting:

1. Presentation, discussion, modification / approval of the financial statements for the financial year 2021, based on the Report of the Board of Directors and the Report of the financial auditor.
2. Approval of the Annual Report for 2021 according to the FSA Regulation no. 5/2018.
3. Presentation and approval of the management report of the Board of Directors for the year 2021.
4. Approval of the discharge of the Board of Directors for the financial year 2021.
5. Approval of the financial audit report for the financial year 2021
6. Presentation, discussion and submission for approval of the distribution of the net profit to be distributed in the amount of 1,303,869 lei, according to the proposed distribution in the financial statements of the financial year 2021, as follows: legal reserve 78,560 lei, other reserves from fiscal facilities reinvested profit 8,459 lei, result carried forward 1,216,850 lei
7. Presentation, discussion and submission for approval of the budget of revenues and expenditures and of the Program of activity / investments for the financial year 2022 and the empowerment of

the Board of Directors to modify this program according to the concrete economic needs of the company.

8. Approval of the remuneration report of the company's management for the financial year 2021 according to Law no. 24/2017.

9. Taking note of the decision to relinquish the term of office of Mr. Miron Sferle

and, consequently, the approval of the deletion of its quality from the records of the Bihor Trade Register Office.

10. Discussion and submission for approval of the proposal regarding the election of a new director - member of the Board of Directors of TRANSGEX SA, in the vacant position, starting with the date of appointment and until 16.11.2023 - expiration date of the members of the Board of Directors depending. The deadline for submitting the application for the position of administrator is 08.04.2022; the list containing the name, place of residence and qualification of the candidates will be available on the company's website [www.transgex.ro](http://www.transgex.ro), after the deadline for submitting applications.

11. Establishing the limits of the monthly remuneration of the General Manager and approving the maintenance of the amount of the remuneration of the new member of the Board of Directors at the current level.

12. Approval of the conclusion of the mandate contract with the new member of the Board of Directors and approval of the mandate of a person to negotiate and sign the mandate contract in the name and on behalf of TRANSGEX S.A.

13. Approval of 12.05.2022 as the registration date, in accordance with the legal provisions in force, for the identification of the shareholders affected by the OGMS decision and the date of 11.05.2022 as ex date - the date prior to the registration date with a cycle settlement minus one working day, from which the financial instruments subject to the decisions of the corporate bodies are traded without the rights deriving from the respective decision.

14. Mandating a person to sign the OGMS decisions on behalf of the shareholders and to complete all the necessary formalities related to the OGMS decisions in relations with the competent authorities (ORC, ASF, BVB, Depozitarul Central SA, other public or private entities) and to sign any documents necessary for the fulfillment of the decided ones. The warrant may be transferred to another person.

#### **Extraordinary General Meeting:**

1. Approval of the corresponding amendment of par. 2 in art. 18 "ORGANIZATION AND STRUCTURE OF THE BOARD OF DIRECTORS CHAPTER V. BOARD OF DIRECTORS,

ORGANIZATION, DUTIES" - of the Articles of Association of the company, which is updated with the identification data of the new member C.A. elected, according to point 10 of the OGMS agenda, which will take place on 18.04.2022.

2. Approval of the updated Articles of Association.

3. Mandating a person to sign the updated Articles of Association, following the amendments mentioned in point 1, in order to submit to the ORC as well as to sign on behalf of the shareholders the EGMS decisions and to fulfill all necessary formalities related to EGMS decisions in relations with the authorities competent authorities (ORC, ASF, BVB Depozitarul Central SA, other public or private entities). The warrant may be transferred to another person.

4. Approval of 12.05.2022 as the registration date, in accordance with the legal provisions in force, for the identification of the shareholders affected by the EGMS decision and the date of 11.05.2022 as ex date - the date prior to the registration date with a cycle settlement minus one working day, from which the financial instruments subject to the decisions of the corporate bodies are traded without the rights deriving from the respective decision.

The shareholders registered at the reference date in the Register of Shareholders can participate in the GMS and can vote: staff - direct vote; by representative (may be represented by persons other than shareholders on the basis of special / general power of attorney); by correspondence and will prove their quality under the conditions and with the documents provided by Law 24/2017, as well as in accordance with Regulation no. 5/2018.

The special power of attorney may be granted for representation in a single general meeting and contains specific voting instructions from the granting shareholder.

The shareholder may grant a power of attorney valid for a period not exceeding 3 years, allowing his representative to vote on all matters under discussion at the general meeting of shareholders of one or more companies identified in the power of attorney, including in respect of acts of disposition, provided that the power of attorney is granted by the shareholder, as a client, to an intermediary defined according to art. 2 para. (1) point 19 of Law no. 24/2017, or a lawyer.

The general power of attorney will be drawn up according to Regulation 5/2018 with subsequent amendments, signed by the respective shareholder and accompanied, obligatorily, by a declaration on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney by general power of attorney, showing that:

(i) the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;

(ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The special power of attorney forms can be obtained from the company's headquarters or from the website [www.transgex.ro](http://www.transgex.ro). The special power of attorney will be drawn up in triplicate. A copy of the power of attorney together with the Finding Certificate proving the quality of legal representative of the shareholder legal entity, issued by the trade register, in original or in copy conforming to the original or any other document, in original or in copy conforming to the original, attesting the quality of legal representative, issued by a competent authority of the state in which the shareholder is legally registered, with a maximum of three months from the date of publication of the GMS call, will be submitted / sent to the company's headquarters or will be transmitted by electronic means, having attached the extended electronic signature, to the e-mail address: [office@transgex.ro](mailto:office@transgex.ro), until the date mentioned above, another will be made available to the representative so that he can prove his quality of representative, and the third will remain with the shareholder. The access of the shareholders entitled to participate in the general meeting of shareholders is allowed by simply proving their identity, made, in the case of natural shareholders, with the identity document or, in the case of legal entities and represented natural shareholders, with the power of attorney given to the natural person. representing them, accompanied by the identity document of the representative in compliance with the applicable legal provisions in the matter. Shareholders registered at the reference date in the shareholders' register have the possibility to vote by mail, before the General Meeting of Shareholders, by using the voting form by mail. The voting form by correspondence together with the copy of the identity document or the registration certificate of the shareholder, or as the case may be, together with the ascertaining Certificate proving the quality of legal representative, issued by the trade register, in original or in copy according to the original or any other document, in original or in conformity with the original, issued by a competent authority of the State in which the shareholder is legally registered, not more than three months old on the date of publication of the GMS notice, shall be sent to the company on 15.04.2022, at 1 p.m. Documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation by an authorized translator into Romanian or English. Shareholders who individually or together represent at least 5% of the share capital have the right to enter items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the general meeting and to present draft decisions for the items included or proposed to be included on the agenda of the general assembly, within maximum 15 days from the date of publication of the call, until 01.04.2022. Shareholders may exercise these rights only in writing, transmitted by courier services at the headquarters of TRANSGEX S.A./ by electronic means. These written proposals must be accompanied, in the case of individuals, by copies of the original of the identity documents of the

initiators or in the case of shareholders of legal entities by a copy of the identity document of the legal representative, accompanied by documents attesting to this quality. Shareholders can ask questions to the company and request materials related to the agenda regarding the items on the agenda until 15.04.2022, 1 p.m. If the Ordinary and Extraordinary General Meeting of Shareholders could not be constituted by statute, the next Ordinary and Extraordinary General Meeting of Shareholders is set for 19.04.2022, with the maintenance of the agenda, hours and place. Starting with 17.03.2022, the information and documents regarding the items on the agenda, special proxies, voting forms and draft decisions can be procured / consulted daily, except on non-working days and public holidays, between 08.30 - 16, from the company's headquarters or on the website [www.transgex.ro](http://www.transgex.ro) Additional contacts can be obtained by calling 0259413022, 431965, on weekdays, between 8.30 am and 4 pm.

Chairman of the Board of Directors,

Mircea CĂLBUREAN