

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. from 11.11.2015, respectively from 22.03.2018, 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 13.12.2021,

Convenes the Extraordinary General Meeting of Shareholders (EGMS) for 19.01.2022, at 1300, at the company's headquarters, for all shareholders registered with Depozitarul Central S.A. on the reference date 09.01.2022 (who have the right to participate and vote in general meetings) as follows:

AGENDA:

1. Ratification of the Decision of the Board of Directors no. registration 6959/18 11 2021, based on which it was approved: the conclusion of a bilateral promise of sale and purchase in order to capitalize by selling the property, the property of Transgex SA, located in place. Livada de Bihor, com. Nojorid, jud. Bihor, in a total area of 50,000 sqm composed of: urban land with an area of 34,307 sqm, with a greenhouse with s.c. of 10,080 sqm, registered in CF 50374 Nojorid, no.

cadastral 50374, 50374-c1, respectively with an area of 15,693 sqm registered in CF 51992 Nojorid, no. cadastral 51992, 51992 -c1, with a vegetable greenhouse with sc. 11727 sqm, respectively of the fixed assets related to the greenhouses for their operation.

The sale will be made to the buyer of the company WEST CAPITAL SRL registered at J40 / 8481/2021, CUI 44266609, head office in Bucharest, Charles de Gaulle Square, 011857, no. 15, 3rd floor, office 321Register12, sector 1.

The total sale price negotiated between the parties (based on the Valuation Report prepared by the authorized appraiser ANEVAR HAIER Magdolna) is 2,225,000 lei (two million two hundred and twenty-five per cent) to which VAT is added in the quota provided by law / as the case may be, the reverse charge regime applies . Payment will be made by bank transfer, on the date of concluding / signing the authentic CVC, the date on which it will operate and the transfer of ownership. At the date of concluding the promise of sale and purchase, the possession of the real estate is transferred.

2. Approval of the sale to the company WEST CAPITAL SRL J40 / 8481/2021, of the building owned by the company described in point 1 above, respectively of the fixed assets related to the greenhouses for their operation, in the terms and conditions established in the sale-purchase promise.

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AGENDA:

1. Ratification of the Decision of the Board of Directors no. registration 6959/18 11 2021, based on which it was approved: the conclusion of a bilateral promise of sale and purchase in order to capitalize by selling the property, the property of Transgex SA, located in place. Livada de Bihor, com. Nojorid, jud. Bihor, in a total area of 50,000 sqm composed of: urban land with an area of 34,307 sqm, with a greenhouse with s.c. of 10,080 sqm, registered in CF 50374 Nojorid, no. cadastral 50374, 50374-c1, respectively with an area of 15,693 sqm registered in CF 51992 Nojorid, no. cadastral 51992, 51992 -c1, with a vegetable greenhouse with sc. 11727 sqm, respectively of the fixed assets related to the greenhouses for their operation.

3. Approval of the allocation of the amount of 1,327,705 euros, the amount that does not include VAT for the co-financing project "Increasing the production of thermal energy for consumers in the tourist area of Tășnad": Call 2.1: "Increased capacity to provide renewable energy" - Geothermal , Area of interest: Renewable Energy Innovation Norway and the authorization of the General Manager Mr. Sferle Miron to sign in the name and on behalf of the Company all the documents necessary for the fulfillment of the decided ones, including the financing contract etc .. Mr. Sferle Miron can mandate another person.

4. The mandate of the General Manager of TRANSGEX S.A., Mr. Sferle Miron, that in the name and on behalf of the company to carry out the procedures regarding the sale of the real estate, respectively the negotiation of the price, the signing and conclusion of the sale promise / authentic sale contract, additional documents relations with the competent authorities (notary, bank, other public or private entities). At the same time, the General Manager is mandated to sign on behalf of the shareholders the EGMS decisions, to fulfill all the necessary formalities related to the EGMS decisions in the relations with the competent authorities (ORC, ASF, BVB, Depozitarul Central S.A., other public or private entities). Mister. Sferle Miron can mandate another person.

5. Approval of the date of 11.02.2022 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 10.02.2022 as ex date - the date prior to the registration date with a cycle settlement amount minus one business 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 / general powers of attorney will be submitted / sent to the company's headquarters until 16.01.2022, 1 p.m.

The special power of attorney forms can be obtained from the company's headquarters or from the website 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, 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 on the reference date in the register of shareholders have the opportunity 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 16.01.2022, 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 meeting, within a maximum of 15 days from the date of publication of the call. 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 natural persons, by copies conforming to 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 the documents attesting this quality.

Shareholders can ask questions to the company and request materials related to the agenda regarding the items on the agenda until 16.01.2022, 1 p.m.

If the Extraordinary General Meeting of Shareholders could not be constituted by statute, the next Extraordinary General Meeting of Shareholders is set for 20.01.2022, with the maintenance of the agenda, time and place.

Starting with 14.12.2021, 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

Additional contacts can be obtained by calling 0259413022, 431965, on weekdays, between 8.30 am and 4 pm.

In the current context, in order to prevent / limit the spread of SARS-CoV-2 coronavirus among the population, in accordance with the legal provisions in force at this time, we recommend participating in the EGMS and exercising the right to vote on the EGMS agenda items by using the vote. by correspondence and we recommend accessing and transmitting the EGMS documents by electronic means of communication, avoiding, as far as possible, their transmission in physical copy by mail, courier services or personally depositing at the issuer's registry.

Chairman of the Board of Directors,
Mircea CĂLBUREAN