



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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ECS – Certification Body
ISO 9001 ISO 14001
ISO 45001

CONVENING NOTICE

Considering the provisions of Law no. 31/1990 republished with the subsequent amendments, of the constitutive act of the company, the GMS Decision of the Transgex S.A. company, of the OGMS Decision 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. dated 17.05.2022, based on the Decision C.A. no. 1 din 17.05.2022, Convenes the Ordinary and Extraordinary General Meeting of Shareholders (OGMS) for 20.06.2022, 1200 and 1300, respectively, at the company's headquarters, for all shareholders registered with Depozitarul Central S.A. on the reference date 10.06.2022 (who have the right to participate and vote in general meetings) with the following AGENDA: Ordinary General Meeting:

1. Taking note of the decision to resign from the position of director of Miron Sferle and, consequently, the approval of the deletion of its quality from the records of the Bihor Trade Register Office.
2. Discussion and submission for approval of the proposal for the election of a new director - member of the Board of Directors of Transgex S.A., 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 10.06.2022; the list containing the name, place of residence and qualification of the candidates will be available on the company's website www.transgex.ro, after the deadline for submitting applications.
3. Approval of maintaining the amount of the remuneration of the new member of the Board of Directors at the current level.

4. 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. 5. Approval of the date of 12.07.2022 as the date of registration, in accordance with the legal provisions in force, for the identification of the shareholders affected by the OGMS decision and the date of 11.07.2022 as ex date - the date prior to the date of registration 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. 6. Mandating a person to sign the OGMS decisions on behalf of the shareholders and to complete all necessary formalities related to the OGMS decisions in relations with the competent authorities (ORC, ASF, BVB, Depozitarul Central S.A., 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 2 of the OGMS agenda, which will take place on 20.06.2022.

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 S.A., other public or private entities). The warrant may be transferred to another person.

4. Ratification of the sale and purchase contract authenticated under no. 1319 / 13.04.2022 / Știule Lucian Marius Notary Office, concluded between Transgex SA - as seller - with the company Bio Sere Livada SRL J40 / 8481/2021, as buyer, having as object, the building, the property of the Transgex SA Company, located in place. Livada de Bihor, com. Nojorid, jud. Bihor, with a total area of 29,509 sqm (composed of: urban land with an area of 13,816 sqm, with a greenhouse with s.c. of 10,080 sqm, registered in CF 65078 Nojorid, cadastral no. 65078 , 65078-c1, respectively with an area of 15,693 sqm urban land registered in CF 51992 Nojorid, cadastral number 51992, 51992 -c1, with a vegetable greenhouse with sc. 11727 sqm) of the fixed assets related to the operation of greenhouses. The total global purchase price of the real

estate (including fixed assets) is 2,051,862, 25 lei to which VAT is added in the quota provided by law, if applicable.

The sale was approved by EGMS Decision 1/19 01 2022, for a total area of 50,000 sqm urban land with construction of greenhouses and fixed assets, but, after approval, it was found that part of this area, respectively 20,491 sqm is extra-urban land, registered in CF no. 65077 Nojorid nr. new cadastral 65077 Nojorid (after the dismantling of the plot with cad. no. 61 registered in CF 50374 Nojorid). The parties have established in the mentioned v / c contract that the sale of this plot should be made after its introduction in the built-up area under the same conditions, terms and total price, established by the EGMS Decision 1/19 01 2022 and by the bilateral promise of sale from 18.11.2021, at the price of 131,065 lei to which VAT is added in the quota provided by law, if applicable.

The total sale price negotiated between the parties (based on the Evaluation Report prepared by the authorized appraiser ANEVAR HAIER Magdolna) is the one from the EGMS decision no. 1/19 0102022 of 2,225,000 lei (two million two hundred and twenty-five and a half years) to which VAT is added in the quota provided by law / as the case may be, the reverse charge regime is applied.

5. The mandate of the General Manager of Transgex S.A., Mr. Sârbu -Abramiuc Eduard, to carry out in the name and on behalf of the company 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 purpose in relations with the competent authorities (notary, bank, other public or private entities). The warrant may be transferred to another person.

6. Aprobarea datei de **12.07.2022 ca data de înregistrare**, in conformitate cu prevederile legale in vigoare, pentru identificarea actionarilor asupra cărora se răsfrâng efectele hotărârii AGEA și a datei de **11.07.2022 ca ex date** - data anterioară datei de înregistrare cu un ciclu de decontare minus o zi lucrătoare, de la care instrumentele financiare obiect al hotărârilor organelor societare se tranzacționează fără drepturile care derivă din respectiva hotărâre.

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 17.06.2022, 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, using the voting form by correspondence. 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 17.06.2022, 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 02.06.2022. 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 17.06.2022, 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 21.06.2022, with the maintenance of the agenda, hours and place.

Starting with 18.05.2022, 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

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