



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

Tel/Fax: 040-259-431965

040-259-413022

E-mail: transgex@rdsor.ro

office@transgex.ro



ECS – Certification Body
ISO 9001 ISO 14001
ISO 45001

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. dated 21.03.2022, based on the Decision C.A. no. 1 of 21.03.2022,

Convenes the Extraordinary General Meeting of Shareholders (EGMS) for 27.04.2022, at 1300, at the company's headquarters, for all shareholders registered with Depozitarul Central S.A. on the reference date 11.04.2022 (who have the right to participate and vote in general meetings) with the following

A G E N D A:

1. Proposal regarding the approval of the acquisition, from BT LEASING TRANSILVANIA I.F.N. S.A CUI RO 7424119, of the following fixed assets:

- BENTEC 350 T AC EURO RIG drilling rig with accessories and component. The purchase is made in a financial leasing system, for a period of 36 months, with an advance of 20% (amount 1,088,172 euros + VAT provided by law) at the remaining value mentioned in the financial leasing offer no. 109987 / 03.03.2022 / BT LEASING TRANSYLVANIA I.F.N. S.A., total value of the main acquisition 5,440,859 euros + VAT provided by law, to which are added interest, monthly management fee, leasing fee, royalty, etc.
- drilling rig N / A F 400 with accessories and components at the price of 707,559.04 euros + VAT provided by law.

2. Mandating a person, in the name and on behalf of the company, to carry out the procedures regarding the acquisition of the mentioned fixed assets, respectively the negotiation, signing and conclusion of the financial leasing contract, the sale-purchase contract, additional documents to them, to fulfill all the necessary formalities. related to this purpose in relations with BT LEASING TRANSILVANIA IFN S.A., competent authorities (notary, bank, other public or private entities). The warrant may be transferred to another person.

3. Mandating a person to sign on behalf of the shareholders the EGMS decisions and to fulfill all the necessary formalities related to the EGMS 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.

4. Approval of 20.05.2022 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 19.05.2022 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 / general powers of attorney will be submitted / shipped at the company's headquarters until 24.04.2022, 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 24.04.2022, 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 a maximum of 15 days from the date of publication of the call, until 05.04.2022. 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 24.04.2022, 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 28.04.2022, with the maintenance of the agenda, hours and place.

Starting with 22.03.2022, 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

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