



EURO Insol

Societate profesionala de reorganizare si lichidare

Bucuresti, Opera Center
Str. Costache Negri nr.1-5, et.3, sector 5
021/3354509; 021/3354431; 021/3350416
office@euroinsol.eu
www.euroinsol.eu



V.F. Insolvență SPRL
Strada Bilciurești, nr. 9A, et. 7,
Cod poștal 014012
București, sector 1, ROMÂNIA
Tel: +40 21 314 0200
Fax: +40 21 314 0290
insolvency@vf.ro
www.vf.ro/insolvency

CONVENING OF AGEA 14(15).02.2022

The subscribed, **UCM Resita S.A.** - in insolvency, en procedure collective ("The Company"), with the registered office located in Bucharest, Charles de Gaulle Square no. 15, Charles de Gaulle Plaza Building, 3rd Floor, Peles Office, Sector 1, by Official Trustee **The Consortium formed by V.F. INSOLVENTA SPRL**, with the headquarters in Bucharest, Bilciuresti Street, no. 9A, 7th Floor, Sector 1 and **EURO INSOL SPRL**, with the headquarters chosen for the communication of all procedural documents in Bucharest, Costache Negri Street no. 1-5, Opera Center One Building, 3rd Floor, Sector 5, in accordance with the provisions of the Law of Trading Companies no. 31/1990, republished, as amended and supplemented, the provisions of the Capital Market Law, the provisions of the Insolvency Law 85/2006, as amended and supplemented, and in accordance with the provisions of the Company's Memorandum of Association,

CONVENE

The Extraordinary General Meeting of Shareholders ("EGMS") on **14.02.2022**, at 12:00 PM at the administrative headquarters (office) of the Official Trustee **EURO INSOL SPRL** Bucharest, Costache Negri Street no. 1-5, Opera Center One Building, 3rd Floor, Sector 5, where are entitled to attend and vote all shareholders registered in the Register of Shareholders of the Company (Central Depository SA) at the reference date **03.02.2022**, with the following agenda:

Extraordinary General Meeting of Shareholders:

1. The discharge of Mr. Cosmin URSONIU and Mrs. Nicoleta Liliana IONETE for the period in which they fulfilled the function of special administrators of SC UCM Resita SA
2. Approval of the date of 04.03.2022, as registration date for the identification of the shareholders on whom the effects of the decision of the Extraordinary General Meeting of Shareholders will have an impact.

If the legal quorum will not be met on 14.02.2022, the Extraordinary General Meeting of Shareholders will meet on 15.02.2022, at 12:00 PM, at the administrative headquarters (office) of

the Official Trustee **EURO INSOL SPRL** Bucharest, Costache Negri Street no. 1-5, Opera Center One Building, 3rd Floor, Sector 5, keeping the same agenda.

The access of shareholders to the general meeting will be made by simple proof of their identity, with the identity card or the passport in case of shareholders - natural persons, plus the power of attorney in case of representatives – legal persons.

The identification requirements applicable for the shareholder - natural person and/or his representative and/or the legal representative/mandatory of the shareholder - legal person that asks questions related to items on the agenda of EGMS are:

(a) In case of shareholders - natural persons:

- To hold a copy of the identity document of the shareholder (BI or CI for Romanian citizens or passport for foreigners), allowing his identification in the Company's Register of Shareholders kept by SC Central Depository SA;
- Ascertainment as mandatory will be made based on the general power of attorney issued by the shareholder (the latter can be granted only to an “intermediary”, observing the legislation of the capital market, or to a lawyer);
- As appropriate, power of attorney if the mandatory is a lawyer;
- Copy of the identity document of the mandatory or the representative of the mandatory – natural person (BI or CI for Romanian citizens or passport for foreigners), and

(b) In case of shareholders - legal persons, by means of:

- Certificate of incumbency, in original or certified copy, issued by the Trade Register or any other document, in original or certified copy issued by a competent authority of the State in which the shareholder is duly incorporated, with maximum three (3) months oldness with reference to the date of publication of this convening, allowing his identification in the Company's Register of shareholders kept by the Central Depository SA;
- Ascertainment / confirmation as legal representative will be made based on the list of shareholders on the date of reference, received from the Central Depository SA; however, if the shareholder / the person who has this obligation did not inform in good time the Central Depository SA about his legal representative (so that the Register of Shareholders to reflect this fact at the reference date), then the certificate of incumbency / similar documents mentioned above should do proof of the legal representative of the shareholder - legal person, a copy of the document which proves the position of legal representative of the person he represents;

- Ascertainment in position of representative / mandatory will be made based on the power of attorney issued by the shareholder or under the general power of attorney (the latter can be granted only to an “intermediary”, observing the legislation of the capital market, or to a lawyer) or, if the shareholders are international organizations, under a general or special power of attorney (the latter can be granted only to an “intermediary”, observing the legislation of the capital market, or to a lawyer) according to standard procedure used by that organization;
- As appropriate, power of attorney if the mandatory is a lawyer;
- Copy of the identity document of the legal representative mandatory (BI or CI for Romanian citizens or passport for foreigners).

The documents certifying the position as legal representative, which are drafted in a foreign language other than English, will be accompanied by translation in Romanian and/or English performed by an authorized translator.

The general and special power of attorney, drafted in Romanian or English, will be drawn in three originals (one for the company, one for the shareholder and one for the representative) and is obtained either from the company's administrative headquarters located in Resita, Golului Street no. 1, Caras-Severin County, personally or by fax, between 9:00 AM and 03:00 PM, or from the company's web page www.ucmr.ro, paragraph “Information for shareholders” starting on 14.01.2022.

The shareholders are required to state in the special power of attorney clear and specific instructions to vote for the person who represents them, for each item on the agenda.

After signing, the original copy of the general/special power of attorney for the company shall be submitted either personally or by mail, or courier to the Official Trustee **EURO INSOL SPRL** Bucharest, Costache Negri Street no. 1-5, Opera Center One Building, 3rd Floor, Sector 5, or will be sent by e-mail with extended electronic signature attached, according to the law to the address office@euroinsol.eu until 14.02.2022, at 10:00 AM. The general/special power of attorneys which does not include, at least, the information mentioned in the form provided by the company or which are not submitted within the time and hour stipulated above are not binding on the company and cause loss of voting rights at the general meeting for which they were granted.

The shareholders registered at the reference date in the Register of Shareholders have the opportunity to vote by correspondence, before the general meetings, using the voting form by correspondence in Romanian or English, which can be obtained starting with 14.01.2022, either

from the administrative headquarters of the company located in Resita, Golului Street no. 1, Caras-Severin County, personally or by fax, between 9:00 AM and 03:00 PM, or from the website www.ucmr.ro.

The voting form by correspondence form filled in, in writing, in original, will be submitted either personally or will be sent by post or courier services, with acknowledgment of receipt, to the headquarters of the headquarters of the Official Trustee EURO INSOL SPRL in Bucharest, str. Costache Negri nr. 1-5, Opera Center One Building, et. 3, Sector 5, Romania, or will be sent by e-mail with the extended electronic signature incorporated according to Law no.455/2001 on electronic signature, to the address office@euroinsol.eu, until 14.02.2022, 10:00 o'clock, under the sanction of not taking them into account if they are received after the announced date and time.

The filled in voting form by correspondence will have attached the copy of the identity card or passport for the shareholders who are natural persons and the copy of the official documents (such as the certificate of ascertainment, the articles of incorporation or other proof issued or registered with the competent authority) certifying the capacity of legal representative of the shareholder, legal person, as the case may be.

The regulation on the procedure for voting by correspondence can be consulted by the shareholders interested at the company's administrative headquarters located in Resita, Golului Street no. 1, Caras-Severin County, or can be obtained by fax or e-mail from the company, upon request or on the company website www.ucmr.ro.

One or more shareholders holding, individually or together, at least 5% of the registered capital has/have:

- The right to introduce new issues on the agenda of the General Meeting of Shareholders (EGMS), provided that each such issue is accompanied by a justification or a draft resolution proposed for adoption to the General Meeting (EGMS). These will be forwarded to the headquarters of the Official Trustee EURO INSOL SPRL in Bucharest, str. Costache Negri nr. 1-5, Opera Center One Building, et. 3, Sector 5, Romania, in writing, within the term provided by law from the date of the convening, respectively until 28.01.2022.
- The right to submit draft resolutions for issues included and/or proposed to be included on the agenda of the General Meeting of Shareholders (EGMS), right that can be exercised in writing by sending it to the headquarters of the Official Trustee EURO INSOL SPRL in Bucharest, str. Costache Negri nr. 1-5, Opera Center One Building, et. 3, Sector 5, Romania, within the term provided by law from the date of the convening, respectively until 28.01.2022.

Each shareholder may ask questions in writing about the issues on the agenda, these will be submitted to the headquarters of the Official Trustee EURO INSOL SPRL in Bucharest, str. Costache Negri nr. 1-5, Opera Center One Building, et. 3, Sector 5, Romania County, together with copies of documents which allow identification of the shareholder, up to date 28.01.2022. It is considered that an answer is given, if the pertinent information is available under the law.

The documents and materials targeting the issues on the agenda of EGMS, the draft resolutions and the voting forms by correspondence will be available to shareholders at the company's headquarters and on the website www.ucmr.ro starting with the date 14.01.2022.

Additional information, including information on the rights of shareholders, may be obtained by phone at 0746156549, fax 0255/223082 during working days between 10:00 AM and 1:00 PM.

NOTE:** Tacking in consideration the recommendations and measures ordered by the authorities for preventing/limiting the spread of COVID-19, the Company's management recommends to the shareholders to use the electronic methods of participation in the General Meeting of Shareholders by fax/email or post/courier, in order to submit the documents which are necessary to participate and to express the voting rights during the meeting. At the same time, we mention that all the forms required to participate in the General Meeting of Shareholders, along with materials for debate in the meeting, are posted in electronic format on the site of U.C.M. Resita S.A. at the section **SHAREHOLDERS INFORMATION.

UCM RESITA SA- in insolventa, in insolvency, en procedure collective,

By Official Trustee,

The Consortium formed by V.F. Insolventa SPRL an EURO INSOL SPRL

