

## **CURRENT REPORT**

According to the ASF Regulation no. 5/2018

Date of report: 16.03.2023

„ARMATURA” S.A.

Registered office: Cluj-Napoca, Str. Gării nr. 19

Telephone number: **004-0264-435360, fax: 004-0264-435368**

**Trade Registry Office of Cluj-Napoca County Court under number J12/13/1991**

**Sole Registration Number RO 199001**

## **IMPORTANT EVENT TO REPORT**

**The Board of Directors of the Company ARMĂTURA S.A.** (hereinafter referred to as "**ARM**" or "**the Company**"), a joint stock company registered with the Trade Registry Office of Cluj-Napoca County Court under number J12/13/1991, Sole Registration Number RO 199001, with the registered office in Cluj-Napoca, str. Gării nr. 19, judetul Cluj, having the subscribed and paid-up share capital of 4,000,000 lei,

in accordance with the provisions of Article 111 and Article 117 of Law no. 31/1990, the provisions of the Articles of Incorporation, of Law 24/2017 on Issuers of Financial Instruments and Market Operations and of Regulation no. 5/2018 on Issuers of Financial Instruments and Market Operations and the Decision no. 1 of the Board of Directors of 16.03.2023

**convenes:**

**The Ordinary General Meeting of the Company's Shareholders (OGMS) for 26.04.2023, at 14.00 hours, at the registered office of the Company from Cluj-Napoca, str. Gării nr. 19, jud. Cluj.**

At the Ordinary General Meeting of Shareholders have the right to attend all shareholders registered in the Shareholders' Registry by the end of the day of 18.04.2023, established as reference date.

**AGENDA:**

1) Presentation and submission for approval of the management report on the annual financial statements of the Company drawn up for the financial year 2022 and the Board of Director's report on the financial annual accounts of the Company drawn up for the financial year 2022.

2) Presentation and submission for approval of the Company's annual statutory financial statements, i.e. balance sheet, profit and loss account, statement of changes in equity, cash flow statement, information data, statement of non-current assets and notes to the annual financial statements drawn up for the financial year 2022.

3) Presentation and approval of the report of the Company's external financial auditor on the annual accounts drawn up for the financial year 2022.

4) Presentation and approval of the annual report drawn up in accordance with Article 63 of Law No 24/2017 on issuers of financial instruments and market operations and Article 126 and Annex 15 of Regulation No 5/2018 for the financial year ended 31 December 2022.

5) Approval of the Company's Directors management discharge for the activity carried out during the financial exercise of the year 2022, based on the reports submitted.



6) Presentation and submission for approval of the Directors remuneration report and the CEOs remuneration report afferent to the financial exercise of the year 2022.

7) Presentation and submission for approval of the Directors and CEOs remuneration Policy.

8) Choosing the members of the Board of Directors of the Company, for a period of four years. In this respect, the persons proposed by the shareholder Herz Armaturen are the following:

- MATTHIAS HAIDER, domiciled in Vienna, Austria
- BOGDAN STEFAN, domiciled in Bucharest
- ZORAN BANKOVIC, domiciled in Negotin, Republic of Serbia
- WALTER SIMMEL, domiciled in Vienna, Austria
- DAMIR RUTAR, residing in Tolmin, Slovenia

The list containing information on the name, place of residence and professional qualifications of the persons proposed for the position of director is available to shareholders and can be consulted on the Company's website [www.armatura.ro](http://www.armatura.ro) and completed. Other nominations may be made, in accordance with the provisions of Article 117 ind. 1 of Law 31/1990, by means of an application in which information on the name, place of residence and professional qualifications of the persons proposed for the position of director shall be included.

9) Choosing the Independent external financial Auditor, for a period of 1 year, for the auditing of the financial statements of the year 2023, being proposed the following companies:

- GRADIENT SRL
- PREMIER CLASS AUDIT SRL
- INTEGRAL AUDIT SRL

The offers transmitted by these companies can be consulted on the Company's website [www.armatura.ro](http://www.armatura.ro).

10) Approval of the date of 23.05.2023 as registration date according to the provisions of Article 87 of Law 24/2017 and of Article 2 of Regulation 5/2018, namely the date that serves to the identification of the shareholders for whom the OGMS decisions will be taken, and ex-date 22.05.2023.

11) The empowerment of Mr. MATTHIAS HAIDER to sign on behalf of shareholders the OGMS decision and any other documents related to them and the mandating of Mrs. Sorana Muresanu to perform any act or formalities required by law for registration and fulfilment of the decision of the OGMS, including the formalities for its publication and registration with the Trade Registry or any other public institution.

The general meeting of the shareholders will be carried out in accordance with the legal norms in force and the regulation approved for this purpose by the Board of Directors and ratified by the EGMS on 25.04.2019, which can be consulted on the company's website [www.armatura.ro](http://www.armatura.ro).

Shareholders registered on the reference date in the shareholders' register have the option of voting by correspondence, prior to the general meeting of shareholders, by using the ballot paper form by correspondence. The ballot paper form by correspondence will be sent to the company's registered office in original or through any electronic means until 24.04.2023 at 14:00 hours under the penalty of the loss of the voting right in the meeting.

One or several shareholders who hold, individually or together, at least 5% of the share capital of the Company have the right to insert new items on the agenda of the Ordinary General Meeting of the Company's Shareholders, provided that each item is presented in writing, accompanied by a justification or a draft decision proposed for adoption by the general meeting, which shall be sent to the company, including through any electronic means of data transmission. Also, one or several shareholders whom hold, together or individually, at least 5% of the equity capital of the Company, have the right to present, in writing, projects of decision for the items included or proposed to be included on the agenda of the general meeting, these being transmitted via courier services or data transmission electronic means.



The deadline for submitting new proposals regarding the candidates for the position of administrator is the 15th day from the date of publication of the call

The shareholders who proposed to introduce new items on the agenda are obliged to submit in writing the draft decisions for the items included or proposed to be included on the agenda of the General Meeting of the Company's Shareholders within 15 days from the date of publication of the notice to attend.

Information on the materials to be approved in the OGMS can be consulted on the Company's website [www.armatura.ro](http://www.armatura.ro).

Shareholders may ask questions on the items on the agenda of the Ordinary General Meeting of Shareholders of the Company from 24.03.2023 and until 24.04.2023 at 14.00 hours.

The shareholders will participate in the Ordinary General Meeting of the Company's Shareholders personally, through their legal representatives or through the representatives mandated by special or general power-of-attorney, which will be filed at the Company's headquarters by fax no. **0264-435-368**, or e-mail at **office@armatura.ro** starting with 24.03.2023, but the powers-of-attorneys will have to reach the company's registered office in original or via data transmission electronic means until 24.04.2023 at 14:00 hours under the sanction of losing the right of exercising the right to vote in the meeting. For the representation vote, based on a special mandate, one must use the special mandate forms, published on Company's site. At the entrance to the meeting room, the shareholders will identify themselves with the identity documents provided by the law.

The special powers-of-attorneys forms and ballot papers by correspondence written in Romanian, English or German, as well as the materials that will be presented in the general meeting and the draft decisions can be obtained starting with 24.03.2023 from the Company's registered office and on the website, [www.armatura.ro](http://www.armatura.ro) and the shareholders can fill in and submit, at the Company, including via data transmission electronic means, the ballot papers forms by correspondence and special power-of-attorneys in the three languages or in any well-known international language until 24.04.2023, 14:00 hours. The documents drafted in a foreign language, other than German or English, shall be accompanied by a translation made by a certified translator in Romanian or English, certification or apostille not being required for such documents.

**If the Ordinary General Meeting of Shareholders of the Company is not held on 26.04.2023 due to the non-fulfilment of the quorum conditions stipulated in the Articles of Incorporation, a second convening of the Ordinary General Meeting of the Company's Shareholders for 27.04.2023 will be held at the same address at 14:00 hours, with the same agenda as for the first convening.**

Additional relationships can be obtained at the company's registered office or at telephone 0752-265655.

**THE BOARD OF DIRECTORS of ARMĂTURA S.A.**

by **MATTHIAS HAIDER**

