



PREBET AIUD S.A.  
Str. Arenei, nr. 10, c.p. 515200, loc. Aiud, jud. Alba, Romania  
Tel: 0258/861.661; 0258/863.350  
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Internet: [www.prebet.ro](http://www.prebet.ro)

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No. 1308/15.03.2024

To,  
**Bucharest Stock Exchange**  
**Financing Surveillance Authority**

### **CURRENT REPORT**

Pursuant to the provisions of the EU Regulation no. 596/2014 regarding the market abuse, of the FSA Regulation no.5 / 2018 of FSA on Issuers of Financial Instruments and Market Operations, respectively of Law no. 24/2017 on issuers of financial instruments and market operations

Report date: **15.03.2024**

Company name: **PREBET AIUD S.A.**

Address: **Aiud, 10 Arenei Street, Alba County – Romania, 515200**

Phone/fax no: **004-0258-861661 / 004-0258-861454**

Fiscal Code: **RO 1763841**

LEI Code: **254900R0KBC9MDTF1V33**

Trade Register registration number: **J 01/121/1991**

Subscribed and paid in share capital: **8.199.547,74 RON**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB)**

### **Important event:**

PREBET AIUD S.A. informs that in the meeting of the Board of Directors of PREBET AIUD S.A. of 15.03.2024, was decided:

▪ **The convening of O.G.M.S. and E.G.M.S. of PREBET AIUD SA for the date of 29/30.04.2024, at 12<sup>00</sup>, respectively 13<sup>30</sup>.**

Enclosed: Convocation of PREBET AIUD S.A. Ordinary and Extraordinary General Meeting of Shareholders on 29/30.04.2024.

Manager  
Cosmin Porutiu



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**Board of Directors of PREBET AIUD S.A.  
meet at the meeting of 15.03.2024, time 10<sup>00</sup>**

**CONVOKES**

- I. ORDINARY GENERAL MEETING OF SHAREHOLDERS in 29/30.04.2024, at 12<sup>00</sup> a.m.** at the registered office of the Company in 10 Arenei St, Aiud, Alba County,
- II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS in 29/30.04.2024, at 13<sup>00</sup> p.m.** at the registered office of the Company in 10 Arenei St, Aiud, Alba County,

for all shareholders registered in the Register of Shareholders managed by Depozitarul Central S.A. Bucharest, on **19 April 2024**, date set as **reference date**, for both general meetings of shareholders, with the indication that only persons who are shareholders at that date have the right to participate and vote at the general meetings of shareholders.

The convocation shall be made in accordance with the Law no. 31/1990 R, as subsequently amended and supplemented, Law no. 24/2017 and the regulations of A.S.F., made for its application, and those of the Articles of Association of PREBET AIUD S.A.

**I. ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
shall have the following

**AGENDA:**

1. Approval of the individual annual financial statements of Prebet Aiud S.A. for the financial year 2023, prepared in accordance with the International Financial Reporting Standards (IFRS), based on the Report of the Directors of the company and the Report of the Independent Financial Auditor.
2. Approval of the distribution of the net profit of the Company made in 2023 in the amount of Lei 6.844.053, according to the proposal of the Board of Directors, as follows:
  - Lei 0 - legal reserve;
  - Lei 6.844.053 - other reserves;
3. Approval of the discharge of the administrators for the financial year 2023.
4. Approval of the Revenue and Expenditure Budget for 2024.
5. Approval of the Company's Investment Plan for 2024 up to the amount of Lei 10.924.299.
6. Approval of the Remuneration Report for the financial year 2023.
7. Election of a new member of the Board of Directors of the company until 25.04.2027 to fill the vacant position on the Board of Directors.
8. Approval of the date of **23.05.2024** as the **date of registration**, respectively of identification of the shareholders on whom the effects of the adopted decisions are reflected, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 regarding the issuers of financial instruments and operations on the market.
9. Approval of the date of **22.05.2024** as **ex-date**, in accordance with the provisions of Law no. 24/2017 and of Regulation no. 5/2018 on the issuance of financial instruments and market operations.
10. Approval of the power of attorney and mandate of the directors of the company (General Manager, Deputy General Manager), for carrying out the necessary and legal operations for registering the decisions of the



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ordinary general meeting of shareholders and carrying out publicity formalities, any director having the right to perform any of these formalities.

## II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

shall have the following

### AGENDA:

1. Approval of the increase of the shareholding of Prebet Aiud S.A., as shareholder, within the Alternative Investment Company with Private Capital Roca Investments S.A., registered with the Trade Register under no. J40/15602/2017, having CUI 38201915 (hereinafter referred to as "*Roca Investments S.A.*"), by acquisition of shares or participation in the share capital increase, up to a total amount equivalent in Lei to 6,400,000 euro.
2. Approval of mandate of the Chairman of the Board of Directors in order to negotiate, for and on behalf of Prebet Aiud S.A., the contractual clauses and conditions of acquisition such as price, method and payment terms, but not limited to them, within the limits established by the Decision of the General Assembly and in order to sign all the legal acts necessary for the acquisition of the share package of Roca Investments S.A., as well as to carry out all the formalities regarding the concerns operations to increase the share capital.
3. Approval of the increase of the share capital in the amount of **17,672,878.26 Lei**, through the issuance of **98,182,657 new shares**, with a par value of 0.18 Lei/share, through cash contribution and/or through the conversion of claims against the company, as follows:
  - (i) **during the first stage**, to the shareholders registered in the register of shareholders of the company maintained by the Central Depository S.A., with a record date of 12.06.2024 (hereinafter referred to as the "*Shareholders' Register*"), respectively to the persons who have acquired, during the period of trading of preference rights, preference rights from the shareholders registered in the Shareholders' Register, to the extent that the offering prospectus prepared in connection with the share capital increase will also include the possibility of trading preference rights; and
  - (ii) **during the second stage**, any new shares remaining unsubscribed after the first stage, as described in (a) above, will be offered for subscription (i) to the public in Romania by way of a public offering (the "*Public Offering*") and/or (ii) in a private placement to certain persons in the European Union on the basis of exemptions permitted from the publication of a prospectus, including those provided for in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC and/or investors to whom such private placements may be lawfully made and directed in accordance with the exemptions from Regulation S under the United States Securities Act of 1933 and without any obligation to comply with any other formalities under any applicable law, to the extent and only to the extent that an investment in New Shares does not constitute a violation of any applicable law by such investor (the "*Private Placement*"), as determined by the Board of Directors in this respect.
- 3.1 The new shares remaining unsubscribed at the end of the subscription period of the Public Offering and/or the Private Placement (as the case may be) shall be cancelled by decision of the Board of Directors establishing the final results of the share capital increase.
- 3.2 The number of preference rights issued shall be equal to the number of shares issued by the company as recorded in the Register of Shareholders.





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- 3.3 Each shareholder registered in the Register of Shareholders shall receive a number of pre-emptive rights equal to the number of shares held.
  - 3.4 The exercise period of the Preference Rights shall be one (1) month (if applicable, after the end of the trading period of the Preference Rights), being after the record date of 12.06.2024.
  - 3.5 If the maximum number of shares that may be subscribed for during the Preference Rights Exercise Period (resulting from applying the above calculation) is not a natural number, the maximum number of shares that may be subscribed for shall be rounded down to the next lower natural number.
  - 3.6 Details of the subscription procedure, subscription period, subscription price, payment procedure and method, validation of subscription, subscription form, etc. in respect of the new shares will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the increase in share capital.
  - 3.7 The purpose of the capital increase is to raise funds to finance the ongoing business of the Company, i.e., to raise funds for ongoing and/or new projects.
4. Approval of the Board of Directors' authorization to issue any resolution and to perform all legal acts and deeds necessary, useful and/or appropriate to carry out the resolutions to be adopted by the EGMS regarding the share capital increase, including the following matters:
- a. to determine the structure and duration of the share capital increase, negotiating as well as setting and approving the subscription price in the share capital increase (in accordance with market conditions, as well as approving the other final terms and conditions of the share capital increase), selecting the intermediaries for the share capital increase, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents relating to the share capital increase, negotiating and signing any contracts with intermediaries, consultants, accountants and valuers, performing any legal acts and deeds necessary, useful or opportune in connection with the above;
  - b. to approve any contracts relating to the share capital increase or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sale, stabilization, agency, consultancy agreements, certificates, declarations, registers, notices, additional deeds, valuation reports and any other necessary documents and instruments, to carry out any formalities and to authorize and/or execute any other actions necessary to give full effect to the share capital increase, including the updating of the company's Articles of Association;
  - c. to empower the representatives of the company to sign any such documents, carry out any such formalities and perform any such actions;
  - d. to represent the company before any competent authorities and institutions (including, but not limited to, the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository S.A.) in connection with the increase of the share capital.
5. Approval of the amendment of Article 7 (1) of the Articles of Association as a result of the increase in share capital (item 3), to read as follows:
- “(1) The share capital of the company is Lei [...] fully paid up, divided into [...] shares, each with a nominal value of Lei 0.18.”*
6. Approval of the date of **12.06.2024** as the **date of registration**, respectively of identification of the shareholders affected by the effects of the adopted decisions, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 regarding the issuers of financial instruments and operations on the market.
7. Approval of the date of **11.06.2024** as **ex-date**, in accordance with the provisions of Law no. 24/2017 and of Regulation no. 5/2018 on the issuance of financial instruments and market operations.
8. Approval of **10.06.2024** as the date of guaranteed participation, in accordance with the provisions of



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Article 2 para. (2)(j) of Regulation 5/2018.

9. Approval of **13.06.2024** as the payment date calculated in accordance with the provisions of Art. 2 para. (2)(h) and Article 178 of Regulation No 5/2018
10. Approval of the power of attorney and mandate of the directors of the company (General Manager, Deputy General Manager) for carrying out the necessary and legal operations for registering the decisions of the extraordinary general meeting of shareholders and carrying out publicity formalities, any director having the right to perform alone any of these formalities.

### **Documents related to the shareholders general assembly**

The materials related to the agenda (financial statements, reports and other materials), the special power of attorney forms (proxies), the ballot papers by mail, the draft decisions of the general meetings, as well as the Procedure for exercising the right to vote will be made available to shareholders. starting with **22.03.2024**.

The above-mentioned documents will be made available to shareholders at the company's headquarters in 10 Arenei St, Aiud, Alba County, every day from Monday to Friday between 10:00 and 12:00.

At the same time, the documents can be consulted and / or downloaded from the company's website at [www.prebet.ro](http://www.prebet.ro) section Investor Relations, AGOA-AGEA Prebet Aiud S.A. from 29/30.04.2024.

### **Item 1 – Shareholders’ right to introduce new items on the agenda of the general assembly and to make proposals of resolutions referring to the items on the agenda.**

One or more shareholders representing, individually or jointly, at least 5% of the share capital has/have the right to:

- a) introduce items on the agenda of the General Assembly, under the condition that each item is accompanied by a justification or a draft of the resolution proposed to be approved by the General Assembly; and
- b) to present draft resolutions for the items included or proposed to be included on the agenda of the General Assembly;

Requests on supplementing the agenda and proposals of draft resolutions submitted by the shareholders will be published on the Company’s website, [www.prebet.ro](http://www.prebet.ro).

The rights mentioned in letters (a) and (b) above may be exercised only in writing, the proposals made shall be sent by courier services or electronic means, within a maximum of 15 days from the date of publication of the call, according to art. 105 para. (5) of Law no. 24/2017. The requests drawn up in order to exercise the above-mentioned rights will obligatorily include, on each page, the written mention in capital letters: “FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF PREBET AIUD S.A. FROM 29/30.04.2024” and can be sent to the company's headquarters in 10 Arenei St, Aiud, Alba County, postal code 515200 or at the e-mail address [office@prebet.ro](mailto:office@prebet.ro).

### **I.1. Methods of sending the documents:**

Documents may be sent as follows:





- in original, by courier services to the headquarters of PREBET AIUD SA, 10 Arenei St, Aiud, Alba County;
- by e-mail, to the address [office@prebet.ro](mailto:office@prebet.ro). Scanned documents will be sent as attachments in pdf format files, incorporating, attaching or logically associating extended electronic signature complying with the requirements of Law no. 455/2001.

Regardless of the transmission method, the requests will be signed by the shareholders or their representatives.

## **I.2 - Rules for identifying shareholders:**

**(i) To identify the individual shareholders,** it is necessary to copy the identity document, certified by mentioning “according to the original”, followed by the handwritten signature of the shareholder. In the case of individual shareholders without legal capacity to exercise, the following additional documents will be presented:

- copy of the identity document of the natural person who has the quality of legal representative;
- copy of the document proving the capacity of legal representative. And these documents will be certified by the mention "according to the original", followed by the handwritten signature of the legal representative.

**(ii) To identify the shareholders of Romanian legal entities, the following elements are necessary:**

- copy of the identity document of the legal representative, certified by the mention “according to the original”, followed by the holographic signature of the legal representative;
- the quality of legal representative will be verified in the Register of Shareholders drawn up by the Central Depository for the reference date.

If the information from the Shareholders Register prepared by the Central Depository for the reference date does not allow the identification of the legal representative of the shareholder Romanian legal entity, the identification can be made based on a certificate issued by the trade register, in original or in copy according to the original, or on the basis of any other document with a similar role, in original or in a copy conforming to the original, issued by a competent Romanian authority. The documents attesting the quality of legal representative must be issued at most 3 months before the date of publication of the convening notice of the meeting.

**(iii) To identify foreign legal entities:**

- copy of the identity document of the legal representative, certified with the mention “according to the original” written in Romanian or English, followed by his handwritten signature;
- the quality of legal representative of the foreign legal entity will be taken from the Register of Shareholders received from the Central Depository or will be justified on the basis of documents attesting the quality of legal representative of the foreign legal entity, namely document with a role similar to in original or in copy in accordance with the original, by mentioning "in accordance with the original" in English, followed by the handwritten signature, issued by the competent authority of the state in which the shareholder is legally registered, attesting the quality







of legal representative. The documents attesting the quality of legal representative will be issued at most 3 months before the date of publication of the convening notice of the meeting;

**(iv) For shareholders of the type of entities without legal personality:**

- copy of the identity document of the legal representative, certified according to the original, by mentioning “*according to the original*” in Romanian or English, followed by the handwritten signature;
- the quality of legal representative will be verified at the Register of Shareholders drawn up by the Central Depository for the reference date.

If the information in the Shareholders' Register prepared by the Central Depository for the reference date does not allow the identification of the legal representative of the shareholder of the type of entities without legal personality, this quality can be proved based on other documents attesting the quality of legal representative, issued by the competent authority or any other document attesting such quality, in accordance with the legal provisions.

If the documents referred to in paragraphs (i) to (iv) above are in a foreign language other than English, they shall be accompanied by a translation into Romanian or English by an authorized translator.

**Item II - Shareholders' right to ask questions on the agenda:**

Shareholders may exercise their rights provided by art. 198 of the FSA Regulation no. 5/2018 until the latest on 22.04.2024, at 14<sup>00</sup>. The questions will be sent in writing by one of the methods specified in point **I.1 - "Methods of transmission of documents"**.

Detailed information on the shareholders' rights mentioned above is available on the Prebet Aiud SA website, at [www.prebet.ro](http://www.prebet.ro).

**Point III - The right of the shareholders to participate in the OGMS-AGEA PREBET AIUD SA from 29/30.04.2024:**

All the shareholders of the Company registered in the Consolidated Register drawn up by the Central Depository of Bucharest for the end of the day of **19.04.2024 (reference date)** can participate in the ordinary and extraordinary general meetings of Prebet Aiud SA from 29/30.04.2024.

Shareholders may attend the general meeting directly or through proxy.

**III.1 Direct participation in the General Meeting of Shareholders:**

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 individual shareholders, with their identity card or, in the case of legal entities, of the legal representative, and in the case of legal entities. and of the shareholders represented natural persons, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions in the matter.

**III.2 Participation in the General Meeting of Shareholders through a representative:**

Shareholders may be represented at the general meeting by persons other than the shareholders, based on a **special or general power of attorney**.





**The special power of attorney (power of attorney)** can be granted to any person for representation in a single general meeting and contains specific voting instructions from the shareholder, clearly specifying the voting option for each item on the agenda of the general meeting. In this situation, the provisions of art. 125 para. 5 of Law 31/1990 are not applicable. In case of discussion in the general meeting of shareholders, in accordance with the legal provisions, of some items not included on the published agenda, the proxy may vote on them, according to the interest of the represented shareholder.

The special power of attorney (proxy) forms will be completed and signed by the shareholder and by the proxy in three copies:

- 1) a copy will be handed to the proxy;
- 2) the second copy will remain with the represented shareholder;
- 3) the third copy will be submitted in person or will be sent to the headquarters of SC Prebet Aiud SA in compliance with point I.1 - **“Methods of transmitting documents”, until no later than 27.04.2024, at 12<sup>00</sup>, respectively 13<sup>00</sup>.**

If the special power of attorney (proxy) is sent by courier, it is mandatory that the shareholder's signature be certified by a notary or a lawyer. In the case of shareholders without capacity to exercise and in the case of legal persons shareholders, the special power of attorney (power of attorney) will be signed by their legal

representative. The identification of the shareholders and their legal representatives will be made in compliance with the rules presented in point I.2 - **“Rules regarding the identification of shareholders”** of this call.

Shareholders may grant **a general power of attorney (power of attorney)** valid for a period not exceeding 3 years, allowing their representative to vote on all matters under discussion at the general meeting of shareholders of one or more issuers identified in the power of attorney (proxy). individually or by a generic formulation regarding a certain category of issuers, including in terms of disposition documents, provided that the power of attorney granted by the shareholder, as a client, to an intermediary defined according to the provisions of art. 2 par. 1, point 19 of Law 24/2017 or to a lawyer.

The general powers of attorney (proxies) having the minimum content provided by art. 202 of the ASF Regulation no. 5/2018, are submitted to the company 48 hours before the general meeting of shareholders, in copy, with the inscription *“According to the original”* followed by the handwritten signature of the representative. Certified copies of the proxies are retained by the company and will be mentioned in the minutes of the general meeting.

The general power of attorney (power of attorney) must be accompanied by a statement on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney (power of attorney), stating that the power of attorney is granted by the respective shareholder. by the client, the intermediary or, as the case may be, the lawyer and that the general power of attorney (power of attorney) is signed by the shareholder, including by the extended electronic signature, if applicable. The declaration must be submitted together with the general notice (power of attorney) at the headquarters of Prebet Aiud SA, in original, signed and, as the case may be, stamped no later than 27.04.2024, 12<sup>00</sup>, respectively 13<sup>00</sup>, in case first use.







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Shareholders may not be represented at the general meeting of shareholders on the basis of a general power of attorney (proxy) by a person who is in a situation of conflict of interest, in accordance with the provisions of art. 105 of Law no. 24/2017. The proxy may not be replaced by another person unless this right has been expressly granted to him by the shareholder in the power of attorney (power of attorney). Provided that the authorized person is a legal person, he may exercise his mandate received through any person who is part of his administrative or management body among his employees.

The provisions of this paragraph do not affect the shareholder's right to appoint by proxy (proxy) one or more alternate proxies, to ensure his representation in the general meeting, in accordance with the regulations issued by ASF in application of these provisions.

### **Item IV - Voting by Mail:**

Shareholders can also vote by mail. The completed ballot papers, signed and, as the case may be, stamped may be sent to the headquarters of Prebet Aiud SA by one of the methods specified in the paragraph "Methods of transmission of documents" of this call. The ballot papers will be accompanied by documents allowing the identification of the shareholders and their legal representatives in compliance with the rules specified in the paragraph "Rules regarding the identification of shareholders" of this call. Only the ballot papers received by mail received until 27.04.2024, at 12<sup>00</sup>, respectively 13<sup>00</sup> will be taken into account.

In the event that the shareholder has expressed his vote by correspondence, he participates personally or through a representative at the general meeting, the vote by correspondence expressed for that general meeting is canceled and only the vote expressed in person or by representative will be taken into account.

If the person representing the shareholder by personal participation in the general meeting is other than the one who signed the ballot paper by hand / electronically, then, for the validity of his vote, he must present to the general meeting a written revocation of the vote by mail. The revocation must be signed by the shareholder or by the representative who signed the ballot paper by mail. This is not necessary if the shareholder or his legal representative is present at the general meeting.

Additional details regarding the voting procedure and the issuance of special powers of attorney (proxies) and of the ballot papers by correspondence will be found in the informative materials, which will be made available to the shareholders, starting with 22.03.2024.

### **The Board of Directors of PREBET AIUD S.A.**

by Francisc Mathe

Chairman of the Board of Directors

