

ASCENDIA S.A.  
J40/6604/2007, CUI RO21482859  
Inc. Address : Eufrosin Poteca St. No.40, 1<sup>st</sup> floor, Sect. 2, Bucharest



Correspondence: Dacia St. No.99, 4th floor, Sect. 2, Bucharest  
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To: **Bucharest Stock Exchange**

**Financial Supervisory Authority**

**ASC 5999/30.04.2024**

## CURRENT REPORT

REGARDING THE DECISIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ASCENDIA S.A. OF 29.04.2024

<b>Current report according to</b>	Regulamentul BVB privind piata AeRO , Legea 24/2017, Regulament ASF 5/2018, Regulamentul UE nr. 596/2014
<b>Report date</b>	30.04.2024
<b>Name of the company</b>	ASCENDIA S.A.
<b>Registration office</b>	Eufrosin Potecă St. No.40, 1 <sup>st</sup> floor, Sector 2, Bucharest
<b>Phone/fax/email</b>	phone/fax: 021 312.42.26, Email: office@ascendia.ro
<b>Unique registration number</b>	RO 21482859
<b>Number of registration at the Registry of Commerce</b>	J40/6604/30.03.2007
<b>Subscribed and paid-up share capital</b>	1.172.180,10 RON for 11.721.801 shares with face value of 0,1 RON
<b>The regulated market on which it is traded</b>	Bucharest Stock Exchange – ATS, AeRO - Premium
<b>LEI Code</b>	315700DLIITW8APMVF93

### **Important event to report: OGMS and EGMS decisions of 29.04.2024**

On 29.04.2024, starting at 11:00 a.m. (Romanian time), the shareholders of ASCENDIA S.A. ("the Company") met in the Ordinary General Meeting of Shareholders ("OGMS") and the Extraordinary General Meeting of Shareholders ("EGMS") at 12:00 p.m., on first call, at the working point in Bd. Dacia Nr. 99, Et. 4, Sector 2, Bucharest, Romania, the meeting being opened by the Chairman of the meeting, Mr. Mălureanu Cosmin, in his capacity as Sole Administrator of the Company.

Considering:

- The OGMS and EGMS convocation published on the Company's website at the Investors section, in the "Monitorul Oficial al Romaniei", Part IV, number 1547 of 28 March 2024 and in the "Bursa" newspaper No. 60 of 28 March 2024;
- The documents related to OGMS published on the company's website on 29 March 2024;

- The provisions of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented (Law 31/1990);
- The provisions of Law no. 297/2004 regarding the capital market, as subsequently amended and supplemented (Law 297/2004);
- The provisions of Law no. 24/2017 on Issuers of Financial Instruments and Market Operations, as subsequently amended and supplemented (Law 24/2017);
- The provisions of the FSA Regulation no. 5 of 2018 on issuers and operations with securities, with subsequent amendments and completions (Regulation no. 5/2018);
- The provisions of CNVM Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders in the general meetings of the companies, as subsequently amended and supplemented (Regulation No. 6/2009);

Following the debates, the Company's shareholders adopted the following decisions on the items on the agenda of the

### ORDINARY GENERAL MEETING

#### ▪ RESOLUTION NO. 1

By 2,865,102 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of shareholders representing 100% of the votes cast(\*) and 24.4425% of the total voting rights, **approval of the financial statements** for the financial year 2023, accompanied by the Director's Report and the Financial Auditor's Report.

\*In accordance with the law, the company's director, Mr Cosmin Malureanu abstained from voting.

#### ▪ RESOLUTION NO. 2

With 2,865,102 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast(\*) and 24.4425% of the total voting rights, the **discharge of the Administrator** for the financial year 2023.

\*In accordance with the law, the company's director, Mr Cosmin Malureanu abstained from voting.

#### ▪ RESOLUTION NO. 3

With 9,258,602 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 78.9861% of the total voting rights, **approval of the income and expenditure budget** for the year 2024.

#### ▪ RESOLUTION NO. 4

By 9,258,602 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 78.9861% of the total voting rights, **approving the distribution of the profit recorded in the financial year 2023 for the constitution of reserves.**

▪ **RESOLUTION NO. 5**

With 9,258,602 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of shareholders representing 100% of the votes cast and 78.9861% of the total voting rights, **approval of the Record Date of 27.05.2024**, defined as the date serving to identify the shareholders on whom the resolutions of the AGM are passed, with Ex-date **24.05.2024**.

▪ **RESOLUTION NO. 6**

With 9,258,602 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 78.9861% of the total voting rights, **approving the proxy**, with the possibility of substitution, of the company's director, Mr. Cosmin MALUREANU to sign the shareholders' resolutions, as well as any other documents related thereto and to carry out all the procedures and formalities provided for by law in order to implement the shareholders' resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution.

The shareholders of the Company also adopted the following resolutions on the items on the agenda of the

**EXTRAORDINARY GENERAL MEETING**

▪ **RESOLUTION NO. 1**

With 9,258,602 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 78.9861% of the total voting rights, **the approval of the implementation of an Extraordinary Reward Plan**, exclusively dedicated to persons with an employment/employment contract with at least 3 years of seniority in the Company as of the Record Date, which aims at allocating up to 703,308 shares for subscription and/or in the form of a free bonus to the persons included in this plan. The plan, which will meet all the conditions of a "Stock-Option-Plan" loyalty program, as defined in the Tax Code in order to benefit from all the specific tax facilities, is aimed at the Company's old and very old employees whose seniority in the Company exceeds 3 years, seniority being calculated as the sum of all the months actually worked for the Company from the date of employment to the Record Date. The Extraordinary Reward Plan is in addition to the Reward Plan described in art 9.6 and art 9.7 of the Memorandum of Association (which for reasons of non-achievement of the BVC indicators has not been executed so far).

▪ **RESOLUTION NO. 2**

With 9,258,602 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 78.9861% of the total voting rights, **subject to the approval of item 1 on the agenda, the approval of the authorization of the Sole Administrator to take all necessary measures**, make all necessary/appropriate decisions and carry out all formalities required for the definition, approval and implementation of the Extraordinary Reward Plan such as, but not limited to (i) the determination of the criteria on the basis of which the rights to acquire shares will be granted in accordance with the terms and conditions of the plan, (ii) the number of shares that will vest to each beneficiary of the plan as subject to the rights to acquire shares; (iii) the period between the date of grant of the right to acquire

shares and the date of exercise of the right, which period may not be less than 12 months; (iv) the conditions for the exercise of the right to acquire shares; (v) the period within which the holder of the right must exercise the right; (vi) the preparation and publication of information documents in accordance with the law.

▪ **RESOLUTION NO. 3**

By 9,258,602 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of shareholders representing 100% of the votes cast and 78.9861% of the total voting rights, **subject to the approval of item no. 1 on the agenda of the EGM, the approval of a programme for the repurchase by the Company of a maximum of 117,218 of its own shares**, through purchases on the market where the shares are listed or the making of a Takeover Bid under the following conditions:

- Duration of the buyback programme: 18 months from the date of registration of the AGEA resolution for publication in the Official Gazette of Romania, Part IV;
- Purpose of the buy-back program: allocation under the Extraordinary Reward Plan specified in point 1, of shares to employees of the company who have a seniority of more than 3 years as of the Record Date, by way of bonus, in order to retain them and align their interests with those of existing shareholders;
- The price/share to be paid by the Company will be at least equal to 0.1 Ron/share and at most equal to 6.5 lei/share
- Payment for repurchased shares shall be made from the distributable profit or from the reserves entered from previous years, excluding legal reserves;
- The distribution of the acquired shares to employees will be made within 12 months from the date of redemption by the company.
- The Sole Director shall be empowered to make all decisions necessary and/or appropriate to carry out this resolution, including but not limited to (1) the actual period of the repurchase program, (2) the price at which the shares will be acquired under the tender offers, if any, (3) the number of shares that will actually be acquired by the Company under the repurchase program, and (4) the appointment of an intermediary to implement the repurchase program for the Company.

▪ **RESOLUTION NO. 4**

With 9,258,602 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 78.9861% of the total voting rights, **approving the Record Date** representing the date that serves to identify the shareholders on whom the resolutions of the **EGMS** are passed and the **Ex-date, as follows: Ex-date 20.06.2024, Record Date 21.06.2024.**

▪ **RESOLUTION NO. 5**

With 9,258,602 votes in favour, 0 votes against and 0 abstentions out of a total of 9,258,602 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 78.9861% of the total voting rights, **approving the proxy**, with the possibility of substitution, of the Company's Director,

Mr. Cosmin MĂLUREANU to sign the shareholders' resolutions, as well as any other documents related thereto and to carry out all procedures and formalities provided by law in order to implement the shareholders' resolutions, including the updating of the Articles of Association and the formalities for their publication and registration with the Trade Register or any other public institution.

This present current report was drawn up today, 30.04.2024, in Bucharest, in 2 (two) original copies.

Sole Administrator,  
**ASCENDIA S.A.**  
**MĂLUREANU COSMIN**

