

## CURRENT REPORT

according to the Law no 24/2017 and of the ASF regulation no 5/2018

Report date: 05.07.2019

Name of the issuer entity: PRACTIC S.A.

Headquarters: Bucharest, no 21-23 Biserica Amzei Street, Building C3, 1st and 2nd floor, 1st district

Telephone / fax number: 021.313.48.22/021.316.78.15

Sole Registration Number: 2774512

Trade Registry Office number: J40/611/1991

Subscribed and paid capital: 40.983.171 RON

The regulated market by which the issued securities are issued:

Bucharest Stock Exchange – AeRO Market

Important events to be reported: Summoning of the General Ordinary Meeting of the Shareholders.

The Management Board of the Company Practic SA, with headquarters in Bucharest, no 21-23 Biserica Amzei Street, Building C3, 1st and 2nd floor, 1st district, during the session from 04.07.2019, decided the summons of the General Ordinary Meeting of the Shareholders for 20.08.2019, starting at 10:00, which will be developing the works in the meeting room from Bucharest, no 21-23 Biserica Amzei Street, Building C3, 2nd floor, 1st district. During the General Ordinary Meeting of the Shareholders there are eligible to participate and vote all the shareholders registered within the Shareholders Registry on 01.08.2019, established as the reference date.

The General Ordinary Meeting of the Shareholders shall have the following agenda:

1. Approval of appointing a financial auditor of the Company and establishing the duration of Financial Audit Services Agreement, pursuant to proposal of the Board of Director of the Company as a result of expiry of the mandate entrusted to financial auditor Delloite Audit S.R.L.
2. Update of provisions of item 11.3 of art. 11 of Articles of Association of the Company regarding the appointing of the financial auditor;
3. Establishing the entry date for identifying the shareholders for whom the effects of decisions of the General Meeting apply, pursuant to valid legislation related to capital marked and “ex date”. The Board of Directors proposes 10<sup>th</sup> of September 2019 and enter date and 09<sup>th</sup> of September 2019 as ”ex date”.
4. Empowering of President of Board of Directors with the possibility of his/her substitution by another Managing Director for signing any documents corresponding to decisions of the Ordinary General Meeting of Shareholders and performing, personally or by means of a subsequent power of attorney, all procedures and formalities provided by Law for the purpose of fulfilling the decisions of the Ordinary General Meeting of Shareholders.

The participation at the Ordinary General Meeting of the Shareholders is done in accordance with the provisions of the Company Agreement and of the Company’s Articles of Incorporation, as well as in line with the legal enforceable provisions for the joint stock companies.

The entire documentation, including the integral text of the decision documents and projects that are going to be examined by the shareholders’ debates and other information and materials regarding the problems included on the Ordinary General Meeting of the Shareholders’ Agenda, shall be

made available for the shareholders to be examined and information, at the headquarters of the company and on the company's website [www.practicsa.ro](http://www.practicsa.ro), 30 days before the General Meeting.

The shareholders may participate in person or may be represented within the General Meeting of the Shareholders, either through their proxies, or by other representatives who have been given a general power of attorney, in the conditions of article 92 para (10) of the Law no 24/2017 regarding the issuance of financial instruments and market operations.

The quality as shareholder and person entitled to participate in the General Meeting of Shareholders is established on the basis of the list of company's shareholders on the reference date, received by the company from Depozitarul Central S.A. and the access of the shareholders is allowed by simply proving their identity, as follows: in case of natural persons, on the basis of the identity document, in case of judicial persons, for the legal representative, on the basis of the certificate confirming the company's details issued by the Register of Companies and on the basis of the identity document and in case of legal entities and shareholders as represented natural persons, on the basis of the Power of Attorney granted to the person representing them and on the basis of the identity document, under the observance of the legal provisions.

The special power of attorney may be awarded to any person for representation in a single General Meeting and it will contain specific vote instructions on behalf of the issuer shareholder. In this case, the provisions of article 125 para 5 of the Law no 31/1990, republished as amended and supplemented, are not applicable.

The shareholder may award a valid power of attorney for a period that will not overpass 3 years, allowing the representative to vote for all the aspects found within the debates of the General Meeting of the Shareholders of one or several companies identified by empowerment, including regarding the rule documents, under the condition that the power of attorney to be awarded by the shareholder as the client, to an intermediary as defined in line with article 2 para 1 point 20 of the Law no 24/2017 regarding the issuers of financial instruments and of market operations, or to a lawyer.

Before their first use, the general power of attorney are going to be submitted to the company 48 hours before the General Meeting or within the term mentioned by the articles of incorporation, in copy, comprising the mention of a true copy, under the signature of the representative. Certified copies of the power of attorney are kept by the company, reference being made about this matter on the General Meeting's Minute.

The shareholders cannot be represented within the General Meeting of the Shareholders on the grounds of a power of attorney indicated by article 92 para (13) of the Law no 24/2017 by a person who finds himself in an interest conflict situation that might arise especially in one of the following cases:

- a) he is a majority shareholder of the issuer or another person, controlled by the respective shareholder;
- b) he is a member of an administration body, of leadership, or of the issuers' surveillance, of a majority shareholder or of a person, according to the provisions of the letter a);
- c) he is an employee or an auditor of the company or of a majority shareholder or of a controlled entity, according to the provisions of the letter a);
- d) he is the spouse, relative or the next of kin, up to the 4<sup>th</sup> degree inclusively, of one of the natural persons mentioned in the letters a)-c).

The proxy cannot be substituted by another person unless this right was conferred expressly by the shareholder within the power of attorney. If the empowered person is a legal person, he can exercise

the mandate received by the means of any person that belongs to the administration body or of the leadership or amongst his employees.

The form for the special power of attorney for the representation of the shareholders at the Meeting is available at the headquarters of the company and on the Company's website [www.practicsa.ro](http://www.practicsa.ro), both in Romanian and in English language, starting with 15.07.2019.

Special powers of attorney will be submitted in original, either in Romanian or in English, at the registered office of the company, respectively transmitted by any form of post or express courier with acknowledgment of receipt until 16.08.2019, 17 hours, mentioning in print clearly on the envelope "FOR THE GENERAL ASSEMBLY OF THE SHAREHOLDERS DATED 20/ 21.08.2019 or the same can also be sent by e-mail with the extended electronic signature incorporated according to the Law no.455 / 2001 on the electronic signature at the e-mail address: office@practicsa.ro, specifying in the subject: "FOR THE GENERAL ASSEMBLY OF SHAREHOLDERS DATED 20 / 21.08.2019.

The shareholders may also appoint their representative by electronic means, notification of appointment by electronic means may be made at the e-mail address: office@practicsa.ro, having the extended electronic signature incorporated according to the Law no.455 / 2001 on electronic signature.

The documents that attest the quality of a legal representative drafted in a foreign language, other than the English language, shall be accompanied by a sworn translation, in Romanian or in English.

The above identification requirements also apply accordingly to demonstrate the shareholder status, respectively the capacity of a shareholder's legal representative who proposes the introduction of new items on the agenda of the general shareholders' meeting or who addresses questions to the company regarding the items on the agenda of the general shareholders meetings.

According to ASF (the financial supervisory authority) Regulation no.5 / 2018, a shareholder may appoint a single person to represent it at a particular general meeting. However, if a shareholder owns shares of a company in several securities accounts, this restriction will not preclude designation of a separate representative for the shares held in each securities account in relation to a particular general meeting.

According to the ASF Regulation no.5 / 2018, a shareholder may appoint one or more alternate representative(s) to ensure his/her representation at the general assembly in the event that the appointed representative is unable to fulfil his/her mandate. If more than one alternate representative is appointed by the mandate, the order in which they will exercise their mandate shall also be established.

The shareholders registered upon the reference date have the possibility to vote by correspondence, before the Ordinary General Meeting of the Shareholders by using the vote form available for them both in Romanian and in English language, starting with 15.07.2019 on the Company's website [www.practicsa.ro](http://www.practicsa.ro) and at the headquarters of the company.

Voting by correspondence may be expressed by a representative only in the situation where he/she received from the shareholder whom he/she represents a special / general power of attorney that is submitted at the company in accordance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations.

The vote by correspondence form, together with the justifying documents that allow the identification of the shareholders shall be sent to the headquarters of the company, until 16.08.2019, in accordance with the *Procedure of Exercising the Vote by Correspondence*, displayed on the company's website.

If the shareholder who expressed his vote through correspondence participates in person or by representative to the General Meeting of the Shareholders, the correspondence vote shall be cancelled. In this case there is taken into consideration the vote expressed in person or by the representative.

If the person who represents the shareholder by personal participation at the General Meeting of the Shareholders is other than the one who expressed the vote by correspondence, then for the validity of the vote he will submit within the meeting, a written revocation of the vote by correspondence, signed by the shareholder or by the representative who expressed the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the General Meeting of the Shareholders.

One or several shareholders representing, individually or together, at least 5% of the joint stock has/have the right:

- a) To introduce points of the agenda of the General Meeting of the Shareholders, provided that each point to be accompanied by a justification or by a project submitted to be approved by the General Meeting of the Shareholders; and
- b) To present projects of decision for the points included or proposed to be included within the agenda of the General Meeting of the Shareholders.

The rights of the shareholders mentioned above may be exercised in written only (transmitted by courier services or by electronic means, having attached the extended electronic signature, at the email address office@practicsa.ro) within at most 15 days since the summons publishing date.

If exercising the right mentioned in letter a) above determines the modification of the General Meeting's Agenda that has already been communicated to the shareholders, the Company will have to make available a revised Agenda, using the same procedure as the one used for the previous Agenda, before the reference day of the General Meeting, as defined by the regulations of the A.S.F., as well as by observing the term mentioned by art.117<sup>1</sup> para.(3) from the Law no 31/1990, republished as amended and supplemented, so as to allow the other shareholders to name a representative or, if the case, to vote by correspondence.

Each shareholder has the right to ask questions regarding the points of the General Meeting's Agenda. The company shall answer all the questions asked by the shareholders.

The questions will be registered in a closed envelope at the registered office of the company or transmitted by postal / courier services or by electronic means, accompanied by an extended electronic signature, at the following e-mail address: office@practicsa.ro, mentioning at the subject: "FOR THE GENERAL MEETING OF THE SHAREHOLDERS DATED 20 / 21.08.2019.

The right to ask questions and the obligation to answer may be conditioned by the actions that the company may take in order to provide the identification of the shareholders, the good development and preparation of the General Meetings, as well as protecting the confidentiality and the commercial interests of the company. The company may utter a general answer for all the questions having the same content. An answer shall be considered if the right information is available on the website of the company, in a question-answer pattern.

In the event, upon the first summons, the quorum conditions are not met, the Board of Directors hereby summons a second Ordinary General Meeting of the Shareholders for the date of 21.08.2019, 10:00 a.m., at the same location and with the same agenda.

---

Mihai ENE

President of the Management Board