

ASCENDIA S.A.
J40/6604/2007, CUI RO21482859
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ASC 3872/16.08.2018

CONVENING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS) ASCENDIA S.A.

The sole administrator of ASCENDIA S.A. (The "Company"), a Romanian legal person, having its registered office in Str. Eufrosin Poteca Nr. 40, Et.1, Sector 2, Bucharest, Romania and the correspondence address at the work point of Str. Avrig Nr. 12, Et. 4, Sector 2, Bucharest, Romania, registered with the Trade Register under no. J40.6604 / 2007, having as Unique Registration Code RO21482859, company traded on the Bucharest Stock Exchange under the ASC trading symbol, having a share capital divided into 1,444,444 nominative shares, fully subscribed by the shareholders, conferring on their holders , proportional to the number of shares held, 1,444,444 equal votes in the EGMS,

CONVENES

The Extraordinary General Meeting of Shareholders (EGMS) of the company for **22.09.2018, 11:00**, in the meeting room of Ascendia S.A., located at the working point from Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania, convening all shareholders registered in the Shareholders Register at the end of **10.09.2018 (Reference Date)**. Only persons who are shareholders on the Reference Date have the right to participate and vote at the EGMS.

If at the first meeting the legal and statutory quorum of attendance is not achieved, the Extraordinary General Meeting of Shareholders (EGMS) is convoked again on 23.09.2018, 11:00 at the address mentioned for the first convocation, with the same agenda and the same reference date.

**THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IS
AS FOLLOWS:**

1. Approval of amendments to Articles 6.2, 6.3, 12.10, 13.1 letters c), g), h), 13.3, 14.4, 14.7, 16.1 letters j), k), n) and 20.2 of the ARTICLES OF INCORPORATION of the Company, as follows:

1.1. Taking into account the change of the shareholder structure through the transactions performed at the Bucharest Stock Exchange, Art. 6.2 of the ARTICLES OF INCORPORATION is modified to correspond to the consolidated synthetic structure of the holders of financial instruments (shares) holding at least 10% of the share capital at 18.04.2018, as provided by the Central Depository and with reference to the founding shareholders in accordance with the law, and shall have the following content:

- Art 6.2. The share capital is divided into 1,444,444 nominative shares with a nominal value of 0.1 lei each, numbered from 1 to 1,444,444 and are subscribed in full by the shareholders as follows:

- **MĂLUREANU COSMIN, founding shareholder**, Romanian citizen, born on [personal data], living in [personal data], identified by C.I. [personal data] series no. [personal data] issued by [personal data] on [personal data], having CNP [personal data], holds 889,632 shares, with a value of 0.1 lei / share, with a total value of 88,963.2 lei, representing 61.5899% of the share capital, subscribed and paid-up, of the Company, participation to profit 61.5899% and participation to loss 61.5899%;
- **MĂLUREANU ALEX, founding shareholder**, Romanian citizen, born on [personal data], living in [personal data], identified by C.I. [personal data] series no. [personal data], issued to [personal data] on [personal data], with CNP [personal data], holds a number of 318,647 shares, with a value of 0.1 lei / share, with a total value of 31,864.7 lei, representing 22.0602% of the share capital, of the Company, subscribed and paid-up, participation to profit 22.0602% and participation to loss 22.0602%;
- **Natural persons holding cumulatively 175,048 shares**, with a value of **0.1 lei / share**, with a total value of **17,504.8 lei**, representing 12.1187% of the subscribed and paid-up share capital of the Company, participation to profit 12.1187% and participation to loss 12.1187%. Among these shareholders is **MALUREANU ADRIANA-IOANA, founding shareholder**, Romanian citizen, born on [personal data], living in B[personal data], identified by C.I. [personal data] series no. [personal data], issued by [personal data] on [personal data], having CNP [personal data], owns 65,000 shares, with a value of 0.1 lei / share, with a total value of 6.500 lei, representing 4.5% of the subscribed and paid-up share capital, of the Company, participation to profit 4.5% and participation to loss 4.5%;
- **Legal entities holding a total of 61,117 shares**, with a value of 0.1 lei / share, with a total value of 6.111,7 lei, representing 4,2312% of the subscribed and paid-up share capital of the Company, participation to profit 4.2312% and participation to loss 4.2312%;

- 1.2. In order to keep a reference to the initial shareholder structure from the date when the company was incorporated into a joint stock company, Art. 6.3 is added to the ARTICLES OF INCORPORATION, which will have the following content:
 - *Art 6.3 The founding shareholders of Ascendia SA in the decreasing order of the shares held in the Company on the day of its formation as a joint stock company are: Mătureanu Cosmin (70%) having CNP [personal data], Mătureanu Alex (25%) having CNP [personal data] and Malureanu Adriana-Ioana (5%) having CNP [personal data].*
- 1.3. In order to streamline the functioning of the general meetings, Art. 12.10 of the ARTICLES OF INCORPORATION is amended, taking over and adapting the existing statements found in the updated Law 31/1990, as follows:
 - *Art.12.10 - The **presence** of shareholders holding combined at least **one fourth** of the total voting rights is required for the deliberations of the general meeting. Decisions of the general meeting shall be taken by **a majority of the votes** cast at the general meeting.*
- 1.4. In order to streamline the functioning of the company, Art.13 of the ARTICLES OF INCORPORATION is amended by updating Art.13.1 letter c), as follows:
 - *Article 13.1 - letter c) to set the remuneration due for the duration of the current term of office of the sole administrator / administrators of the board of administration;*
- 1.5. In order to streamline the functioning of the company, Art.13 of the ARTICLES OF INCORPORATION is amended, by adding to Art.13.1 letter g), as follows:
 - *Article 13.1 – letter g) Set the remuneration for the financial auditor;*
- 1.6. In order to streamline the functioning of the company, Art.13 of the ARTICLES OF INCORPORATION is amended, by adding to Art.13.1 letter h), as follows:
 - *Article 13.1 - letter h) to set the term of office of the General Director;*
- 1.7. In order to streamline the functioning of the company, Art.13 of the ARTICLES OF INCORPORATION is amended, by updating Art.13.3, as follows:
 - *Article 13.3 The shareholders agree that the powers provided in Article 13.1 (g) and (h) and the powers provided in Article 13.2 (b), (d) and (g) are delegated to the sole administrator / board of administration.*
- 1.8. In order to streamline the functioning of the general meetings, Art. 14.4 of the ARTICLES OF INCORPORATION is amended, taking over and adapting the existing statements found in the updated Law 31/1990, as follows:
 - *Art.14.4 - Shareholders who are members of the board of administration or the board of directors cannot vote on the basis of the shares they own, neither in person or through a trustee, the discharge of their management or a problem in which their person or administration is in question.*
- 1.9. In order to streamline the functioning of the general meetings, Art. 14.7 of the ARTICLES OF INCORPORATION is amended, taking over and adapting the existing statements found in the updated Law act 31/1990, as follows:

- Art.14.7 - The shareholder who is in breach of this provision is liable for the damage suffered by the company if, without his vote, the majority required by the law wouldn't have been obtained.

1.10. Considering the potential existence of important financial reserves, as well as the opportunity to finance the development of the company using various grants, in order to improve the functioning of the company, Art.16 of the ARTICLES OF INCORPORATION is amended by updating Art. 16.1 letter j) as follows:

- Article 16.1 - letter j) decides, represents the Company with full powers, concludes and signs legal acts regarding operations with term deposits and certificates of deposit with commercial banks, investments, fund units of the Open Investment Funds, direct operations on the Capital Market, operations on the money market, government securities operations, operations with derivative products.

1.11. Considering the potential existence of important financial reserves, as well as the opportunity to finance the development of the company using various grants, in order to improve the functioning of the company, Art.16 of the ARTICLES OF INCORPORATION is amended by updating Art. 16.1 letter k), as follows:

- Article 16.1 - letter k) decides, represents the Company with full powers, concludes and signs legal acts by which the Company undertakes to open / close current accounts with financial or non-banking financial institutions, credit / loan contracts, access or closure of any other banking products and / or financing of the Company from bank institutions, credit institutions and / or other banking or non-banking financial institutions, under the negotiated conditions, or loans from shareholders on the basis of interest-free loan contracts, sums to be reimbursed to them when restitution will not disrupt the cash-flow of the Company.

1.12. Considering the potential existence of important financial reserves, as well as the opportunity to finance the development of the company using various grants, in order to improve the functioning of the company, Art.16 of the CONSTITUTIVE is amended by adding to Art.16.1 letter n), as follows:

- Article 16.1 - letter n) decides, represents the Company with full powers, concludes and signs legal acts regarding the writing, contracting and implementation of projects for the financing of the Company's development by accessing non-reimbursable funds from national or foreign financing lines, including if necessary the allocation decision of the amounts necessary to ensure the co-financing required for the implementation of such projects.

1.13. In order to streamline the functioning of the company, Art.20 of the ARTICLES OF INCORPORATION is amended, by updating Article 20.2, as follows:

- Article 20.2 – The date on which the identification of the shareholders to receive dividends or other rights and on which the effects of the decisions of the general meeting of the shareholders will occur shall be determined by the latter, within the limits of the law.

2. Approval of the **issuance of non-convertible corporate bonds** and authorization of the administrator for the period between the publication of the decision of the EGMS in the „Monitorul Oficial al Romaniei” Part IV and **December 31, 2020** to decide one or several bond issues in RON,

up to the total maximum amount of 4,500,000 lei (four million five hundred thousand lei), each bond being issued with a nominal value of 100 lei per bond, with a maturity of at least 3 and maximum 5 years, with an maximum annual interest rate of 10% per year. Authorizing the Administrator to decide the time liness of each issue and its final details, as well as to sign any documents relating to each bond issue including the type of placement (public or private), the writing of issuance prospectuses, or any necessary documents needed for listing the bonds on the relevant market of the Bucharest Stock Exchange, as well as any other documents that could be concluded in connection with the issue and the fulfillment of this decision.

3. Taking into account the BSE recommendations regarding the "Premium" category, considering the provisions of Regulation no. 5/2018 of the Financial Supervisory Authority regarding the reporting obligations of the companies whose shares are traded, with their consent, within an alternative trading system, the approval that the company continues to elaborate only the mandatory periodical reports required by the Law.
4. Approval of the Authorization of the Company's Administrator to form an Advisory Board consisting of a minimum of 3 and a maximum of 5 people, known specialists or entrepreneurs with a business history relevant to the Company to help the company's management in its development. Authorization of the administrator to decide on the composition, the functioning of the Advisory Board and the system of payment / rewarding of its members.
5. Approval of the creation and implementation of a Company's Reward Plan ("Plan") for the employees working in the Company (active work contract/mandate) and authorize the Company's Administrator for the creation and implementation of this plan **starting with the year 2019**, referring to the company's annual results that will to be reported for the year 2018 at the Bucharest Stock Exchange.
6. In line with the previous paragraph, regarding the Company's Reward Plan, Article 9 of the Company's ARTICLES OF INCORPORATION will be amended by adding Art. 9.6 and Art. 9.7, as follows:
 - 6.1. To facilitate the implementation of the Company's Reward Plan, adding Art. 9.6 to the ARTICLES OF INCORPORATION of the Company as follows:
 - Art. 9.6 - *The Company's staff will participate annually, **starting with 2019**, to the Company's Reward Plan. This plan involves **giving cash and / or company shares** to its employees. The plan exclusively targets people with a contract of employment / mandate with a minimum of 1 year of work experience within the Company. Seniority is calculated as the sum of all months actually worked for the Company from the date of employment until the end of the fiscal year preceding that in which the bonus is granted. The first bonuses will be granted starting with 2019 for the fiscal year 2018. The bonuses will be granted only to the individuals employed in the company on the date of reporting the annual financial results to the Bucharest Stock Exchange. Bonuses in shares may also be offered through the allocation of shares or the option to acquire shares of the Company, **up to a maximum of 5% of the Company's shares** for the entire duration of the Company's Reward Plan. For this, the Company will allocate a*

maximum of 10% of the company's annual net profit from the year preceding the bonifications. Criteria, bonuses, payment / reward terms, type of actions to be awarded, time period and conditions by which the actions thus granted can be capitalized will be subject to the Reward Plan.

6.2. In order to facilitate the implementation of the Company's Reward Plan, Art. 9.7 is added to the ARTICLES OF INCORPORATION of the Company, as follows:

- Article 9.7 The Company's Administrator is mandated to take all necessary measures for the creation and implementation of the Company's Reward Plan, including: identifying the allocation criteria, calculating the annual bonuses, determining the number of shares to be effectively distributed each year, the exercise of rights, determination of the mechanism for identifying the beneficiaries, updating the Plan, drafting and publishing the information documents according to the law, etc. The Company's Administrator is mandated to fulfill the provisions of the Company's Reward Plan, ie to complete all necessary legal steps and formalities. The administrator will be able to delegate these tasks.

7. Approval of the Registration Date, defined as the date that serves to identify the shareholders to whom the decisions of the EGMS are imposed. The identification of the shareholders will be done by consulting the Shareholders' Registry held by the Central Depository. The proposal for the **Registration Date** is: **10.10.2018**, and the Date for the **Ex-date** **09.10.2018**.

8. Empowerment, with substitutability, of the company's administrator, Cosmin MĂLUREANU to sign the shareholders' resolutions and any other documents related to them and to perform all the procedures and formalities provided by the law for the implementation of the resolutions of the shareholders, including the formalities for their publication and registration with the Trade Registry or any other public institution.

SPECIFICATIONS REGARDING THE EGMS from the **22nd (23rd) of September 2018**

Participation at the EGMS

The reference date for the EGMS is **10.09.2018**. Only shareholders registered at this date in the Shareholders' Registry held by the Central Depository will be able to participate and vote at this general meeting (EGMS).

The share capital of Ascendia S.A. consists of 1,444,444 nominative, ordinary and dematerialized shares, each share held giving the right to a vote in the general meeting.

Shareholders may participate directly in the EGMS or may be represented by other persons, under the terms of the law and according to the Articles of Incorporation, or may vote by correspondence. In all these situations, the documents listed below are required, with the mention that in case of

correspondence voting (online or printed correspondence), the identity documents will be sent in copy according to the original, under the handwritten signature of the shareholder.

All documents submitted in the name of the shareholders, as well as copies of the original documents, will be kept by Ascendia S.A.

Note: Should any difference be noted between the contents of the documents published in English and the documents published in Romanian related to the EGMS, the Romanian language documents contents will prevail.

The necessary documents for participation in the EGMS for **natural persons** are:

- If he participates directly: a) a simple proof of the identity, made with the identity document, in the original;
- If another natural person is represented: a) a copy of the identity document of the represented person, b) the identity document of the authorized person, in original, c) notarial authorization signed by the represented person as well as d) the special power of attorney by Ascendia SA, in original;
- If a legal person is representing the natural person: a) a copy of the identity document of the represented person, b) an official document attesting the quality of the legal representative (certificate issued by the Trade Register within the validity term or other proof issued by a competent authority, in the original), c) the identity document of the representative of the authorized representative, in the original, and d) the special power of attorney document provided by Ascendia SA, in original.

The documents required for participation in the EGMS for **legal entities** are:

- If it is represented by the legal representative: a) an official document attesting to such a quality (certificate issued by the Trade Register during the term of validity or other proof issued by a competent authority in original) and b) the identity document of the legal representative , in original;
- if he is represented by a person other than the legal representative: a) an official document attesting to the quality of the legal representative (certificate of attestation issued by the Trade Registry within its validity period or other proof issued by a competent authority, in original); the identity document of the legal representative, c) the representative's identity document, in original, and d) the special power of attorney document provided by Ascendia S.A.

Voting through EGMS representatives

For voting through representatives, Ascendia S.A. makes special powers of attorney (documents) available to shareholders starting from **17.08.2018**.

In order to be considered valid, the special power of attorney filled in by the shareholders will include the information provided in the special power of attorney form provided by the company, specifying the vote for each item on the agenda.

After completing and signing the special power of attorney (in 3 original copies - one copy of the power of attorney will be forwarded to Ascendia S.A., one will be handed to the representative and the third copy will remain with the shareholder.), under penalty of losing the right to vote, the documents will be forwarded to Ascendia S.A. to be verified and to also check if all legal conditions are met, before the EGMS.

The deadline for receiving the documents at Ascendia S.A. is 20.09.2018, 11:00, following the procedure described below:

- a) If sending of printed form is chosen, **a copy of the power of attorney, together with the documents mentioned as required for participation in the EGMS and specified in the power of attorney**, will be delivered / sent to the company's headquarters in Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania.
- b) If opting to send by e-mail, the power of attorney will be transmitted as a signed document with electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the email address: investors@ascendia.ro. **In the case of the electronic transmission of the power of attorney, electronic counter-signed (scanned and then signed with digital signature) will also be required for the documents mentioned as needed for participation in the EGMS, which will also be send.**

Also, the representation of the shareholders in the general meeting can also be done on the basis of a general mandate letter. Through this general mandate, the represented shareholder gives his / her representative the opportunity to vote on all aspects of the debate of one or more general meetings, including the documents under review, without specific voting instructions from the shareholder.

In order to be considered valid, the general mandate letter must include at least the following information:

1. name / name of the shareholder;
2. the name / name of the representative (the person empowered);
3. the date of empowerment, as well as the period of its validity, in compliance with the legal provisions; the powers given with a later date have the effect of revoking the previously dated given powers;
4. specifying that the shareholder empowers the representative to participate and vote on its behalf by giving general authorization to the general meeting of shareholders for the full ownership of stocks the shareholder holds at the reference date, with the express specification of the company (s) for which that general authorization is used; either individually or through a generic wording relating to a particular category of issuers.

At the same time, general empowerment will only be valid if granted by the shareholder as a client to an intermediary (financial investment services companies authorized by ASF, credit institutions authorized by BVB in accordance with the applicable banking legislation, as well as entities of their nature authorized in the Member States or non-member to provide investment services and activities) or to a lawyer, for a period of maximum 3 (three) years, according to the provisions of art. 92 para. (13) of Law no. 24/2017.

The shareholders may not be represented in the general meeting of shareholders on the basis of a general mandate letter by a person that is in a situation of conflict of interest, in particular in one of the following cases:

- a) is a majority shareholder of ASCENDIA S.A. or another person controlled by that shareholder;
- b) is a member of a management, management or supervisory body of ASCENDIA S.A., a majority shareholder or a controlled person, in accordance with the provisions of let. a).
- c) is an employee or auditor of ASCENDIA S.A. or of a majority shareholder or a controlled entity, in accordance with the provisions of let. a);
- d) is the spouse, relative or affinal to the fourth degree of one of the natural persons referred to in let. a)-c).

The empowered person may not be substituted by any other person unless that right has been expressly conferred on the shareholder by the power of attorney. Where the person empowered is a legal person, he may exercise his mandate through any person who is part of his or her management or management body or its employees.

The deadline for receiving the general mandate letter at Ascendia S.A., subject to the penalty of losing the voting right, is 20.09.2018, 11:00, following the procedure described below:

- a) If sending of a printed copy is chosen, **a copy of the power of attorney including the mention of compliance with the original under the signature of the representative, accompanied by the documents set as necessary for participation in the EGMS and specified within the mandate, if any**, shall be deposited / sent to the offices of the company from Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania.
- b) If opting to send by e-mail, the general mandate letter will be transmitted as a signed document with electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the email address: investors@ascendia.ro. **In the case of the electronic transmission of the general mandate letter, electronic counter-signed (scanned and then signed with digital signature) will also be required for the documents mentioned as needed for participation in the EGMS, which will also be sent.**

The general mandate letter will cease by:

- a) revocation written by its principal shareholder forwarded to ASCENDIA SA in printed form or by e-mail in accordance with the aforementioned procedure no later than **20.09.2018 at 11:00** (deadline for depositing the mandates) drafted in Romanian or in English; or
- b) the loss of the shareholder's title to the reference date applicable to the general meeting (**10.09.2018**); or
- c) the loss of the status of intermediary or attorney of the trustee (empowered person).

The Vote by Correspondence

Shareholders registered at the reference date have the option to **vote by email** before the EGMS until the deadline of **20.09.2018, 11:00 - the date of receipt by Ascendia S.A.** of their vote, by using the

correspondence voting form made available to the shareholders starting from **17.08.2018**. For voting by correspondence, the following system will be used:

- a) If sending of printed form is chosen, the voting forms will be submitted / sent to the company headquarters in Bucharest, Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania by the mentioned deadline. **The correspondence voting form shall be considered valid only if it is accompanied by the documents required for participation in the EGMS.**
- b) If opting to send by e-mail, the correspondence voting forms may be sent, by means of signed documents with electronic signature, according to Law no. 455/2001 regarding the electronic signature, at the e-mail address investors@ascendia.ro, till the mentioned deadline. **In the case of the electronic submission of the voting form, in order to be considered valid, also the digital counter-signing will be required (scanned than ditaly signed) for the documents mentioned as needed for participation in the EGMS.**

Starting with **17.08.2018**, the special power of attorney forms for EGMS, respectively those for exercising the right to vote by correspondence, can be obtained from Ascendia S.A. - Str. Avrig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania or can be downloaded from the company's website (www.ascendia.ro), from the Investors section.

Statutory conditions regarding the shareholders' proposals regarding the EGMS

According to the legal provisions and the Articles of Incorporation, one or more shareholders, who hold individually or together at least 5% of the share capital, have the right within 15 days from the date of publication of the convocation:

- a) to add new items on the agenda, provided that each item is accompanied by a justification or a draft resolution proposed for approval to the ordinary or extraordinary general meeting, to be transmitted at the company's registered office - Str. Avig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania until **02.09.2018, 14:00**;
- b) to submit draft decisions for the items included or proposed to be included on the agenda, proposals that will be made in writing and sent to the company's headquarters - Str. Avig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania until **02.09.2018, 14:00**.

Shareholders' proposals and documents attesting to the fulfillment of the conditions for the exercise of these rights shall be transmitted by the specified dates using one of the following forms of transmission:

- a) as original document (handwritten), by post or courier services, in a closed envelope marked "*Proposal of new items on the agenda for the general meeting of the shareholders*" at Ascendia S.A. - Str. Avig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania;
- b) as a signed document with extended electronic signature, according to the Law no. 455/2001 regarding the electronic signature, by e-mail having as topic "*Proposal of new items on the agenda for the general meeting of the shareholders*" at: investors@ascendia.ro.

If the case, the revised agenda will be published by **05.09.2018** in accordance with the legal provisions in force.

Resources available to shareholders and questions about the EGMS

The Convening Notice and the resources to be discussed will be available for consultation starting with **17.08.2018** at the working point of the company from Str. Avig Nr. 12, Et. 4, Sect. 2, Bucharest, Romania and on the company website (www.ascendia.ro), at the Investors section.

Company shareholders may submit written questions on agenda items, together with identification documents of the shareholder, no later than the day before the EGMS. The company can also respond by posting the answer on the company's website (www.ascendia.ro), for questions with the same content, a general answer by the company may be offered. Shareholders' questions will be sent in writing, either by post or courier services at the above-mentioned offices, or by electronic means (at: investors@ascendia.ro).

Additional information can be obtained directly at Ascendia S.A. from Str. Avrig Nr. 12, Et 4, Sect. 2, Bucharest, Romania or tel +4.021.312.42.26, Monday to Friday, between 11:00 - 17:00, until 21.09.2018.

SOLE ADMINISTRATOR OF ASCENDIA S.A.

Cosmin Mălureanu



Note: The areas with personal data were marked accordingly.