



To: *the Bucharest Stock Exchange*
the Romanian Financial Supervisory Authority

CURRENT REPORT 09/2024

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities, as subsequently amended and supplemented and the provisions of Article 99 of the Bucharest Stock Exchange Code, Title II, Issuers and Financial Instruments.

Date of report	13.03.2024
Name of the Company	Safetech Innovations S.A.
Registered Office	12-14 Frunzei Street, District 2, Bucharest
Phone	+40 754 908 742
Email	investors@safetech.ro
Registration nr. with Trade Registry	J40/3550/2011
Fiscal Code	28239696
Subscribed and paid share capital	13,300,000 lei
Total number of shares	66,500,000
Symbol	SAFE
Market where securities are traded	Bucharest Stock Exchange, Main Segment, Standard Category

Important events to be reported: Decision of the Board of Directors to convene the OGMS&EGMS of Safetech Innovations S.A. for 17/18.04.2024

The management of Safetech Innovations S.A. (hereinafter referred to as the "Company") informs the market that on 12.03.2024, the Board of Directors of the Company decided to convene the Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) of the Company for 17.04.2024 (first calling), respectively for 18.04.2024 (second calling) should the attendance quorum for the first meeting not be met, having the agenda stipulated in the convening notice attached to this current report.

Victor GANSAC

CEO

SAFETECH INNOVATIONS S.A.

Headquarters: 12-14 Frunzei Street, floors 1-2, District 2, postal code 021533, Bucharest, Romania
Solde Identification Code: RO 28239696 • Trade Registry Registration Number: J40/3550/2011
www.safetech.ro

**CONVENING NOTICE****ORDINARY & EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS****SAFETECH INNOVATIONS S.A.**

The Board of Directors of **SAFETECH INNOVATIONS S.A.**, registered with the Bucharest Trade Registry under no. J40/3550/2011, unique registration code 28239696, with registered office in 12-14 Frunzei Street, floors 1-2, District 2, Bucharest, Romania, having a subscribed and fully paid-up share capital of RON 13,300,000 (hereinafter referred to as the "**Company**"),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented ("**Companies Law**"), Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**Regulation no. 5/2018**") and the Company's articles of incorporation ("**Articles of Incorporation**"),

CONVENES

The Ordinary General Meeting of Shareholders (hereinafter referred to as "OGMS") at the Company headquarters located at 12-14 Frunzei Street, floors 1-2, District 2, Bucharest, Romania, on 17.04.2024, 10:00 a.m., to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of 05.04.2024, set as the reference date ("**Reference Date**"), will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the OGMS will be held on 18.04.2024, at 10:00 a.m., at the same place and with the same agenda and having the same Reference Date

The Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS") at the Company headquarters located at 12-14 Frunzei Street, floors 1-2, District 2, Bucharest, Romania, on 17.04.2024, 10:45 a.m., to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of 05.04.2024, set as the reference date ("**Reference Date**"), will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the EGMS will be held on 18.04.2024, at 10:45 a.m., at the same place and with the same agenda and having the same Reference Date.

AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the individual and consolidated annual financial statements prepared for the financial year ended on 31.12.2023, accompanied by the annual report prepared by the Board of Directors and the independent auditor's report.

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2. Approval of the distribution of the net profit related to the financial year ended on 31.12.2023, in the amount of RON 9,738,449 (nine million seven hundred thirty-eight thousand four hundred forty-nine), as follows:
 - (i) Legal reserves: RON 550,780 (five hundred fifty thousand seven hundred eighty),
 - (ii) Remaining undistributed profit: RON 9,187,669 (nine million one hundred eighty-seven thousand six hundred sixty-nine).
3. Approval of the discharge of liability of the Board of Directors for the financial year ended on 31.12.2023.
4. Approval of the revenue and expenditure budget for the 2024 financial year, in accordance with the presentation materials.
5. Approval of the Remuneration Report of the Company's management for the financial year ended on 31.12.2023, drawn up by the Nomination and Remuneration Committee of the Company, in accordance with the presentation materials.
6. Election of the members of the Board of Directors, from the candidates proposed by the Company's Nomination and Remuneration Committee and the Company's shareholders, for a mandate valid until 30.04.2026. The candidates who were proposed by the Company's Nomination and Remuneration Committee are the following:
 - (i) Victor Gansac;
 - (ii) Mircea Varga;
 - (iii) Alexandru-Florin Mihailciuc.
7. Approval of the remuneration of the members of the Board of Directors in accordance with the Company's Remuneration Policy.
8. Approval of the appointment of Baker Tilly Klitou and Partners S.R.L. legal person, with headquarters located in Bucharest, District 2, 42 Sos. Pipera, Office no. 2, Globalworth Plaza, 7th Floor, Trade Registry registration no. J40/5434/2003, having sole identification code 15381680 – as auditor of the Company, for a mandate valid until 30.04.2026, and waiving the application of the legal provisions regarding the election and appointment of censors, under the conditions of art. 160 paragraph 1[^]2) of Companies Law and the authorization of the Board of Directors and/or the General Manager, in the name and on behalf of the Company, with full power and authority:
 - (i) to negotiate the terms and conditions of the mandate of Baker Tilly Klitou and Partners S.R.L., as well as to negotiate, approve and sign any documents, respectively to perform any necessary, useful or opportune endeavours and legal acts in relation to the above; and



- (ii) to authorize representatives of the Company to sign any such documents, perform any such formalities and perform any such actions.
9. Approval of the establishment of the date of:
- (i) 09.05.2024 as the registration date for the identification of the shareholders on whom the effects of the decisions adopted by the OGMS are reflected, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
 - (ii) 08.05.2024 as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lit. (I) from Regulation no. 5/2018.

Date of guaranteed participation and payment date are not applicable.

10. Approval of the power of attorney for Mr. Victor Gansac, with the possibility of sub-delegation, in the name and on behalf of the Company, with full power and authority, to sign any documents, including and not limited to the OGMS Decision, the Company's Articles of Incorporation, to submit and to request the publication of the Decision in the Official Gazette of Romania part IV, to collect any documents, to complete any necessary formalities before the Commercial Registry Office, as well as before any other authority, public institution, legal or natural person, as well as to execute any operations, in order to fulfill and ensure the opposability of the Decisions to be adopted by OGMS.

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the authorization of the Board of Directors and/or the General Manager to issue any decision and to fulfill all the necessary, useful and/or timely legal acts and operations, respectively to update art. 16.12 and 24.2. from the Articles of Incorporation of the Company, for the implementation of the decisions to be adopted by the OGMS according to points 6 and 8 on the agenda of the OGMS.
2. Approval of the increase of the share capital with the amount of RON 316,540, from RON 13,300,000 to RON 13,616,540, by issuance of 1,582,700 new shares with a nominal value of RON 0.2 per share, following the incorporation of RON 316,540 from the reserves relating to the year 2022, for the benefit of all shareholders registered in the Register of Shareholders held by the Central Depository on the registration date established by EGMS.

The distribution of the newly issued shares will be made in the proportion of 0.0238 free share to 1 held share.

The purpose of the share capital increase is to issue available shares so that the Company can fulfill its obligations undertaken in the plan for the free allocation of shares at the level of the Company ("**SOP Plan**") approved by the means of the decision of the Extraordinary General Meeting of Shareholders dated 21.07.2022, the shareholders having the opportunity: (i) either to receive the free shares that are due to them,

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according to the allocation index mentioned above, (ii) or to receive nominal value for each of these due shares, in the case of this last option, the corresponding shares will be uploaded by the Central Depository in the Company's treasury.

In this regard, the Company's shareholders registered on the registration date will have a period of 10 days, as mentioned in the Procedure for expressing options, which is part of the EGMS support materials, to express one of the following options:

- (i) to receive the free shares due to them, according to the allocation index of 0.0238 free shares for each share held on the registration date;
- (ii) to receive the nominal value due, for the total number of free shares to which they would be entitled, according to the allocation index of 0.0238 free shares for each share held on the registration date.

If the number of shares to which a shareholder would be entitled following the increase in the share capital is not a natural number, the number of shares that will actually be allocated to that shareholder will be rounded down to the next lower natural number.

The company will compensate the shareholders for the resulting fractions through the Central Depository. The amount to be compensated is obtained by multiplying the fraction with 4 decimals by the compensation price and then rounding the result of the multiplication to two decimal places. The compensation price will be equal to the highest value between: the market value established according to the legal provisions in force and the nominal value.

- 3. Approval of the shareholders' option procedure through which the operation of increasing the share capital with bonus shares will be implemented, in the form in which such document was presented to the shareholders as EGMS support material.
- 4. Approval of the authorization of the Board of Directors and/or the General Manager to adopt any decision and perform any operations or actions that would be necessary, useful or advisable for the implementation of the increase of the share capital with bonus shares, as this operation is described at point 2 on the EGMS agenda, including but not limited to the following aspects:
 - (i) Establishing the manner of implementation of the increase of the share capital with bonus shares, including the establishment of the payment date for the free shares, the compensation price of the fractions of shares and the payment date for the resulting fractions of shares;
 - (ii) Ensuring the listing on the Regulated Market operated by the Bucharest Stock Exchange of the shares issued following the increase of the share capital, the amendment of the Articles of Incorporation in order to reflect the new share capital of the Company;

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- (iii) Approving and signing any documents related to the increase of the share capital, including any certificates, declarations, registers, notifications and any other acts and documents that are necessary in order to fulfill any formalities and authorizing and/or executing any other actions that are necessary in order to giving full effect to the increase of the share capital.
- 5. Approval of the removal of the preamble from the Company's Articles of Incorporation.
- 6. Approval of the amendment of article 6.1. from the Company's Articles of Incorporation, which will have the following content:

"6.1. The total subscribed and paid-up share capital of the Company is RON 13,616,540, constituted entirely in cash."
- 7. Approval of the amendment of article 6.2. from the Company's Articles of Incorporation, which will have the following content:

"6.2. The Company's share capital is divided into 68,082,700 registered shares, with a nominal value of RON 0.2 /share. "
- 8. Approval of the amendment to article 6.4. from the Company's Articles of Incorporation, which will have the following content:

"6.4. The identification data of each shareholder, the contribution of each shareholder to the share capital, the number of shares held by each shareholder and the share of participation in the total share capital are mentioned in the "list-type" Shareholder Register kept by Depozitarul Central SA, in accordance with the legislation applicable to the capital markets and the Central Depository Code."
- 9. Approval of the removal of Article 6.5. from the Articles of Incorporation of the Company.
- 10. Approval, in relation to the National Office of the Trade Register, of the amendment of the Company's share capital structure, so that it mentions only the category of "List-type shareholders", without referring to legal or natural persons list type shareholders, and without mentioning distinctly the contributions to the Company's share capital of Victor Gansac and Paul Rusu, those persons being included in the category of " List-type shareholders ".

Thus, in accordance with the provisions of Law 24/2017 and Regulation 5/2018, subject to the approval of point 2 on the EGMS agenda, the structure of the Company's share capital, reflected in the Trade Register, will be as follows:

"LIST-TYPE SHAREHOLDERS

Name of the list: LIST TYPE SHAREHOLDERS

Capital contribution: RON 13,616,540

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Total contribution paid: RON 13,616,540

Contribution paid in lei: RON 13,616,540

Number of shares: 68,082,700

Share of profit and loss: 100% / 100%"

11. Approval of the establishment of the date of:
 - (i) 17.05.2024 as the registration date for the identification of the shareholders on whom the effects of the decisions adopted by the EGMS are reflected, in accordance with the provisions of art. 87 (1) of Law 24/2017;
 - (ii) 16.05.2024 as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) letter l) of Regulation 5/2018;
 - (iii) 15.05.2024 as the date of guaranteed participation, in accordance with the provisions of art. 2 paragraph (2) letter j) of Regulation 5/2018.
12. Approval of the power of attorney of Mr. Victor Gansac, with the possibility of sub-delegation, as in the name and on behalf of the Company, with full power and authority, to sign any documents, including and not limited to the EGMS Decision, the Company's Articles of Incorporation, to submit and request publication of the Decision in the Official Gazette of Romania part IV, to collect any documents, to complete any necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal or natural person, as well as to execute any operations, in order to implement and ensure the opposability of the Decisions to be adopted by the EGMS.

GENERAL INFORMATION REGARDING THE OGMS&EGMS

I. Participation in OGMS&EGMS

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS&EGMS, in accordance with the legal provisions applicable to companies that are listed on the Main Segment of the Bucharest Stock Exchange and those of the Articles of Incorporation, in person (or represented by legal representatives) or by proxy (based on a special or general power of attorney), considering the legal requirements, or by correspondence (based on a correspondence voting ballot).

The access and/or the vote of the shareholders entitled to participate in the OGMS&EGMS is allowed by the simple proof of their identity made, in the case of natural person shareholders, with the identity document and, in the case of legal entities, with the identity document of the legal representative. The representatives of the natural/legal person shareholders will be identified on the basis of the identity



document, accompanied by the special or general power of attorney signed by the shareholder who is a natural person /legal representative of the shareholder which is a legal person, as the case may be.

The quality of shareholder, as well as, in the case of legal entities shareholders or entities without legal personality, **the quality of legal representative** is established based on the list of shareholders from the Reference Date, received by the Company from Depozitarul Central S.A.

II. Documents related to the agenda of the OGMS&EGMS

Starting with 15.03.2024, all the information materials regarding the items included on the agenda of the OGMS&EGMS shall be made available to the shareholders on the company's website, <https://www.safetech.ro/investors/general-shareholders-meetings/>. The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the OGMS&EGMS.

III. General powers of attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney shall be deposited/sent to the Company's registered headquarters at 12-14 Frunzei Street, floors 1-2, District 2, Bucharest, Romania, in copy, containing the mention of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, to the address investors@safetech.ro) so as to be registered with the Company's registration desk until **15.04.2024, at 08:00 a.m.**

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or



lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

- (i) the power of attorney is given by the respective shareholder, in its capacity as a client, to the intermediary or, as the case may be, to the lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

IV. Special Powers of Attorney and the Correspondence Voting Ballot

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote “For”, vote “Against” or vote “Abstention”).

The **special powers of attorney** may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents shall be deposited/sent to the Company’s registered headquarters at 12-14 Frunzei Street, floors 1-2, District 2, Bucharest, Romania, or by e-mail with extended electronic signature (in case of special powers of attorney) or by e-mail (in case of correspondence vote ballots), in compliance with the regulations issued by FSA, to the address investors@safetech.ro), in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk no later than **until 15.04.2024, at 08:00 a.m.**, clearly mentioning on the envelope or in the subject of the e-mail “For the Ordinary&Extraordinary General Meeting of Shareholders of Safetech Innovations S.A. convened for 17/18.04.2024”.

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the OGMS&EGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and published as described at point II.

V. Online voting

The electronic vote may be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <https://safe.evot.ro/login> from any device connected to the internet.



For identification purposes and online access to the OGMS&EGMS, shareholders will provide the following information:

In the case of natural persons

- name and surname;
- personal identification code
- email address;
- copy of the identity document (identity card, identity card, passport, residence permit)*;
- phone number (optional);

or

- they can connect directly using the access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central: <https://www.roclear.ro/inrolare-Investitori>

In the case of legal entities:

- the name of the legal entity;
- unique registration code (CUI);
- the name and surname of the legal representative;
- the personal numerical code of the legal representative;
- email address;
- the identity document of the legal representative (identity card, identity card, passport, residence permit)*;
- copy of the ascertaining certificate issued by the commercial register or any equivalent document issued by a competent authority in the state where the legal person shareholder is legally registered, presented in the original or in a copy conforming to the original. The documents attesting the legal representative capacity of the legal entity shareholder will be issued no later than 30 days before the reference date *;
- phone number (optional).

Documents presented in a language other than English will be accompanied by the translation made by an authorized translator with the signature legalized by the public notary in the Romanian/English languages.

*the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. Uploadable files can have one of the following extensions: .jpg., pdf., png.

The shareholder can log in and vote whenever he wants in the interval designated for correspondence and /or live voting, the last voting option (before the expiration of the voting session) being the one registered. In the event that, following the identification process, there are inconsistencies between the data provided by the shareholder and those in the Company's Shareholder Register on the Reference



Date, the shareholder will be notified and will be directed to contact the Shareholder Relations Officer at investors@safetech.ro or phone number +40 754 908 742.

VI. The shareholders' rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

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

- (i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo or a draft resolution proposed for adoption to the general meeting; and
- (ii) to make resolution proposals for the items included or proposed to be included on the agenda of the OGMS&EGMS.

The shareholders' rights provided above can only be exercised in writing (sent by courier services to the Company's headquarters or by e-mail, according to ASF regulations, to the address investors@safetech.ro) until **29.03.2024**.

The identification requirements mentioned at point I above are also applicable to the natural person shareholder(s) and/or to the legal representative of the legal person shareholder who requests the completion of the OGMS&EGMS agenda.

To the extent the exercise of such right determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

VII. Shareholders' right to ask questions regarding the agenda

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders. Questions may be sent to the Company by e-mail at investors@safetech.ro, that they are received by the Company **by 16.04.2024, 6:00 p.m.**

The right to ask questions and the obligation to answer may be conditioned by the measures that the Company can take to ensure the identification of shareholders (in accordance with the provisions of Regulation no. 5/2018), the smooth conduct and preparation of general meetings, as well as the protection of confidentiality and the Company's commercial interests. The company can issue a general answer for questions with the same content. An answer will be deemed to be given if the



relevant information is available on the Company's website in question-answer format.

VIII. The right to propose candidates for the position of member of the Board of Directors

The Company's shareholders, regardless of the share held in the share capital, as well as the members of the Company's Board of Directors can submit proposals for candidates for appointment as members of the Company's Board of Directors, including in the application information about the name, place of residence and professional qualification of the persons proposed and accompanied by (i) a copy of the valid identity document of the shareholder/manager of the Company (in the case of individuals, identity card, identity card, passport, residence permit, respectively in the case of legal entities, identity card, identity card, passport, residence permit of the legal representative), (ii) curriculum vitae of the proposed person and (iii) in the case of proposing a candidate for the position of independent member, a declaration on the candidate's own responsibility regarding the fulfillment of all the criteria of eligibility.

The Company's shareholders/directors will be able to submit/transmit the request addressed to the Company, together with the documents listed in the paragraph above, in a sealed envelope (in original), by post or courier services, at the Company's headquarters in Strada Frunzei no. 12-14, floors 1 and 2, sector 2, Bucharest, Romania or e-mail with embedded extended electronic signature according to Law no. 455/2001 regarding the electronic signature, to the address investors@safetech.ro, until 29.03.2024, 18:00, with the written mention "*PROPOSAL OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS*".

Chairman of the Board of Directors

VICTOR GANSAC