

SINTEZA SA  
ORADEA, Șos. Borșului nr. 35  
Tax ID no. 67329, J05/197/1991

## INFORMATION REGARDING THE SHAREHOLDERS' RIGHTS

1. The company informed the shareholders and investors that it received two requests regarding the completion of the GOSM agenda of November 28/29, 2019, namely:

- **on 06.11.2019 formulated by Mr. Tincău Tibor, significant shareholder**, by which he requests the completion of the agenda, as published in the Official Gazette Part IV of no. 4524 / 28.10.2019, with the following points:

1. Revocation / dismissal of Mr. Radu Vasilescu and Mr. Cosmin Turcu, members of the Board of Directors, as a result of not fulfilling their obligations under the Constitutive Act, the mandate contract and the legal provisions in the matter.

2. Election of the new Board of Directors for a term of 4 years by the method of cumulative vote in accordance with the provisions of art.84 of Law 24/2017, art. 164-172 of the ASF Regulation no. 5/2018 and Law 31/1990, with all the formalities resulting from the application of the cumulative vote.

3. Discussion and approval of the empowerment of the person appointed by the general meeting of the shareholders in order to carry out those decided within the present meeting resulting from the application of the cumulative vote including signing the mandate contracts with the new directors;

- **on 11.11.2019 formulated by the shareholder of BT Asset Management SAI Cluj**, by which he requests the completion of the agenda, as published in the Official Gazette Part IV of no. 4524 / 28.10.2019, with the following points:

1. The revocation of the current members of the Board of Directors and the election of a new Board of Directors consisting of 3 members for a term of 4 years;

2. Fixing the remuneration of the members of the Board of Directors newly elected for the current financial year;

3. Fixing the remuneration of the General Director;

**According to the provisions of art.84 of Law 24/2017, art. 164-172 of the ASF Regulation no. 5/2018 and Law 31/1990, when a significant shareholder requires the election of the directors based on the cumulative voting method, this is mandatory.**

According to the provisions of point (1) of art. 167 of Law 24/2017, the administrators in office up to the date of the general meeting are registered right on the list of candidates for election in the new board of directors, by the method of cumulative vote.

According to the provisions of point (2) of art. 167 of Law 24/2017, the application of the cumulative voting method implies the election of the entire board of directors, consisting of at least 5 members, within the same GMS.

According to the provisions of point (3) of art. 167 of Law 24/2017, the administrators in office at the date of the general meeting that are not reconfirmed by cumulative vote in the new board of directors are considered revoked, their term of office terminating accordingly.

In conclusion, items 1, 2, 3, 5 and 8 on the Agenda completed as it was published at BVB Bucharest, on the company's website, in the Official Gazette, part IV of 15.11.2019, as well as in the Crisana newspaper from 15.11.2019, they remain without applicability, meaning that they will not be found neither in the voting forms by correspondence nor in the special proxies.

## **2. Addressing questions**

The shareholders of the company can ask questions regarding the items on the agenda, until at the latest with a working day before the date of the General Meeting, respectively 26.11.2019, they can also be submitted in writing, to be submitted at the company headquarters with children after the deeds allowing the identification of the shareholder, until 26.11.2019 at 10 o'clock.

The questions are submitted to the Board of Directors in writing, in original, in a sealed envelope with the written statement clearly and in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 28 / 29.11.2019". The company will answer questions on the website (in question-answer format), as soon as possible.

## **3. Special Power of Attorney / General Power of Attorney**

The special power of attorney (special power of attorney) or the general power of attorney shall be drawn up in three original copies (one for the company, one for the principal and one for the agent) and are available in Romanian and English either from the premises of the personal company or from the page of web [www.sinteza.ro](http://www.sinteza.ro), starting with 28.10.2019 at 10 o'clock.

After completing and signing the copy for the issuer will be filed personally in the original until the date of 26.11.2019 in a sealed envelope with the clearly written statement and the capital letters "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS FROM 28 / 29.11.2019" or transmitted by e-mail with extended electronic signature, at the company's headquarters, accompanied by a copy of the identity document or the registration certificate of the represented shareholder, until 10.11.2019 at 10.00 hours, on the e-mail address is the synthesis @ synthesis.ro.

The proxies will be accepted either in Romanian or in English.

On the date of the GMS, upon entering the meeting room of the GMS, the designated representative will hand over to the company representative the original special power of attorney in the final form, if it has been transmitted by e-mail with the extended electronic signature incorporated and a copy of the identity documents of the designated representative (identity card / ID).

## **4. Voting by correspondence**

Shareholders registered on the reference date in the shareholders register have the possibility to vote by correspondence, before the General Meeting of Shareholders, by using the voting form / ballot by correspondence.

The ballot form by correspondence in Romanian or English, completed and signed by the shareholder together with all the accompanying documents, may be submitted as follows:

a) transmitted to the company at its headquarters until 26.11.2019, at 10 o'clock, in a sealed envelope with the written statement clearly and in capital letters "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS FROM 28/29. 11.2019 "with legalization of signature by a notary public with the copy of the identity document or the registration certificate of the shareholder, by any form of courier,

b) transmitted by e-mail with extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, until 26.11.2019, at 10 o'clock at the address [sinteza@sinteza.ro](mailto:sinteza@sinteza.ro), mentioning the subject "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 28/29. 11.2019 ,,.

The special proxies, the voting form completed and signed in the original, the requests regarding the introduction of new items on the agenda, the questions asked by the shareholders, will be

accompanied by the following documents (a) in the case of natural persons photocopy of identity document signed for compliance with the original, respectively (b) in the case of legal persons a photocopy of the identity document of the legal representative, certifying certificate issued by the Trade Register, issued no later than 3 months before the date of publication of the convening of the general meeting of shareholders, in original or in a copy in accordance with the original.

## **5. Reference date**

Only the shareholders appearing in the Register of Shareholders on 15.11.2019, considered the reference date, will be able to participate and vote in the GMS.

The access of the shareholders to the general meeting is done by the simple proof of their identity, made in the case of the person-physical shareholders with the identity document, and in the case of the person-legal shareholders and of the represented person-physical shareholders, with the special power of attorney / general empowerment given to the natural person which represents them.

## **6. The total number of shares issued**

The company issued a total number of 66,112,590 shares.

Each share held entitles one vote to the General Meeting of Shareholders.

Additional information can be obtained by phone: 0259/444969, daily between 9 am and 1 pm.