



SINTEZA SA
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VAT Reg.No.: RO 67329
Reg.No.at Commerce Register: J.05/197/1991

BANK: UNICREDIT BANK
IBAN EURO: RO10BACX000000484374002
SWIFT CODE: BACXROBU

CURRENT REPORT

According to Law no. 24/2017 regarding issuers of financial instruments and market operations and ASF Regulation no. 5/2018

ADDRESSEE OF THE REPORT : BUCHAREST STOCK EXCHANGE
ASF (Financial Supervisory Authority)

REPORT DATE : 15 March 2024

NAME OF THE ISSUING COMPANY : SINTEZA SA

HEADQUARTERS : Sos . Exchange no. 35, Oradea BIHOR county

TELEPHONE : 0259456116; 0259444969, **FAX** : 0259462224

UNIQUE ORC REGISTRATION CODE : 67329

ORDER NUMBER AT ORC : J/05/197/1991

SUBSCRIBED AND PAID-UP SHARE CAPITAL : 9916888.50 LEI

REGULATED MARKET ON WHICH ISSUED SECURITIES ARE TRADED : BVB

IMPORTANT EVENT TO REPORT : **CONVOCAION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS for April 24, 2024**

BOARD OF DIRECTORS of SINTEZA S.A. Oradea, based in Oradea, Şos. Borşului no. 35, Bihor county, registered at ORC Bihor under no. J05/197/1991, having the unique registration code RO 67329 and the subscribed and paid-up capital of 9916888.50 LEI, met on 15 March 2024, in accordance with the provisions of art. 117 of Law no. 31/1990 republished with subsequent amendments and additions, of Law no. 24/2017, of ASF Regulation no. 5/2018 and of the Constitutive Act,

SUMMONS ASSEMBLY ORDINARY GENERAL MEETING of the shareholders on 04.24. at 12.00 at the company headquarters in Oradea, Şos. Borsului no. 35, having the following

AGENDA:

1. Presentation and approval of the annual financial statements concluded on December 31, 2023, based on the Administrators' Report and the Auditor's Report, for the 2023 financial year;
2. Discharge of administrators for the 2023 financial year;
3. Approval of the remuneration report of the company's managers for the year 2023;
5. Approval of the registration date, 23.05.2024, according to which will be identified the shareholders on whom the effects of the AGM decisions will be reflected, in accordance with the provisions of art. 87 of Law 24/2017 and establishing the date of 22.05.2024 as ex-date according to art. 2, letter l of ASF Regulation no. 5/ 2018;
6. Empowering the President of the Board of Directors to sign on behalf of the shareholders AGOA decisions and any other documents related to them and to fulfill any act or formality required by law for the registration and execution of AGOA decisions, including publication and registration formalities of them at the Trade Registry Office or at any other competent authority (ASF, BVB, Depozitarul Central SA, other public or private entities). The President of the Board of Directors can delegate all or part of the powers conferred above to another person to fulfill this mandate.

In the event of non-fulfillment of the statutory conditions regarding the holding of the Ordinary General Meeting of shareholders on the indicated day, it will be reconvened for **April 25, 2024** at the same time, in the same place and with the same agenda.

All shareholders registered in the shareholder register kept by Depozitarul Central SA Bucharest at the end of **April 11, 2024**, established as the reference date for this general meeting, are directed to participate and vote at the general meeting of shareholders convened by this convenor.

The shareholders registered on the reference date may participate and vote at the general meetings directly or may be represented by persons other than the shareholders, based on a special or general power of attorney granted according to the legal provisions. The shareholders' access to the general meetings is done by the simple proof of their identity, made in the case of natural person shareholders with the identity card, and in the case of legal person shareholders and represented natural person shareholders, with a general power of attorney / special power of attorney, given to the person physical persons who represent them.

The general power of attorney can be granted by the shareholders for a period that will not exceed 3 years, allowing their representative to vote in all matters under discussion at the general meetings of the shareholders, including regarding the acts of disposition.

The general power of attorney must contain at least the following information:

- i) name/designation of the shareholder;
- ii) the name/designation of the representative (the one to whom the power of attorney is granted);
- iii) the date of the power of attorney, as well as its validity period, in compliance with the legal provisions; powers of attorney bearing a later date have the effect of revoking previously dated powers of attorney;
- iv) specifying the fact that the shareholder authorizes the representative to participate and vote on his behalf by the general power of attorney in the general meeting of shareholders for the entire ownership of the shareholder on the reference date, with the express specification of the company/companies for which it is used that general power of attorney, individually or through a generic formulation relating to a certain category of issuers.

The general powers of attorney, before their first use, shall be submitted to/sent to the registered office of Societății, located in Oradea , Sos. Borsului no. 35, in copy, including the statement of conformity with the original under the signature of the representative (or by e-mail with extended electronic signature, according to ASF regulations, to the address sinteza@sinteza.ro, so that they are registered as received at the Company's registry until **April 22, 2024, 12:00 p.m.** Powers of attorney not submitted by the deadline will not be taken into account.

For the mandate to be valid, the trustee must have the capacity of either an intermediary (in accordance with the provisions of art. 2 par. (1) point (19) of Law no. 24/2017), or a lawyer, and the shareholder is their client. Also, the trustee must not be in a conflict of interests, according to the provisions of art. 105 para. (15) from Law no. 24/2017. The proxy cannot be substituted by another person, unless this right has been expressly conferred by the proxy shareholder.

If the trustee is a legal person, it can exercise the mandate received through to any person who is part of the administrative or management body or among its employees.

The company accepts a general power of attorney given by a shareholder, as a client, to an intermediary or a lawyer, without requesting any additional documents related to that shareholder, if the general power of attorney complies with the provisions of Regulation no. 5/2018, is signed by the respective shareholder and is accompanied by a declaration on personal responsibility given by the legal representative of the intermediary or the lawyer who received the power of attorney through the general power of attorney, from which it appears that:

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

The declaration described above must be submitted in original to the Company (at the same time as the general power of attorney form and at the same coordinates indicated in the summons), signed and stamped (if applicable) by the intermediary/lawyer (without the fulfillment of other formalities related to its form). The general powers of attorney will be accompanied, in the case of natural person shareholders, by the identity document and, in the case of legal entities, by the identity document of the legal representative, accompanied by a copy of the certificate auditor issued by the Trade Register or any equivalent document issued by a competent authority in the state in which the legal entity 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 person shareholder will be issued no later than 30 days before the Reference Date, to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, in the situation where the Central Depository does not was informed in time about the change of legal representative of the shareholder, to prove the quality of legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation made by an authorized translator, the legalization/apostille of the translation not being necessary.

The representatives of the natural/legal person shareholders will be identified on the basis of the identity document, accompanied by the general power of attorney.

The special power of attorney (special power of attorney) or the general power of attorney will 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 at the company headquarters in person or on the web www.sinteza.ro, **starting from 22 March 2024 12 pm.**

After completing and signing, the copy for the issuer will be submitted in person in the original by **22 April 2024 at 12:00** in a closed envelope with the mention written clearly and in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 24/25.04.2024 " or sent by e-mail with an extended electronic signature, at the company headquarters, accompanied by a copy of the identity document or the registration certificate of the represented shareholder, until **22 April 2024 at 12:00** , at the e-mail address email sinteza@sinteza.ro .

Proxies will be accepted either in Romanian or in English.

Shareholders registered on the reference date in the shareholders' register have the possibility to vote by mail, before the General Meetings of Shareholders, by using the voting by mail form (in Romanian and or English).

The postal voting form (bulletin) in Romanian and English can be obtained from **22 March 2024 at 12 o'clock**, from the company's headquarters or from the website **www.sinteza.ro**.

The postal voting form (ballot) in Romanian or English, completed and signed by the shareholder together with all accompanying documents, can be submitted as follows:

a) sent to the company in the original at its headquarters until **22 April 2024 at 12 o'clock** in a closed envelope with the mention written clearly and in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 April 2024" with legalization of the signature of to a public notary with a copy of the shareholder's identity document or registration certificate, by any form of courier,

b) sent by e-mail with embedded extended electronic signature according to Law no. 455/ 2001 regarding the electronic signature, until **22 April 2024 at 12 o'clock** at the address sinteza@sinteza.ro mentioning in the subject "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 April 2024".

In the situation where the shareholder who cast his vote by mail participates in the general meeting personally or by representative (provided that a special/general power of attorney has been duly submitted the conditions mentioned in this notice), the postal vote expressed for that meeting general will remain valid only if the shareholder does not express another option in person or through a representative of voting in the general meeting.

If the person representing the shareholder by personal participation in the general meeting is other than the one who voted by mail, then for the validity of her vote she submits to meeting a written revocation of the vote by correspondence signed by the shareholder or the representative who a vote by mail.

If a shareholder is represented by a credit institution that provides custody services, it will be able to vote in the general meeting of shareholders based on the voting instructions received by means communication electronics, without needing to draw up a special or general power of attorney to the shareholder, subject to the submission to the Company by the custodian credit institution of a statement on personal liability, signed by the legal representative/s of the credit institution stating: (i) the name/designation of the shareholder (in clear) on whose behalf the credit institution participates and vote at that meeting, and (ii) the fact that the credit institution provides custody services for the respective shareholder. The declaration mentioned above must be submitted in original, signed and, as the case may be, stamped, or by e-mail with an embedded extended electronic signature according to Law no. 455/2001 regarding the electronic signature, at the address sinteza@sinteza.ro, at the latest by **22 April 2024, at 12:00**.

In this case, the credit institution votes through any person within the administrative bodies or management or among its employees; a proof/declaration certifying that the respective persons have this quality will be submitted together with the statement of the credit institution mentioned above.

Custodians vote in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from its clients as shareholders on the Reference Date.

One or more shareholders holding, individually or together, at least 5% of the share capital **have the right to introduce, within 15 days from the date of publication of the convocation, i.e. 06 April 2024**, new items on the agenda of To the general meetings of shareholders, provided that each point is accompanied by a justification or a draft resolution proposed for approval by the general meetings of the AGM, which will be sent to the company's headquarters in writing, by **06 April 2024 at 12 o'clock**, they also have the right to present draft resolutions for the items included or proposed to be included on the agenda of the AGM. These rights can only be exercised in writing within 15 days from the date of publication of the convening of the general meeting, by sending it to the company headquarters, until **06 April 2024 at 12 noon**.

Requests regarding the introduction of new items on the agenda as well as the draft resolutions for these items shall be submitted to the Board of Directors only in writing, in a sealed envelope with the mention written clearly and in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED FROM 24/25 April 2024" The agenda completed with the proposed items will be republished with the fulfillment of the requirements provided by law for convening the General Assembly.

The company's shareholders can ask questions regarding the items on the agenda, until at the latest two working days before the date of the General Meeting, respectively 22 April 2024, to be submitted to the company's headquarters together with copies of documents that allow identification of the shareholder, until the date of **22 April 2024 at 12 o'clock**.

The questions are submitted to the Board of Directors in writing, in the original, in a sealed envelope with the mention written clearly and in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 April 2024". The company will respond to questions on the website (in question-answer format) as soon as possible.

The special proxies, the completed and signed voting form in the original, the requests regarding the introduction of new items on the agenda, the questions formulated by the shareholders, will be accompanied by the following documents (a) in the case of natural persons, a photocopy of the signed identity document for compliance with the original, respectively (b) in the case of legal entities, a photocopy of the identity document of the legal representative, ascertaining certificate issued by the Trade Register, issued no later than 3 months before the date of publication of the convenor of the general meeting of shareholders, in the original or in a copy in accordance with the original.

The share capital of the issuer SINTEZA SA consists of 66,112,590 registered shares, each share giving the right to one vote in the general meeting of shareholders.

The documents, materials regarding the issues on the agenda, the total number of issued shares and voting rights on the date of the convocation, the draft resolutions, the special power of attorney forms and the voting by mail form will also be available in English to the shareholders both at the company's headquarters as well as on the website www.sinteza.ro, starting on 22 March 2024 at 12 o'clock.

Additional information, including information on shareholders' rights, can be found on the website www.sinteza.ro or can be obtained by contacting the Company at the e-mail address sinteza@sinteza.ro

THE PRESIDENT OF THE BOARD OF DIRECTORS

ALEXANDRU SAVIN