



PREBET AIUD S.A.
Str. Arenei, nr. 10, c.p. 515200, loc. Aiud, jud. Alba, Romania
Tel: 0258/861.661; 0258/863.350
Fax: 0258/861.454
E-mail: office@prebet.ro
Internet: www.prebet.ro

No. 3938 / 14.09.2022

To,

Bucharest Stock Exchange
Financial Supervisory Authority

CURRENT REPORT

Pursuant to the provisions of the EU Regulation no. 596/2014 regarding the market abuse, of the FSA Regulation no.5 / 2018 of FSA on Issuers of Financial Instruments and Market Operations, respectively of Law no. 24/2017 on issuers of financial instruments and market operations

Report date: **14.09.2022**

Company name: **S.C. PREBET AIUD S.A.**

Address: **Aiud, 10 Arenei Street, Alba County – Romania, 515200**

Phone/fax no: **004-0258-861661 / 004-0258-861454**

Fiscal Code: **RO 1763841**

LEI Code: **254900R0KBC9MDTF1V33**

Trade Register registration number: **J 01/121/1991**

Subscribed and paid in share capital: **8.199.547,74 RON**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB)**

Important event :

PREBET AIUD S.A. informs that in the meeting of the Board of Directors of PREBET AIUD S.A. from 13.09.2022, it was decided:

- Completing the convening notices for the O & EGSM PREBET AIUD S.A. from 03/04.10.2022 at 12:00 and 13:30 at the request of the shareholder ANODIN ASSETS S.A.

Attached, we send you the completed Convocation for ordinary and extraordinary general meetings of PREBET AIUD S.A. convened for the date of 03/04.10.2022.

General Manager

Cosmin Porutiu



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**Completed notice for the General Shareholders' Meeting of 03.10.2022 (first meeting),
04.10.2022 (second meeting)**

The Board of Directors of the company Prebet Aiud S.A. completes the agenda of the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders at the request of the shareholder Anodin Assets S.A., owner of a percentage of 10.84% of the share capital, pursuant to the provisions of paragraph 1171. (1) from Law no. 31/1990 in conjunction with art. 105 para. (3) lit. a) from Law no. 24/2017.

The notice of the Ordinary General Meeting of Shareholders is completed with points 8, 9, 10, 11 and 12.

ORDINARY GENERAL MEETING OF SHAREHOLDERS

shall have the following

AGENDA:

1. Ratification of the decision to terminate the contract concluded with the financial auditor – MGM Audit & BPO.
2. Election of the financial auditor.
3. Approval of the minimum duration of 1 (one) year of the financial audit contract.
4. Election of a member of the Board of Directors for a mandate starting with the date of the Ordinary General Meeting of Shareholders and ending on 27.04.2025.
5. Approval of the date of 26.10.2022, as the date of registration, respectively identification of the shareholders on whom the effects of the adopted decisions are reflected, in accordance with the provisions of art. 87 para. (1) from Law no. 24/2017 regarding issuers of financial instruments and operations on the market.
6. Approval of the date of 25.10.2022 as ex-date, in accordance with the provisions of Law no. 24/2017 and Regulation no. 5/2018 regarding the issuers of financial instruments and market operations.
7. Approval of the power of attorney and the mandate of Mr. Porutiu Cosmin - General Manager, to carry out the necessary and legal operations for the registration of the decisions of the ordinary general meeting of shareholders as well as the completion of the publicity formalities.
8. Approval of the participation of the company Prebet Aiud S.A., as a shareholder within the company Roca Investments S.A., in the operations regarding the capital increase of the company Roca Investments S.A., within the maximum amount of 1,000,000 euros.
9. Approval of the mandate of the Board of Directors of Prebet Aiud S.A. in order to adopt all the necessary decisions and carry out the necessary formalities to fulfill the point regarding the participation of the company





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Prebet Aiud S.A., as a shareholder within the company Roca Investments S.A., in the operations regarding the capital increase of this company.

10. Approval of the establishment of a limited liability company, within which the company Prebet Aiud S.A. to hold the status of associate with a percentage of 50% of the social capital, for the purpose of developing projects and carrying out activities in the field of energy.

11. Approval of the mandate of the Board of Directors for the adoption of all the necessary decisions and the completion of all the necessary formalities in order to fulfill the decision to establish the company in which the company Prebet Aiud S.A. will hold the status of associate with a percentage of 50% of the share capital, for the purpose of developing projects and carrying out activities in the field of energy, including, but not limited to establishing the main and secondary objects of activity, headquarters and work points, administrators, the subscribed capital, names, duration of operation and any other elements provided by law for the establishment of the company, so that through the decisions of the Board of Directors, the consent of the Prebet Aiud S.A. company being expressed. regarding the functioning of the company and the development of the company's activities.

12. Approval of the mandate of the Board of Directors for the adoption of all necessary decisions related to the operation of the company, the development of the activity, the modification of the internal documents (constitutional act, statute, regulations, other documents that regulate the operation of the company), in which the company Prebet Aiud S.A. will hold the status of associate with a percentage of 50% of the share capital, for the purpose of developing projects and carrying out activities in the field of energy, so that through the decisions of the Board of Directors, the consent of the Prebet Aiud S.A. company being expressed. regarding the functioning of the company and the development of the company's activities.

The notice of the Extraordinary General Meeting of Shareholders is completed with points 7 and 8.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

shall have the following

AGENDA:

- 1.** Approval of the acquisition of participations in some companies and/or lending to some companies with the possibility of converting the loans granted into participations (shares and/or shares) in these companies, in order to develop renewable energy projects within the limit of 4,000. 000 EUR.
 - 2.** Approval of the mandate of the Board of Directors for the adoption of all the necessary decisions and the completion of all the necessary formalities/operations in order to fulfill the decision to purchase participations and/or credit of some companies in order to develop renewable energy projects according to
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point 1, as a consequence through the Decisions The Board of Directors having expressed the consent of the company Prebet Aiud S.A. regarding these formalities/operations.

3. Approval of the mandate of the Board of Directors for the adoption of all the necessary decisions related to the ongoing activities, including, but not limited to, the approval of the conclusion of some credit and guarantees within the limit of 4,000,000 euros, and the completion of all formalities regarding the operation, modification of documents internal (constitutional act, statute, regulations and any other acts that regulate the activity of the company) and any other formalities regarding the companies in which participations (shares/shares) were purchased/acquired according to points 1 and 2, consequently, through The decisions of the Board of Directors being expressed the consent of the company Prebet Aiud S.A. regarding any aspect related to the functioning of these companies and the development of the activities of these companies.

4. Approval of the date of 26.10.2022 as the date of registration, respectively identification of the shareholders on whom the effects of the adopted decisions are reflected, in accordance with the provisions of art. 87 para. (1) from Law no. 24/2017 regarding issuers of financial instruments and operations on the market.

5. Approval of the date of 25.10.2022 as ex-date, in accordance with the provisions of Law no. 24/2017 and Regulation no. 5/2018 regarding the issuers of financial instruments and market operations.

6. Approval of the power of attorney and the mandate of Mr. Porutiu Cosmin - general director, to carry out the necessary and legal operations for the registration of the decisions of the extraordinary general meeting of shareholders as well as the completion of the publicity formalities.

7. Credit approval by Prebet Aiud S.A. of the company in which he will hold the status of associate with a percentage of 50% of the share capital, for the purpose of developing projects and carrying out activities in the field of energy, within the limit of the maximum amount of 2,200,000 euros.

8. Approval of the mandate of the Board of Directors in order to adopt all decisions and carry out all formalities for crediting the company in which Prebet Aiud S.A. will hold the status of associate with a percentage of 50% of the share capital, for the purpose of developing projects and carrying out activities in the field of energy, so that through the decisions of the Board of Directors, the consent of the Prebet Aiud S.A. company being expressed.

Documents related to the shareholders general assembly

The materials related to the agenda (financial statements, reports and other materials), the special power of attorney forms (proxies), the ballot papers by mail, the draft decisions of the general meetings, as well as the Procedure for exercising the right to vote will be made available to shareholders. starting with **28.09.2022**.

The above-mentioned documents will be made available to shareholders at the company's headquarters in Aiud, Str. Arena, Nr. 10, Jud. Alba, every day from Monday to Friday between 10:00 and 12:00.

At the same time, the documents can be consulted and / or downloaded from the company's website at www.prebet.ro section Investor Relations, AGOA-AGEA Prebet Aiud SA from 3 / 4.10.2022.

Item 1 – Shareholders’ right to introduce new items on the agenda of the general assembly and to make proposals of resolutions referring to the items on the agenda.

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



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a) introduce items on the agenda of the General Assembly, under the condition that each item is accompanied by a justification or a draft of the resolution proposed to be approved by the General Assembly; and

b) to present draft resolutions for the items included or proposed to be included on the agenda of the General Assembly;

Requests on supplementing the agenda and proposals of draft resolutions submitted by the shareholders will be published on the Company's website, www.prebet.ro.

The rights mentioned in letters (a) and (b) above may be exercised only in writing, the proposals made shall be sent by courier services or electronic means, within a maximum of 15 days from the date of publication of the call, according to art. . 105 para. (5) of Law no. 24/2017. The requests drawn up in order to exercise the above-mentioned rights will obligatorily include, on each page, the written mention in capital letters: "FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF PREBET AIUD SA FROM 3 / 4.10.2022" and can be sent to the company's headquarters in Aiud, Str. Arena, Nr. 10, Jud. Alba, postal code 515200 or at the e-mail address office@prebet.ro.

I.1. Methods of sending the documents:

Documents may be sent as follows:

- in original, by courier services to the headquarters of SC PREBET AIUD SA, Aiud, str. Arenei, no. 10, Alba County;
- by e-mail, to the address office@prebet.ro. Scanned documents will be sent as attachments in pdf format files, incorporating, attaching or logically associating extended electronic signature complying with the requirements of Law no. 455/2001.

Regardless of the transmission method, the requests will be signed by the shareholders or their representatives.

I.2 - Rules for identifying shareholders:

i. In order to identify the individual shareholders, it is necessary to copy the identity document, certified by mentioning "according to the original", followed by the handwritten signature of the shareholder. In the case of individual shareholders without legal capacity to exercise, the following additional documents will be presented:

- copy of the identity document of the natural person who has the quality of legal representative;
- copy of the document proving the capacity of legal representative. And these documents will be certified by the mention "according to the original", followed by the handwritten signature of the legal representative.

ii. In order to identify the shareholders of Romanian legal entities, the following elements are necessary:

- copy of the identity document of the legal representative, certified by the mention "according to the original", followed by the holographic signature of the legal representative;
 - the quality of legal representative will be verified in the Register of Shareholders drawn up by the Central Depository for the reference date.
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If the information from the Shareholders Register prepared by the Central Depository for the reference date does not allow the identification of the legal representative of the shareholder Romanian legal entity, the identification can be made based on a certificate issued by the trade register, in original or in copy according to the original, or on the basis of any other document with a similar role, in original or in a copy conforming to the original, issued by a competent Romanian authority. The documents attesting the quality of legal representative must be issued at most 3 months before the date of publication of the convening notice of the meeting.

iii. To identify foreign legal entities:

- copy of the identity document of the legal representative, certified with the mention “according to the original” written in Romanian or English, followed by his handwritten signature;

- the quality of legal representative of the foreign legal entity will be taken from the Register of Shareholders received from the Central Depository or will be justified on the basis of documents attesting the quality of legal representative of the foreign legal entity, namely document with a role similar to in original or in copy in accordance with the original, by mentioning "in accordance with the original" in English, followed by the handwritten signature, issued by the competent authority of the state in which the shareholder is legally registered, attesting the quality of legal representative. The documents attesting the quality of legal representative will be issued at most 3 months before the date of publication of the convening notice of the meeting;

iv. For shareholders of the type of entities without legal personality:

- copy of the identity document of the legal representative, certified according to the original, by mentioning “according to the original” in Romanian or English, followed by the handwritten signature;

- the quality of legal representative will be verified at the Register of Shareholders drawn up by the Central Depository for the reference date.

If the information in the Shareholders' Register prepared by the Central Depository for the reference date does not allow the identification of the legal representative of the shareholder of the type of entities without legal personality, this quality can be proved based on other documents attesting the quality of legal representative, issued by the competent authority or any other document attesting such quality, in accordance with the legal provisions.

If the documents referred to in paragraphs (i) to (iv) above are in a foreign language other than English, they shall be accompanied by a translation into Romanian or English by an authorized translator.

Item II - Shareholders' right to ask questions on the agenda:

Shareholders may exercise their rights provided by art. 198 of the FSA Regulation no. 5/2018 until the latest on 29.09.2022, at 14:30. The questions will be sent in writing by one of the methods specified in point **I.1 - "Methods of transmission of documents"**.

Detailed information on the shareholders' rights mentioned above is available on the Prebet Aiud SA website, at www.prebet.ro.





Point III - The right of the shareholders to participate in the OGMS-AGEA PREBET AIUD SA from 3 / 4.10.2022:

All the shareholders of the Company registered in the Consolidated Register drawn up by the Central Depository of Bucharest for the end of the day of **26.09.2022 (reference date)** can participate in the ordinary and extraordinary general meetings of SC Prebet Aiud SA from 3 / 4.10.2022.

Shareholders may attend the general meeting directly or through proxy.

III.1 Direct participation in the General Meeting of Shareholders:

The access of the shareholders entitled to participate in the general meeting of shareholders is allowed by simply proving their identity, made, in the case of individual shareholders, with their identity card or, in the case of legal entities, of the legal representative, and in the case of legal entities. and of the shareholders represented natural persons, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions in the matter.

III.2 Participation in the General Meeting of Shareholders through a representative:

Shareholders may be represented at the general meeting by persons other than the shareholders, on the basis of a **special or general power of attorney**.

The special power of attorney (power of attorney) can be granted to any person for representation in a single general meeting and contains specific voting instructions from the shareholder, clearly specifying the voting option for each item on the agenda of the general meeting. In this situation, the provisions of art. 125 para. 5 of Law 31/1990 are not applicable. In case of discussion in the general meeting of shareholders, in accordance with the legal provisions, of some items not included on the published agenda, the proxy may vote on them, according to the interest of the represented shareholder.

The special power of attorney (proxy) forms will be completed and signed by the shareholder and by the proxy in three copies:

1) a copy will be handed to the proxy;

2) the second copy will remain with the represented shareholder;

3) the third copy will be submitted in person or will be sent to the headquarters of SC Prebet Aiud SA in compliance with point **I.1 - “Methods of transmitting documents”**, until no later than **30.09.2022, at 12:00, respectively 13:30**.

If the special power of attorney (proxy) is sent by courier, it is mandatory that the shareholder's signature be certified by a notary or a lawyer. In the case of shareholders without capacity to exercise and in the case of legal persons shareholders, the special power of attorney (power of attorney) will be signed by their legal

representative. The identification of the shareholders and their legal representatives will be made in compliance with the rules presented in point **I.2 - “Rules regarding the identification of shareholders”** of this call.

Shareholders may grant a **general power of attorney (power of attorney)** valid for a period not exceeding 3 years, allowing their representative to vote on all matters under discussion at the general meeting of shareholders of one or more issuers identified in the power of attorney (proxy). individually or by a generic formulation regarding a certain category of issuers, including in terms of disposition documents, provided that





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the power of attorney granted by the shareholder, as a client, to an intermediary defined according to the provisions of art. 2 par. 1, point 19 of Law 24/2017 or to a lawyer.

The general powers of attorney (proxies) having the minimum content provided by art. 202 of the ASF Regulation 5/2018, are submitted to the company 48 hours before the general meeting of shareholders, in copy, with the inscription "According to the original" followed by the handwritten signature of the representative. Certified copies of the proxies are retained by the company, and will be mentioned in the minutes of the general meeting.

The general power of attorney (power of attorney) must be accompanied by a statement on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney (power of attorney), stating that the power of attorney is granted by the respective shareholder. by the client, the intermediary or, as the case may be, the lawyer and that the general power of attorney (power of attorney) is signed by the shareholder, including by the extended electronic signature, if applicable. The declaration must be submitted together with the general notice (power of attorney) at the headquarters of SC Prebet Aiud SA, in original, signed and, as the case may be, stamped no later than 30.09.2022, 12:00, respectively 13:30, in case first use.

Shareholders may not be represented at the general meeting of shareholders on the basis of a general power of attorney (proxy) by a person who is in a situation of conflict of interest, in accordance with the provisions of art. 105 of Law no. 24/2017. The proxy may not be replaced by another person unless this right has been expressly granted to him by the shareholder in the power of attorney (power of attorney). Provided that the authorized person is a legal person, he may exercise his mandate received through any person who is part of his administrative or management body among his employees.

The provisions of this paragraph do not affect the shareholder's right to appoint by proxy (proxy) one or more alternate proxies, to ensure his representation in the general meeting, in accordance with the regulations issued by ASF in application of these provisions.

Item IV - Voting by Mail:

Shareholders can also vote by mail. The completed ballot papers, signed and, as the case may be, stamped may be sent to the headquarters of Prebet Aiud SA by one of the methods specified in the paragraph "Methods of transmission of documents" of this call. The ballot papers will be accompanied by documents allowing the identification of the shareholders and their legal representatives in compliance with the rules specified in the paragraph "Rules regarding the identification of shareholders" of this call. Only the ballot papers received by mail received until 30.09.2022, at 12:00, respectively 13:30 will be taken into account.

In the event that the shareholder has expressed his vote by correspondence, he participates personally or through a representative at the general meeting, the vote by correspondence expressed for that general meeting is canceled and only the vote expressed in person or by representative will be taken into account.

If the person representing the shareholder by personal participation in the general meeting is other than the one who signed the ballot paper by hand / electronically, then, for the validity of his vote, he must present to the general meeting a written revocation of the vote by mail. The revocation must be signed by the shareholder or by the representative who signed the ballot paper by mail. This is not necessary if the shareholder or his legal representative is present at the general meeting.

Additional details regarding the voting procedure and the issuance of special powers of attorney (proxies) and of the ballot papers by correspondence will be found in the informative materials, which will be made available to the shareholders, starting with 29.08.2022.



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Point V - Date by which proposals can be made regarding the candidates for the administrator position:

The deadline for submitting proposals regarding candidates for the administrator position is 31.08.2022. The proposal will be accompanied by a curriculum vitae and a copy of the identity document and will be submitted to the company headquarters in Aiud, str. Arenai, no. 10, Alba county or to the e-mail address office@prebet.ro, according to the provisions of art. 187 para. (8) from Regulation no. 5/2018.

The list including information on the name, place of residence and professional qualification of the persons proposed for the position of administrator will be available to the shareholders on the company's website www.prebet.ro, and can be consulted and completed by them.

The Board of Directors of PREBET AIUD S.A.,

by Francisc Mathe

Chairman of the Board of Directors



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