
Calea Campulung nr. 121(C7), Targoviste, jud Dambovita; CUI RO51; J15/80/2011;
Cont RO08BREL070001397RO11001 Libra Internet Bank sucursala Stefan cel Mare
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CURRENT REPORT

according to FSA Regulation no. 5/2018 on issuers and operations with securities and Law no. 24/2017 on issuers of financial instruments and market operations

Report Date: 05.01.2024

Issuer Name: ELECTROAPARATAJ S.A.

Registered Office: Târgoviște, Calea Câmpulung Street, No. 121 (C7); Dambovita County

Phone/Fax Number: Phone 0245.217.981

Unique Registration Code with the Trade Registry Office: RO 51

Trade Registry Number: J15/80/2011

Subscribed and Paid-up Share Capital: 4,667,688.9 lei

Regulated market where issued securities are traded: Bucharest Stock Exchange

Important Events to Report

- a) Changes in control of the issuer, including changes in control of the entity holding control over the issuer, as well as changes in control agreements. *Not applicable.*
- b) Significant acquisitions or disposals of assets. *Not applicable.*
- c) Insolvency procedure, judicial reorganization, or bankruptcy. *Not applicable.*
- d) Other events: **Completing the agenda for the Ordinary General Meeting of Shareholders scheduled for 19.01.2024** regarding the Call of the Ordinary and Extraordinary General Meeting of Shareholders published in the Official Gazette of Romania, Part IV, no. 5639 dated 18.12.2023, and in the "National" newspaper dated 18.12.2023.

The Board of Directors of **ELECTROAPARATAJ S.A.** with its registered office in Târgoviște, Calea Câmpulung Street, No. 121, C7, Dambovita County, registered with the Trade Registry Office at the Dambovita Tribunal under no. J15/80/2011, having the Fiscal Identification Code RO 51 and the European Unique Identifier ROONRC.J15/80/2011 (the "**Company**"), in accordance with art. 234 para. 1 letter a) of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, informs all shareholders of the Company and interested investors that, in the legally and statutorily convened meeting on 04.01.2024, the Board of Directors of ELECTROAPARATAJ S.A., in accordance with *Decision no. 1/04.01.2024 of the Board of Directors*,

considering the Call of the **Ordinary and Extraordinary General Meeting of Shareholders** made by publishing the announcement in the Official Gazette of Romania, Part IV, no. 5639 dated 18.12.2023, and in the "National" newspaper dated 18.12.2023, meetings that will be held on **19.01.2024 (first meeting)**, respectively, in case the quorum is not met, on **22.01.2024 (second**

meeting), at 11:00 AM and 12:00 PM, respectively, at the address: Bucharest, Pierre de Coubertin Blvd., No. 3-5, Office Building, 6th floor, Sector 2, with the reference date of **10.01.2024**,

based on art. 117 index 1 of Law no. 31/1990 on companies, republished and with subsequent amendments, correlated with the provisions of art. 189 of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, art. 105 para. (3) letter a) of Law no. 24/2017 on issuers of financial instruments and market operations, and according to the provisions of the Company's Articles of Association, at the request of the shareholder BROADHURST INVESTMENTS LIMITED through the request registered with the Company under no. 348/22.12.2023,

decides to complete the agenda of the Ordinary General Meeting of Shareholders of ELECTROAPARATAJ S.A. with the following items:

- "2. Election of a director of the Company, determination of the term of office and remuneration.
The list containing information about the names, place of residence, and professional qualification of the persons proposed for the position of director is available to shareholders and can be consulted and completed by them.***
- 3. Mandating a person to sign, on behalf of the Company, the management contract with the elected director or, as the case may be, the addendum to the management contract."***

Therefore, the agenda of the **Ordinary General Meeting of Shareholders of the Company convened for 19.01.2024, at 11:00 AM** (Romania time), at the address: Bucharest, Pierre de Coubertin Blvd., No. 3-5, Office Building, 6th floor, Sector 2, is supplemented with the new items 2 and 3, and points 2 and 3 on the agenda of the Ordinary General Meeting are renumbered, with point 2 becoming point 4, and point 3 becoming point 5; the agenda of the **Extraordinary General Meeting of Shareholders of the Company convened for 19.01.2024, at 12:00 PM** (Romania time), at the address: Bucharest, Pierre de Coubertin Blvd., No. 3-5, Office Building, 6th floor, Sector 2, remains unchanged but is reiterated for the convenience of shareholders in tracking the agenda of the two meetings;

Annex: Convocation (agenda completion) of the Ordinary and Extraordinary General Meeting of Shareholders of ELECTROAPARATAJ S.A. on January 19, 2024.

ELECTROAPARATAJ S.A.,

By the General Director,

Sorin Iulian Vintilă

NOTICE

(agenda completion)

The Board of Directors of **ELECTROAPARATAJ S.A.**, with registered office in Mun. Calea Câmpulung no. 121, C7, Dâmbovița County, registered at the Trade Register Office of the Dâmbovița Court under no. J15/80/2011, with Tax Identification Code RO 51 and Unique European Identifier (EUID): ROONRC. J15/80/2011 ("the **Company**"), considering:

- (a) the **convening of the Ordinary and Extraordinary General Meeting of Shareholders** of the Company through the publication of the notice in the Official Gazette of Romania, Part IV, no. 5639 dated December 18, 2023, and in the "National" newspaper dated December 18, 2023, meetings that will be held on **January 19, 2024** (first meeting), respectively, in case the quorum is not met, on **January 22, 2024** (second meeting), at 11:00 a.m. and 12:00 p.m. respectively, at the address: Bucharest, Pierre de Coubertin Boulevard no. 3-5, Office Building, 6th floor, Sector 2, for all shareholders registered in the Company's shareholder register at the end of the day on **January 10, 2024** (reference date),
- (b) the provisions of the Company's Articles of Incorporation;
- (c) the provisions of Law no. 31/1990 on companies, with subsequent amendments and completions ("**Law 31**");
- (d) the provisions of Law no. 24/2017 on issuers of financial instruments and market operations;
- (e) the provisions of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations;

based on art. 117 index 1 of Law 31, correlated with the provisions of art. 189 of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, of art. 105 paragraph (3) letter a) of Law no. 24/2017 on issuers of financial instruments and market operations, and according to the provisions of the Company's Articles of Incorporation, at the request of the

shareholder BROADHURST INVESTMENTS LIMITED through the request registered with the Company under no. 348/22.12.2023 regarding the inclusion on the agenda of the **Ordinary General Meeting of Shareholders** of the Company convened for **January 19, 2024** (first meeting), respectively, in case the quorum is not met, on **January 22, 2024** (second meeting), at 11:00 a.m., of additional items on the agenda,

it is informed that in the Board of Directors meeting on January 4, 2024, the agenda of the Ordinary General Meeting of Shareholders of the Company ("**OGMS**") was approved to be supplemented with the following items:

- "2. Election of a director of the Company, determination of the term of office and remuneration.
The list containing information about the names, place of residence, and professional qualification of the persons proposed for the position of director is available to shareholders and can be consulted and completed by them.
3. Mandating a person to sign, on behalf of the Company, the management contract with the elected director or, as the case may be, the addendum to the management contract."

Therefore:

- (i) the agenda of the **Ordinary General Meeting of Shareholders of the Company convened for January 19, 2024, at 11:00 a.m.** (Romania time), at the address: Bucharest, Pierre de Coubertin Boulevard no. 3-5, Office Building, 6th floor, Sector 2, is supplemented with the new items 2 and 3, and the points 2 and 3 on the agenda of the OGMS from the published notice are renumbered; the point 2 will become point 4, and the point 3 will become point 5. The updated agenda of the Ordinary General Meeting of Shareholders of the Company is as follows:
- (ii) the agenda of the **Extraordinary General Meeting of Shareholders of the Company convened for January 19, 2024, at 12:00 p.m.** (Romania time), at the address: Bucharest, Pierre de Coubertin Boulevard no. 3-5, Office Building, 6th floor, Sector 2, remains unchanged but is reiterated below for the shareholders' convenience in tracking the agenda of the two meetings:

The updated agenda of the Ordinary General Meeting of Shareholders of the Company is as follows:

1. Approval of the renewal under the same conditions of the mandate of **FAMAGUSTA MANAGEMENT S.R.L.**, a limited liability company with registered office in the Municipality of Bucharest, 73 Av. M. Zorileanu Street, attic, 1st District, registered at the Trade Register Office of the Bucharest Court under no. J40/5943/2009, with Tax Identification Code RO 25564340 and Unique European Identifier (EUID): ROONRC.J40/5943/2009, through its permanent representative, Mr. Adrian Ioan Rus, who also holds the mandate of Chairman of the Board of Directors of the Company, for **4 (four) years** starting 23.01.2024 and until 23.01.2028, inclusive.
2. Election of a director of the Company, determination of the term of office and remuneration. The list containing information about the names, place of residence, and professional qualification of the persons proposed for the position of director is available to shareholders and can be consulted and completed by them.
3. Mandating a person to sign, on behalf of the Company, the management contract with the elected director or, as the case may be, the addendum to the management contract.
4. Approval of the date of registration of shareholders. The proposed date of registration of the shareholders to be affected by the resolution of the Ordinary Meeting, which will be determined by the General Meeting, is **09.02.2024**.
5. Appointment of certain persons to carry out advertising formalities.

The agenda of the Extraordinary General Meeting of Shareholders of the Company, is as follows.

1. Approval of the authorisation for the Company to acquire, for consideration, its own shares with a nominal value of 0.10 Lei/share ("**ELJ shares**") by means of one or more public tender offers addressed to all holders of ELJ shares, with the purpose of reducing the share capital of the Company, in accordance with the applicable legal provisions and having the following main characteristics:
 - 1.1. Maximum number of shares that may be acquired: **14,000,000 ELJ shares** representing 29.99% of the total number of shares issued by the Company.
 - 1.2. Minimum and maximum consideration:
 - **minimum price 0.1250 Lei/ELJ share and**

- maximum price 0.2143 Lei/ELJ share

As a result, the total value of the shares acquired through one or more takeover bids will be up to and including RON **3,000,200.00 (three million two hundred)**.

- 1.3. Duration for which the authorisation is granted: **6 (six) months** from the date of registration with the Trade Register of the resolution adopted to authorise the acquisition of own shares.
- 1.4. Purpose of acquiring own shares: Reduction of the Company's share capital in accordance with the provisions of art. 207 par. (1) lit. c) of the Companies Act no. 31/1990, republished as amended ("**Law 31**") in conjunction with Art. 104 para. (1) letter a) of Law 31, followed by their annulment. Thus, the share capital of the Company will be reduced by cancelling the shares acquired by the Company as a result of the repurchase of its own shares, as mentioned above.
- 1.5. Transactions may only involve fully paid shares.
- 1.6. The acquisition of shares, as set out above, shall be made from own sources.
2. Approval of the authorisation of the Board of Directors of the Company to carry out all the steps and formalities necessary to carry out and complete the acquisition of own shares carried out with a view to reducing the share capital of the Company, in accordance with the provisions of Article 207 par. (1) lit. c) in conjunction with Art. 104 para. (1) letter a) of Law 31, including for:
 - 2.1. Appropriate public disclosure of information and subsequent changes, as well as information already published in accordance with the first point above, if applicable, within the limits of the authorization.
 - 2.2. Approval of the full details of the offer, including, but not limited to, price and period of the offer, method of allocation, etc.
3. Approval of the appointment of a financial investment services company ("**S.S.I.F.**") for the intermediation of tender offers for the purpose of acquiring its own shares and the completion of the necessary steps and formalities for the approval of the tender offer document for the purchase of shares issued by the Company in relation to the Financial Supervisory Authority ("**ASF**") and any other institution/authority/entity, whether public or private law, as well as

the empowerment of the Company's Chief Executive Officer to sign the contract in the name and on behalf of the Company with S.S.I.F.

4. Approval of the empowerment of the General Manager of the Company to: **a)** draw up/sign the Offer Document and any other relevant documents for the approval and/or implementation of the offer(s), **b)** carry out all procedures and formalities required by law in order to implement the shareholders' resolutions, including the formalities for registration with any public or private institution/authority/entity, **c)** represent the Company before public or private entities/authorities (including the Financial Supervisory Authority, BVB, Central Depository, S.S.I.F.) and **d)** signing all documents necessary for the purpose of implementing and carrying out the public offer/bids by the Company to acquire its own shares as approved by the corporate bodies of the Company, as well as granting the right to sub-delegate all or part of the powers conferred.
5. Approval of the ex-date and record date of shareholders. The proposed ex-date is **08.02.2024**. The proposal for the record date of the shareholders to be affected by the decision of the Extraordinary Meeting, which will be determined by the General Meeting, is **09.02.2024**.
6. Appointment of persons to carry out advertising formalities.

Only shareholders of the Company, registered in the register of shareholders at the end of **10.01.2024 (record date)**, may attend and vote at the meetings.

In the event that the quorum required is not met on the said date, the **Ordinary General Meeting and the Extraordinary General Meeting of Shareholders of the Company shall be held on 22.01.2024**, at the same time and place, with the same agenda.

Additional clarifications regarding the OGMS. Shareholders have the right to submit proposals for nominations for the position of director, in accordance with art. 117 index 1 para. (2) and art. 137 index 1 para. (2) of Law 31. The list containing information about the names, place of residence, and professional qualification of the persons proposed for the position of director is available to shareholders and can be consulted and completed by them.

The updated form of the correspondence ballot and the updated form of the special power of attorney provided by the Company for the new items on the agenda of the OGMS will be available

at the Company's headquarters and will be published, in updated form, on the Company's website at www.electroapartaj.ro, in the "Current Reports" section, starting from January 6, 2024.

Other instructions for participation and voting included in the Notice published in the Official Gazette of Romania, Part IV, no. 5639 dated 18.12.2023, and in the "National" newspaper dated 18.12.2023, remain unchanged.

Additional information can be obtained by calling +40245.217.981.