



To

The editorial board of "Monitorul Oficial al Romaniei"  
Fax: 021/401.00.71, 021/401.0072

Please publish in your newspaper – part IV – the following announcement:

**„The Board of Directors of CHIMCOMPLEX SA BORZESTI**, with headquarters in Onesti, 3 Industriilor Street, Bacau County, registered with the Trade Register Office attached to the Bacau Court under no. J04/493/1991, CUI RO960322, in accordance with the provisions of art. 117 of Law nr. 31/1990 regarding the companies, republished, with subsequent additions and modifications, of Law nr. 297/2004 on the capital market, of Law nr. 24/2017 on issuers of financial instruments and market operations, of the ASF Regulation no. ANRE President's Order no. 5/2018 on the issuers of financial instruments and market operations, of the Articles of Incorporation of the company, as well as of any applicable legal provisions, **by BoD Decision no. 1/08.07.2022**, convenes the Extraordinary **General Meeting of Shareholders ("EGMS")** on **August 12, 2022, at 11:00**, which will take place at the company's headquarters located in Onesti, 3 Industriilor Street, Bacau County.

At the meeting have the right to participate the shareholders registered in the Register of Shareholders issued by the Central Depository SA at the end of the day of **27.07.2022**, considered as **the reference date**.

In the event that on **August 12, 2022**, the quorum necessary for carrying out the works of EGMS is not met under the law, it will take place at the second convocation on **16.08.2022**, in the place and at the time indicated for the first convocation, with the same agenda, regardless of the quorum met and will adopt decisions with the majority of the votes cast.

The agenda will be as follows:

#### AGENDA:

1. Approval of the amendment of art. 10.6 of the articles of incorporation of the company ("10.6. The attributions of the Extraordinary General Meeting of Shareholders) in the sense of eliminating letter t. regarding the association with other natural or legal persons and of the letter v. regarding the approval of the strategic contracts within the competence of this meeting;

**CHIMCOMPLEX S.A. BORZEȘTI**  
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Phone +40 234/302.250; Fax +40 234/302.102  
E-mail: office@chimcomplex.com  
Web: www.chimcomplex.com

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Article 10.6, shall be renumbered and shall be of the form:

**"10.6. Attributions of the Extraordinary General Meeting of Shareholders**

*The extraordinary general meeting shall meet whenever it is necessary to take a decision on:*

- a. raising the right of preference of shareholders to subscribe for new shares issued by the Company;*
- b. the taking out of any types of loans, liabilities, or obligations such as loans, as well as the provision of collateral in rem or personal guarantees relating to such loans which are not the responsibility of the Board of Directors in accordance with this Instrument of Incorporation;*
- c. approves the establishment or dissolution of subsidiaries, branches, secondary offices, workstations, agencies, and representative offices;*
- d. approval of the acts of acquisition, disposal, exchange or guaranteeing of assets from the category of fixed assets of the company, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less the claims, in compliance with the provisions of this articles of incorporation; for assets the value of which is, during a financial year, between 5 and 20% of the total fixed assets, less the claims of the Board of Directors may approve such acts only in consultation with the Audit and Risk Committee, according to this instrument of incorporation;*
- e. approval of leases of tangible assets, for a period of more than one year, the individual or cumulative value of which vis-à-vis the same contracting partner or persons involved or acting in concert exceeds 20 % of the value of the total fixed assets, less the claims on the date of conclusion of the legal act, as well as the associations for a period of more than one year, exceeding the same value;*
- f. approving the issue and admission to trading on a regulated market or in an alternative share trading facility;*
- g. approval of the delegations of competence for the Board of Directors;**h. change of legal form;*
- h. changing, restricting, completing the object of activity;*
- i. the increase of the share capital, as well as its reduction or reunification by issuing new shares, in accordance with the law and the Articles of Incorporation;*
- j. merger and division;*
- k. dissolution of the Company;*
- l. the conclusion of any bond issue or the conversion of one category of bond into another category or into shares;*
- m. approval of the conversion of preferential and registered shares from one category to another, according to the law;*
- n. any other amendment to the Articles of Incorporation;*
- o. approval of the corporate governance strategy of the company, including the corporate governance action plan;*
- p. authorizing the acquisition by the Company of its own shares and establishing the conditions for acquisition;*
- q. any other decision for which the approval of the extraordinary general meeting of shareholders is requested;*
- r. approves the change of the company's headquarters;"*

**2. Approval of the amendment of art. 12.1 of the articles of incorporation as follows:**

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*"12.1. The company is managed in a unitary system by a Board of Directors consisting of 7 (seven) administrators, elected by the Ordinary General Meeting of Shareholders, for a period of 1 year, except for the Chairman of the Board of Directors who will be elected for a period of 4 years, with the possibility of being re-elected."*

3. Approval of the amendment of art. 12.5 of the articles of incorporation as follows:

*"12.5. The Chairman of the Board of Directors is appointed by the ordinary general assembly. The President coordinates the activity of the Board of Directors and reports on behalf of the Board of Directors on this activity to the general meeting of shareholders, according to the law. Also, the President will have the attributions and responsibilities stipulated in the Regulation for the Organization and Functioning of the Board of Directors. If the President is temporarily unable to exercise his duties, during the state of impossibility, another member of the BoD will be empowered to fulfill the duties of the President."*

4. Approval of the completion of art. 12.6 of the articles of incorporation as follows:

*"12.6. The Board of Directors, through the President, represents the company in its relations with third parties and shall take all the necessary steps, measures, and formalities in the following areas:*

*a) financing and refinancing the company, contracting loans, providing guarantees; b) the realization of investments and the refurbishment of the company,*

*c) any support activities for the fields mentioned in letters a) and b) above, such as consultancy services, intermediation services, financial services, legal services, the enumeration being exemplifying, not limiting. For this purpose, the Board of Directors, through the President, shall negotiate and conclude, in the aforementioned fields, any contracts with natural or legal persons, public or private entities, in the country or abroad, within the limits granted by this article of incorporation.*

*For the avoidance of doubt, the powers of the Board of Directors, in the fields expressly referred to in this Article, may not be assigned to the Directors.'*

5. Approval of the amendment and completion of art. 12.11 of the Constitutive Act as follows:

*'12.11. The debates may be recorded on audio and, where appropriate, video media, and shall be recorded in the minutes of the hearing. The minutes shall include the names of the participants, the agenda and the order of deliberations, the decisions taken, the number of votes cast, and the opinions separated with an indication of the person who requested the registration, other aspects which are considered necessary to be mentioned. The minutes shall be signed by the President and the secretary of the meeting. The Secretary shall draw up the Board of Directors's decision on the basis of the minutes. The decisions of the Board of Directors shall be signed by the President and the meeting secretary.'*

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6. Approval of the completion of art. 12.14 of the Constitutive Act with a new committee (Integrity Committee), following that the first part of art. 12.14 to be of the form:

*'12.14. Committees of the Board of Directors*

*The following advisory committees shall be set up within the Board of Directors:*

- (i) the audit and risk committee,*
- (ii) the Strategy, Development, and Investment Committee,*
- (iii) the nomination and remuneration committee,*
- (iv) the integrity committee'*

7. Approval of the completion of art. 12.7 of the Constitutive Act with the role of the Integrity Committee, following that this article to be of the form:

*"12.7. The Nomination and Remuneration Committee shall assist the Board in fulfilling its responsibilities with regard to the remuneration of directors, directors, auditors and staff or the nomination of candidates for the various management positions. The attributions of the Nomination and Remuneration Committee will be detailed in a Regulation of the Nomination and Remuneration Committee, approved by the Board of Directors of the Company.*

*The Integrity Committee fulfills an advisory role and assists the Board, by making recommendations, in fulfilling its responsibilities regarding integrity at company level. The attributions of the Integrity Committee will be detailed in a Regulation of the Integrity Committee, approved by the Board of Directors of the Company."*

8. Approval of the amendment of art. 13 letter c) of the Constitutive Act, as follows:

'(c) (i) approve the taking out of any types of loans, liabilities or obligations such as loans, as well as the provision of collateral in rem or personal guarantees relating to such loans, in each case within the limits of jurisdiction laid down in the Articles of Incorporation; (ii) approves the realization of investments and the refurbishment of the company, within the limits stipulated by the articles of incorporation; (iii) approve any support activities for the fields mentioned in points (i) and (ii) above, such as consultancy services, intermediation services, financial services, legal services, the enumeration being exemplifying, not limiting. For this purpose, the Board of Directors, through the President, shall negotiate and conclude, in the aforementioned fields, any contracts with natural or legal persons, public or private entities, in the country or abroad, within the limits granted by this article of incorporation."

9. Approval of the amendment of art. 13 letter i) of the Constitutive Act as follows:

"i) concludes legal acts in the name and on behalf of the Company by which to acquire assets

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for it, to alienate, to rent, to exchange or to constitute guarantees over the assets in the patrimony of the Company, within the limits of the competences conferred by the law and by the Articles of Incorporation."

**10.** Approval of the completion of article 13 with the letters p), as follows:

"p) association with natural or legal persons, Romanian or foreign, with a view to setting up new legal persons (Romanian or foreign companies) or associations without legal personality, in order to achieve common objectives, under the law, within the limits provided by law;

**11.** Approval of the completion of art. 15.4 letter h. of the articles of incorporation as follows:

"h. concludes legal acts in the name and on behalf of the Company as follows: (1) in the field of commercial activity, unlimited; (2) in the field of investments and refurbishment, only within the maximum limit of 500,000 Euro / year. Exceeding the limits of the mandate granted by this article is a reason for immediately revoking the mandate of the Director General, without granting any compensations. The Board of Directors may restrict the limits of the mandate granted to the General Director according to letter h point (1) if, during the evaluation / verification of the activity of the General Director or in other concrete situations, it is justified to find risks or irregularities regarding the company's activity in the commercial field. In case of limitation of the mandate, the legal acts on behalf of the company will be concluded by the General Manager only on the basis of the prior approval of the Board of Directors. The limitation of the general director's mandate will be communicated to him immediately by the Board of Directors and will operate temporarily, according to the period justified by the Board of Directors."

**12.** Approval of the completion of art. 16.5 of the Articles of Incorporation as follows:

"Within the company, an internal audit department will be established, which will be responsible for checking and controlling the current activity of the company, in order to provide an independent assessment of the risk management arising from the activity and administration of the company. The internal auditor shall draw up a monthly report and submit it to the Audit and Risk Committee on the matters resulting from the audit carried out, as well as any irregularities and risks reported in the work carried out. The internal audit service may be fully or partially outsourced, based on a service contract. "

**13.** The approval of the updating of the articles of incorporation of the company and the empowerment of the President of the Board of Directors to sign the amended/ updated articles of incorporation.

**14.** Approval of the date of **02.09.2022** as the **registration date**, i.e. the date of identification of the shareholders on whom the effects of the decision of the general meeting of shareholders are reflected, in accordance with the provisions of art. 87 of Law 24/2018.

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15. Approval of the date of **01.09.2022**, as an "**ex date**", i.e. the date prior to the date of registration with a settlement cycle minus one working day, from which the financial instruments subject to the decisions of the corporate bodies are traded without the rights deriving from that decision, in accordance with the provisions of Article 2 letter l) of Regulation no. 5/2018.
16. The empowerment of Lazarovici & Associates SCA, through lawyer Amalia Lazarovici, to carry out all the necessary formalities in order to fulfill all the formalities necessary to fulfill the resolutions ordered by the general meeting, in relation to the Trade Register Office, the Bucharest Stock Exchange, the Central Depository, the Financial Supervisory Authority and any other institution for this purpose.

The draft decision of EGMS, as well as the documents and meeting materials on the agenda are available 30 days before the date of the EGMS youth, in electronic format, on the company's website at [www.chimcomplex.com](http://www.chimcomplex.com) and at the company's headquarters, starting with **12.07.2022**.

Shareholders may exercise their right to vote at the general meeting, proportionally to the number of shares they possess.

In accordance with the provisions of art. 117 index 1 of Law no. 31/1990 on companies and Article 189 of Regulation No 31/1990. 5/2018 regarding the issuers of financial instruments and market operations, one or more shareholders, representing individually or together, at least 5% of the share capital, have the right to:

- to introduce items on the agenda of the general meetings, provided that each item is accompanied by justification or by a draft decision proposed for adoption by the general assemblies until 25.07.2022;
- to present draft decisions for the items proposed to be included on the agenda of the general meetings;
- the completed agenda, after the convocation, will be published in the Official Gazette of Romania at least 10 days before the general assembly mentioned in the initial convocation.

In accordance with Article 198 of Regulation No 198, 5/2018, each shareholder, natural or legal person, has the right to ask questions regarding the items on the agenda of the general meeting, no later than **05.08.2022, 10 o'clock**, the date of the registration number. The Company may also respond by posting the answer on its own website [www.chimcomplex.com](http://www.chimcomplex.com), in the AGA section.

The applications will be submitted in written form, in original, at the company's headquarters in Onesti, strada Industriilor, nr. 3, Bacău County, under the signature of the shareholder or his legal representative.

In order to identify and prove the quality of a shareholder of a person who addresses questions or requests the completion of the agenda, the person concerned has the obligation to attach to the request, documents attesting his identity (for the natural person: copy of the BI / CI, for the legal person: copy of the BI / CI legal representative and certificate of ascertainment issued by the Trade Register or a document issued by a competent authority, in which the shareholder is legally registered issued no later than 3 months before the date of

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publication of the convocation of the general meeting, as well as the statement of account showing the status of shareholder and the number of actions issued by the Central Depository.

The same documents will be submitted by the shareholders who submit questions to the Board of Directors.

The deadline for shareholders to exercise the rights mentioned above is set at 15 days from the date of publication in the Official Gazette of Romania.

The proposals for completing the agenda or the questions of the shareholders mentioned in the previous paragraphs may be sent in writing, by post or courier services, to the headquarters of the company mentioned above, with the mention clearly written, in capital letters, **FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED August 12, 2022.**

The shareholders registered in the shareholders' register on the reference date may participate in the general meeting directly or may be represented by other persons, on the basis of a general or special power of attorney, in accordance with the provisions of art. 188 of the ASF Regulation no. 5/2018, or can vote by correspondence according to the forms posted on the company's website [www.chimcomplex.com](http://www.chimcomplex.com).

The access of shareholders, natural persons, entitled to participate in the general meeting is allowed by simply proving their identity.

The special power of attorney may be granted to any person for representation in a single general meeting, containing specific voting instructions from the shareholder.

The special power of attorney form can be obtained from the company's headquarters or downloaded from the company's website [www.chimcomplex.com](http://www.chimcomplex.com), starting with **12.07.2022**.

Shareholders may grant a general power of attorney valid for a period not exceeding 3 years, allowing its representative to represent him in one or more general meetings of shareholders of one or more companies identified in the power of attorney, which does not contain specific voting instructions from the shareholder.

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

1. the name / name of the shareholder;
2. the name/name of the representative (the one to whom the power of attorney is granted);
3. the date of empowerment, as well as the period of its validity, in compliance with the legal provisions; the powers of attorney having a later date have the effect of revoking the powers of attorney dated above;
4. specification of the fact that the shareholder empowers the representative to participate and vote on his behalf by the general power of attorney in the general meeting of shareholders for the entire holding of the shareholder on the reference date, with the express specification of the company / companies for which the respective general power of attorney is used. The general power of attorney ceases by:

(i) the written revocation by the managing shareholder of the latter, transmitted to the issuer at the latest by the deadline for submitting the power of attorney applicable to an extraordinary or ordinary general meeting, organized within the mandate, written in Romanian or in English; or

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- (ii) loss of the principal's capacity as shareholder on the reference date applicable to an extraordinary or ordinary general meeting, organized within the mandate; or
- (iii) the loss of the trustee's capacity as an intermediary or lawyer.

A shareholder is forbidden to cast different votes based on the shares held by him in the same company.

After completion and signing, a copy of the power of attorney, in Romanian, will be submitted in original, 48 hours before the meeting, in a closed envelope, with the mention written in clear and in capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF August 12, 2022"**, under the sanction of losing the exercise of the right to vote in the general meeting, according to the provisions of the law.

The power of attorneys can also be transmitted electronically with the extended electronic signature incorporated according to the law, to the email address [ir@chimcomplex.com](mailto:ir@chimcomplex.com), mentioning in the subject **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF August 12, 2022"**.

Shareholders can also vote by correspondence, before the AGA, using the postal voting form. The form can be obtained from the company's headquarters or can be downloaded from the [www.chimcomplex.com](http://www.chimcomplex.com) website.

The postal voting form filled in and signed accompanied by the copy of the shareholder's identity document (pers. physical)/registration certificate (legal pers.), will be sent to the company's headquarters, in original, in Romanian, so as to be received by the company, at least 48 hours before the AGA, in a closed envelope, with the mention written in clear and in capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF August 12, 2022"**, under the sanction of losing the exercise of the right to vote in the general assembly, according to the provisions of the law.

The voting forms can also be sent electronically with the extended electronic signature incorporated according to the law, to the email address [ir@chimcomplex.com](mailto:ir@chimcomplex.com), mentioning the subject **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF August 12, 2022"**.

Ballot papers that are not received by the date indicated above cannot be considered for determining the quorum and majority in the general meeting.

This convocation is made with the application of the provisions of the ASF Regulation no. 5/2018.

Additional information can be obtained at the company's headquarters or by phone 0234/302007."

**CHAIRMAN OF THE BOARD OF DIRECTORS**  
**CHIMCOMPLEX SA BORZESTI,**  
**dr.ec. Stefan Vuza**

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