

To: Bucharest Stock Exchange

Financial Supervisory Authority

ASC4462/30.04.2019

CURRENT RAPORT

REGARDING THE DECISIONS OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS (OGMS) AND THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS (EGMS) OF ASCENDIA S.A. OF 29.04.2020

Current report according to	BVB Regulations for AeRO , Law 24/2017, ASF Regulations 5/2018, UE Regulations no. 596/2014
Report date	30.04.2019
Name of the company	ASCENDIA S.A.
Registration office	Eufrosin Potecă St. No.40, 1 st floor, Sector 2, Bucharest
Phone/fax/email	phone/fax: 021 312.42.26, Email: office@ascendia.ro
Unique registration number	RO 21482859
Number of registration at the Registry of Commerce	J40/6604/30.03.2007
Subscribed and paid-up share capital	144.444,40 RON for 1.444.444 shares with face value of 0,1 RON
The regulated market on which it is traded	Bucharest Stock Exchange – ATS, AeRO - Premium
LEI Code	315700DLIITW8APMVF93

Important event to report

On 29.04.2020, starting 11:00 (Romanian time), the shareholders of ASCENDIA SA ("the Company") met at the Ordinary General Meeting of Shareholders ("OGMS") of the Company and starting 12:00 (Romanian time) they met at the Extraordinary General Meeting of Shareholders ("EGMS"), both at the first convocation, at the working point of Halelor St. No. 7, 3rd floor, Sector 3, Bucharest, Romania, meeting opened by the Chairman of the meeting, Mălureanu Cosmin, as the sole Administrator of the Company.

Considering:

- The OGMS and EGMS convocation published on the Company's website (<http://www.ascendia.ro/investitori>) in the "Monitorul Oficial al Romaniei", Part IV, number 1193 of 27 March 2020 and in the "Curierul National" newspaper on 27 March 2020;
- The documents related to OGMS and EGMS published on the company's website on 27 March 2020;
- The provisions of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented (Law 31/1990);

- The provisions of Law no. 297/2004 regarding the capital market, as subsequently amended and supplemented (Law 297/2004);
- The provisions of Law no. 24/2017 on Issuers of Financial Instruments and Market Operations, as subsequently amended and supplemented (Law 24/2017);
- The provisions of the FSA Regulation no. 5 of 2018 on issuers and operations with securities, with subsequent amendments and completions (Regulation no. 5/2018);
- The provisions of CNVM Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders in the general meetings of the companies, as subsequently amended and supplemented (Regulation No. 6/2009);

Following the debates, the Company's shareholders adopted the following decisions on the items on the agenda:

ORDINARY GENERAL MEETING

▪ **DECISION NO. 1**

With 387.730 votes for, 0 votes against and 0 abstentions of the total of 387.730 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast (*) and 26.8428 % of the total voting rights, the approval of the financial statements for the financial year 2019, accompanied by the Administrator's Report and the Financial Auditor's Report.

*According to the law, the administrator of the company, mr. Cosmin Malureanu has abstained from voting.

▪ **DECISION NO. 2**

With 387.730 votes for, 0 votes against and 0 abstentions of the total of 387.730 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast (*) and 26.8428 % of the total voting rights, the discharge of the Administrator for any liability for his administration during the 2019 financial year.

*According to the law, the administrator of the company, mr. Cosmin Malureanu has abstained from voting.

▪ **DECISION NO. 3**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, the approval of the revenues and expenditure budget for 2020.

▪ **DECISION NO. 4**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, the approval to cover the loss recorded in the 2019 financial year from reserves accounts and shares premiums.

▪ **DECISION NO. 5**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, approval of the Registration Date as **26.05.2020**, defined as the date that serves to identify the shareholders to whom the decisions of the OGMS are imposed with the Date for the **Ex-date 25.05.2020**.

▪ **DECISION NO. 6**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, the approval of empowerment, with substitutability, of the company's administrator, Cosmin MĂLUREANU to sign the shareholders' resolutions and any other documents related to them and to perform all the procedures and formalities provided by the law for the implementation of the resolutions of the shareholders, including the formalities for their publication and registration with the Trade Registry or any other public institution.

EXTRAORDINARY GENERAL MEETING

▪ **DECISION NO. 1**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, the **approval of the modifications to Art. 6.2** of the Articles of Incorporation to:

- *Art. 6.2 - At the date of the adoption of this Articles of Incorporation, the share capital is divided into 1,444,444 registered, ordinary and dematerialized shares, with a nominal value of 0.1 lei each, fully subscribed by the shareholders*

▪ **DECISION NO. 2**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, the **approval of the addition of the Art. 6.4 and 6.5** to the Articles of Incorporation, as follows:

- *Art. 6.4. The shareholder quality of ASCENDIA SA is attested by an account statement issued by the Central Depository INC.*
- *Art. 6.5. The identification data of each shareholder, each contribution to the share capital, the number of shares to which he has the right and the share of participation from the total share capital are included in the Register of shareholders kept in computerized system by the Central Depository.*

▪ **DECISION NO. 3**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, the **approval of the addition of Art. 6.6** to the Articles of Incorporation, as to reflect the Consolidated synthetic structure of the holders of financial instruments (shares) at the Reference Date of the present EGMS, as it will be provided by the Central Depository, and shall have the following content, the effective values to be completed in final form of the Articles of Incorporation act:

- *Art. 6.6. At the reference date 16.04.2020 established for the Ordinary and Extraordinary General Meeting of Shareholders from 29.04.2020, the company had registered shareholders, of which legal entities shareholders holding in total a number of registered shares, representing% of the share capital and of shareholders natural persons holding in total a number registered shares, representing% of the share capital, as it results from the List of holders of financial instruments issued by ASCENDIA SA, the ASC symbol, on 16.04.2020 issued by the Central Depository.*

▪ **DECISION NO. 4**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, the **approval of the modification of Art. 7.1** of the Articles of Incorporation to:

- *Art. 7.1. The shares issued by the company are registered.*

▪ **DECISION NO. 5**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, **the approval of the modification of Art. 7.2** of the Articles of Incorporation to:

- *Art. 7.2. The shares of the company are issued in dematerialized form and are traded in the AeRO Alternative Trading System administered by the Bucharest Stock Exchange, as a system operator, being subject to the applicable regulations.*

▪ **DECISION NO. 6**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, **the approval of the modification of Art. 17.5** of the Articles of Incorporation to:

- *Art. 17.5 The financial auditor chosen at the date of publication of this Articles of Incorporation is CONTELLO AUDIT L.L.C., with the registered office in Calea Mosilor no. 288, bl. 32, sc. 2, et. 4, ap. 53, Sector 2, Bucharest and work point in Matei Voievod street no. 29, Sector 2, Bucharest, registered with the Trade Register under no. J40 / 622/2016, having CIF: 35444146 company authorized by the Chamber of Financial Auditors in Romania with authorization no. 1309, administrator: Sambotin Adriana; appointed auditor: Sambotin Adriana. no. card: 4286.*

▪ **DECISION NO. 7**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, **the approval of the Registration Date as 26.05.2020**, defined as the date that serves to identify the shareholders to whom the decisions of the EGMS are imposed with the Date for the **Ex-date 25.05.2020**.

▪ **DECISION NO. 8**

With 1.287.354 votes for, 0 votes against and 0 abstentions of the total of 1.287.354 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 89.1245% of the total voting rights, **the approval of empowerment**, with substitutability, of the company's administrator, Cosmin MĂLUREANU to sign the shareholders resolutions and any other documents related to them and to perform all the procedures and formalities provided by the law for the implementation of the resolutions of the shareholders, including the formalities for their publication and registration with the Trade Registry or any other public institution.

The present report was issued today, **30.04.2020**, in Bucharest, in 2 (two) original copies.

Sole Administrator,
ASCENDIA S.A.
MĂLUREANU COSMIN

