

To: Bucharest Stock Exchange

Financial Supervisory Authority

ASC4781/28.08.2021

CURRENT REPORT

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 28.08.2021

Current report according to	BVB Regulations for AeRO , Law 24/2017, ASF Regulations 5/2018, UE Regulations no. 596/2014
Report date	28.08.2021
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 28.08.2021, 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, 3'rd 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 34 of 28 July 2021 and in the Bursa newspaper on 28 July 2021;
- The documents related to OGMS and EGMS published on the company's website on 28 July 2021;

- 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 1,212,641 votes for, 0 votes against and 0 abstentions of the total of 1,212,641 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 83,9520% of the total voting rights, the **approval** of the **Remuneration Policy**.

▪ **DECISION NO. 2**

With 1,212,641 votes for, 0 votes against and 0 abstentions of the total of 1,212,641 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 83,9520% of the total voting rights, approval of the Registration Date as **21.09.2021**, 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 20.09.2021**.

▪ **DECISION NO. 3**

With 1,212,641 votes for, 0 votes against and 0 abstentions of the total of 1,212,641 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 83,9520% of the total voting rights, 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 1,212,641 votes for, 0 votes against and 0 abstentions of the total of 1,212,641 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 83,9520% of the total voting

rights, **the approval** of the **increase of the share capital** of the Company, in accordance with the decision of the Sole Administrator, by the amount of **36.111,10 lei**, through the issuance of **361.111** registered, ordinary, dematerialized, new **shares** with a nominal value of 0.1 lei/share, from the current share capital of **144.444,40 lei** to the level of **180.555,50 lei**, respectively from the current number of **1.444.444 shares** with a nominal value of 0.1 lei/share to the number of **1.805.555 shares** with a nominal value of 0.1 lei/share, under the following conditions:

- The new shares will be issued in **two stages**, the first of which may be subscribed and paid up by holders of preference rights and the second of which may be subscribed for through the capital market as an offer to a maximum of 149 retail investors, as well as qualified investors (mechanism known as a "private placement") for the shares not subscribed for in the first stage.
 - In the **first stage**, of the exercise of preference rights, the shares will be available for subscription by all shareholders registered in the Register of Shareholders kept by the Central Depository on the record date set by the EGMS, as well as by persons who have acquired preference rights during the trading period. For every **1 share held**, shareholders of record on the record date set at the EGMS will benefit from **1 preference right**.
 - The preference rights will be tradable on the relevant market of the Bucharest Stock Exchange (BVB) in accordance with the provisions of the Public Offering Prospectus relating to the increase, which will be approved by the Financial Supervisory Authority (ASF) and with the specific regulations of the market on which they will be traded.
 - Subscription will be made by cash contribution.
 - The preference rights may be exercised for a period of 31 days from the date established in the prospectus approved by the ASF, by the holders of preference rights. The number of new shares which may be subscribed for by a holder of preference rights shall be calculated by **dividing the number of preference rights held by 4**, rounded down to the nearest natural number.
 - The price at which holders of preference rights will be able to subscribe will be the average trading price calculated for the last 30 days prior to the date of submission of the offer prospectus for approval by the ASF, to which a discount of 25% is applied, according to the mathematical formula: "**Issuance price = average trading price over the last 30 days * 0.75**".
 - The shares that are not subscribed and paid up by the holders of preference rights within the time limit set by this extraordinary general meeting of shareholders will be offered in the second stage, the private placement stage, at an issue price per action higher than of the first stage.
 - The shares remaining unsubscribed after their offering in the second stage, of the private placement, will be cancelled by the decision of the Sole Administrator ascertaining the results of the share capital increase and approving the amendment of the Articles of incorporation, which will refer to the shares actually subscribed in the increase.
 - The share capital increase shall be carried out with the purpose of providing the necessary sources of financing for the implementation of the business development plan, respectively for the development of the company's software products by adding new modules and functionalities.
- **DECISION NO. 2**

With 1,212,641 votes for, 0 votes against and 0 abstentions of the total of 1,212,641 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 83,9520% of the total voting rights, the **approval** of the delegation to the Sole Administrator of the Company of the right to

determine the characteristics of the share capital increase operation and its execution, including but not limited to:

- Subscription period and payment terms;
- Details of the trading of the preference rights on the relevant market administered by the Bucharest Stock Exchange;
- Determination of the method of execution of the private placement (by direct transfer or using the trading system of the BVB);
- Cancellation of the remaining unsubscribed shares in the increase;
- Updating and signing the Articles of Incorporation following the actual results of the share capital increase operation;
- Any other decision necessary for the implementation of the resolution to increase the share capital.

▪ **DECISION NO. 3**

With 1,212,641 votes for, 0 votes against and 0 abstentions of the total of 1,212,641 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 83,9520% of the total voting rights, **the approval** of the **issuance of non-convertible corporate bonds** and authorization of the administrator for the period between the publication of the decision of the EGMS in the „Monitorul Oficial al Romaniei” Part IV and **December 31, 2023** to decide one or several bond issues in RON, up to the total maximum amount of **5.000.000 lei** (five million lei), each bond being issued with a nominal value of 100 lei per bond, with a maturity of at **least 3 and maximum 5 years**, with an **maximum annual interest rate of 10% per year**. Authorizing the Administrator to decide the time liness of each issue and its final details, as well as to sign any documents relating to each bond issue including the type of placement (public or private), the writing of issuance prospectuses, or any necessary documents needed for listing the bonds on the relevant market of the Bucharest Stock Exchange, as well as any other documents that could be concluded in connection with the issue and the fulfillment of this decision.

▪ **DECISION NO. 4**

With 1,212,641 votes for, 0 votes against and 0 abstentions of the total of 1,212,641 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 83,9520% of the total voting rights, **the approval** of the Registration Date, defined as the date that serves to identify the shareholders to whom the decisions of the EGMS are imposed. The identification of the shareholders will be done by consulting the Shareholders' Registry held by the Central Depository. The proposal for the **Registration Date** is: **21.09.2021**, and the Date for the **Ex-date** **20.09.2021**.

▪ **DECISION NO. 5**

With 1,212,641 votes for, 0 votes against and 0 abstentions of the total of 1,212,641 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 83,9520% of the total voting rights, **the approval** of the **date of 22.09.2021**. as the date of crediting the financial instrument accounts opened in the Central Depository system of the preferential rights, respectively the **Payment date**, in accordance with art.173 paragraph 9 and art.178 paragraph 4 of ASF Regulation no.5/2018.

▪ **DECISION NO. 6**

With 1,212,641 votes for, 0 votes against and 0 abstentions of the total of 1,212,641 votes cast, with the affirmative vote of the shareholders representing 100% of the votes cast and 83,9520% of the total voting rights, **the approval of the empowerment**, with the possibility of substitution, of Mr. Cosmin Malureanu, Sole Administrator, to carry out all formalities and procedures in order to carry out the resolution of the EGMS and to sign all necessary documents in relations with the Trade Register Office, the Official Monitor, the Financial Supervisory Authority, the Bucharest Stock Exchange and any other institutions, including the hiring of a specialized company to draw up the prospectuses of the issues in accordance with this resolution and to obtain the ASF approvals or any other approvals, acts or contracts required by law in order to carry out this resolution. Him, in turn, may delegate these tasks to one or more persons it deems appropriate, including lawyers.

The present report was issued today, **28.08.2021**, in Bucharest, in 2 (two) original copies.

Sole Administrator,
ASCENDIA S.A.
MĂLUREANU COSMIN

