

ASCENDIA S.A.
J40/6604/2007, CUI RO21482859
Inc. Address : Eufrosin Poteca St. No.40, 1st floor, Sect. 2, Bucharest



Correspondence: Dacia St. No.99, 4th floor, Sect. 2, Bucharest
www.ascendia.ro ; office@ascendia.ro

To: **Bucharest Stock Exchange**

Financial Supervisory Authority

ASC 5034/28.04.2022

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 27.04.2022

Current report according to	BVB Regulations for AeRO , Law 24/2017, ASF Regulations 5/2018, UE Regulations no. 596/2014
Report date	28.04.2022
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 Reg. at the Registry of Commerce	J40/6604/30.03.2007
Subscribed and paid-up share capital	167.454,30 RON for 1.674.543 shares with face value of 0,1 RON
The regulated market on which it is traded	Bucharest Stock Exchange – ATS, AeRO - Premium
LEI Code	315700DLITW8APMVF93

Important event to report: OGMS and EGMS decisions of 27.04.2022

On 27.04.2022, 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 Dacia St. No.99, 4th floor, Sect. 2, 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 1243 of 25 March 2022 and in the "Bursa" newspaper No. 57 of 25 March 2022;
- The documents related to OGMS and EGMS published on the company's website on 25 March 2022;
- 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 446.397 votes for, 0 votes against and 0 abstentions of the total of 446.397 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast(*) and 26.6578 % of the total voting rights, the **approval of the financial statements** for the financial year 2021, 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 446.397 votes for, 0 votes against and 0 abstentions of the total of 446.397 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast(*) and 26.6578 % of the total voting rights, the **discharge of the Administrator for any liability** for his administration during the 2021 financial year.

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

▪ DECISION NO. 3

With 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % of the total voting rights, the **approval of the revenues and expenditure budget** for 2022.

▪ DECISION NO. 4

With 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % of the total voting rights, the **approval of the distribution of the profit for the financial year 2021 for the constitution of reserves.**

▪ DECISION NO. 5

With 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % of the total

voting rights, **the approval** of the Registration Date as **24.05.2022**, 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 23.05.2022**.

▪ **DECISION NO. 6**

With 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % 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 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % of the total voting rights, **the approval of the increase of the share capital** of the Company by the amount of 1,004,725.80 lei representing 10,047,258 new shares with a nominal value of 0.1 lei/share, through the partial use of share premiums for the benefit of shareholders registered in the Shareholders' Register kept by the Central Depository on the record date set by the EGMS. Following this increase the number of shares will increase from 1,674,543 to 11,721,801 shares and the share capital from 167,454.30 to 1,172,180.10 lei. The distribution of the newly issued shares will be in the proportion of **6 free shares for each 1 share held at the registration date**.

▪ **DECISION NO. 2**

With 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % of the total voting rights, **the approval of the amendment of Articles 6.1 and 6.2** of the Articles of Incorporation, to reflect the change in share capital proposed under item 1 on the agenda, as follows:

- *Art. 6.1. The share capital subscribed by the shareholders consists of cash contribution and is in the total amount of 1,172,180.10 lei, fully paid in by the shareholders.*
- *Art. 6.2. At the date of the updating of the current Articles of Incorporation, the share capital is divided into 11,721,801 registered, ordinary and dematerialised shares, with a nominal value of 0.1 lei each, fully subscribed by the shareholders.*

▪ **DECISION NO. 3**

With 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % of the total voting rights, **the approval of the deletion of Article 6.6 of the Articles of Incorporation**, in view of the continuous changes in the shareholding structure through transactions on the Bucharest Stock

Exchange, so that the shareholding structure **corresponds strictly** to the Synthetic Consolidated Structure of holders of financial instruments (Shares), as provided by the Central Depository

▪ **DECISION NO. 4**

With 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % of the total voting rights, **the approval of the Registration Date** representing the date that serves to identify the shareholders on whom the resolutions of the EGSM are passed, the Ex-date and the Payment Date, as follows: Ex-date 20.06.2022, Registrations Date 21.06.2022, and Payment Date 22.06.2022.

▪ **DECISION NO. 5**

With 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % of the total voting rights, **the approval of the empowerment of the legal representative** of the company, in the event that the capital increase operations are not registered till the Registration Date, to decide as appropriate the manner of implementing the operations related to the capital increase, including any technical solution agreed with the regulatory authorities.

▪ **DECISION NO. 6**

With 1.354.477 votes for, 0 votes against and 0 abstentions of the total of 1.354.477 votes cast, with the affirmative vote of the shareholders representing 100 % of the votes cast and 80.8863 % of the total voting rights, **the approval of the empowerment**, with the possibility of substitution, 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 modification towards the Articles of Incorporation and the formalities for their publication and registration with the Trade Registry or any other public institution.

The present report was issued today, **28.04.2022**, in Bucharest, in 2 (two) original copies.

Sole Administrator,
ASCENDIA S.A.
MĂLUREANU COSMIN

