

# Current Report

No. 22/23.03.2023

To: Financial Supervisory Authority  
Bucharest Stock Exchange

**Current report in compliance with the stipulations of article no. 139 from the Law no. 24/2017 regarding Issuers of financial instruments and market operations and with the stipulations of the art. 234 from the Regulation no. 5/2018 issued by the Financial Supervisory Authority regarding Issuers of financial instruments and market operations**

Date of report: **March 23, 2023**

Name of issuer: **Alro S.A.**

Headquarters: **Slatina, 116 Pitesti Street, Olt County**

Telephone/ fax number: **+40 249 431 901 / +40 249 437 500**

Sole registration number at the Trade Register Office: **RO 1515374**

Trade Register Number: **J28/8/1991**

The European Unique Identifier (EUID): **ROONRCJ28/8/1991**

Legal Entity Identifier (LEI): **5493008G6W6SORM2JG98**

Subscribed and paid-in share capital: **356,889,567.5 RON**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange – Premium Category (market symbol: ALR)**

We hereby inform all persons who may be interested in the summoning of the Ordinary and Extraordinary General Shareholders' Meetings of Alro S.A., as follows:

- I.** Further to its Resolution no. 1677 dated March 23, 2023, the Board of Directors of Alro S.A. (hereinafter referred to as the "Company"), with registered office in Slatina, 116 Pitesti Street, Olt County, Romania, registered with the Trade Registry under no. J28/8/1991, Sole Registration Code RO1515374, on the basis of art. 117 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, hereby convenes the Ordinary and Extraordinary General Meetings of Shareholders registered in the Shareholders' Registry at the end of the day of **April 13, 2023**, considered reference date, for the date of **April 25, 2023**, starting with **09:00 AM** and respectively starting with **11:00 AM** at the registered office of the Company in Slatina, 116 Pitesti Street, Olt County, Romania.

Should, on the above-mentioned date, the attendance quorum provided by the Articles of Incorporation of the Company be not met, according to art. 118 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, the second Ordinary and Extraordinary General Meetings of the Shareholders is convened and set for the date of **April 26, 2023**, starting with **09:00 AM** and respectively starting with **11:00 AM** at the Company's registered office in Slatina, 116 Pitesti Street, Olt County, Romania.

- II.** The agenda of the Ordinary General Meeting of the Shareholders is the following:

1. Approval of the consolidated and separate financial statements for the year ended 31 December 2022 prepared in accordance with the Ministry of Public Finance Order no. 2844/2016 with subsequent changes, which is in accordance with the International Financial Reporting Standards (IFRS), as adopted by the European Union, based on the Annual Report of the Directors for the year 2022 and on the Independent Auditor's Report for the year 2022.
2. Approval of the directors' discharge from liability for year 2022.

3. Approval to distribute the net profit for year 2022.
4. Approval of the Annual Report of the Directors for year 2022.
5. Approval of the Remuneration Report for year 2022.
6. Approval of the consolidated Annual report for the year 2022 in the form of ESEF, prepared in accordance with the requirements of the Commission Delegated Regulation (EU) 2018/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format ("ESEF Regulation") and of FSA Regulation no. 7 from 19 March 2021 with regard of the obligation for issuers whose securities are admitted to trading on a regulated market of annual financial statements in a single electronic reporting format.
7. Approval of the Income and Expenditures Budget for year 2023.
8. Approval of the Investments Plan for year 2023.
9. Approval of the Activity Program for 2023.
10. Approval of the Remuneration Policy.
11. Approval of the remuneration of the Board of Directors members for 2023.
12. Approval of the general limit of all the remunerations granted to the Board of Directors members with special functions and to the managers, for 2023.
13. Approval of the remuneration of the Board of Directors members with special functions for the year 2023.
14. Appointment of the members of the Board of Directors applying the cumulative vote method.
15. Approval to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders' resolutions.
16. Approval of the date of **May 26, 2023** as registration date, for the opposability of all the decisions made by the Ordinary General Meeting of the Shareholder, in accordance with the provisions of art. 87 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations.
17. Approval of the date of **May 25, 2023** as *ex date* in accordance with the provisions of art. 187 point 11 of Regulation no. 5/2018 regarding the issuers of the financial instruments and market operations issued by the Financial Supervisory Authority.

### III. The agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. Approval of the amendment of the art. 2 from the Articles of Incorporation, as follows:  
"The company ALRO S.A. is a Romanian legal person incorporated as a joint stock company, is an open-type company and it develops its activity in accordance with the provisions of the present Articles of Incorporation and of the Romanian law".
2. Approval of the amendment of the art. 15 paragraph (1) from the Articles of Incorporation of the Company, as follows:  
"(1) The Company's activity shall be conducted in a one-tier system by a Board of Directors consisting of 11 (eleven) members, natural or legal persons, elected by the Ordinary General Meeting of Shareholders, amongst which a chairman and a vice-chairman."
3. Approval of the amendment of the art. 15 paragraph (5) from the Articles of Incorporation of the Company following to the appointment of the members of the Board of Directors, as follows:  
"(5) The structure of the Board of Directors is the following:  
• ♦♦♦ (*the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders and appointed President by the Board of Directors*)-president;

- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders and appointed Vice-President by the Board of Directors)-vice-President;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- ♦♦♦ (the Company's Articles of Incorporation shall be filled in with the personal data of the member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders)-member;
- 4. Appointment of one member of the Audit Committee, following to the expiration of the mandate of Mr. Vasile Iuga.
- 5. Approval to empower the president of the Board of Directors for signing the Articles of Incorporation of the Company modified according to the resolution of the Extraordinary General Meeting of Shareholders and to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders' resolutions.
- 6. Approval of the date of **May 26, 2023** as registration date, for the opposability of all the decisions made by the Extraordinary General Meeting of the Shareholder, in accordance with the provisions of art. 87 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations.
- 7. Approval of the date of **May 25, 2023** as *ex date* in accordance with the provisions of art. 187 point 11 of Regulation no. 5/2018 regarding the issuers of the financial instruments and market operations issued by the Financial Supervisory Authority.

- IV. One or more shareholders, holding, individually or together, at least 5% from the share capital of the Company, has/have the right:
- (a) to include new items on the agenda of the General Meetings of the Shareholders (each new item shall be submitted together with an explanation or a draft resolution in order to be adopted in the General Meetings) and
  - (b) to submit draft resolutions for items included or to be included on the agenda of the two General Meetings of the Shareholders,
- within 15 days from the date this summons has been published, i.e. not later than **April 10, 2023**.
- The shareholders rights mentioned at points (a) and (b) shall be exercised only in writing.
- V. The shareholders are entitled to ask questions related to items on the agenda of the above mentioned general meetings; the answers to be published on the Company's Internet website page [www.alro.ro](http://www.alro.ro).
- The questions shall be submitted or sent at the registered office of the Company in such way to be registered at the Registration Office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, not later than **April 18, 2023, hours 3:00 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS FROM APRIL 25/26, 2023"**.
- VI. The registered shareholders at the reference date shall exercise the right to participate and vote in the Ordinary and Extraordinary General Meetings of the Shareholders personally, via correspondence or through a representative with special/general proxy. The general proxy will be awarded by the shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 20 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations, or to an attorney-at-law.
- VII. In case the shareholders appoint representatives for participation and voting in the Ordinary and Extraordinary General Meetings of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.
- VIII. The bulletin forms for vote via correspondence and the special proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings of the Shareholders are made available at the registered office of the Company, as well as on the website of the Company [www.alro.ro](http://www.alro.ro).
- IX. Correspondence vote forms filled in by the shareholders either in Romanian or English shall be submitted or sent in original, through certified mail, to the Registration Office of the Company, or shall be sent by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature, republished, to [cstoian@alro.ro](mailto:cstoian@alro.ro) - with a read receipt request, together with the copy of the identity document for shareholders - natural person or with the copy of the identity document of the legal representative of the shareholder - legal person, signatory of the Correspondence vote form, in such way to be registered at the Registration Office of the Company /received at the e-mail address [cstoian@alro.ro](mailto:cstoian@alro.ro), as follows:
- not later than **April 23, 2023, hours 7:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 25/26, 2023"**; In case of

correspondence voting forms for secret vote, the correspondence voting forms shall be enclosed in a distinct envelope on which it shall be mentioned: "**SECRET VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 25/26, 2023**";

- not later than **April 23, 2023, hours 9:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: "**VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 25/26, 2023**".

**In case of the correspondence vote forms sent with incorporated extended electronic signature, Alro makes available to the senders the phone number +40 (0)249 431 901, interior 1291 for verification of the receiving of the e-mail containing the vote expressed.**

**X.** The correspondence vote forms which shall not have been received in the form and within the term provided for under art. IX of this Summons shall not be taken into account when the presence and the voting quorum are established and when the votes are counted in the Ordinary and Extraordinary General Meetings of the Shareholders.

**XI.** The proxies for shareholders' representation in the General Meetings, filled in by the shareholders either in Romanian or in a widely used language in the international financial area, together with the copy of the identity document of the appointed representative, shall be submitted or sent in copy, containing the remark of true copy of the original under the representative's signature, through certified mail, to the Registration Office of the Company or shall be sent by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature, republished, to [cstoian@alro.ro](mailto:cstoian@alro.ro) - with a read receipt request, in such way to be registered at the registry of the Company//received at the e-mail address [cstoian@alro.ro](mailto:cstoian@alro.ro) as follows:

- not later than **April 23, 2023, hours 7:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 25/26, 2023**";
- not later than **April 23, 2023, hours 9:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: "**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM APRIL 25/26, 2023**".

**In case of the proxies sent with incorporated extended electronic, Alro makes available to the senders the phone number +40 (0)249 431 901, interior 1291 for verification of the receiving of the e-mail containing the vote expressed.**

**XII.** Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Ordinary and Extraordinary General Meetings of the Shareholders convened for **April 25/26, 2023** personally, via correspondence or through a representative with proxy.

**XIII.** The nominations for the member of the audit committee position may be deposited until **April 18, 2023** and will include at least information regarding name, hometown and professional skills of the persons nominated for the director position. The nominations for the member of the audit committee position will be posted at the Company's website starting from the date of their registration at the Company. The Company will draft the list containing the name, hometown and professional skills of the persons nominated for the member of the audit committee position and

will make it available for the shareholders, at the Company's registered office or on its website and can be consulted or amended by the shareholders.

- XIV.** The documents and information related to the items of the agenda of the Ordinary and Extraordinary General Meetings of the Shareholders, as well as the draft decisions related to the items on the agenda of the two General Meetings, the Correspondence vote forms and the proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings by Alro's shareholders are made available for the shareholders at the registered office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, and are posted on the website of the Company [www.alro.ro](http://www.alro.ro) starting from the date of **March 24, 2023, starting with hours 23:00**.

Any additional information may be obtained at phone no. 0249-434.302.

Marian-Daniel Nastase  
Chairman of the Board of Directors



Gheorghe Dobra, Ph.D.  
General Manager

