

Current Report

No. 69/26.11.2024

To: **Financial Supervisory Authority
Bucharest Stock Exchange**

Current report prepared in compliance with ASF Regulation no. 5/2018 article 234 (1) par. e, with subsequent amendments and additions, and with the stipulation of Law no. 24/2017 article no.139 pertaining to Issuers of Financial Instruments and Market Operations, republished.

Date of report: **November 26, 2024**

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

Headquarters: **Slatina, 116 Pitesti Street, Ilt 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**)

As of the date of November 26, 2024, the Alro S.A. Extraordinary General Meeting of Shareholders took place.

It was attended by the following shareholders:

- Vimetco PLC Cyprus, holding shares representing 54.1898 % from the share capital, has voted by correspondence;
- Paval Holding SRL Bacau, holding shares representing 23.2117 % from the share capital, has voted by correspondence;
- Fondul de Pensii Administrat Privat NN/NN Pensii S.A.F. P.A.P. S.A., Bucharest, holding shares representing 4.4131 % from the share capital, has voted by correspondence;
- Fondul de Pensii Administrat privat AZT Viitorul Tau, holding shares representing 3.0929 % from the share capital, has voted by correspondence;
- Fondul de Pensii Administrat Privat BRD, Bucharest, holding shares representing 0.4203 % from the share capital, has voted by correspondence;
- Fondul de Pensii Facultative NN Optim/NN Asigurari de Viata S.A. Bucharest, holding shares representing 0.2872 % from the share capital, has voted by correspondence;
- Fondul de Pensii Facultative NN Activ/NN Asigurari de Viata S.A. Bucharest, holding shares representing 0.2122 % from the share capital, has voted by correspondence;
- Fondul de Pensii Facultative AZT Vivace, holding shares representing 0.0514 % from the share capital, has voted by correspondence;
- Fondul de Pensii Facultative BRD Medio, Bucharest, holding shares representing 0.0238 % from the share capital, has voted by correspondence;
- Fondul de Pensii Facultative AZT Moderato, holding shares representing 0.0008 % from the share capital, has voted by correspondence;
- Năstase Marian Daniel, holding shares representing 0.0420 % from the share capital;



- Stoian Constantin, holding shares representing less than 0.0001 % from the share capital;
- Popescu Constantin, holding shares representing less than 0.0001 % from the share capital.

The shareholders attending the Extraordinary General Meeting hold shares amounting to 85.94 % from the share capital.

The following decisions have been made:

1. By a number of 613,458,506 total votes, accounting for 613,458,506 shares, respectively 85.94 % of the total share capital, out of which 613,458,506 votes in favour accounting for 100 % of the share capital represented for in the meeting, all the cast votes being valid, it is hereby approved the entering by the Company into a new credit facility agreement ("Credit Facility Agreement") with a value up to USD 40,000,000 from Black Sea Trade and Development Bank (the "Bank") for the purpose of financing, respectively refinancing of the expenses with investments agreed with the Bank, as well as the approval of the conclusion by the Company of any other documents, agreements, addendums related to the transaction or necessary for the transaction to be finalized.
2. By a number of 613,458,506 total votes, accounting for 613,458,506 shares, respectively 85.94 % of the total share capital, out of which 613,458,506 votes in favour accounting for 100 % of the share capital represented for in the meeting, all the cast votes being valid, it is hereby approved the conclusion of the following guarantee agreements related to the Credit Facility Agreements: (A) an immovable mortgage agreement on the key immovable assets of the Company (which are also mortgaged under (a) the immovable mortgage agreements concluded with a syndicate of banks that includes, among others, Banca Transilvania S.A., Unicredit Bank S.A., Banca Comerciala Romana S.A., Exim Banca Romaneasca S.A., CEC Bank S.A., Alpha Bank Romania S.A. and OTP Bank Romania S.A., ("Syndicate of banks") dated 14 December 2015, 16 November 2017, 11 January 2019 and 10 November 2023 and (b) the immovable mortgage agreement concluded with Black Sea Trade and Development Bank dated 1 st July 2021 as subsequent changed, formed of plots of land, buildings, structures, constructions representing improvements of the plots of land, any other immovable properties and all the annexes, utilities, devices, assets and equipments that are immovable by destination and movable assets accessory to immovable property, as agreed with the creditors and the granting of the mortgages thereunder, ("Immovable Mortgage Agreement") and (B) a movable mortgage agreement on some movable assets held by the Company (which are also mortgaged under (a) the movable mortgage agreements concluded with the Syndicate of banks dated 14 December 2015, 16 November 2017, 11 January 2019 and 10 November 2023 as well as (b) the movable mortgage agreement concluded with Black Sea Trade and Development Bank dated 1st July 2021 as subsequent changed) such as (i) current and future bank accounts



opened by the Company, as well as all the amounts of money in their credit or by which such bank accounts are credited at a certain moment, as agreed with the creditors, with the exception agreed with them; (ii) all current and future fixed assets of the Company, with an individual value higher than USD 10,000; (iii) the Company's current and future stocks of raw materials and products; (iv) all current and future receivable rights of the Company, except for the receivables which are subject to factoring agreements and (v) the rights and receivables from the insurance policies concluded in relation with the Company's goods that are object of the guarantees created and the granting of the mortgages thereunder, ("Movable Mortgage Agreement") (the Immovable Mortgage Agreement and the Movable Mortgage Agreement shall be jointly referred to herein as the "Mortgage Agreements"). The Mortgage Agreements shall secure the fulfillment by the Company of the all current and future obligations resulting from or in relation to the Facility Credit Agreement.

3. By a number of 613,458,506 total votes, accounting for 613,458,506 shares, respectively 85.94 % of the total share capital, out of which 613,458,506 votes in favour accounting for 100 % of the share capital represented for in the meeting, all the cast votes being valid, it is hereby approved the authorization of the Company's Board of Directors: (a) to approve the final forms of, and to conclude the Credit Facility Agreement and the Mortgage Agreements as well as all and any other documents, agreements, addendums related to the transactions or necessary for the transaction to be finalized; (b) to empower the General Manager and the Financial Manager to sign, together, such documents in the name and on behalf of the Company.
4. By a number of 613,458,506 total votes, accounting for 613,458,506 shares, respectively 85.94 % of the total share capital, out of which 613,458,506 votes in favour accounting for 100 % of the share capital represented for in the meeting, all the cast votes being valid, it is hereby approved to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders' resolutions.
5. By a number of 613,458,506 total votes, accounting for 613,458,506 shares, respectively 85.94 % of the total share capital, out of which 613,458,506 votes in favour accounting for 100 % of the share capital represented for in the meeting, all the cast votes being valid, it is hereby approved the date of **20 December 2024** 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.
6. By a number of 613,458,506 total votes, accounting for 613,458,506 shares, respectively 85.94 % of the total share capital, out of which 613,458,506 votes in favour accounting for 100 % of the share capital represented for in the meeting, all the cast votes being valid, it is hereby approved the date of **19 December 2024** 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.

**President of the Board of
Director
Marian Daniel Năstase**



**General Manager
Marin Cilianu**

