

CONVENING NOTICE
FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PROMATERIS S.A.

The Board of Directors of PROMATERIS S.A., a joint-stock company, established and operating according to the Romanian laws, headquartered in Buftea, Șos. București – Târgoviște Nr. 1, Ilfov County, registered with the Trade Register Office under No J23/835/2018, having Sole Registration Code RO108 („the **Company**”), met in a legally established meeting on 10.05.2022,

pursuant to the provisions of Law No. 31/1990 on Companies, republished, as amended and supplemented, (the "**Companies Law**"), of Law No. 24/2017 on issuers of financial instruments and market operations (the "**Law No. 24/2017**"), of ASF Regulation No 5/2018 on issuers of financial instruments and market operations (the "**Regulation No. 5/2018**") and of the Articles of Incorporation of the Company in force on the date of this resolution (the "**Articles of Incorporation**"),

CONVENES

The Extraordinary General Meeting of Shareholders (the "Extraordinary General Meeting") on 14.06.2022, 10.00 a.m., at the headquarters of the Company from Buftea, Șos. București – Târgoviște Nr. 1, Ilfov County, Romania, for all shareholders listed in the Shareholder Register of the Company, held by Depozitarul Central S.A. Bucharest at the end of 02.06.2022, considered a Reference Date for the Extraordinary General Meeting. If on the date mentioned above the conditions of validity/attendance quorum provided by Law No. 31/1990 and by the Articles of Incorporation are not met, a second Extraordinary General Meeting will be convened and established pursuant to Article 118 of the Companies Law, for 15.06.2022, at 10.00 a.m., in the same place and with the same agenda and Reference Date.

**THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS IS THE FOLLOWING:**

1. Approval of conclusion between the Company, as borrower, and ING BANK N.V. AMSTERDAM (hereinafter referred to as the "Bank") of a loan agreement, worth RON 30,000,000 (thirty million), in order to finance the Company's investments (hereinafter referred to as the "Loan Agreement"), with the following characteristics:
 - i. Loan maturity: 48 months from the date of signing the Loan Agreement;
 - ii. Contractual guarantees:
 - a) Real estate mortgage agreement on the land located in the commune of Belciugatele, Călărași County, identified with cadastral number 665/1-933/2;
 - b) pledge agreement on all the bank accounts in RON and/or foreign currency opened by the Company with the Bank and on all liquid assets in these accounts;
 - c) pledge agreement on the equipment to be financed under the Loan Agreement, as well as the assignment, in favor of the Bank, of the insurance allowances owed based on the insurance policies for the equipment mortgaged in favor of the Bank.

2. Approval for the Company, in its capacity as mortgage debtor, and the Bank, in its capacity as mortgage lender, to negotiate, sign, conclude, fulfill, complete, perform, communicate and submit, for the purpose of the guarantee by the Company of the Loan repayment, the following collateral arrangements:
 - 2.1 Real estate mortgage agreement on the land located in the commune of Belciugatele, Călărași County, identified with cadastral number 665/1-933/2, in favor of the Bank (hereinafter referred to as the „**Real estate mortgage agreement**”);”);
 - 2.2 Pledge agreement in order to establish in favor of the Bank of a pledge on the current accounts of the Company opened with the Bank and on all liquid assets in such accounts (hereinafter referred to as the „**Account Pledge Agreement**”);”);
 - 2.3 pledge agreement in order to establish in favor of the Bank of a pledge on the equipment to be financed under the Loan Agreement, as well as the assignment, in favor of the Bank, of the insurance allowances owed based on the insurance policies for the equipment mortgaged in favor of the Bank (hereinafter referred to as the “**Equipment Pledge Agreement**”).
3. Approval for the Company to negotiate, sign, conclude, fulfill, complete, perform, communicate and submit any other related documents, waivers or formalities that are covered in any other way by the documents approved under items 1 and 2 above, or which result from negotiations with the Bank, confidentiality agreements, notifications, as well as any other documents or confirmations to be issued by the Company based on or in accordance with the documents approved under items 1 and 2 above, as well as the fulfillment of any and all formalities that are necessary, useful, recommendable and indicated to make the documents approved under items 1 and 2 above to be valid, binding, by their registration with the competent authorities in Romania, including, but not limited to the performance of the relevant registration formalities with the National Bank of Romania, tax authorities, the Electronic Archive for Security Interests in Movable Property, each of the documents referred to in items 1-3 of this resolution individually being referred to as “the **Document**” and collectively as the “**Documents**”.”.
4. Approval to empower Mr. Tudor Alexandru Georgescu, Chief Executive Officer of the Company, in the name and on behalf of the Company, with full rights and authority, to represent in relation to the Bank and any other public or private authorities, for negotiation, signing, performance, conclusion, transmission, collection, receipt of the Documents, of any addenda thereto and any related documents in connection with the Documents and any addenda thereto, and fulfill any and all the necessary, useful or recommendable actions in order to validly conclude the Documents and ensure their enforceability, and the right to represent the Company, with the right of sub-delegation, before any public or private entity, including, without limitation, the Trade Register Office, the Official Journal, the Archive for Security Interests in Movable Property, notaries, banks etc., as well as to fulfill any necessary measures in order to fulfill the decisions adopted by the shareholders under this resolution of the Extraordinary General Meeting of Shareholders.

5. Approval of the ratification of:

5.1 Loan agreements, addenda thereto and collaterals established in relation to such loan agreements, concluded by Mr. Tudor Alexandru Georgescu, CEO of the Company, in the name and on behalf of the Company, during 2021 and until the date of this resolution, pursuant to the rights and powers granted to him according to the provisions of the Resolution of the Extraordinary General Meeting of Shareholders no. 4 dated 04.02.2021 and the Resolution of the Extraordinary General Meeting of Shareholders item 16 dated 14.09.2021, as follows:

- i. Loan Agreement no. VICT-2021-10-TL, dated 22.02.2021, concluded with UNICREDIT BANK S.A., in the amount of RON 7,000,000, and the related collateral, consisting of Pledge agreement on the future equipment and bank accounts;
- ii. Loan Agreement no. VICT-2021-37-IL, dated 29.04.2021, concluded with UNICREDIT BANK S.A., in the amount of RON 4,100,000, and the related collateral, consisting of Pledge agreement on the future equipment and bank accounts;
- iii. Loan Agreement no. VICT-2021-38-BRIDGE, dated 29.04.2021, concluded with UNICREDIT BANK S.A., in the amount of RON 3,200,000, and the related collateral, consisting of Pledge agreement on the future equipment and bank accounts;
- iv. Loan Agreement no. VICT/152198_CSC, dated 20.12.2021, concluded with UNICREDIT BANK S.A., in the amount of RON 4,500,000, and the related collateral, consisting of Pledge agreement on the equipment, bank accounts, cash receivables arising from the agreements with BIODECK S.A.;
- v. Loan Agreement no. VICT/118169/CSC, dated 08.10.2021, concluded with UNICREDIT BANK S.A., in the amount of RON 5,000,000, and the related collateral, consisting of Pledge agreement on the future equipment and bank accounts;
- vi. Addendum dated 17.12.2021 to the Loan Agreement no. VICT/118169/CSC concluded with UNICREDIT BANK S.A., for the increase with the amount of RON 4,919,412.61, to a value of RON 9,919,412.61, and the related collateral, consisting of Pledge agreement on the future equipment and bank accounts;
- vii. Loan agreement no. 15925/03, dated 18.03.2021, concluded with ING BANK N.V. AMSTERDAM S.A., in the amount of RON 3,700,000, and the related collateral, consisting of Account and Receivables Pledge Agreement (except those in relation to BIODECK S.A.);
- viii. Loan agreement no. 15925/04, dated 18.03.2021, concluded with ING BANK N.V. AMSTERDAM S.A., in the amount of RON 2,000,000, and the related collateral, consisting of Account and Receivables Pledge Agreement;
- ix. Addendum no. 3, dated 19.03.2021, to the Loan Agreement no. 15925/02, concluded with ING BANK N.V. AMSTERDAM S.A., for the modification of performance indicators;
- x. Addendum no. 7, dated 19.03.2021, to the Loan Agreement no. 15925/01, concluded with ING BANK N.V. AMSTERDAM S.A., for the modification of collaterals;
- xi. Addendum no. 9, dated 19.03.2021, to the Loan Agreement no. 15925, concluded with ING BANK N.V. AMSTERDAM S.A., for the modification of collaterals and performance indicators;

- xii. Loan agreement no. 15925/03, dated 29.03.2022, concluded with ING BANK N.V. AMSTERDAM S.A., in the amount of RON 3,700,000, and the related collateral, consisting of Pledge Agreement on accounts, receivables (except those in relation to BIODECK S.A.) and the equipment to be purchased;
 - xiii. Addendum no. 10, dated 12.04.2022, to the Loan Agreement no. 15925, concluded with ING BANK N.V. AMSTERDAM S.A., for the increase with the amount of RON 9,000,000, to a value of RON 18,000,000, and the related collateral, consisting of Account Pledge Agreement;
- hereinafter collectively referred to as the „**Ratified Agreements**”; and

5.2 All and any documents, formalities, measures, additional documents made by Mr. Tudor Alexandru Georgescu, as Chief Executive Officer of the Company, in relation to the Ratified Agreements.

- 6. Approval to empower Mr. Tudor Alexandru Georgescu, Chief Executive Officer of the Company, to represent the Company, in order to contract loans whose total value will not exceed the amount of EUR 20 million, equivalent in RON, in order to finance the Company for activities of the type, but without limitation to: co-financing of projects from reimbursable or non-reimbursable, national, European or international funds, state aids etc., the development of company's investment projects, the necessary working capital, as well as, as appropriate, the acquisition, divestment, swap or establishment as collateral of Company's assets for this purpose, with the approval of the Board of Directors for each separate operation, the Chief Executive Officer having the following rights:
 - (i) validly engage the Company in any discussion, negotiation, contracts, documents, actions and, to this end, to fulfill any and all the necessary, useful or recommendable actions, attributions, responsibilities, according to the applicable legal provisions,
 - (ii) sign, amend, modify, submit, withdraw, for and on behalf of the Company, any and all the documents, inquiries, forms, applications, requests, files, letters, confirmations,
 - (iii) pay any amount, as necessary, useful or recommendable, and
 - (iv) represent the Company before any public or private entity, including but without limitation to ministries, management authorities, implementation bodies, notaries public, banks, as deemed necessary, useful or recommendable for fulfilling the mandate granted hereunder, his signature as Chief Executive Officer of the Company being fully and unconditionally binding for the Company.
- 7. Approval of the date of 30.06.2022 as the Record Date according to art. 86 para. (1) of Law no. 24/2017, for identifying shareholders upon which the resolutions of this Extraordinary General Meeting of Shareholders will take effect, and the date of 29.06.2022 as the Ex-Date. Since it is not proposed to adopt a decision that involves making payments to shareholders, shareholders do not decide on the payment date.
- 8. Approving the empowerment of the Chief Executive Officer of the Company, Mr. TUDOR ALEXANDRU GEORGESCU, to sign the Resolution of this Extraordinary General Meeting of Shareholders and to make all the legal formalities for the registration, advertising, enforceability and implementation of the decisions adopted under this Resolution of the Extraordinary General Meeting of Shareholders, to file, to take over documents and to sign for this purpose on behalf of the Company, in relation to the Trade Register, ASF, BVB, the Central Depository as well as any other public or private entities.

GENERAL INFORMATION ON THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Only the shareholders listed in the Shareholder Register at the reference date, **2.06.2022**, may participate in the Extraordinary General Meeting personally, through legal representative or by proxy based on special or general power of attorney, or may vote through a Ballot in writing or electronically.

The verification and centralization of the votes by correspondence and through special or general power of attorney is performed by a technical committee designated by the Board of Directors, formed by persons that will keep them safe and will ensure the confidentiality of the votes until the moment of voting the resolutions listed in the agenda.

I. Documents necessary for participating in the EGMS

The documents necessary for participation in the EGMS by individual shareholders are: - Identity document (ID for Romanian citizens or, if applicable, passport for foreign citizens); - special power of attorney and the identity document of the representative (if the shareholder is represented by another person) - in which the specific voting instructions must be mentioned. The documents necessary for participation in the EGMS by legal person shareholders are: - official document attesting to his capacity as legal representative together with his identity card (e.g.: excerpt/confirmation of company details, issued by the Trade Register or other proof issued by a competent authority, issued with maximum 3 months before the date of publishing the convening notice for the general meeting); - in addition to the previously mentioned document (attesting the capacity of the legal representative of the person signing the power of attorney), the representative will also present the special power of attorney signed by the legal representative of the legal person in question in case the person representing the legal person shareholder is not actually the legal representative. The individual designated as representative of a legal person shareholder will be identified based on the identity document.

The documents attesting the capacity of legal representative, drawn up in a foreign language will be accompanied by a translation made by an authorized translator in Romanian.

II. Participation in EGMS by proxy

Shareholders may participate in EGMS personally or by proxy under the conditions provided in Article 92 para. (12) and (13) of Law No 24/2017. Representation of shareholders can be carried out by other persons than the shareholders, based on a special or general power of attorney, according to Article 92, para. (12) and (13) of Law No. 24/2017. Special powers of attorney will be used according to the conditions established in Law No. 24/2017 and in ASF Regulation No. 5/2018, and their template will be made available on the website of the Company www.promateris.ro or at the headquarters of the Company in the locality of Buftea, Buftea town, sos. Bucuresti Targoviste Nr. 1, Ilfov county, starting with the date of publication in the Official Journal of the Convening Notice, every working day between 10.00 and 16.00.

The special power of attorney will be sent either:

- 1. in original**, to the headquarter of the Company in the locality of Buftea, Buftea town, sos. Bucuresti Targoviste Nr. 1, Ilfov, so as to be received by the Company no later than 12.06.2022, 10:00 a.m., in a master envelope, with the following information: "FOR THE EXTRAORDINARY GENERAL MEETING OF PROMATERIS S.A. SHAREHOLDERS OF 14/15.06.2022"

- 2. by e-mail, with advanced electronic signature incorporated** according to Law No. 455/2001 on electronic signatures, to shares@promateris.ro in order for the documents to be received by the company **48 hours** before the date of the first gathering of the EGMS, no later than on 12.06.2022, 10:00, under the penalty of losing the right to vote in that particular gathering.

The special power of attorney will be accompanied by the following documents:

- a) for individual shareholders** - copy of the identity document of the shareholder, allowing the latter's identification in the list of shareholders of PROMATERIS SA on the reference date, issued by Depozitarul Central S.A. and a copy of the identity document of the representative (identity bulletin or identity card for Romanian citizens or passport for foreign citizens).
- b) for legal entity shareholders:**
- i. confirmation of company details, in original or in certified true copy, issued by the Trade Register, or any other document, in original or in certified true copy, issued by a competent authority of the state in which the shareholder is legally registered, in order to prove the existence of the legal entity and the name/capacity of legal representative, and the document must be issued a maximum of 3 months prior to the date of publishing of the convening notice for the general meeting, and allowing their identification in the list of shareholders of PROMATERIS SA on the reference date issued by Depozitarul Central S.A.
 - ii. the capacity of legal representative is assessed based on the list of shareholders of PROMATERIS SA on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform in due time Depozitarul Central regarding its legal representative or if this information is not mentioned in the list of shareholders of PROMATERIS SA on the reference date received from Depozitarul Central, then, the confirmation of company details/similar documents mentioned above must prove the capacity of the legal representative of the shareholder;
 - iii. copy of the identity document of the representative (attorney-in-fact) (identity bulletin or identity card for Romanian citizens or passport for foreign citizens).
- c)** documents presented in a foreign language (except the identity documents valid on Romania's territory, with Latin characters) will be accompanied by a certified translation in Romanian.

The special power of attorney form for the EGMS:

- a)** will be made available to shareholders by the Company starting with the date of publication in the Official Journal of the relevant Convening Notice, at the same location and under the same conditions as the informative materials;
- b)** will be updated by the Company, if new items are added on the agenda of the EGMS and will be published on the website of the Company, in the updated form;
- c)** will contain the following elements, as a rule:
- i. name of the shareholder and the mention of the shareholding reported to the total number of securities of the same class and to the total number of voting rights;

- ii. name of the representative (i.e. the one who is granted the special power of attorney);
- iii. date, time and place of the gathering of the General Meeting of Shareholders;
- iv. date of the special power of attorney; the special powers of attorney bearing a later date have as result the revocation of the previously dated powers of attorney; and
- v. clear mention of each issue submitted to the shareholders' vote, with the possibility to vote as follows: "for", "against" or "abstention".

d) will be filled in by each shareholder in three copies: one for the shareholder, one for the representative and one for the Company. The representative of the shareholder being required to have on him/her the original power of attorney on the date of the EGMS.

In general, a shareholder can empower a single representative to represent it in the EGMS. However, the power of attorney may nominate one or more alternate representatives, in order to ensure representation in the general meeting, in case the main representative mentioned above is incapable of fulfilling his/her mandate. If the power of attorney designates several alternate representatives, the order in which these shall exercise their mandate shall be mentioned.

The special power of attorney is valid only for the EGMS for which it was requested (the only exception being its validity for the second convening of the same General Meeting, in case the Meeting is not gathered legally and statutorily at the first convening).

A person acting as representative may represent more than one shareholder, the number of shareholders thus represented not being limited. If a representative holds different powers of attorney granted by several shareholders, he/she has the right to vote for a shareholder differently than the vote for another shareholder. The person representing several shareholders based on special powers of attorneys expresses the vote of the represented persons by totaling the number of votes "for", "against" and "abstention" without compensating them. The votes thus expressed are validated based on the third copy of the powers of attorney.

Representation of shareholders in the general meeting by other persons can also be done based on a general power of attorney, by means of an intermediary (defined according to Article 2, para. (1), § 20 of Law No. 24/2017) or lawyer who has received the mandate of representation under the legal conditions applicable and the EGMS procedures of PROMATERIS S.A. The general power of attorney is granted by the shareholder for the entire shareholding on the reference date and shall be submitted to the company in copy, containing the mention of certified true copy under the signature of the representative.

The proxy may not be substituted by another person. If the proxy is a legal person, it may exercise its mandate through any person being part of the administration or management body or its employees.

General powers of attorney shall be sent to the company as follows:

- 1. in original**, to the headquarter of the Company in the locality of Buftea, Buftea town, sos. Bucuresti Targoviste Nr. 1, Ilfov, so as to be received by the Company no later than 12.06.2022, 10:00 a.m., in a master envelope, with the following information: "FOR THE EXTRAORDINARY GENERAL MEETING OF PROMATERIS S.A. SHAREHOLDERS OF 14/15.06.2022",
- 2. by e-mail, with advanced electronic signature incorporated** according to Law No. 455/2001 on electronic signatures, to shares@promateris.ro in order for the documents to be received by the company **48 hours** before the date of the first gathering of the EGMS, no later than on 12.06.2022, 10:00, under the penalty of losing the right to vote in that particular gathering.

Documents accompanying the general power of attorney:

- a)** proof that the attorney-in-fact is either an intermediary (according to the provisions of Article 2 para. (1) § 20 of Law No 24/2017) or a lawyer, and the shareholder is their client.
- b) for individual shareholders** - copy of the identity document of the shareholder which allows the latter's identification in the list of shareholders of PROMATERIS S.A. issued by Depozitarul Central S.A., and a copy of the identity document of the representative (identity bulletin or identity card for Romanian citizens or passport for foreign citizens).
- c) for legal entity shareholders:**
 - i. confirmation of company details, in original or in certified true copy, issued by the Trade Register, or any other document, in original or in certified true copy, issued by a competent authority of the state in which the shareholder is legally registered, in order to prove the existence of the legal entity and the name/capacity of legal representative, and the document must be issued a maximum of 3 months prior to the date of publishing of the convening notice for the general meeting, and allowing their identification in the list of shareholders of PROMATERIS SA on the reference date issued by Depozitarul Central S.A.;
 - ii. the capacity of legal representative is assessed based on the list of shareholders of PROMATERIS SA on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform in due time Depozitarul Central regarding its legal representative or if this information is not mentioned in the list of shareholders of PROMATERIS SA on the reference date received from Depozitarul Central, then, the confirmation of company details/similar documents mentioned above must prove the capacity of legal representative of the shareholder;
 - iii. copy of the identity document of the representative (attorney-in-fact) (identity bulletin or identity card for Romanian citizens or passport for foreign citizens).
- d)** Documents presented in a foreign language (except the identity documents valid on Romania's territory, with Latin characters) will be accompanied by translation in Romanian.

Documents concerning the shareholder, described above, will no longer be necessary if the general power of attorney is signed by that shareholder and the attorney-in-fact (intermediary/lawyer) issues a statement confirming that:

- a)** the shareholder is the client of the attorney-in-fact;
- b)** the general power of attorney is signed by that shareholder (including by enclosing an advanced electronic signature, where appropriate).

The statement described above must be submitted in original to the Company (at the same time as the general power of attorney form and at the same contact details indicated in the convening notice) signed and stamped (where appropriate) by the intermediary/lawyer (without carrying out other formalities regarding its form).

Shareholders may not be represented in the EGMS based on a general power of attorney by a person in a situation of conflict of interests, according to the provisions of Article 92 para. (15) of Law No. 24/2017.

The general power of attorney form will be made available to shareholders by the Company starting with the date of publication in the Official Journal of the relevant Convening Notice, at the same location and under the same conditions as the informative materials.

General/special powers of attorney with a subsequent date (registered until the deadline of **12.06.2022**, 10:00 a.m.) result in the revocation of the previously dated powers of attorney. Shareholders who voted by means of special powers of attorney or ballots may change their initial voting option, the last vote expressed and registered until the deadline of **12.06.2022**, 10:00 a.m. being the considered valid. If the shareholder that expressed its vote by correspondence participates personally or through a representative in the general meeting, the vote expressed by correspondence is annulled, only the vote expressed personally or through a representative being taken into account. If the person participating in the General Meeting is other than the one expressing the vote by correspondence, for the validity of his/her vote, he/she will present in the General Meeting a written revocation of the vote by correspondence, signed by the shareholder or the representative that has expressed the vote by correspondence. The direct participation of the shareholder in the general meeting personally or through a legal representative eliminates any other voting options previously submitted.

If a shareholder is represented by a credit institution that provides custody services, it may vote in the general meeting of shareholders based on the voting instructions received by electronic communication means, the shareholder not being required to issue a special or general power of attorney. The custodian votes in the general meeting of shareholders exclusively in accordance and within the limit of instructions received from its clients with the capacity of shareholders on the reference date.

III. Vote by correspondence

Shareholders registered on the Reference Date have the possibility to vote by correspondence, before the general meeting, using the correspondence voting form made available on the website of the company, in the Investor Relation section.

In case of vote by correspondence, the voting form, filled in and signed, may be submitted as follows:

- 1. in original**, to the headquarters of the Company in the locality of Buftea, Buftea town, sos. Bucuresti Targoviste Nr. 1, Ilfov, so as to be received by the Company no later than 12.06.2022, 10:00 a.m., in a master envelope, with the following information: "FOR THE EXTRAORDINARY GENERAL MEETING OF PROMATERIS S.A. SHAREHOLDERS OF 14/15.06.2022".
- 2. by e-mail, with advanced electronic signature incorporated** according to Law No. 455/2001 on electronic signatures, to shares@promateris.ro in order to be received by the Company **48 hours** before the date of the first convening of the EGMS, so no later than on 12.06.2022, 10:00, under the penalty of losing the right to vote in that particular meeting".

Documents accompanying the ballots:

- a) for individual shareholders** - copy of the identity document, allowing their identification in the list of shareholders of PROMATERIS SA on the reference date issued by Depozitarul Central S.A. (identity bulletin or card for Romanian citizens or passport for foreign citizens and, as the case may be, copy of the identity document of the legal representative (in case of individuals lacking legal capacity or with restricted legal capacity) (Identity bulletin or card for Romanian citizens or passport for foreign citizens), together with the proof of capacity of the legal representative.

b) for legal entity shareholders:

- i. confirmation of company details, in original or in certified true copy, issued by the Trade Register, or any other document, in original or in certified true copy, issued by a competent authority of the state in which the shareholder is legally registered, in order to prove the existence of the legal entity and the name/capacity of legal representative, and the document must be issued a maximum of 3 months prior to the date of publishing of the convening notice for the general meeting, and allowing their identification in the list of shareholders of PROMATERIS SA on the reference date issued by Depozitarul Central S.A.
 - ii. The capacity of legal representative is assessed based on the list of shareholders of PROMATERIS SA on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform in due time Depozitarul Central regarding its legal representative or if this information is not mentioned in the list of shareholders of PROMATERIS SA on the reference date received from Depozitarul Central, then, the confirmation of company details/similar documents mentioned above must prove the capacity of the legal representative of the shareholder;
- c)** the documents presented in a foreign language (except the identity documents valid on Romania's territory, with Latin characters) will be accompanied by a translation in Romanian.

If the shareholder expressing its vote by correspondence participates personally or through representative (provided that the special/general power of attorney was sent complying with the conditions above to the general meeting), the vote by correspondence expressed for that general meeting is annulled. In this case, only the vote expressed in person or by means of a representative will be taken into account.

If the person representing the shareholder by personal participation in the general meeting is other than the one expressing the vote by correspondence, for the validity of his/her vote, he/she will present in the General Meeting a written revocation of the vote by correspondence, signed by the shareholder or the representative who expressed the vote by correspondence. If the shareholder or its legal representative is present in the general meeting, this is no longer necessary.

The form of the ballot for vote by correspondence:

- a)** will be made available to shareholders by the Company starting with the date of publication in the Official Journal of the Convening Notice at the same location and under the same conditions as the informative materials and special powers of attorney;
- b)** will be updated by the Company if new items are added on the agenda of the EGMS and will be published on the website of the Company, in updated form;
- c)** According to the personal option, on the ballot one of the boxes related to voting FOR, AGAINST or ABSTENTION will be marked with an "X". The votes related to each resolution put to the vote will be annulled for procedural flaws, regarding the ballots, in the following situations:
 - (a) are illegible;
 - (b) contain contradictory or confusing options; or
 - (c) are expressed conditionally.

The votes annulled for procedural flaws are taken into account for establishing the quorum, but are not taken into account when the item of the agenda to which it refers is put to the vote.

IV. The shareholders' right to introduce new items on the agenda of the EGMS and to make proposals of resolutions for the existing items or those proposed to be included on the agenda

The shareholders can exercise their rights provided under Article 92, para. (3) of Law no. 24/2017 on the exercise of certain rights of shareholders, until the Reference Date, more precisely: one or several shareholders representing individually or together at least 5% of the share capital have the right:

- to introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or by a draft resolution proposed for approval by the general meeting;
- to present draft resolutions concerning the items included or proposed to be included on the agenda of the general meetings.

These requests must cumulatively fulfill the following conditions: • proof of shareholder status under the conditions previously stated for individuals and/or representatives of legal entities; be addressed to the Board of Directors of the Company and sent in writing, within the statutory period, i.e. by 27.05.2022, either (i) in hard copy, at the Company's headquarters, (in person or by means of courier services, with acknowledgment of receipt) or (ii) by e-mail, with incorporated advanced electronic signature, according to Law No. 455/2001, at the address shares@promateris.ro. Both methods of transmission must contain the clear written mention, written in capital letters "PROPOSAL OF NEW ITEMS ON THE AGENDA - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 14/15.06.2022". The documents supporting the proposals to introduce new items on the agenda and the draft resolution for the respective items, as well as the supplemented convening notice, will be made available to the shareholders at the headquarters of the Company, as well as on the website of the Company, at the address shares@promateris.com, and the supplemented convening will be published in the Official Journal and in a widely circulated newspaper, according to the legal provisions.

V. Questions on the agenda/activity of the Company

Each shareholder has the right to address the Board of Directors questions in writing, before the date of the EGMS, concerning the items on the agenda, according to Article 198 of ASF Regulation No. 5/2018. The answer is considered given if the requested information is published on the Company's website. Questions will be submitted either (i) in hard copy, to the headquarters of the Company or (ii) by e-mail, with incorporated advanced electronic signature, according to Law No. 455/2001, at the address shares@promateris.com so that the questions are received before **12.06.2022**, 10:00 a.m. (Romania's time). Both modes of transmission must contain the mention written clearly and in capital letters: "QUESTIONS REGARDING THE AGENDA - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 14/15.06.2022" Any shareholder is guaranteed the free exercise of its rights according to the applicable legal provisions and the Articles of Incorporation of the Company.

VI. Informative materials on the agenda

Starting with the date of publication in the Official Journal of the convening notice, the forms for the special and general powers of attorney, correspondence voting form, information documents and materials concerning the issues included on the agenda of the EGMS, draft resolutions, as well as any other information regarding the EGMS may be obtained from the headquarters of PROMATERIS S.A. between 10:00-16:00, and they are also available on the website of the Company: www.promateris.com.

PROMATERIS S.A.

By: CIRCULAR SOLUTIONS S.R.L.

Chairman of the Board of Directors,

Through: Matei Dimitriu