Strada Coralilor 20c, 013326, București, România
tel.: +4021 404 28 00; fax: +4021 319 66 56
cod fiscal: RO1552801; nr. reg. J40/4072/1991
e-mail: office@prospectiuni.com
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CONVENING NOTICE

OF THE ORDINARY AND THE EXTRAORDINARY MEETING OF SHAREHOLDERS OF PROSPECTIUNI SA.

The Board of Administration of PROSPECȚIUNI S.A., a company established and operating in accordance with Romanian legislation, headquartered in Bucharest, Coralilor Street, no. 20C, District 1, J40/4072/1991, C.U.I. 1552801, phone: 021/404.28.00, fax: 021/319.66.56 (Company), in the meeting of 25.03.2024

According to 31/1990 Law, 24/2017 Law, ASF Regulations no. 5/2018 and to the Company's Articles of Constitutive.

CONVENES

The Ordinary and the Extraordinary General Meeting of Shareholders, at the company headquarters in Bucharest, Coralilor Street, no. 20C, District 1, on 29.04.2024, 10:00 a.m. for the Ordinary General Meeting and on 29.04.2024, 11:00 a.m. for the Extraordinary General Meeting.

ORDINARY GENERAL MEETING OF SHAREHOLDERS will have the following agenda:

1. Discussion and approval of the annual financial statements (balance sheet, profit and loss account, explanatory notes) for the financial year of 2023, accompanied by the financial auditor's report on the financial statements drawn up by PROSPECȚIUNI S.A. on 31.12.2023 and the Administrators' Report for the financial year 2023**.**
2. Approval of the distribution of the net profit recorded on 31.12.2023, in the total amount of 30,743,711 lei, as follows:
- the amount of 1,760,830 lei is constituted as a legal reserve, according to art. 183 of Law 31/1990;
- the difference of 28,982,881 lei is allocated to investments, as well as to the partial coverage of the carried forward loss.
3. Approval of the discharge of liability of administrators for the financial year 2023.
4. Presentation and approval of the budget and the investment plan for 2024.
5. Approval of the date of 28.05.2024 as registration date of OGMS's Decision to identify shareholders who are affected by the OGMS's Decision, according to the art. 87 of the 24/2017 Law, and the date of 27.05.2024 as ex-date according to art.2 of the ASF Regulations no. 5/2018.
6. Approval of the power of attorney of Mr. Petrișor Nicolae, Chairman of the Board, to fulfill any act or formalities required by law for the registration of the OGMS decision. Approval the right of the Chairman of the Board to delegate all or part of the powers above to any competent person to carry out this mandate.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS will have the following agenda:

1. Approval of the establishment of a subsidiary of the company in the United Arab Emirates.
2. Amending the company's articles of incorporation as follows:
- Article 12, Powers of the General Meeting of Shareholders, letter h, is amended, which will have the following content: "approve the establishment or dissolution of secondary offices: branches, agencies, representatives or other such units without legal personality."
- Article 16, Organization of the Board of Directors, is amended, the current paragraph "The Board of Directors meets at the headquarters of the company, whenever necessary, but at least once a month, at the call of the president or one third of its members" to have the following content: "The board of directors meets at the company headquarters, whenever necessary, but at least once every 3 months, at the call of the president or a third of its members. Participation in the meetings of the Council can also take place through means of remote communication, telephone or computer, so that it is possible to identify the members".

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PROSPECTIUNI™

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- Article 17, point A, letter m, is amended, which will have the following content: "approve the participation in the establishment of new legal entities, as well as the association with other natural and legal entities in the country or abroad."

3. Approval of the date of 28.05.2024 as registration date of OGMS's Decision to identify shareholders who are affected by the OGMS's Decision, according to the art. 87 of the 24/2017 Law, and the date of 27.05.2024 as ex-date according to art.2 of the ASF Regulations no. 5/2018.

4. Approval of the power of attorney of Mr. Petrișor Nicolae, Chairman of the Board, to fulfill any act or formalities required by law for the registration of the OGMS decision. Approval the right of the Chairman of the Board to delegate all or part of the powers above to any competent person to carry out this mandate

If the quorum is not legally met, the Ordinary General Meeting of Shareholders of Prospectiuni S.A. will take place on **28.04.2023** in the same place, at the same time, with the same agenda and the same reference date.

The share capital of Prospecțiuni S.A. is composed of 718 048 725 nominal shares, dematerialized, with a nominal value of 0,1 lei, each share granting a voting right within the General Shareholders' Meeting. The "abstention" position adopted by a shareholder regarding the items on the agenda of the General Meeting of Shareholders does not represent a vote.

If the quorum is not legally met, the Ordinary and the Extraordinary General Meeting of Shareholders of Prospectiuni S.A. will take place on 30.04.2024 in the same place, at the same time, with the same agenda and the same reference date

Will participate the shareholders registered in the register of shareholders at **18.04.2024,** as ***the reference date***.

One or more shareholders representing individually or together, at least 5% of the shares has/have the right to introduce new items on the agenda of the Ordinary and the Extraordinary General Meeting of Shareholders provided that each item is accompanied by a justification or a draft of resolution proposed to be adopted by the General Meeting of Shareholders, and also has/have the right to submit drafts of resolutions for items included or proposed to be included on the agenda.

Proposals for the introduction of new items on the agenda of the Ordinary and the Extraordinary General Meeting of Shareholders, together with copies of the identity documents (identity card for individuals, or certificate of registration for legal persons) of shareholders may be submitted to the company's headquarters Bucharest, Coralilor Street, no. 20C, District 1, or by e-mail at office@prospectiuni.com, with extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, untill 11.04.2024, in a sealed envelope, *marked clearly, written in capital letters*: FOR ORDINARY/EXTRAORDINARY GENERAL MEETING DATED **29/30.04.2024**.

The agenda supplemented with the proposed items will be republished with the fulfillment of the requirements provided by law for the convening of the General Meeting of Shareholeders.

Each shareholder may submit written questions regarding items on the agenda of the Ordinary and the Extraordinary General Meeting of Shareholders, accompanied by a copy of valid identification document (identity card for individuals, or certificate of registration for legal persons) to Company headquarters in Bucharest, Coralilor Street, no. 20C, District 1, until **22.04.2024**, in a sealed envelope, *marked clearly, written in capital letters*: FOR ORDINARY/EXTRAORDINARY GENERAL MEETING DATED **29/30.04.2024,** or by e-mail at office@prospectiuni.com**.**

The access of shareholders registered in the shareholders register at the reference date, in the location in which the general meeting of shareholders, is permitted by the simple proof of their identity, made in the case of individual shareholders with the identity document, or in case of legal persons and of shareholders individuals represented, based on a power of attorney granted for the general meeting, to the individuals they represent.

The special powers of attorney may be obtained from the company's headquarters, from the company's website, or by e-mail as of **27.03.2024**. General power of attorney may be granted by the issuing shareholder, under 24/2017 Law, articles 105 (10) -105 (13) or to a lawyer.

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Individual shareholders who can not attend the general meeting, as the corporate shareholders will submit until **27.04.2024**, 10 am for OGM and 11 am for EGM, at the company's headquarters, or by e-mail at office@prospectiuni.com, with extended electronic signature incorporated according to Law no. 455/2001, the special or general powers of attorney empowering other persons to represent them.

Shareholders registered on the register of shareholders of Reference Date issued by the Central Depository S.A. have the opportunity to vote by mail before the General Meeting of Shareholders, using ballot form to vote by correspondence ('ballot'). The ballot can be obtained from the Company's Registry Office, from the company's website and by e-mail, beginning with the date of 27.03.2024.

If voting by correspondence, the ballots, filled out and signed, may be sent or delivered by hand to/at the Company's Registry by any form of courier with confirmation of receipt, in a sealed envelope, *marked clearly and written in capital letters*: FOR ORDINARY/EXTRAORDINARY GENERAL MEETING DATED 29/30.04.2024, or by e-mail at office@prospectiuni.com, with extended electronic signature incorporated according to Law no. 455/2001, in order to be registered as received at the Registry of the Company no later than the date 27.04.2024.

Ballots not received at the Registry of the Company until the above mentioned date and time will not be counted to determine the quorum and the majority at the Ordinary/Extraordinary General Meeting of Shareholders.

Under penalty of not considering the votes cast by correspondence, otherwise, voting forms by correspondence must be accompanied by the documents required to identify the shareholders, as follows:
For individual shareholders:
- identity card or of valid passport copy;
- a specimen of signature legalized/certified by a notary public or a body with powers of legalization/certification of signature, or can proceed directly to the legalization/certification signature affixed on the vote form by correspondence;
- if applicable, a copy of the identity card or valid passport and specimen of signature that meets the conditions above for the legal representative of individual shareholder, and copy of the official document certifying the quality of legal representative (can be any document showing the lack of ability to exercise of the individual shareholder and/or the reason why was designated for him a legal representative).

In the case of shareholders - legal persons:
- copy of identity card or of the valid passport for the legal representative of the shareholder – legal person;
- a specimen of signature for the legal representative of shareholder, legalized/certified by a notary or other body with jurisdiction to legalize/certify the signature or can proceed directly to the legalization/certification of signature affixed on the vote form by correspondence;
  - copy of the registration certificate or of an equivalent document;
  - copy of the official document certifying the quality of legal representative of the natural person signing the vote form by correspondence on behalf of the shareholder - legal entity (can be a certificate issued by the Trade Register or by any other similar body).

The documents, information materials and draft decisions in relation to the Ordinary General Meeting of Shareholders, can be obtained starting on 27.03.2024, weekdays, at the company's headquarters, from the company's website, as well as by e-mail.

To ensure good conditions for the development of the Ordinary General Meeting of Shareholders, we request kindly that the shareholders announce in due time their intention to attend the meeting at the phone number 021/404.28.00/int. 110 or by fax number 021/319.66.56, no later than on **26.04.2024**. The additional information can be also obtained from the Legal/Investors Relations Office at the above phone number).

CHAIRMAN OF THE BOARD
Nicolae Petrisor