

To

No.3447/23.03.2022

- **Financial Supervisory Authority**
- **Bucharest Stock Exchange**

CURRENT REPORT

According to the FSA Regulation no. 5/2018 and Law 24/2017 regarding the issuers of financial instruments and market operations

Report date: 23.03.2022

Name of issuing entity: CEMACON S.A.

Registered office: Cluj-Napoca, Calea Turzii, nr. 178K, etaj 1, Cluj county

e-mail: office@cemacon.ro

Sole registration code with the Trade Register Office: RO 677858

Serial number with the Trade Register: J12/2466/2012

Subscribed and paid capital: 50.565.353,30 lei

Regulated market on which the securities issued are traded: Bucharest Stock Exchange – Standard category.

Important event to report: On 23.03.2022, the Board of Directors of CEMACON S.A, decided to summon the Extraordinary General Meeting of the Shareholders(EGMS) on 28.04.2022, 11:00 am, at the office situated in Cluj-Napoca, Calea Turzii, nr. 178K, etaj 1, Cluj county, for all the shareholders registered with the Shareholder Register managed by Depozitarul Central S.A., at the end of 15.04.2022, established as the reference day, as follows:

The Extraordinary General Meeting of Shareholders will have the following items on the agenda:

1. Approval of the increase of the share capital of the company Cemacon SA, in two stages, with the amount of 42,980,550.3 lei, from the current level of the share capital of 50,565,353.3 lei, to the maximum level of 93,545,903.6 lei by issuing a number of 429,805,503 own shares, in order to finance the development of the company and to provide sources for accessing European financing programs.

1.1. The increase of the share capital is made in cash, in two stages, by issuing a number of 429,805,503 new shares, each with a nominal value of 0.1 lei / share, and the issue premium of 0.0500 lei, as follows:

a) In Stage I: the right of preference is granted to the existing shareholders, in proportion to the participation shares held by them on the established registration date. During the subscription period, the shareholders can make subscriptions at a price of 0.1500 lei representing 0.1 lei / share, the nominal value

to which is added the issue premium of 0.0500 lei. A number of 1.1764 preference rights is required to subscribe for a newly issued share.

b) In Stage II: the shares that are not subscribed or paid in full by the shareholders until the expiration of the term for exercising the pre-emptive right, may be subscribed by the holders of pre-emptive rights who have subscribed in Stage I of the increase operation. capital, pro-rata, relative to the number of shares held at the date of registration. The subscription price in Stage II is 0.1500 lei / share, representing 0.1 lei / share, the nominal value plus the issue premium of 0.0500 lei.

c) The period in which shares may be subscribed within the exercise of the right of preference in Stage I will be 31 days from the date of approval of the prospectus by the A.S.F. The subscription term in Stage II is 3 calendar days.

d) If, as a result of the exercise of the preferential rights, the mathematical calculation results in fractions of shares, the number of shares due to the respective shareholder will be rounded down to the lower natural number, lower

e) Preference rights will not be tradable

1.2. The increase of the share capital is made within the limits of the amounts actually subscribed and paid into the company's account, the new shares issued and remaining unsubscribed at the end of Stage II will be canceled.

1.3. The subscription operation will be carried out on the basis of a prospectus approved by the FSA. The subscription operation from Stage II will be carried out in compliance with the provisions of Law no. 24/2017 and of the FSA Regulation no. 5/2018.

1.4. Empowerment of the Board of Directors to establish the price for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results, according to the provisions of 91 par. (5) of Law no. 24/2017 and, respectively, art. 176 of the FSA Regulation no. 5/2018, a price that cannot be lower than the highest value between the market value and the nominal value of the respective financial instrument

2. In case of approval of point 1, the power of attorney, the board of directors according to the provisions of art. 114 para. (1) of Law no. 31/1990 to approve the effective increase of the share capital according to the subscriptions and payments made within the two stages of increase of the share capital.

3. In the case of the approval of point 1, the approval of the amendment of art. 3.1 of the articles of association in relation to the number of shares subscribed and paid, respectively by the payments made following the increase of the share capital

and

4. In case of the approval of point 1, the empowerment of the Board of Directors for the adoption of measures in order to fulfill all the formalities necessary for the increase of the share capital in accordance with the legal provisions in force.

5. Approval of the mandate of the Board of Directors to conclude legal acts in the name and on behalf of the company, by which to engage loans from banking or leasing companies, to acquire assets and assets for the company or to alienate its assets or assets, to rent , to exchange or constitute as collateral goods in the company's patrimony, whose value exceeds 20% of the book value of the company's assets at the date of concluding the legal act.
6. Approval of the completion of the secondary object of activity of the company CEMACON S.A., respectively the completion of Art. 2.1, with the following CAEN code: -3511 - Production of electricity.
7. Approval of the elimination of art. 7.3 of the Articles of Association of CEMACON SA and the renumbering of art. next.
8. Approval of the date of 21.07.2022 as the registration date for the identification of the shareholders affected by the EGMS decisions adopted.
9. Approval of the date of 20.07.2022 as exdate;
10. Approval of the date of 22.07.2022, as the date of payment, for the payment of the equivalent value of the fractions of shares resulting from the procedure of the increase of the share capital.
11. Authorization of the Chairman of the Board of Directors, Mr. Daniel Sologon, to sign on behalf of the shareholders all decisions to be adopted by the EGMS and to complete all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of sub-mandate to third parties . Within the mandate granted, Mr. Sologon Daniel and any of his sub-representatives will be able, without being limited to them, to fulfill all the necessary formalities for the signing in the name and on behalf of the shareholders of the EGMS Decisions, and the updated articles of association. to carry out any necessary steps and formalities for the implementation and registration of decisions adopted by shareholders before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, the Trade Register Office and any other authorities and natural or legal persons involved.
12. Authorization of Mr. Pușcaș Bogdan, legal advisor of the Company, for the fulfillment of all the formalities of registration and registration at the Trade Register Office of the mentions corresponding to the decisions adopted by the Extraordinary General Meeting of the Company.

Given the epidemiological situation in Romania, the fact that the state of the pandemic was not declared closed, the company CEMACON S.A. recommends to its shareholders as far as possible:

- *to access the information materials for the OGMS, in electronic format, available on the company's website, rather than in physical format at the company's secretariat;*
- *to vote by mail, by using the Ballot by mail;*
- *use, as a means of communication, the e-mail with an extended electronic signature embedded, rather than sent by post or courier to the company secretariat, when submitting proposals for the addition of*

new items to the OGMS agenda , (ii) draft decisions, (iii) written questions before the OGMS, (iv) proxies for representation in the OGMS, or (v) ballot papers for voting by mail.

MENTIONS REGARDING THE EGMS MEETING

Only shareholders registered in the register of shareholders on the reference date, 15.04.2022, may participate in the General Meeting, in person, through legal representatives or through a representative on the basis of special power of attorney or general power of attorney, or may vote by written or electronic ballot.

The verification and centralization of the votes by correspondence and by special or general proxies is carried out by a technical commission appointed by the Board of Directors, composed of persons who will keep safe and ensure the confidentiality of the votes until the time of voting on the resolutions .

I. Documents required for participation in the EGMS

The documents necessary for the participation of natural persons shareholders in the EGMS are: - identity card (identity card or identity card for Romanian citizens or, as the case may be, 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 specific voting instructions must be mentioned. The documents necessary for the participation of legal persons shareholders in the EGMS are: - official document attesting this quality of legal representative together with the identity document (eg: extract / certificate issued by the Trade Register or other proof issued by a competent authority, which will be issued no later than 3 months before the date of publication of the convening notice of the general meeting); - in addition to the previously mentioned document (attesting the quality of 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 respective legal entity if the legal representative is not the legal representative. The natural person appointed as a representative of a shareholder will be identified on the basis of the identity document.

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

II. Participation through a representative at the EGMS

The shareholders may participate in the EGMS personally or through a representative, under the conditions provided by art. 105 para. (12) and (13) of Law no. 24/2017. The representation of the shareholders may be made by persons other than the shareholders, on the basis of a special or general power of attorney, according to art. 105 para. (12) and (13) of Law no. 24/2017. The special proxies will be used under the conditions established by Law no. 24/2017 and the FSA Regulation no. 5/2018, and their model can be obtained from the Company's website www.cemacon.ro or from the Company's headquarters in Cluj-Napoca, Calea Turzii, no. 178 K, 1st floor, Cluj County.

The special power of attorney will be sent, either:

(i) in original, at the headquarters of the Company from Cluj-Napoca, Calea Turzii, no. 178K, 1st floor, Cluj County, so that it will be received by the Company until the latest on 26.04.2022, at 11:00 with the

mention on the envelope "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS from 28 / 29.04.2022", either

(ii) by e-mail, with extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the address office@cemacon.ro, so that it will be received by CEMACON SA, 48 hours before the date of the first EGMS convocation, so at the latest on 04/26/2022, 11 o'clock under the sanction of losing the exercise of the voting right in the respective assembly.

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

a) for natural shareholders - a copy of the shareholder's identity document, which allows his identification in the list of shareholders of CEMACON SA, at the reference date, issued by Depozitarul Central S.A. and a copy of the identity card of the representative (BI or CI for Romanian citizens, or passport for foreign citizens)

b) for shareholders of legal entities

i. the original or certified copy of the certificate issued by the Trade Register or any other original or certified copy issued by a competent authority of the State in which the shareholder is lawfully registered for the purpose of proving its existence legal person and the name / capacity of legal representative, with a maximum of 3 months related to the date of publication of the convening notice of the general meeting, and allowing their identification in the list of CEMACON SA shareholders at the reference date issued by Depozitarul Central SA

ii. the quality of legal representative is established based on the list of CEMACON SA shareholders from the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or this information is not mentioned in the list of CEMACON SA shareholders from the reference date received from the Central Depository, then the finding certificate / similar documents mentioned above must prove the legal representative of the shareholder

iii. copy of the identity card of the representative (agent) (BI or CI for Romanian citizens, or passport, for foreign citizens)

c) the documents presented in a foreign language (except the identity documents valid on the Romanian territory, with Latin characters) will be accompanied by the authorized translation in Romanian or English, except for the documents attesting the quality of legal representative drawn up in one language. foreign, other than English, which will be accompanied by a translation by an authorized translator into Romanian or English.

Special power of attorney form:

a) it will be made available to the shareholders by the Company starting with 28.03.2022 at the same coordinates and under the same conditions as the informative materials;

b) will be updated by the Company if new items are added to the EGMS agenda and will be published on the Company's website, in an updated form;

c) will be completed by the shareholder in three copies: one for the shareholder, one for the representative and one for the Company. The shareholder's representative being obliged to have the original power of attorney at the EGMS date.

In general, a shareholder may authorize a single representative to represent him in the EGMS. However, the power of attorney may nominate one or more alternate representatives to ensure its representation in the general assembly if the main representative mentioned above is unable to fulfill his mandate. If

several alternate representatives are appointed by proxy, the order in which they will exercise their mandate will be established.

The representation of the shareholders in the general meeting by other persons can also be done on the basis of a general power of attorney, by an intermediary (defined according to art. 2 paragraph (1) point 19 of Law 24/2017) or a lawyer who received the power of attorney of representation in the applicable legal conditions and procedures of EGMS Cemacon SA. The general power of attorney is granted by the shareholder for the entire holding at the reference date and is submitted to the company in copy, including the mention of compliance with the original under the signature of the representative.

The proxy cannot be replaced by another person. Provided that the authorized person is a legal person, he may exercise his mandate received through any person who is part of the administrative or management body or among its employees.

The general proxies are sent to the company as follows:

- a) in physical format, at the headquarters of the Company from Cluj-Napoca, Calea Turzii, no. 178 K, 1st floor, Cluj County, so that it will be received by the Company no later than 04/26/2022, at 11:00 am with the mention on the envelope "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 04/28/2022", either
- b) by e-mail, with extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the address office@cemacon.ro, so that it will be received by CEMACON SA, 48 hours before the date of the first EGMS convocation, so at the latest on 04/26/2022, 11 o'clock, under the sanction of losing the exercise of the voting right in the respective assembly.

Documents accompanying the general power of attorney:

- a) proof that the agent has the quality either as an intermediary (in accordance with the provisions of art. 2 paragraph 1 point 19 of Law no. 24/2017), or as a lawyer, and the shareholder is their client.
- b) for individual shareholders - a copy of the shareholder's identity document, which allows his identification in the list of CEMACON SA shareholders on the reference date issued by Depozitarul Central S.A. and copy of the identity card of the representative (BI or CI for Romanian citizens, or passport for foreign citizens)
- c) for shareholders of legal entities:
 - i. the certificate of verification, in original or a copy conforming to the original, issued by the Trade Register or any other document, in original or a copy conforming to the original, issued by a competent authority of the State in which the shareholder is legally registered, in order to prove the legal person and the name/quality of legal representative, with a maximum of 3 months related to the date of publication of the convening notice of the general meeting, and allowing their identification in the list of CEMACON SA shareholders on the reference date issued by Depozitarul Central SA;
 - ii. the quality of legal representative is established based on the list of CEMACON SA shareholders from the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or this information is not mentioned in the list of CEMACON SA shareholders from the reference date received from the Central Depository, then the finding certificate / similar documents mentioned above must prove the legal representative of the shareholder;
 - iii. copy of the identity card of the representative (proxy) (BI or CI for Romanian citizens, or passport, for foreign citizens).

d) The documents presented in a foreign language (except the identity documents valid on the Romanian territory, with Latin characters) will be accompanied by the translation into Romanian or English, except for the documents attesting the quality of legal representative drawn up in a foreign language. , other than English, which will be accompanied by a translation by an authorized translator into Romanian or English.

The documents regarding the shareholder described above will not be required if the general power of attorney is signed by the respective shareholder, and the agent (intermediary / lawyer) issues a statement confirming that:

- a) the shareholder is the client of the agent;
- b) the general power of attorney is signed by the respective shareholder (including by attaching an extended electronic signature, if applicable).

The statement described above must be filed in original with Cemacon S.A. (at the same time as the general power of attorney form and at the same coordinates indicated in the summons) signed and stamped (if applicable) by the intermediary / lawyer (without completing other formalities related to its form).

Shareholders may not be represented on the EGMS on the basis of a general power of attorney by a person in a situation of conflict of interest, such as:

- a) is a majority shareholder of the company, or another entity, controlled by the respective shareholder;
- b) is a member of a management, management or supervisory body of the company, of a majority shareholder or of an entity controlled by that shareholder
- c) is an employee or auditor of the company or of a majority shareholder or of an entity controlled by that shareholder
- d) is the husband, relative or brother-in-law up to the fourth degree, including one of the natural persons provided in letter a) - c).

The general power of attorney form will be made available to the shareholders by the Company starting with the date of 28.03.2022 at the same coordinates and under the same conditions as the informative materials.

The general / special proxies bearing a later date (registered until the deadline of 26.04.2022, at 11:00) have the effect of revoking the previously dated proxies. Shareholders who have voted by special proxies or ballots may change their initial voting option, being considered valid the last vote cast and registered until the deadline of 26.04.2022, at 11:00. In case the shareholder who expressed his vote by correspondence participates personally or through a representative at the general meeting, the vote expressed by correspondence is annulled, being taken into account only the vote expressed personally or by representative. If the person participating in the General Meeting is other than the one who cast his vote by mail, for the validity of his vote he will present to the General Meeting a written revocation of the vote by mail signed by the shareholder or the representative who cast the vote by mail. The direct participation of the shareholder in the general meeting personally or through the legal representative removes any other voting options previously submitted.

If a shareholder is represented by a credit institution providing custody services, it may vote at the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special power of attorney or general by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders at the reference date.

III. Voting by mail

Shareholders registered on the Reference Date have the opportunity to vote by mail, before the general meeting, by using the voting form by mail made available on the company's website at www.cemacon.ro. In the case of voting by mail, the voting form, completed and signed, and may be submitted as follows:

1. originally sent to the registered office in Cluj-Napoca, Calea Turzii, no. 178 K, 1st floor, Cluj County, so that it can be registered as being received at the Company's registry until the latest on 26.04.2022 at 11:00 with the mention "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS from 28/29.04.2022".
2. sent by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, until 28.04.2022 at 11:00 at the latest at the e-mail address: office@cemacon.ro inserting the subject "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS from 28 / 29.04.2022".

Documents accompanying the ballots:

a) for individual shareholders - copy of identity document, which allows their identification in the list of shareholders of CEMACON SA at the reference date issued by Depozitarul Central S.A. (BI or CI for Romanian citizens, or passport, for foreign citizens, with and, if applicable, a copy of the identity document of the legal representative (in the case of natural persons without capacity to exercise or with limited capacity to exercise) (BI or CI for Romanian citizens, or passport, for foreign citizens), together with proof of legal status

b) for shareholders legal entities:

i. the original or certified copy of the certificate issued by the Trade Register or any other original or certified copy issued by a competent authority of the State in which the shareholder is lawfully registered for the purpose of proving its existence legal person and the name / capacity of legal representative, with a maximum of 3 months related to the date of publication of the convening notice of the general meeting, and allowing their identification in the list of CEMACON SA shareholders at the reference date issued by Depozitarul Central SA

ii. The quality of legal representative is established based on the list of CEMACON SA shareholders from the reference date, received from Depozitarul Central SA However, if the shareholder did not inform in time the Central Depository about his legal representative or this information is not mentioned in the list of CEMACON SA shareholders from the reference date received from the Central Depository, then the ascertaining certificate / similar documents mentioned above must prove the legal representative of the shareholder.

c) the documents presented in a foreign language (except the identity documents valid on the Romanian territory, with Latin characters) will be accompanied by the translation into Romanian or English, except for the documents attesting the quality of legal representative drawn up in a foreign language , other than English, which will be accompanied by a translation by an authorized translator into Romanian or English. In the event that the shareholder who expressed his vote by correspondence participates personally or through a representative (provided that the special / general power of attorney was transmitted in compliance with the above conditions at the general meeting), the vote by correspondence expressed for that general meeting is canceled. . In this case, only the vote cast in person or through 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 who expressed the vote by mail, then for the validity of the vote or he presents to 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 his legal representative is present at the general meeting, this is no longer necessary.

Voting ballot form by mail:

- a) it will be made available to the shareholders by the Company starting with 28.03.2022 at the same coordinates and under the same conditions as the informative materials and the forms of the special proxies;
- b) will be updated by the Company if new items are added to the EGMS agenda and will be published on the Company's website, in an updated form.

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

Shareholders may exercise their rights provided by art. 105 para. 3 of Law no. 24/2017, until 09.04.2022, respectively: one or more shareholders representing individually or together at least 5% of the share capital have the right:

- to enter items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft decision proposed for approval by the general meeting
- to present draft resolutions for items included or proposed for inclusion on the agenda of the general meeting

These requests must cumulatively meet the following conditions: • proof of shareholder status under the conditions previously stated for individuals and / or representatives of legal entities; • to be addressed to the Board of Directors of the Company and to be sent, in writing, within the legal term, either (i) in physical format, at the Company's headquarters in person or by courier services with confirmation of receipt or (ii) by e-mail with the extended electronic signature incorporated, according to Law no. 455/2001, at the address office@cemacon.ro. Both methods of transmission must contain the mention written clearly and in capital letters "PROPOSAL OF NEW ITEMS ON THE AGENDA - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 / 29.04.2022". The documents justifying the proposals for the introduction of new items on the agenda and the draft decision for them, as well as the completed call, will be available to shareholders, at the Company's headquarters, as well as on the Company's website at www.cemacon.ro, and the completed summons will be published in the Official Gazette of Romania and in a widely circulated newspaper, according to the legal provisions.

V. Questions regarding the agenda / activity of the Company

Each shareholder has the right to ask questions to the Board of Directors in writing, before the date of the general meeting, regarding the items on the agenda, according to art. 198 of Regulation no. 5/2018. The answer is considered given if the requested information is published on the Company's website. The questions will be sent either (i) in physical format, at the Company's headquarters, or (ii) by e-mail with the extended extended electronic signature, according to Law no. 455/2001, at office@cemacon.ro, so that they can be received until 04/26/2022 at 11:00 (Romanian time). Both methods of transmission must contain the written mention in clear and capital letters, "QUESTIONS REGARDING THE AGENDA - FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28 / 29.04.2022." Any shareholder is guaranteed the free exercise of his rights according to the legal provisions. applicable to the Articles of Incorporation of the Company.

VI. Information materials on the agenda

Starting with 28.03.2022, the forms for special proxies and general proxies, the voting form by mail, the documents and informative materials regarding the issues included on the agenda of the EGMS, the draft decisions as well as any other information related to the EGMS can be obtained from the headquarters of CEMACON SA, between 9:00 and 17:00, they are also available on the Company's website: www.cemacon.ro.

According to the applicable legal provisions, the representation of shareholders in the general meeting of shareholders in the case of companies whose shares are admitted to trading may be done by persons other than shareholders, based on a special or general power of attorney, applying and complying with legal provisions.

This call will be completed with the applicable legal provisions.

Chairman of the Board of Directors
Mr. Daniel Sologon