



**PROCEDURE REGARDING THE GENERAL MEETINGS OF SHAREHOLDERS**  
**SAFETECH INNOVATIONS S.A.**

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This procedure (the “**Procedure**”) has been issued by the Board of Directors of SAFETECH INNOVATIONS S.A., a company incorporated and operating in accordance with the laws of Romania, with its registered office in Bucharest, 12–14 Frunzei Street, 1st and 2nd floors, Sector 2, registered with the Trade Register attached to the Bucharest Tribunal under no. J2011003550405, sole registration code (CUI) 28239696 (hereinafter referred to as the “**Company**”). In drafting this Procedure, due consideration has been given to the provisions of Law no. 31/1990 on companies, Law no. 24/2017 on issuers of financial instruments and market operations, as well as to the principles and recommendations set out in the Corporate Governance Code issued by the Bucharest Stock Exchange (BVB), together with the provisions of the Company’s Articles of Incorporation.

## **General Provisions**

- This procedure governing the convening and organization of the General Meetings of Shareholders shall be supplemented accordingly by the applicable legal provisions (the “**Applicable Legislation**”) and by the Company’s Articles of Incorporation, in particular, but without limitation: (i) Law no. 31/1990 on companies (the “**Companies Law**”); (ii) Law no. 24/2017 on issuers of financial instruments and market operations (the “**Issuers Law**”); (iii) Regulation no. 5/2018 on issuers of financial instruments and market operations (the “**Regulation 5/2018**”); and (iv) the Corporate Governance Code issued by the Bucharest Stock Exchange (the “**Corporate Governance Code**”).
- The time limits provided for in this Procedure shall be calculated in years and/or months and/or days and/or hours. Where time limits are calculated in days, they refer to calendar days and shall be calculated by excluding the day on which the time limit begins and the day on which it expires. All time limits expressed in hours provided for herein shall be calculated by excluding the hour in which the time limit begins and the hour in which it expires. Where a deadline expressed in days or months falls on a non-working day, the respective deadline shall be deemed to expire on the immediately following working day.
- This Procedure shall enter into force upon its approval by the Extraordinary General Meeting of Shareholders of the Company and may be amended only by a resolution of the Extraordinary General Meeting of Shareholders of the Company.
- In the event of any inconsistency between this Procedure and the Applicable Legislation or the statutory provisions of the Company, the relevant provisions of the Applicable Legislation or of the Company’s Articles of Incorporation shall prevail.
- Furthermore, should legislative amendments occur that require this Procedure to be updated in order to reflect such legislative changes, the Company’s Board of Directors may update this Procedure accordingly.

## **Definitions**

- “**Articles of Incorporation**” - the Articles of Incorporation of the Company, as in force on the date of exercising certain rights or carrying out certain actions, in accordance with this Procedure;
- “**GMS**” – the General Meeting of Shareholders of the Company;
- “**EGMS**” – the Extraordinary General Meeting of Shareholders of the Company;

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- **“OGMS”** – the Ordinary General Meeting of Shareholders of the Company;
- **“Board of Directors”** or **“BoD”** – the body established in accordance with the Companies Law, having responsibility for the management of the Company, in office on the date of exercising certain rights or carrying out certain actions, as applicable, pursuant to this Procedure;
- **“Record Date”** – the calendar date set by the GMS, serving to identify the shareholders entitled to receive dividends or other rights and upon whom the effects of the GMS resolutions are conferred, calculated in accordance with the Applicable Legislation;
- **“Reference Date”** – the calendar date set by the BoD, serving to identify the shareholders entitled to participate in and vote at the GMS, calculated in accordance with the Applicable Legislation;
- **“Payment Date”** – the calendar date on which the distribution of income related to the securities issued by the Company, consisting of cash or securities, becomes due, calculated in accordance with the Applicable Legislation;
- **“Ex date”** – the date preceding the Record Date by one settlement cycle minus one business day, as of which the Company’s shares subject to the GMS resolutions are traded without the rights deriving from such resolution;
- **“Power of Attorney / Proxy”** – the document granted by a shareholder to a natural or legal person, in accordance with the Issuers Law, for the purpose of exercising, on behalf of that shareholder, some or all of the rights held by such shareholder in the general meeting of one or more companies identified in the power of attorney/proxy;
- **“Central Depository”** – a fundamental institution of the capital market, member of the Bucharest Stock Exchange group, incorporated as a joint-stock company, which ensures the clearing and settlement of transactions in financial instruments, as well as the keeping of registers of issuing companies;
- **“Official Gazette” – the Official Gazette of Romania;**
- **“Trade Registry Office”** or **“TRO”** – the Trade Registry Office

## **1. CONVENING THE GENERAL MEETINGS OF SHAREHOLDERS**

- 1.1.** The Board of Directors convenes the GMS whenever it is necessary to adopt one or more resolutions falling within the competence of the GMS, in accordance with the Articles of Incorporation and the applicable legislation, including as a result of receiving a request from shareholders individually or jointly representing at least 5% of the share capital, provided that such request includes matters falling within the powers of the GMS.
- 1.2.** The Board of Directors convenes the OGMS at least once a year, within no more than four (4) months from the end of the financial year, for the examination and approval of the financial statements for the previous year and for the approval of the activity program and the budget for the current year.

## **2. PROCEDURE FOR CONVENING THE GENERAL MEETING OF SHAREHOLDERS**

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- 2.1.** The Board of Directors adopts the decision to convene the GMS, approving the following:
- (a) the GMS convening notice;
  - (b) the informational materials relating to each item on the agenda of the GMS, with respect to the agenda items proposed by the Board of Directors;
  - (c) the Record Date of the GMS.
  - (d) various procedures in accordance with the Applicable Legislation;
- 2.2.** The convening notice shall be published on the Company's website, in the section "Investors – General Meetings", and shall be sent for publication to the Official Gazette of Romania and to a widely circulated newspaper in Bucharest.
- 2.3.** The date of publication of the convening notice in the Official Gazette must be at least thirty (30) days prior to the date of the GMS.
- 2.4.** The convening notice shall include at least the following information:
- (a) the name and identification details of the Company;
  - (b) the date, starting time and place of the GMS;
  - (c) the proposed agenda, explicitly indicating all matters to be discussed by the GMS;
  - (d) a description of the procedures to be followed by shareholders in order to participate and vote at the general meeting, including procedures relating to:
    - (i) adding items to the agenda of the GMS, provided that each such item is accompanied by a justification or by a draft resolution proposed for adoption by the general meeting;
    - (ii) submitting draft resolutions for items included or proposed to be included on the agenda of the GMS;
    - (iii) asking questions regarding items on the agenda of the GMS;
    - (iv) voting by proxy (representation), as well as the requirement that voting by representation based on a special power of attorney must use the special proxy forms;
    - (v) procedures allowing voting by correspondence or by electronic means;
    - (vi) the manner of obtaining special proxy forms for representation at the GMS, the deadline and place for submitting/receiving proxies, as well as the means by which the Company may accept notification of the appointment of representatives by electronic means; and
    - (vii) procedures allowing voting by correspondence or by electronic means, where applicable.
  - (e) the Record Date and a statement that only persons who are shareholders on that date are entitled to participate and vote in the GMS;



- (f) the address of the Company's website and the place where the full text of the documents and draft resolutions, as well as other information relating to the matters on the agenda of the GMS, may be obtained, together with the date from which such documents will be available and the procedure to be followed in this respect;
- (g) the date of the GMS convened at second call, if the quorum requirements are not met at the first call;
- (h) where applicable, the proposal regarding the details of the corporate events subject to the GMS, including, as the case may be and without limitation: the record date, ex-date, payment date, guaranteed participation date, details regarding distributions, pre-emptive rights, allocation rights, subscription, cancellation, conversion, payment methods, and the period for exercising options.

**2.5.** The following documents and information shall be published on the Company's website, in Romanian and English, in the "Investors" section, and shall remain available on the website until the date of the GMS at first or second call, as applicable, as follows:

- (a) At least thirty (30) days prior to the date of the GMS, the following shall be published:
  - (i) the convening notice;
  - (ii) the total number of shares and voting rights as at the convening date;
  - (iii) the documents to be presented to the GMS for each item on the agenda. These documents shall also be made available to shareholders at the Company's registered office during the above-mentioned period. Upon request, copies of these documents shall be provided to shareholders against payment;
  - (iv) the web link to be used by shareholders for online participation in the GMS;
  - (v) a draft resolution or, where no resolution is proposed, a commentary of the Board of Directors for each item on the agenda of the GMS. Where agenda proposals are submitted by entitled shareholders, the draft resolutions or commentaries provided by such shareholders shall be published as soon as possible after receipt by the Company;
  - (vi) the special proxy forms to be used for voting by representation based on a special power of attorney;
  - (vii) the forms to be used for voting by correspondence;
  - (viii) where the agenda of the GMS includes approval of amendments to the Company's Articles of Incorporation, the full text of the proposed amendments to the Articles of Incorporation.
- (b) After publication of the convening notice for the GMS, the following shall be published:
  - (i) the convening notice with the supplemented agenda;
  - (ii) the documents submitted by shareholders accompanying proposals to



supplement the agenda or commentaries or draft resolutions, in accordance with Article 6 below, at least ten (10) days prior to the date of the GMS at first call;

- (iii) the link to the virtual meeting room for holding the GMS, through which shareholders may participate online from any device connected to the internet, in accordance with this procedure;
- (iv) any incidents relating to the documents published in connection with the GMS or to the organization or conduct of the GMS, within no more than twenty-four (24) hours from the moment such incidents become known to the Company.

### **3. PARTICIPATION IN THE GENERAL MEETING OF SHAREHOLDERS**

**3.1.** Access to the GMS for shareholders registered in the Shareholders' Register as of the Record Date shall be granted based solely on proof of identity, as follows:

- (a) in the case of individual shareholders, by simple proof of identity using an identity document (identity card, passport, residence permit);
- (b) in the case of legal entity shareholders, by presenting the identity document of the legal representative (identity card, passport, residence permit). The capacity as legal representative shall be proven by a registration certificate issued by the Trade Registry or any equivalent document issued by a competent authority in the state where the legal entity shareholder is duly incorporated, submitted in original or as a certified true copy. Documents attesting the capacity as legal representative, drawn up in a foreign language other than English, shall be accompanied by a translation prepared by an authorized translator into Romanian and/or English.
- (c) shareholders or their representatives shall present their identity documents to the technical secretaries at the entrance to the GMS meeting room for registration purposes.

**3.2.** Shareholders physically present at the GMS may choose to cast their votes either by using paper ballots or by using the dedicated application for remote participation and voting.

**3.3.** Attendance and exercise of voting rights by electronic means shall be carried out using a web-based platform designed to facilitate virtual meetings of shareholders, in accordance with the provisions of Article 197 of ASF Regulation No. 5/2018, and shall comply with all applicable legal requirements regarding confidentiality of the information subject to each GMS meeting, the shareholders and their identity, as well as the protection of trade secrets.

**3.4.** Shareholders may attend the GMS in person or may be represented, either by their legal representatives or by other representatives granted a special or general power of attorney, in accordance with Article 105 para. (10) of Law No. 24/2017 on issuers of financial instruments and market operations.

**3.5.** Shareholders are required to provide, within the special power of attorney form, specific voting instructions to the person representing them, for each item included on the agenda of the General Meeting.

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**3.6.** Shareholders may also be represented at the General Meeting by persons other than shareholders, based on a special or general power of attorney, in accordance with the applicable legal regulations.

#### **4. QUORUM REQUIREMENTS**

**4.1.** For the validity of the deliberations of the Ordinary General Meeting of Shareholders (OGMS), the following conditions must be met:

- (a) at the first convening, the presence of shareholders representing at least 50% + 1 of the total voting rights, and resolutions shall be adopted with the votes of shareholders representing at least 50% + 1 of the total votes cast;
- (b) at the second convening, the General Meeting may validly deliberate regardless of the number of shareholders present or represented, and resolutions shall be adopted by a simple majority of the votes cast.

**4.2.** For the validity of the deliberations of the Extraordinary General Meeting of Shareholders (EGMS), the following conditions must be met:

- (a) at the first convening, the presence of shareholders representing at least 50% of the total voting rights, and resolutions shall be adopted by a majority (50% + 1) of the voting rights held by the shareholders present or represented;
- (b) at the second convening, the presence of shareholders representing at least 25% of the total voting rights, and resolutions shall be adopted by a majority (50% + 1) of the voting rights held by the shareholders present or represented.

**4.3.** By way of exception, as provided by law, resolutions of the Extraordinary General Meeting of Shareholders regarding the amendment of the Company's main object of activity, the reduction or increase of the share capital (except for share capital increases by contribution in kind after the Company's shares have been admitted to trading), the change of the legal form, merger, spin-off, or dissolution of the Company shall be adopted by a majority of at least two thirds of the voting rights held by the shareholders present or represented.

**4.4.** Resolutions on the withdrawal of shareholders' pre-emptive rights to subscribe for new shares in share capital increase operations, as well as resolutions on share capital increases by contribution in kind, must be approved by the Extraordinary General Meeting of Shareholders attended by shareholders representing at least 85% of the subscribed share capital and by the vote of shareholders holding at least three quarters (75%) of the voting rights. The delegation of such powers by the Extraordinary General Meeting of Shareholders to the Board of Directors shall be made under the same quorum and majority conditions.

#### **5. EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS**

**5.1.** Shareholders of the Company who are registered on the Reference Date in the shareholders' register kept by Depozitarul Central S.A. may participate in and vote at the General Meeting by electronic means of data transmission, in accordance with this procedure made available by the Company to investors:  
(i) at the Company's registered office at least 30 (thirty) days prior to the date of the



General Meeting; and (ii) online, on the Company's website, in the "Investors" section, under the section dedicated to each General Meeting.

**5.2.** This procedure includes the rules and conditions governing the exercise of voting rights by electronic means and complies with all applicable legal requirements. Any notices, instructions or provisions necessary to properly inform investors regarding participation in and voting by electronic means shall be included in the convening notice for each General Meeting of the Company.

## **6. EXERCISE OF VOTING RIGHTS BY REPRESENTATION**

**6.1.** Each shareholder registered on the Reference Date has the right to appoint any other natural or legal person having legal capacity as a representative to participate in and vote on its behalf at the General Meeting, based on a special power of attorney. The representative shall enjoy the same rights to speak, to propose candidates for the position of meeting secretary and to be elected as meeting secretary, as well as to ask questions during the General Meeting, as the shareholder represented.

**6.2.** A special power of attorney may be granted to any person for representation at a single General Meeting and shall include specific voting instructions from the shareholder, clearly indicating the voting option for each item on the agenda of the General Meeting. In this case, the provisions of Article 125(5) of Law no. 31/1990 shall not apply.

**6.3.** A shareholder may appoint only one representative for a given General Meeting. However, if a shareholder holds shares in the Company in more than one securities account, this restriction shall not prevent the shareholder from appointing a separate representative for the shares held in each securities account in relation to the same General Meeting. In any case, shareholders are prohibited from casting different votes based on the shares held in the Company.

**6.4.** A shareholder may determine whether the appointed representative is allowed to substitute another person. A shareholder may appoint, through the power of attorney, one or more alternate representatives to ensure representation at the General Meeting if the initially appointed representative is unable to perform the mandate. Where more than one alternate representative is appointed, the order in which they shall exercise the mandate must also be specified.

**6.5.** A person acting as a representative may represent multiple shareholders, with no limitation on the number of shareholders represented. Where a representative holds different powers of attorney granted by multiple shareholders, the representative has the right to vote differently for each shareholder.

**6.6.** The shareholder shall duly complete and sign the general power of attorney, prior to its first use, or the special powers of attorney for each General Meeting, in three originals, in Romanian or English: one copy for the shareholder, one for the representative, and one to be submitted or transmitted to the Company.

**6.7.** Powers of attorney shall be transmitted to the Company at least 48 (forty-eight) hours prior to the starting time of the General Meeting at first convening, as indicated in the convening notice, as follows: (a) General powers of attorney – prior to first use, as a true copy of the original; (b) Special powers of attorney – for each General Meeting.

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**6.8.** The shareholder may submit the power of attorney, together with a copy of the identity document, using one of the following methods:

- (i) delivery at the Company's registered office, in a sealed envelope bearing the clear and capitalized mention: "For the General Meeting of Shareholders of SAFETECH INNOVATIONS S.A. dated [●]";
- (ii) e-mail bearing a qualified electronic signature in accordance with Law no. 455/2001 on electronic signatures, sent to [investitori@safetech.ro](mailto:investitori@safetech.ro) with the subject line: "For the General Meeting of Shareholders of SAFETECH INNOVATIONS S.A. dated [●]";
- (iii) postal services or courier with acknowledgment of receipt, to the Company's registered office, in a sealed envelope bearing the clear and capitalized mention: "For the General Meeting of Shareholders of SAFETECH INNOVATIONS S.A. dated [●]", provided it is received by the Company by the deadline specified in Article 6.7 above

**6.9.** General or special powers of attorney shall cease to have effect if the shareholder attends the General Meeting in person.

**6.10.** If, in accordance with applicable law, items not included in the published agenda are discussed during the General Meeting, the representative may vote on such items in the interest of the represented shareholder.

**6.11.** Where a shareholder is represented by a credit institution providing custody services, such institution may vote at the General Meeting based on voting instructions received by electronic means of communication, without the need for a special or general power of attorney. The custodian shall vote exclusively in accordance with and within the limits of the instructions received from its clients who are shareholders on the Reference Date. The credit institution may participate and vote at the General Meeting provided it submits to the Company a statement on its own responsibility, signed by its legal representative, specifying: clearly, the name/denomination of the shareholder on whose behalf it participates and votes; and that it provides custody services to such shareholder. The statement must be submitted to the Company at least two business days prior to the General Meeting, in original, duly signed and, where applicable, stamped, without any additional formalities regarding its form

**6.12.** Failure to comply with all conditions provided under this Section 6 regarding powers of attorney shall result in the invalidation of voting by representation.

**6.13.** A general power of attorney shall be valid only if:

- (a) it is granted for a period not exceeding 3 (three) years;
- (b) it expressly authorizes the representative to vote on all matters under debate at any General Meeting (of one or more issuers identified in the power of attorney, individually or by generic reference to a category of issuers), including acts of disposition;
- (c) it is granted by the shareholder, as client, to an intermediary as defined under Article 2(1)(19) of the Issuers Law or to a lawyer.



- 6.14.** Shareholders may not be represented at the General Meeting based on a general power of attorney by a person who is in a conflict of interest situation, which may arise in particular where such person:
- (a) is a majority shareholder of the Company or an entity controlled by such shareholder;
  - (b) is a member of a management body of the Company, of a majority shareholder or of a controlled entity, according to letter (a) above;
  - (c) is an employee or auditor of the Company, of a majority shareholder or of a controlled entity, according to letter (a) above;
  - (d) is the spouse, relative or in-law up to the fourth degree inclusive of any of the persons referred to under items (a)–(c).
- 6.15.** The general power of attorney must include at least the following information
- (a) the name/denomination of the shareholder;
  - (b) the name/denomination of the representative (the person designated in the power of attorney);
  - (c) the date of issuance and the validity period, in compliance with applicable law; powers of attorney bearing a later date shall revoke earlier ones;
  - (d) an express statement that the shareholder authorizes the representative to participate and vote on its behalf at General Meetings for the entire shareholding held on the Reference Date, specifying the issuer(s) for which the general power of attorney is used.
- 6.16.** The representative may not be substituted by another person unless such right has been expressly granted by the shareholder in the power of attorney. Where the appointed representative is a legal entity, it may exercise the mandate through any person who is part of its management or governing bodies or among its employees.
- 6.17.** The general power of attorney shall terminate upon: (a) written revocation by the shareholder, submitted to the Company no later than the deadline for submitting powers of attorney applicable to a General Meeting organized during the mandate period; (b) loss of shareholder status of the principal as of the Reference Date of a General Meeting organized during the mandate period; or (c) loss of intermediary or lawyer status of the representative.
- 6.18.** Where special powers of attorney are used, the shareholder must:
- (a) use the special power of attorney form made available by the Company;
  - (b) indicate voting instructions for each item on the published agenda by marking one of the options: “for”, “against” or “abstention”;
  - (c) duly complete and sign the power of attorney.
- 6.19.** A special power of attorney shall be valid only for the General Meeting for which it was granted. The representative is obliged to vote in accordance with the instructions given by the shareholder.



**6.20.** The special power of attorney must mandatorily include:

- (a) the name/denomination of the shareholder and the size of its holding relative to the total number of issued shares and voting rights;
- (b) the name/denomination of the representative;
- (c) the date, time and place of the General Meeting;
- (d) the date of issuance of the special power of attorney, later-dated powers revoking earlier ones;
- (e) a clear indication of each matter subject to shareholder vote, allowing the shareholder to vote “for”, “against” or “abstention”;
- (f) where the agenda includes the election of members of the Board of Directors, each candidate shall be listed separately, with the possibility to vote “for”, “against” or “abstention” and, where cumulative voting applies, to indicate the number of cumulative votes allocated to each candidate. If the shareholder fails to indicate the allocation of cumulative votes, such votes shall be distributed equally by the representative among the candidates voted “for”;

## **7. EXERCISE OF VOTING RIGHTS BY CORRESPONDENCE**

**7.1.** Shareholders of the Company registered on the Reference Date in the shareholders' register kept by Depozitarul Central S.A. have the possibility to vote by correspondence by using the correspondence voting ballot form made available to shareholders by the Company, both in Romanian and in English.

**7.2.** The voting form, completed in Romanian or English and duly signed, together with a copy of the shareholder's identity document, shall be transmitted to the Company by the means provided under Article 7.8 above, at least 48 (forty-eight) hours prior to the convening of the General Meetings at first call.

**7.3.** If a shareholder who has expressed its vote by correspondence participates in person or through a representative in the General Meeting, only the vote expressed in person or through a representative shall be taken into account.

**7.4.** If the person who represents the shareholder by personal participation in the General Meeting is different from the person who expressed the vote by correspondence, then, for the validity of the vote cast by such representative, a written revocation of the correspondence vote, signed by the shareholder or by the representative who expressed the correspondence vote, must be presented to the meeting secretary. This requirement shall not apply if the shareholder or its legal representative is present at the General Meeting.

**7.5.** For the items on the agenda of the General Meeting for which voting is secret under the Applicable Legislation, the shareholder shall mark the voting option in the separate section of the correspondence voting ballot, which shall be transmitted to the Company as follows: (a) if the correspondence voting ballot is sent by post or courier services or is delivered at the Company's registered office, such section shall be printed separately and included in a sealed envelope bearing the mention “*Secret vote expression*”, which



shall accompany the correspondence voting ballot; (b) if the correspondence voting ballot is transmitted by electronic mail, such section shall be attached to the e-mail in a separate document entitled: “*Secret vote expression*”.

## **8. SHAREHOLDERS’ PROPOSALS REGARDING THE COMPLETION OF THE AGENDA AND DRAFT RESOLUTIONS**

**8.1.** One or more shareholders representing, individually or jointly, at least 5% of the Company’s share capital (hereinafter referred to as the “Initiators”) have the right:

- (a) to introduce items on the agenda of the General Meeting, provided that each such item is accompanied by a justification or by a draft resolution proposed for adoption by the General Meeting; and
- (b) to submit draft resolutions for items included or proposed to be included on the agenda of the General Meeting.

The Initiators’ requests regarding the introduction of new items on the agenda, as well as the submission of draft resolutions for items included or proposed to be included on the agenda of the General Meeting, accompanied by a copy of the Initiator’s valid identity document, shall be transmitted to the Company by the means provided under Article 6.8 above, within a maximum of 15 (fifteen) calendar days from the publication of the convening notice in the Official Gazette

**8.2.** The Board of Directors shall review the requests for completion of the agenda and, if they meet the conditions provided by the Applicable Legislation and this Procedure, and if the proposed items fall within the competence of the General Meeting that has been convened, shall decide on the corresponding completion of the agenda. The agenda completed with the items proposed by the Initiators shall be published by the Company in compliance with the requirements of the Applicable Legislation and the Articles of Incorporation at least 10 (ten) business days prior to the date of the General Meeting at first call.

**8.3.** By exercising the right provided under this Article 6, shareholders may only complete the agenda and may not amend or remove items already included in the published agenda.

**8.4.** During the General Meeting, the Board of Directors may present its position regarding the Initiators’ proposals, in particular where it considers that such proposals are contrary to the law, the Articles of Incorporation, or the interests of the Company.

**8.5.** The draft resolutions submitted by shareholders shall be uploaded on the Company’s website as soon as possible after they are received by the Company.

## **9. CANDIDATES FOR THE POSITION OF MEMBERS OF THE BOARD OF DIRECTORS**

**9.1.** If the agenda of the General Meeting includes the appointment of a new member to the Board of Directors, proposals regarding candidates for the position of member of the Board of Directors may be submitted by shareholders or by the current members of the Board of Directors (the “**Entitled Person**”), within the deadline specified in the convening notice for shareholders to propose the inclusion of new items on the agenda.



**9.2.** The request regarding the submission of a proposed candidate's application shall be accompanied by a copy of the identity document of the Entitled Person and by the candidate's detailed curriculum vitae, which shall include, inter alia, identification data and the place of residence. Where the Board of Directors has established specific eligibility criteria for members of the Board of Directors or where candidates are proposed for the position of independent administrators, the request shall also be accompanied by a statement on the candidate's own responsibility regarding the fulfillment of all eligibility and independence criteria.

## **10. QUESTIONS**

**10.1.** The shareholders of the Company, regardless of their participation in the share capital, may address written questions to the Board of Directors prior to the General Meeting, regarding the items included on the agenda of the General Meeting, no later than the business day immediately preceding the date of the General Meeting scheduled for the first convening.

**10.2.** The questions, accompanied by a copy of the shareholder's identity document, shall be transmitted using the means provided under Article 6.8 above, and the answers shall be provided during the General Meeting or shall be posted on the Company's website in the Investors section.

**10.3.** Shareholders may also address questions during the General Meeting, after the Chair of the Meeting or other persons designated have presented the agenda item to which the question relates. The Chair of the Meeting or the person designated by him/her shall respond to the question before the opening of the vote on the agenda item to which the question relates.

## **11. CONDUCT OF THE GENERAL MEETING**

### **11.1. Preliminary matters**

**11.1.1.** The Chair of the Meeting shall inform the shareholders of the identity of the technical secretary/secretaries who: (i) draft the minutes regarding the quorum and the fulfillment of all legal and statutory formalities for holding the General Meeting; and (ii) participate in all activities carried out by the secretaries of the meeting.

**11.1.2.** The technical secretariat shall present to the shareholders the minutes regarding the fulfillment of the formalities required by the Applicable Legislation and the Articles of Incorporation for holding the General Meeting, including the attendance quorum at that moment, indicating the number of shareholders present at the General Meeting (in person, by representation and those who voted by correspondence), together with their aggregate shareholding in the Company's share capital.

**11.1.3.** The Chair of the Meeting shall verify the fulfillment of the quorum requirements based on the minutes prepared by the technical secretariat.

**11.1.4.** Voting rights suspended for any reason shall not be taken into account for the calculation of the attendance quorum. The respective shareholders may be present in the General Meeting room, however they shall not participate in the debates or in the voting. The respective votes shall be excluded from the basis for calculating the majority required for the adoption of resolutions.



## **11.2. Opening of the Meeting**

- 11.2.1. On the date, at the location and at the time indicated in the convening notice of the General Meeting, the Chair of the Meeting shall open the meeting, after ascertaining the fulfillment of the convening formalities and the quorum requirements, and shall present to the shareholders or their representatives present at the General Meeting the attendance results of the General Meeting.
- 11.2.2. Any professional, consultant, expert or financial analyst may attend the General Meeting upon the prior invitation of the Chair of the Board of Directors. Accredited journalists may also attend the General Meeting, unless the Chair of the Board of Directors decides otherwise. External auditors must attend the General Meeting sessions in which their reports are presented, in order to respond to shareholders' questions.
- 11.2.3. The proceedings of the meeting shall take place in the Romanian language. The proceedings of the meeting may be simultaneously translated into English by an authorized translator, if such a request is made by the shareholders.
- 11.2.4. The General Meeting may be video and/or audio recorded, if this option is chosen.
- 11.2.5. The Chair of the Meeting shall inform the shareholders that statements made by them during the meeting shall be recorded in the minutes of the meeting upon the express request of the shareholders to that effect.
- 11.2.6. If the minimum attendance quorum is not met within a reasonable period, left to the discretion of the participants in the General Meeting, the Chair of the Meeting shall declare the meeting closed due to lack of quorum, and the General Meeting shall be held at the second convening on the date, at the time and at the location and with the agenda indicated in the published convening notice.

## **11.3. Meeting Secretariat**

- 11.3.1. If the attendance quorum is met, the Chair of the Meeting shall request the shareholders to propose candidates for the election of between one (1) and three (3) meeting secretaries, who shall verify the shareholders' attendance list, the minutes prepared by the technical secretary regarding the fulfillment of all formalities required by the Applicable Legislation and the Articles of Incorporation, and shall supervise the proceedings of the meeting.
- 11.3.2. The meeting secretary/secretaries shall be elected from among the shareholders of the Company.
- 11.3.3. The election of the meeting secretaries shall be carried out individually for each candidate.
- 11.3.4. One of the secretaries shall prepare and sign the minutes of the General Meeting of Shareholders.

## **11.4. Discussion of the Agenda**

- 11.4.1. The Chair of the Meeting shall present the published agenda.



- 11.4.2. Following the presentation of the agenda, shareholders may address questions to the Board of Directors, and discussions may take place regarding the items on the agenda.

### **11.5. Voting Procedure**

- 11.5.1. Each share confers one voting right in the General Meeting of Shareholders, with the following exceptions: (i) the Company's treasury shares do not confer voting rights; (ii) shares whose voting rights have been suspended do not confer voting rights for the duration of the suspension; (iii) cumulative voting rights shall be calculated in accordance with the provisions of the Applicable Legislation.
- 11.5.2. The voting right shall be exercised by marking a voting option with an "X" and depositing the voting ballots in one of the ballot boxes, the location of which shall be indicated by the Chair of the Meeting, during the period in which the Chair declares that voting on the relevant item(s) is open. When shareholders are physically present, voting shall be carried out by raising hands when requested by the Chair, according to the three options: in favor, against, or abstention. In the case of voting by electronic means, shareholders present in the meeting room may express their vote via the voting interface when the Chair of the Meeting declares the vote open.
- 11.5.3. Marking a voting option using symbols other than those provided, or marking two or more voting options, shall result in the invalidation of the respective vote.
- 11.5.4. Shareholders who are in a conflict of interest with respect to one or more items on the agenda (including directors who are also shareholders, where the agenda includes matters relating to the administration of the Company and/or their own person) shall not vote on the respective agenda items. Accordingly, the technical secretariat is required to exclude votes cast in breach of this clause.
- 11.5.5. Resolutions shall be adopted by open vote, except for resolutions concerning the appointment/revocation/dismissal of directors and/or the statutory auditor, or resolutions establishing the liability of members of the Company's management, executive, or control bodies.
- 11.5.6. Where the agenda includes the matters referred to in Section 11.5.5, voting shall be secret, by omitting the name and surname of the shareholder or representative from the voting form. However, the form shall include the number of shares and voting rights held by the respective shareholder. In the case of voting by correspondence, the secretary shall open the envelopes and access the documents attached to emails bearing the mention "Expression of secret vote" only after the Chair of the Meeting has declared the voting on the respective agenda items closed within the General Meeting of Shareholders.
- 11.5.7. The voting results during the meeting shall be recorded in minutes prepared by the technical secretary. The minutes of the General Meeting of Shareholders, drafted in Romanian, shall be signed by the Chair of the Meeting and the meeting secretary or, if the Chair of the Meeting is unable to sign, by the person replacing the Chair.

## **12. Announcement of Results and Closing of the Meeting**

- 12.1.** The Chair of the Meeting shall announce whether the voting results for each agenda

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### **SAFETECH INNOVATIONS S.A.**



item will be presented after the vote on each individual agenda item or after the vote on all agenda items, depending on the logistics available for counting the votes.

**12.2.**After all agenda items have been exhausted, the Chair of the Meeting shall declare the General Meeting of Shareholders closed.

Any amendments to this General Meeting of Shareholders procedure must enter into force no earlier than the date of the next General Meeting of Shareholders.