

**COS TARGOVISTE S.A.**

**- în reorganizare judiciară, in judicial reorganisation, en redressement -**

**CONVENING NOTE for  
SHAREHOLDER ORDINARY GENERAL MEETING of  
COS TARGOVISTEA SA**

**- în reorganizare judiciară, in judicial reorganisation, en redressement -**

headquarters in Targoviște, 130087, Soseaua Gaesti nr.9-11, jud. Dambovița, registered with Trade Registry Office under no. J15/284/199, Sole registration Code / Fiscal Code: RO 913720

**MAESTRO S.P.R.L. – FILIALA BUCUREȘTI** (former SMDA INSOLVENCY S.P.R.L.), with its headquarters in Bucharest, Phoenicia Business Center, strada Turturelelor nr. 11A, etaj 4, sector 3, registered with Registrul Formelor de Organizare a U.N.P.I.R. under no. RFO0727, administrative number UNPIR 2A0727/2014, CUI 32718093, by its permanent representative Mr. Balan Madalin ("Judicial Administrator") as a judicial administrator of **COS TARGOVIȘTE S.A.** (în reorganizare judiciară, in judicial reorganisation, en redressement), confirmed by the meeting finding dated 09.01.2015 and ruled by Dambovita Court of Law, Section II- Civil, Fiscal and Administrative Court, for the File no. 1906/120/2013, based on art. 20, paragraph. 1, letter "g" of Law no. 85/2006 related to Insolvency Procedure, with its further modifications and supplements, provisions of Law of Companies no. 31/1990 with its further modifications and supplements, and Company Charter

**CONVENES**

**ORDINARY GENERAL MEETING of COS TARGOVISTEA SA SHAREHOLDERS (în reorganizare judiciară, in judicial reorganisation, en redressement)** for the date of **28.04.2021, at 11 o'clock am**, at the headquarters located in Targoviște, Soseaua Gaesti nr.9-11, jud. Dambovița, for all shareholders registered in Company Shareholder Register kept and issued by Depozitarul Central S.A., at the end of the day of **15.04.2021**, considered as Reference Day for this Meeting, on the following

**AGENDA :**

1. Approval of company financial statements for the financial year of 2020 based on the Reports showed by the Special Administrator and Financial Auditor.
2. Approval of the proposal to cover the accounting loss related to the financial year 2020 from the accounting profits related to the future financial years .
3. Appointment of the financial auditor, considering the expiration of the mandate of the financial auditor BDO AUDIT SRL, with the proposal to be appointed company **PROF**

**CONSULT SRL**, having its headquarters in Gaesti, fiscal code 13821318, financial auditor, member of the Romanian Chamber of Financial Auditors (CAFR) with authorization number 183/04.04.2002, legally represented by **Mrs. Buta Marijana**, financial auditor, CAFR member with certificate number 513/19.09.2000 for a mandate valid until 29.04.2022.

4. Approval of the remuneration policy for the administrative and executive management of the company in accordance with the provisions of art. 92 index 1 of Law 24/2017.
5. Approval of registration date as per art. 86 (1) of the Law no. 24/2017 and “ex date” as per art. 2, alin. (2), let. 1) of ASF Regulation no. 5/2018. Proposition for registration date: 27.05.2021. Proposition for „ex date”: 26.05.2021.

In case of failure to comply with validity/quorum conditions set forth by Company Charter, **the second convening** is to be held on **29.04.2021**, at **11 o'clock am**, at the same adress, under the same Agenda, on the same Reference Date.

Draft of Shareholders' General Meeting Decision, documents and materials for the meeting are available starting from 26.03.2021 as electronic documents on company website ([www.cos-tgv.ro](http://www.cos-tgv.ro)) or can be obtained at company headquarters in Targoviste, Soseaua Gaesti nr.9-11, jud. Dambovita, during working days, between 8:00 am – 4:00 pm.

One or more shareholders representing, either individual or collectively, at least 5 % out of share capital, are entitled to introduce, until no later than 10.04.2021 at 4:00 pm, new items on the Agenda provided that each item to be accompanied by a justification or a decision draft proposed for its adopting, and to present decision drafts for the items included or proposed to be included on the Agenda of the General Meeting. Such right can only be exercised in written form and laid down/ transmitted by mail or express mail in a closed envelope and under the clearly written and in capital letters, remark: FOR THE GENERAL MEETING OF SHAREHOLDERS ON THE DATE OF 28/29.04.2021 to company headquarters located in Targoviste, strada Soseaua Gaesti, nr. 9-11, jud. Dambovita.

Each shareholder is entitled to ask questions regarding items of the General Meeting Agenda, to which the company may answer by posting the response on the company internet webpage ([www.cos-tgv.ro](http://www.cos-tgv.ro)), in the shape question – answer, or a general response may be formulated for the questions with similar content. Questions may be laid down/ transmitted by mail or express courier in a closed envelope and under the clearly written and in capital letters remark: FOR THE GENERAL MEETING OF SHAREHOLDERS ON THE DATE OF 28/29.04.2021, to company headquarters located in Targoviste, strada Soseaua Gaesti, nr. 9-11, jud. Dambovita or may be sent electronically to e-mail: [actionariat@cos-tgv.ro](mailto:actionariat@cos-tgv.ro).

In order to identify themselves or to prove their quality as a shareholder asking questions or submitting propositions for supplementing the Agenda, Company may ask for presentation of a natural person shareholder identity document copy, presentation of a document showing identification details of shareholder and its legal representative, as well, in case of juridical person shareholder, and number of shares owed, document issued by Depozitarul Central SA or, as the case may be, by the participants providing custody services according to the law, or in case legal representative of juridical person shareholder was not communicated by the shareholder to the Depozitarul Central SA, a finding certificate issued by the Trade Registry or any other document issued by a competent authority of the State shareholder is legally registered attesting quality of legal representative, issued at least three months earlier to publication of herein Convening Note. The Meeting may be only attended, and the votes may only be cast, by the shareholders registered in the Registry of Shareholders on the reference date of 15.04.2021.

Shareholders may attend General Meetings either directly or may be represented by other persons (including other persons than shareholders) based on a Special Power of Attorney or, as the case may be, they may vote by correspondence.

Documents necessary for participation to Shareholder General Meetings of natural person shareholders are: if the shareholder attends himself: identity paper; if the shareholder is represented by a different person: Special Power of Attorney or, as the case may be, General Power of Attorney and identity paper of the representative and a copy of shareholder identity paper. Representatives of juridical person shareholders may prove their quality as follows:

- (i) legal representative- identity paper. In case shareholder did not provide to Depozitarul Central SA all information related to its legal representative prior to reference date thus he to be found in the references supplied by the Central Depository for the reference date, by identity paper and a finding certificate issued by Trade Register or any other document issued by a competent authority of the State shareholder is legally registered attesting its quality of legal representative, certificate issued three months at most before herein Convening Note is published, and presented as original document.
- (ii) person whom representation competence was delegated to – identity paper of the representative, Special Power of Attorney or, as the case may be, General Power of Attorney signed by the legal representative of the corresponding juridical person. In case shareholder did not provide information to Depozitarul Central SA related to person whom representation competence was delegated to, prior to reference date thus he to be found in the references supplied by the Depozitarul Central SA for the reference date, a finding certificate issued by Trade Register will be presented, as well, or any other document issued by a competent authority of the State shareholder is legally registered attesting its quality of legal representative, certificate issued three (3) months at most before herein Convening Note is published, and presented as original document.

Shareholder may assign a General Power of Attorney valid for a period not exceeding three (3) years thus allowing its representative to vote for all aspects found on the debate of Shareholder's General Meetings, including directive documents, provided that Power of Attorney to be assigned by the shareholder, on its quality as a customer, to an intermediary or to an attorney at law who is not to be under a conflict of interests.

Special Power of Attorney forms, both in Romanian and English, may be obtained at company headquarters or they be downloaded on company website ([www.cos-tgv.ro](http://www.cos-tgv.ro)) starting from 26.03.2021. Special Power of Attorney is to be drawn up by the shareholder, in Romanian or English, in three original copies (one of them for the company, one for the mandant (principal) and one for the mandatee (agent)).

Before its first utilization, General Power of Attorney or Special Power of Attorney is to be laid down/transmitted by mail or express courier, as a registered letter, in a closed envelope bearing clearly written in capital letter remark: FOR THE GENERAL MEETING OF SHAREHOLDERS ON 28/29.04.2021, to company headquarters in Targoviste, strada Soseaua Gaesti, nr. 9-11, jud. Dambovita, thus any of them to be registered as received by the company until 26.04.2021, at 11.00 am, under sanction of loss of vote by representative, in original or, only in the circumstance shareholder provided to Depozitarul Central SA information related to person representation competence was delegated to, prior to reference date thus it to be found in the records supplied by Depozitarul Central SA for the reference date, as a copy, bearing the remark of conformity with the original document under the signature of the representative.

Before its first utilisation, the General Power of Attorney or Special Power of Attorney may also be transmitted, under the same term, signed electronically by extended electronic signature according to provisions of Law 455/2001 related to electronic signature, by e-mail to: [actionariat@cos-tgv.ro](mailto:actionariat@cos-tgv.ro), circumstance under which it is recommended company to be reached by phone (+4)0374188417 in order to avoid the e-mail not to be received because of technical reasons.

Shareholders registered on reference date have the choice to vote by correspondence, prior to General Meeting, using vote by correspondence form, either in Romanian or in English, available starting from 26.03.2021 on company website ([www.cos-tgv.ro](http://www.cos-tgv.ro)) or at company headquarters.

Vote by correspondence form, filled in and signed by natural person shareholder or by legal representative of shareholder is to be laid down/transmitted by mail or express courier, upon receiving of confirmation, in a closed envelope bearing clearly written in capital letter remark: FOR THE GENERAL MEETING OF SHAREHOLDERS ON 28/29.04.2021, to company headquarters in Targoviste, strada Soseaua Gaesti, nr. 9-11, jud. Dambovița, thus it to be registered as received until 26.04.2021, at 11.00 am. Vote by correspondence form filled in and signed by natural person shareholder or by legal representative of shareholder may also be transmitted, under the same term,

signed electronically by extended electronic signature according to provisions of Law 455/2001 related to electronic signature, by e-mail to: [actionariat@cos-tgv.ro](mailto:actionariat@cos-tgv.ro), circumstance under which it is recommended company to be reached by phone (+4)0374188417 in order to avoid the e-mail not to be received because of technical reasons. Vote by correspondence forms received later than the time settled are not to be considered for the purposes of the General Meeting.

In case juridical person shareholder did not provide information to Depozitarul Central SA related to its legal representative prior to reference date thus he to be found in the references supplied by the Depozitarul Central SA for the reference date, the Special Power of Attorney, General Power of Attorney or Vote by Correspondence Form is also to be accompanied by a finding certificate, in original, issued by Trade Register, or by any other copy conform with its original, or any other document issued by a competent authority of the State shareholder is legally registered attesting its quality of legal representative, certificate issued three months at most before herein Convening Note is published.

Documents attesting legal representative quality, drawn in a foreign language, other than English, are to be accompanied by a translation produced by an authorized translator, in Romanian or English. It is not required apostillation or notarisation attesting quality of legal representative.

In case the initial Convening Note is to be supplemented with new items of the Agenda, company will make available to shareholders updated Vote by Correspondence Form and Special Power of Attorney until the reference date 15.04.2021.

#### IMPORTANT INFORMATION ABOUT THE SITUATION PROVIDED BY COVID-19

Taking into account the current exceptional situation caused globally by the COVID-19 virus and the establishment of a state of emergency in Romania, through the Presidential Decree, as well as the preventive measures taken by the Romanian authorities, including prohibitions, limitations and avoidance recommendations regarding the meetings of people, we emphasize that from the management of the Company there is a great concern for the implementation and observance of the measures taken or recommended by authorities meaning that, the company takes measures that aim to limit as much as possible the human interactions including in relation to the corporate events of company. The company recommends that the shareholders use the electronic means of remote interaction regarding the Ordinary General Meeting of Shareholders, in particular voting by correspondence and, preferably, by e-mail using the electronic signature as described above in this call.

Also, we recommend to shareholders who intend to physically participate in the Ordinary General Meeting of Shareholders to comply with the prohibitions, limitations and recommendations of the authorities regarding the measures prevention and protection against COVID-19 infection and ensure that it does not exhibit the specific symptoms of COVID-19. We mention that the participation in

public meetings (which respects the limits imposed by the authorities) exposes the participants to a possible contamination, the Company cannot be held responsible for such risk, and will strictly enforce the limitations and obligations established by the authorities regarding the public meetings. Depending on the future evolution of the situation created by COVID-19 between the time of publication of this convening note and the date of holding the Ordinary General Meeting of Shareholders, we will take the appropriate, necessary or imposed measures by the authorities and we will ensure the proper information of the shareholders of the Company as soon as possible with regarding the Ordinary General Meeting of Shareholders.

Additional information may be obtained daily, any working day, on phone numbers (+4)0374188417 – Legal Department, between 09.00 am – 4.00 pm or on email: [actionariat@cos-tgv.ro](mailto:actionariat@cos-tgv.ro)

**Judicial Administrator**

**MAESTRO S.P.R.L. – FILIALA BUCUREȘTI**

(Former SMDA INSOLVENCY S.P.R.L.)

**By its permanent representative Mr. Balan Madalin**