

COMCM S.A.  
Constanța City, Bd. Aurel Vlaicu, Nr. 144  
County of Constanta  
J13/613/1991  
TIN RO 1868287

## NOTICE TO ATTEND

The Board of Directors of COMCM S.A., with registered seat in Constanta, B-dul Aurel Vlaicu, nr. 144, business number J13/613/1991, tax identification number RO 1868287, according to the provisions of Companies Act no. 31/1990 republished, as amended and supplemented, Act 24/2017 on the Capital Market Regulations and the provisions of the Articles of Incorporation, gathered on of 28.02.2023, convenes the Ordinary General Meeting of Shareholders for 03.04.2023, 12.00, which will take place at the company's offices in Constanta County, Constanta city, Bd. Aurel Vlaicu nr. 144, with the following

### AGENDA

1. Elect of the secretary of the meeting consisting of one person, namely Mr. Calin Dragos, shareholder of the company with identification data available at the company offices, in charge of verifying the presence of shareholders, fulfilling the formalities required by law and the Articles of Incorporation for holding the General Meeting, counting the votes cast during the General Meeting and drawing up the minutes of the meeting;
2. Find the termination of the office of financial auditor COMBINED IDEAS S.R.L. as a result of the firm withdrawal from the office of financial auditor of COMCM SA;
3. Choose a financial auditor of the company and set the duration of auditor's office;
4. Authorize the board of directors to execute and deliver the audit contract and negotiate the annual fee of the financial auditor;
5. Authorize administrator Alexe Gabriela, with the possibility of delegating a third person, to carry out all the formalities of publicity and registration of the resolution of the Ordinary General Meeting of Shareholders.

If the legal quorum for the Ordinary General Meeting of Shareholders is not met, the second Ordinary General Meeting of Shareholders is to be convened on **04.04.2023**, with the same agenda, at the same time and in the same place.

Only shareholders registered in the company's Shareholder Register on **23.03.2023**, established **as the reference date**, can participate and vote in the meeting.

The share capital of COMCM S.A. consists of 236,316,678 registered shares, each share giving the right to one vote in the General Meeting of Shareholders.

Shareholders representing, individually or jointly, at least 5% of the share capital, until **17.03.2023**, have the right:

- to include items on the agenda of the General Meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the General Meeting.
- to present draft resolutions for the items included or proposed to be included on the agenda of the General Meeting.

These rights can only be exercised in writing and sent by courier or by electronic means, with extended electronic signature, to the e-mail address [comcmsa.financiar@gmail.com](mailto:comcmsa.financiar@gmail.com).

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting. The shareholders mentioned in the previous paragraphs have the obligation to send the questions in writing, in sealed envelopes, accompanied by certified copies of their respective identity documents, identity card/passport in the case of individuals, and certificate of incumbency in the case of companies, as well as the copy of the document that proves their capacity as authorized representative, to the company offices, in Constanta County, Constanta city, Bld. Aurel Vlaicu, nr. 144, with the mention written clearly, in capital letters: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS of 03/04.04.2023**" or by e-mail to the address [comcmsa.financiar@gmail.com](mailto:comcmsa.financiar@gmail.com), with the extended electronic signature attached.

The documents, informative materials and draft resolutions of the General Meeting, regarding the issues on the agenda are available and can be inspected at the company's offices in Constanta

County, Constanta city, Bld. Aurel Vlaicu, nr. 144, as of 03.03.2023, on working days, between 10.00 a.m. and 3.00 p.m. or on the company's website [www.comcm.ro](http://www.comcm.ro).

The list containing information on the candidates for the office of financial auditor is available to the shareholders, and can be inspected and completed by them.

The deadline for receiving offers regarding audit services is **10.03.2023**, 3:00 p.m., and these proposals will be submitted in person to the address in CONSTANTA County, CONSTANTA city, Bld. Aurel Vlaicu, nr. 144 or by e-mail to the address [comcmsa.financiar@gmail.com](mailto:comcmsa.financiar@gmail.com), with the extended electronic signature attached.

The offers will be accompanied by a copy of the identity document of the financial auditor, in the case of individuals, or a copy of the certificate of incumbency of the financial auditor, in case of a company, marked as "true copy", the name and surname and the signature of the financial auditor, the auditor's card endorsed and valid, ASPAAS license and a resume.

As of **13.03.2023**, the list of audit offers can be inspected, upon request, at the address in CONSTANTA County, CONSTANTA city, Bld. Aurel Vlaicu, nr. 144, every working day, between 10:00 and 15:00, or on the company's website [www.comcm.ro](http://www.comcm.ro).

Shareholders registered on the reference date may participate and vote at the General Meeting directly or can be represented by other persons than shareholders, based on a special or general power of attorney.

The access of shareholders entitled to participate in the General Meeting is allowed by proving their identity, in the case of individual shareholders with an identity document, and in the case of corporate shareholders or represented natural person shareholders, with a special or general power of attorney given to the natural person which represents them.

In the case of corporate shareholders, they can participate in the General Meeting through their authorized representative. The capacity of authorized representative is determined from the list of shareholders on the reference date received from the Central Depository.

In the event that the data regarding the authorized representative capacity have not been updated at the Central Depository by the corporate shareholder by the reference date, the authorized representative capacity is proven with a certificate issued by the Trade Register, original copy or a true copy, or with any other document, original copy or a true copy, issued by a competent authority from the state in which the shareholder is legally incorporated, which certifies that the person is an authorized representative. The documents certifying capacity of the authorized representative of corporate shareholders will be issued no later than 30 days before the date of publication of the notice to attend.

Special power of attorney forms for the open ballot, in Romanian and English, related to items 1, 4, and 5 on the agenda, can be obtained from the company's offices in Constanta County, Constanta city, Bld. Aurel Vlaicu, nr. 144, as of **03.03.2023**, between 10.00-15.00 or on the company's website [www.comcm.ro](http://www.comcm.ro), and the special power of attorney forms for the secret ballot, in Romanian and in English, related to points 2 and 3 on the agenda, completed with the candidates for the position of financial auditor can be obtained from the company's offices in Constanta County, Constanta city, Bld. Aurel Vlaicu, nr. 144, as of **13.03.2023**, between 10.00-15.00, or on the company's website [www.comcm.ro](http://www.comcm.ro).

A copy of the special power of attorney for open ballot will be submitted/sent to the company's offices in Constanta County, Constanta city, Bld. Aurel Vlaicu, nr. 144, until **01.04.2023**, 12.00, under penalty of losing the right to vote in this meeting, in a closed envelope with the clearly written mention, in capital letters: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS of 03/04.04.2023**". One copy will be made available to the representative, so that he can prove this quality, and one copy will be kept by the shareholder. The special power of attorney can also be sent by electronic means with the extended electronic signature, to the e-mail address [comcmsa.financiar@gmail.com](mailto:comcmsa.financiar@gmail.com).

For the items on the agenda that require a secret ballot, inside the previously mentioned envelope, together with the copy of the special power of attorney for open ballot, a closed envelope will be inserted that will contain powers of attorney for secret ballot related to item 2 of the Agenda and having written on the envelope: - for item 2: "**SPECIAL POWER OF ATTORNEY FOR SECRET BALLOT REGARDING THE REVOCATION OF THE STATUTORY AUDITOR OF COMCM S.A.**" and a closed envelope that will contain powers of attorney for secret ballot related to item 3 of the Agenda and having written on the envelope: - for item 3: "**SPECIAL POWER OF ATTORNEY FOR SECRET BALLOT REGARDING THE APPOINTMENT OF THE FINANCIAL AUDITOR OF COMCM S.A.**".

The special powers of attorney that are not received at the company at the address in Constanta County, Constanta city, Bld. Aurel Vlaicu, nr. 144, or to the e-mail address comcmsa.financiar@gmail.com, until **01.04.2023**, 12.00, will not be taken into account for determining the quorum and majority in the General Meeting.

The general power of attorney granted by the shareholder, as a client, to an agent defined according to art. 2 para. (1) point 20 of Act no. 24/2017 or to a lawyer, will be submitted/sent, before the first use, to the address in CONSTANTA County, CONSTANTA city, Bld. Aurel Vlaicu, nr. 144 until **01.04.2023, at 12:00**, under the penalty of losing the right to vote in the General Meeting.

The general powers of attorney that are not received at the address mentioned in the notice to attend, by the date and time indicated above, before the first use, cannot be taken into account for determining the quorum and majority in the General Meeting.

The sealed envelopes containing the special powers of attorney for the secret ballot will be handed over to the secretary in charge of counting the secret ballots, being opened only after the results of the secret ballot corresponding to items 2 and 3 of the agenda are known.

The votes cast by the representatives for all items on the agenda will be validated based on the copies of the special powers of attorney submitted/sent to the company by the shareholders.

The shareholders registered on the reference date have the possibility to vote by mail, before the Ordinary General Meeting of Shareholders, by using the mail voting form, both for the open ballot and the secret ballot.

Absentee ballots, in Romanian and English, for the open ballot related to items 1, 4 and 5 on the agenda can be obtained as of **03.03.2023**, between 10.00-15.00, at the company's offices in Constanta County, Constanta city, Bld. Aurel Vlaicu, nr. 144, or on the company website [www.comcm.ro](http://www.comcm.ro).

Absentee secret ballots, in Romanian or English, for the secret ballot related to items 2 and 3 on the agenda, can be obtained as of **13.03.2023**, between 10.00-15.00, at the company's offices in Constanta County, Constanta city, Bld. Aurel Vlaicu, nr. 144, or on the company website [www.comcm.ro](http://www.comcm.ro).

In the case of absentee open ballot, the ballot form, completed and signed, in Romanian or in English, accompanied by a copy of the identity document (identity card in the case of individual shareholders, and a certificate of good standing, not older than 30 days and identity card of the authorized representative in the case of corporate shareholders), can be sent to the company's offices, until **01.04.2023**, 12.00, in a sealed envelope, clearly written in capital letters: "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS of 03/04.04.2023**" or by email at [comcmsa.financiar@gmail.com](mailto:comcmsa.financiar@gmail.com), with the extended electronic signature attached.

Inside the previously mentioned envelope, a closed envelope will be enclosed which will contain the absentee secret ballot, in Romanian or English, related to item 2 of the Agenda and having written on the envelope: "**SPECIAL POWER OF ATTORNEY FOR SECRET BALLOT REGARDING THE REVOCATION OF THE STATUTORY AUDITOR OF COMCM S.A.**", and a closed envelope that will contain the absentee secret ballot, in Romanian or in English related to item 3 of the Agenda and having written on the envelope: "**SPECIAL POWER OF ATTORNEY FOR SECRET BALLOT REGARDING THE APPOINTMENT OF THE FINANCIAL AUDITOR OF COMCM S.A.**".

The sealed envelopes containing the secret ballot by mail will be handed over to the secretary in charge of counting the secret ballots on the date of the meeting, being opened only after the results of the secret ballot corresponding to points 2 and 3 of the agenda are known.

Absentee ballots that are not received by the date and time indicated above cannot be taken into account for determining the quorum and majority at the Ordinary General Meeting of Shareholders.

Documents submitted in a foreign language (except for identification documents and those written in English) will be accompanied by a translation made by a sworn translator in Romanian or English.

For further information, please visit us at our offices or call us to the number 0744.483.020, between 10:00 a.m. and 3:00 p.m., on working days.

**CHAIRMAN,  
BOARD OF DIRECTORS,  
MIHAITA GIANI - VATIU**