



**Current report
No. 3 Of March 22nd 2021**

Under the provisions of the ASF Regulation no. 5 / 2018 on the issuers of financial instruments and market operations and of the Law no. 24 / 2017 on the issuers of financial instruments and market operations

Date of report: March 22nd 2021

Name of issuing entity: Alumil Rom Industry SA

Headquarters: Bucharest, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa

Business&Technology Park, A Building, A1 Wing, ground floor, district 1,

Phone no./fax: 021 4243456 , fax: 021 423 39 32

Unique Registration Code at the Trade Registry: RO10042631

Registration number with the Trade Registry: J40/8540/1997

Subscribed and paid social capital: 6.250.000 lei

The regulated market by which the issued transferable securities are bargained: - Bucharest Stock Exchange, - Equity securities – Standard Category

I.Important events to be reported:

A.On March 19th 2021, the Board of Directors of the Company **ALUMIL ROM INDUSTRY S.A.** has adopted a decision as regards the call of the Ordinary and Extraordinary General Meeting of Shareholders as follows:

The Board of Directors of the Company **ALUMIL ROM INDUSTRY S.A.**, trading company established in accordance with Romanian legislation with headquarters in Bucharest, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, district 1, registered with the Bucharest Trade Registry under no J40/8540/1997, CUI 10042631, fiscal attribute RO, share capital fully paid 6.250.000 RON (hereinafter referred to as „**ALUMIL**” or the „**Company**”), hereby convenes

ORDINARY GENERAL MEETING OF SHAREHOLDERS

On 23.04.2021 starting with 11.00 a.m., at ALUMIL's headquarters of Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, District 1, Bucharest, having the following

AGENDA:

1. Discussion and approval of the annual financial situations at 31.12.2020 on the basis of the Board of Directors' report and auditors' report for the financial year 2020;
2. Approval of the proposal of the Board of Directors' as regards the distribution of profits and distribution of a gross dividend to ALUMIL ROM INDUSTRY S.A. shareholders, registered with the shareholders' registry on Registration Date, of a dividend with a gross value per share of 0.11 RON;
3. Release from management liabilities for the financial year 2020;
4. Extending the mandate of the Company's financial auditor, the Company Accordserve Advisory S.R.L. for a period of one year;
5. Presenting and approving of the income and expenses budget for 2021;
6. Establishing the date of 25.05.2021 as „registration date”, date which serves for identification of the shareholders benefitting of the effects of the Ordinary General Meeting of Shareholders;



7. Establishing the date of 24.05.2021 as „ex date" day, the calendar day from which the shares of ALUMIL ROM INDUSTRY S.A., object of the Ordinary General Meeting of Shareholders decision will be traded without the rights which derives from the respective decision;

8. Establishing the date of 15.06.2021 as „payment date", the calendar day when the distribution of dividends related to the ALUMIL ROM INDUSTRY S.A. shares as is was established under the Ordinary General Meeting of Shareholders Decision becomes due;

9. Empowering Mr. Michail Sotiriou, President of the Board, to sign in the name and on behalf of the shareholders all the decisions taken within the Ordinary General Meeting of Shareholders and effecting all the formalities required by the law in order to register and applying the decisions adopted as well as for signing in the name and on behalf of the Company of any contracts or other documents subsequent to these decisions.

Only the shareholders registered as such on **13.04.2021** which is the **reference date** of the meeting as per the evidences issued by the Central Depository SA may participate and vote within the general meeting.

The shareholders registered at the reference date may participate to the general meeting directly or may be represented at the meeting either by their legal representatives or by other representatives who were granted a special or general power-of-attorney, under the conditions of art. 92 para 19 of Law no. 24/2017 on financial instruments issuers and market operations.

The minimum content of the power-of-attorney is as per art. 201 of Regulation no. 5/2018 issued by ASF. The preprinted form of the special power-of-attorney, in Romanian and English language, may be obtained upon request from the company's headquarters or it can be downloaded from the web site www.alumil.com/ro, starting with the date of 23.03.2021, 11.00 a.m. hours.

The shareholders may grant a general power-of-attorney valid for a period which will not exceed 3 years, allowing its representative to vote in all aspects under debate in the general meetings of shareholders of one or several companies identified in the power-of-attorney, including with regard to directive documents, given that the power-of-attorney is granted by the shareholder, as a client, to an agent defined as per Law no. 24/2017 on financial instruments issuers and market operations, or to a lawyer.

The shareholders may not be represented in the general meetings of shareholders based on a general power-of-attorney by a person found in a situation of conflict of interests that may occur especially in one of the following cases:

- a) he/she is a majority shareholder of the company or another entity controlled by the respective shareholder;
- b) he/she is a member of a body of administration, management or surveillance of the company, of a majority shareholder or an entity controlled as per those provided at letter a);
- c) he/she is an employee or auditor of the company or of a majority shareholder or an entity controlled as per those provided at letter a);
- d) he/she is the husband, relative or affinitive up to the fourth degree including of one of the natural persons provided at letters a)-c).

The proxy may not be substituted by another person. If the proxy is a legal entity, it may exercise its mandate by means of any person who is a part of the administration or management body or of its employees.

The deadline for submitting the powers-of-attorney is 21.04.2021, 11.00 a.m. hours. One signed copy of the power-of-attorney, containing the mention of conformity with the original, signed by the representative (in Romanian or English language) together with a copy of the identity card or the registration certificate of the represented shareholder will be submitted at the company's headquarters in Bucharest, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor , District 1, or may be sent via e-mail with the extended electronic signature at the e-mail address office@alumil.ro. Certified copies of the



powers of attorney are withheld by the Company this being mentioned in the minutes of the shareholders' meeting.

The shareholders may empower a credit institution which provides custodian services on the basis of a special power of attorney drafted under Rules no. 5/2018 and signed by the respective shareholder which shall be delivered together with a statement given on its own responsibility of the custodian institution which was so empowered where it shall be mentioned that:

- i) the credit institutions provides custodian services for the respective shareholder;
- ii) the instructions from the special power of attorney are identical with the instructions received through the SWIFT message received by the credit institutions in order to vote in the name of that shareholder;
- iii) the special power of attorney is signed by the respective shareholder.

The Special Power of attorney and the statement mentioned above shall be submitted at the Company's headquarters from Bucharest, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, District 1, in original, signed and if applicable, stamped, or they can be sent by e-mail with extended electronic signature attached at office@alumil.ro.

The shareholders registered on the reference date in the shareholders registry have the possibility to vote by correspondence, before the Ordinary General Meeting of Shareholders, by using the preprinted form of correspondence vote, in Romanian or English language. The preprinted form of correspondence vote signed, in original, or bearing the extended electronic signature, together with a copy of the identity card or the registration certificate of the shareholder, will be sent in original to its headquarters until 21.04.2021, up to 11.00 a.m. hours. Under the provisions of art 92 para 20 of the Law no 24/2017 in case a shareholder has expressed its vote by correspondence vote participates personally or by proxy to the general meeting, the correspondence vote expressed for that general meeting shall be annulled, being considered only the vote expressed personally or by proxy.

Legal entities shareholders shall evidence the legal representative quality by a certificate issued by the trade registry presented in original or certified copy or any other document in original or certified copy issued by the competent authority in the state where the shareholder is duly registered which mentions the quality as legal representative. The documents in this respect shall be issued with maximum 3 months before 22.03.2021.

The documents which attest the quality of legal representative drafted in a foreign language other than English Language shall be accompanied by a translation, by an authorized translator, in Romanian or English language, without other additional formalities.

The documents, materials regarding the agenda, draft of decision and the correspondence vote form, available in both English and Romanian languages, will be at the shareholders' disposal for consulting and if the case might be, completed under the provisions of art 117 para 6 of the Law no 31/1990, starting with 23.03.2021, 11.00 a.m. hours, at ALUMIL headquarters, at the Company's secretariat during business days and on the website of the Company, www.alumil.com/ro.

The shareholders holding individually or jointly at least 5% of the social capital has/have the right:

- (i) to insert new items on the agenda of the Ordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft decision proposed to be adopted by the general meeting; and
- (ii) to submit draft decision for the items included or proposed to be included on the agenda of the general meeting.

These rights may be exercised in writing until 06.04.2021.

The company's shareholders may raise questions, in writing, concerning the items on the agenda, and they must be submitted at the company's headquarters together with copies of the documents allowing the identification of the shareholder until 21.04.2021, 11.00 a.m. hours.



In case on the above mentioned date for the Ordinary General Meeting of Shareholders the validity conditions provided by the companies Law and the Articles of Incorporation are not met, the Ordinary General Meeting of Shareholders is convened for the date of 24.04.2021 starting at 11.00 a.m. at the same address and having the same agenda.

Additional information may be obtained from the Secretariat of the Company, at the telephone number +4021.424.34.56.

The Board of Directors of the Company **ALUMIL ROM INDUSTRY S.A.**, trading company established in accordance with Romanian legislation with headquarters in Bucharest, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, district 1, registered with the Bucharest Trade Registry under no J40/8540/1997, CUI 10042631, fiscal attribute RO, share capital fully paid 6.250.000 RON (hereinafter referred to as „**ALUMIL**” or the „**Company**”), hereby convenes

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

On 23.04.2021 starting with 11.30 a.m., at ALUMIL's headquarters of Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business &Technology Park, A Building, A1 Wing, ground floor, District 1, Bucharest, having the following

AGENDA:

1. Approving the extension of the credit facility amounting to 2.000.000 EUR with Banca Transilvania, under the credit agreement no. 2/BWI/2014 and the subsequent addendums, maintaining the collaterals already established and the mandate granted to Mr. Michail Sotiriou, under the EGMS Decision no.03/21.04.2016, for signing all the subsequent addendums necessary for the extension of the credit facility with Banca Transilvania.
2. Approval of the ratification of the addendum(s) to the Loan Agreement no. 6007 of 13.03.2014 by which the credit was extended and increased in the initial amount of RON 3,000,000 up to the amount of RON 9,600,000, contracted by the Company with OTP Bank Romania SA, having as destination the financing of current expenses for a period of 12 months and the issuance of Letters of Guarantee for a period of 24 months as well as the extension with new credit periods, if necessary, with the prior approval of the Bank, until the contractual obligations are entirely fulfilled.
3. Approval of the ratification of the establishment of additional collaterals in order to guarantee the credit mentioned in point 2, on the goods owned by the Company, as follows:
 - a. the movable mortgage on some equipment owned by the Company as they are detailed in the annex to the minutes of the meeting of the extraordinary general assembly;
 - b. assignment of cash receivables paid under all insurance policies concluded by Alumil Rom Industry S.A. in connection with the above mentioned equipment;
4. Approval of the continuance of the guarantees and ratification of the addendum(s) to and / or guarantee contracts through which the afferent guarantees were continued / set up as well as the setting up of new guarantees as collateral for the credit mentioned at point 2 above, as regards the goods owned by the Company. of third parties, as follows:
 - a. movable mortgage on the credit balances of the current accounts opened by the Company at the Bank;
 - b. mortgage on the building, located in Filipestii de Padure Commune, Minieri village, no. 149, Prahova county, composed of urban land with a total area of 50,003 sqm, plot 68, plot no. 1781/14, 1781/15, 1781/16, 1781/17, 1781/18, 1781/19, 1781/20, 1781/21 having no. cadastral 20481 (old cadastral no. 10297) and the constructions built on it respectively;

- C1- industrial hall for the production and storage of aluminum profiles and accessories, built area of 8836 sqm, year of construction 2013, with sandwich panels with corrugated sheet metal exterior finish without energy performance certificate and elevator, in the category of administrative construction use and socio-cultural, with an area of 8835 sqm of documents and 8836 measured, having no. cadastral 20481-C1, 1781/14, 1781/15, 1781/16, 1781/17, 1781/18, 1781/19, 1781/20, 1781/21, 1781/22 and 1781/23 registered in the Land Book 20481 a Filipestii de Padure locality,

- C2: - concrete platform with a built surface of 4915 sqm, year of construction 2013, having no. cadastral 20481-C2, 1781/14, 1781/15, 1781/16, 1781/17, 1781/18, 1781/19, 1781/20, 1781/21, 1781/22 and 1781/23, registered in the Land Book 20481 of Filipestii de Padure locality, together with all the improvements of the building.

c. comfort letter having the form and content accepted by the Bank, issued by Alumil Aluminum Industry S.A. for an amount agreed by the Bank that will cover the total value of the loans contracted by the Company to OTP Bank Romania SA, including interest, commissions, expenses, etc. until the full coverage of the contractual obligations;

d. assignment of cash receivables paid under all insurance policies concluded by Alumil Rom Industry S.A. in connection with the above mentioned guarantees;

5. Approval of the ratification of all addendum(s) to the credit agreements, guarantee contracts and / or additional documents to them, of any subsequent deeds/documents, concluded and signed so far between the Company and OTP Bank Romania SA in connection with the credit mentioned in point 1 of this decision.
6. Establishing the date of 25.05.2021 as „registration date", date which serves for identification of the shareholders benefitting of the effects of the Extraordinary General Meeting of Shareholders;
7. Establishing the date of 24.05.2021 as „ex date" day, the calendar day from which the shares of ALUMIL ROM INDUSTRY S.A., object of the Extraordinary General Meeting of Shareholders decision will be traded without the rights which derives from the respective decision;
8. Approval of the mandate granted to Mr. Michail Sotiriou, Greek citizen, domiciled in Romania, Bucharest, Str. Of. Botorani, no. 17, pp. V50, ap. 50, sect. 5, identified with passport series AN, no. 5493581, issued by GREECE on 20.06.2017, valid until 19.06.2022, as Chairman of the Board of Directors of the Company, for signing on behalf of the shareholders the decisions taken at the Extraordinary General Meeting of Shareholders and making all the formalities required by law for the registration and application of decisions adopted as well as for the valid signing in the name and on behalf of the Company of any contracts or other legal acts subsequent to these decisions, for signing the credit contract (s), guarantee contracts (movable / immovable), of all additional documents related to them, as well as of all requests, documents related to the implementation of this Decision, including but not limited to the representation of the Company with full powers before the credit institutions in order to carry out the contracted facilities in good condition (from the respective banking institution), having the right to sign any additional act (s) to the credit agreements, which may have as their object, including but not limited to, extension of terms, restructuring operations, rescheduling, reduction, modification and completion of the guarantee structure at the level required according to the negotiations with the bank, as well as any other documents necessary for the development of the contracted credit facility in good conditions.

The mandate is granted also for the establishment and notation of the interdictions of sale/disposal, encumbrance with burdens, renting, dismantling and joining, construction and demolition, restructuring and arrangement on the buildings constituted as collateral.

Also, the mandate is considered given for any other changes that will occur during the credit mentioned in this decision, regarding the credit and / or guarantee contract related to them, concluded / which will be concluded with the above mentioned credit institutions. such as, but not limited to, extending the period of validity of the loan, increases / decreases / restructurings of the amount granted, interest increases / decreases, the establishment of new guarantees / their replacement or any other changes to the credit report. lending and / or guarantee, the mandate being given until the full fulfillment of the contractual obligations..



Only the shareholders registered as such on **13.04.2021** which is the **reference date** of the meeting as per the evidences issued by the Central Depository SA may participate and vote within the general meeting.

The shareholders registered at the reference date may participate to the general meeting directly or may be represented at the meeting either by their legal representatives or by other representatives who were granted a special or general power-of-attorney, under the conditions of art. 92 para 19 of Law no. 24/2017 on financial instruments issuers and market operations.

The minimum content of the power-of-attorney is as per art. 201 of Regulation no. 5/2018 issued by ASF. The preprinted form of the special power-of-attorney, in Romanian and English language, may be obtained upon request from the company's headquarters or it can be downloaded from the web site www.alumil.com/ro, starting with the date of 23.03.2021, 11.00 a.m. hours.

The shareholders may grant a general power-of-attorney valid for a period which will not exceed 3 years, allowing its representative to vote in all aspects under debate in the general meetings of shareholders of one or several companies identified in the power-of-attorney, including with regard to directive documents, given that the power-of-attorney is granted by the shareholder, as a client, to an agent defined as per Law no. 24/2017 on financial instruments issuers and market operations, or to a lawyer.

The shareholders may not be represented in the general meetings of shareholders based on a general power-of-attorney by a person found in a situation of conflict of interests that may occur especially in one of the following cases:

- a) he/she is a majority shareholder of the company or another entity controlled by the respective shareholder;
- b) he/she is a member of a body of administration, management or surveillance of the company, of a majority shareholder or an entity controlled as per those provided at letter a);
- c) he/she is an employee or auditor of the company or of a majority shareholder or an entity controlled as per those provided at letter a);
- d) he/she is the husband, relative or affinitive up to the fourth degree including of one of the natural persons provided at letters a)-c).

The proxy may not be substituted by another person. If the proxy is a legal entity, it may exercise its mandate by means of any person who is a part of the administration or management body or of its employees.

The deadline for submitting the powers-of-attorney is 21.04.2021, 11.00 a.m. hours. One signed copy of the power-of-attorney, containing the mention of conformity with the original, signed by the representative (in Romanian or English language) together with a copy of the identity card or the registration certificate of the represented shareholder will be submitted at the company's headquarters in Bucharest, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology Park, A Building, A1 Wing, ground floor, District 1, or may be sent via e-mail with the extended electronic signature at the e-mail address office@alumil.ro. Certified copies of the powers of attorney are withheld by the Company this being mentioned in the minutes of the shareholders' meeting.

The shareholders may empower a credit institution which provides custodian services on the basis of a special power of attorney drafted under Rules no. 5/2018 and signed by the respective shareholder which shall be delivered together with a statement given on its own responsibility of the custodian institution which was so empowered where it shall be mentioned that:

- i) the credit institutions provides custodian services for the respective shareholder;
- ii) the instructions from the special power of attorney are identical with the instructions received through the SWIFT message received by the credit institutions in order to vote in the name of that shareholder;
- iii) the special power of attorney is signed by the respective shareholder.

The Special Power of attorney and the statement mentioned above shall be submitted at the Company's headquarters from Bucharest, Sos.Bucuresti-Ploiesti, no 42-44, Complex Baneasa Business&Technology



Park, A Building, A1 Wing, ground floor, District 1, in original, signed and if applicable, stamped, or they can be sent by e-mail with extended electronic signature attached at office@alumil.ro.

The shareholders registered on the reference date in the shareholders registry have the possibility to vote by correspondence, before the Extraordinary General Meeting of Shareholders, by using the preprinted form of correspondence vote, in Romanian or English language. The preprinted form of correspondence vote signed, in original, or bearing the extended electronic signature, together with a copy of the identity card or the registration certificate of the shareholder, will be sent in original to its headquarters until 21.04.2021, up to 11.00 a.m. hours. Under the provisions of art 92 para 20 of the Law no 24/2017 in case a shareholder has expressed its vote by correspondence vote participates personally or by proxy to the general meeting, the correspondence vote expressed for that general meeting shall be annulled, being considered only the vote expressed personally or by proxy.

Legal entities shareholders shall evidence the legal representative quality by a certificate issued by the trade registry presented in original or certified copy or any other document in original or certified copy issued by the competent authority in the state where the shareholder is duly registered which mentions the quality as legal representative. The documents in this respect shall be issued with maximum 3 months before 22.03.2021.

The documents which attest the quality of legal representative drafted in a foreign language other than English Language shall be accompanied by a translation, by an authorized translator, in Romanian or English language, without other additional formalities.

The documents, materials regarding the agenda, draft of decision and the correspondence vote form, available in both English and Romanian languages, will be at the shareholders' disposal for consulting and if the case might be, completed under the provisions of art 117 para 6 of the Law no 31/1990, starting with 23.03.2021, 11.00 a.m. hours, at ALUMIL headquarters, at the Company's secretariat during business days and on the website of the Company, www.alumil.com/ro.

The shareholders holding individually or jointly at least 5% of the social capital has/have the right:

- (i) to insert new items on the agenda of the Extraordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft decision proposed to be adopted by the general meeting; and
- (ii) to submit draft decision for the items included or proposed to be included on the agenda of the general meeting.

These rights may be exercised in writing until 06.04.2021.

The company's shareholders may raise questions, in writing, concerning the items on the agenda, and they must be submitted at the company's headquarters together with copies of the documents allowing the identification of the shareholder until 21.04.2021, 11.00 a.m. hours.

In case on the above mentioned date for the Extraordinary General Meeting of Shareholders the validity conditions provided by the companies Law and the Articles of Incorporation are not met, the Extraordinary General Meeting of Shareholders is convened for the date of 24.04.2021 starting at 11.00 a.m. at the same address and having the same agenda.

Additional information may be obtained from the Secretariat of the Company, at the telephone number +4021.424.34.56.

President of the Board of Directors

Michail Sotiriou