

**The Board of Directors of
CIECH SODA ROMANIA S.A.**

a company having its headquarters at 2 Uzinei Street, Ramnicu Valcea, Valcea County, Romania having Registration Number with the Trade Registry J38/250/1991, sole registration number (CUI) 1467188, with a subscribed and paid share capital of RON 199.244.501,75, divided into a number of 796.978.007 nominative, ordinary, freely transferable, dematerialised shares, each with a nominal value of 0.25 RON,

(the "Company")

convenes

the Extraordinary General Meeting of Shareholders

on **24.05.2021, at 09.30 AM hours**, at the Company' headquarters from Râmnicu Vâlcea, Uzinei Street no 2, Vâlcea county, for all the shareholders registered in the Shareholders' Registry at the end of **13.05.2021** (*Reference date identifying shareholders with right to vote*),

with the following

AGENDA

1. Approval of the reduction of the Company share capital by **87.667.580,77 lei**, from the value of **199.244.501,75 lei** registered on the date of adopting the decision, **to the value of 111.576.920,98 lei**, by reducing the value of the shares, **from the value of 0,25 lei / share, to the value of 0,14 lei/share**, followed by the restitution to the shareholders of a part of their contributions to the share capital, proportional to their participation in the share capital of the Company – at the *Reference date identifying shareholders receiving the effects of the decision* – calculated equally for each share, according to article 207 paragraph (2) letter b) of Law no. 31/1990 on companies.

The reduction is compliant with the distribution policies stipulated in the Company Articles of Incorporation and is legitimated by the need to right-size the share capital of the Company, so that it involves the correlation of the share capital to the economic activity of the Company, entered in stand-by mode starting 18.09.2019.

2. Approval of the restitution to the shareholders registered in the Company Shareholders' Registry of a part of their contributions to the share capital, representing the amount of 0,11 lei for each share detained at the *Reference date identifying shareholders receiving the effects of the decision*.

3. Approval for the reduction of subscribed share capital to become effective after the expiry of the term of two months from the date of publishing the EGMS decision in the Official Gazette of Romania, Part IV, provided that all conditions stipulated by article 208 of Law no. 31/1990 on companies are fulfilled.

4. Approval of the date of **10.06.2021** as the *Reference date identifying shareholders receiving the effects of the decision*, according to article 20.4 of the Company Articles of Incorporation.
5. Approval of the date of **01.10.2021** as the *Date to start payments* to the shareholders of the amounts resulting from the share capital reduction.
6. Approval to amend the Company Articles of Incorporation, in order to reflect the reduction of the share capital of the Company, so that:

Art. 6 – The share capital of the Articles of Incorporation is amended and shall read as follows:

”The Company share capital resulting from the reduction of the share capital is 111.576.920,98 lei, divided in 796.978.007 shares, each having a nominal value of 0,14 lei, fully subscribed and paid by the shareholders.

The share capital is subscribed and paid on the date of adopting the Articles of Incorporation, subject to registration in Shareholders’ Registry of Depozitarul Central S.A. and it is held by Company shareholders.”

7. Empowering the Board of Directors and Mr. Urbanowski Witold Piotr, General Director and President of the Managing Board of the Company, together and separately, to exercise all duties related to the completion of the operations subsequent to reducing the share capital of the Company, including:
 - a. following-up the operations of registering the decisions regarding the reduction of the share capital, until the share structure resulting from the share capital reduction is evidenced by the registration company i.e. Depozitarul Central S.A. and the issuance thereby of the new consolidated Register;
 - b. duly amend the relevant chapters of the Articles of Incorporation and publish the updated Company Articles of Incorporation, so as to reflect the recent amendments;
 - c. establishing, in accordance with the legal provisions, the modalities of restitution to the shareholders of the amounts resulted from the reduction of the share capital, by drawing up and publishing own procedures that will be brought to the shareholders' notice by publication on the Company's website and in the media;
 - d. all attributions relative to technical, legal or administrative operations that may be needed for properly implementing the share capital reduction operation.
8. Empowering Mr. Urbanowski Witold Piotr, General Director and President of the Managing Board of the Company, to sign the decision of the meeting pursuant to article 129 paragraph (1) of Law no. 31/1990 on companies, and to article 13.4.1 of the Company Articles of Incorporation, so as to carry out, with possibility of sub-delegating, all formalities required by the Romanian legislation for registration of the decisions.

Within the granted mandate, Mr. Urbanowski Witold Piotr (as well as any of his proxies) shall be entitled, without limitation thereto, to carry out all the necessary formalities for the submission of the updated Articles of Incorporation for registration and notification purposes, including signing, as well as to undertake any steps and formalities necessary for the implementation of the decisions adopted by the shareholders, in front of Depozitarul Central, the Trade Register Office, and any other authorities, natural or legal persons involved.

Documents related to the Extraordinary General Meeting of Shareholders

Starting with the date of publication of the present convening notice, this convening notice, the total number of shares and voting rights at the date of the convening notice, the full text of the documents and informative materials regarding the matters on the agenda of the meeting will be published on the internet page of the Company, <http://ciechgroup.com/ro/grupul-ciech/societatile-grupului-ciech/ciech-soda-romania>, and may be seen by shareholders, and may also be obtained in hard copy by interested shareholders, by request sent to the Legal Department at the Company's headquarters, at Uzinei Street no. 2, postal code 240050, Ramnicu Valcea, Valcea County, Romania, by fax at +40.250.733382 or by e-mail at csr@ciechgroup.com.

Shareholders' proposals regarding the Extraordinary General Meeting of Shareholders

Shareholders, representing, individually or together, at least 5% of the share capital of the Company may demand, in writing, the insertion of new points on the agenda of the meeting, no later than **15 days** from the publication of the convening notice in the Official Gazette of Romania – Part IV.

Rights above may be exercised only in writing, and may be transmitted by mail or courier at the Company's headquarters previously indicated herein, to the attention of the Legal Department, either by fax at +40.250.733382 or by e-mail at csr@ciechgroup.com, accompanied by the documents certifying the identity of the shareholder.

Questions about the Extraordinary General Meeting of Shareholders

Each shareholder, regardless of their participation level to the share capital, has the right to ask questions about the agenda of the extraordinary general meeting of shareholders, prior to the date of the meeting. The Company shall answer such questions through publication of the requested information on the Company's website, at <http://ciechgroup.com/ro/grupul-ciech/societatile-grupului-ciech/ciech-soda-romania>, in question-answer format.

Questions may be addressed only in writing, and may be transmitted by mail or courier at the Company's headquarters, as previously indicated herein, to the attention of the Legal Department, either by fax at +40.250.733382 or by e-mail at csr@ciechgroup.com, accompanied by the documents certifying the identity of the shareholder.

Participation and representation in the Extraordinary General Meeting of Shareholders

The reference date identifying shareholders with right to vote is 13.05.2021. Only shareholders registered at this date in the shareholders registry held by Depozitarul Central S.A. may participate and vote in the extraordinary general meeting. Shareholders may participate in the Extraordinary General Meeting of Shareholders directly, or may be represented by other persons, with the exception of directors, managers or officers of the Company, by means of special power of attorney, or may vote by correspondence.

a) Participation for natural persons

Documents necessary for the participation in the Extraordinary General Meeting of Shareholders for natural persons are:

- If the shareholder is present in person: identity document;
- If the shareholder is represented by another person: (i) special power of attorney signed by the represented shareholder, including specific voting instructions for each point on the agenda of the general meeting of shareholders, and (ii) the identity document of the proxy.

b) Participation for legal persons

Representatives of legal persons will prove their powers as follows:

- the legal representative – official document attesting such quality (Articles of Association, extract/ascertaining certificate issued by the Trade Registry or any other proof issued by a competent authority);
- representative to which powers of representation have been delegated – (i) special power of attorney signed by the legal representative of the shareholder, including specific voting instructions for each point on the agenda of the general meeting of shareholders, and (ii) the official document which attests such quality of legal representative as indicated in the paragraph above.

Individuals present at the Extraordinary General Meeting of Shareholders acting as representatives (legal or conventional) for a legal person will be identified by way of their identity documents.

c) Special Power of Attorney

Starting with the date of publication of this convening notice, the form for the special power of attorney shall be published on the Company's website, <http://ciechgroup.com/ro/grupul-ciech/societatile-grupului-ciech/ciech-soda-romania>, and may be sent by the Company, through postal services, to each of the shareholders who files a request in this regard.

An original of the power of attorney must be submitted to the Company **at least 48 hours prior to the date for which the Extraordinary General Meeting of Shareholders was convened**, under the penalty of

losing the right to vote through a representative in the Extraordinary General Meeting of Shareholders, in accordance with the law. The special power of attorney shall be sent in original, in hard copy, at the Company headquarters located at 2 Uzinei Street, postal code 240050, Ramnicu Valcea, Valcea County, Romania, to the attention of the Legal Department.

d) Vote through correspondence

Shareholders registered on the reference date identifying shareholders with right to vote in the Shareholders' Registry kept by Depozitarul Central S.A. may also vote by correspondence, before the Extraordinary General Meeting of Shareholders by using the form for voting by correspondence. The form for voting by correspondence may be obtained, starting with the date of publication of this convening notice, and sent by the Company, through postal services, to each of the shareholders who files a request in this regard.

The forms for voting by correspondence (filled in by the shareholders, and accompanied by a copy of the identity document of the shareholder natural person / legal representative of the shareholder legal person, together with, for legal persons, and an official document attesting such quality of legal representative of the shareholder) are to be received in original, at the Company headquarters previously indicated herein, until 24.05.2021, 09.30 AM hours.

If the quorum provided by law and the Company Articles of Incorporation for the validity of deliberation will not be met at the first convening, on 24.05.2021, the Extraordinary General Meeting of Shareholders will be held at the second convening, which will take place on 25.05.2021, at 09.30 AM hours, at the same place and having the same agenda.

CIECH SODA ROMANIA S.A.
President of the Board of Directors

Wojciech Stramski



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D PIOTR**
Digitally signed
by
URBANOWSKI
WITOLD PIOTR
Date: 2021.04.12
13:22:56 +03'00'

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RO50 CITI 0000 0008 3501 9039 EUR
RO03 CITI 0000 0008 3501 9012 USD
RO28 CITI 0000 0008 3501 9047 PLN

Registrul comertului J38/250/1991
Cod fiscal RO 1467188

Capital Social subscris, integral varsat
199.244.501,75 lei