

**Annex No. 1 to Decision No. 1 of 17.08.2021 of the Board of Directors of CIECH Soda Romania S.A.**

**Payment Procedure for refunding to the shareholders of CIECH Soda Romania S.A. their share-contribution to the share capital,  
in accordance with the Decision of the Extraordinary General Meeting of Shareholders  
No. 1 of 24.05.2021**

## **I. Definitions**

**Company:** CIECH Soda Romania S.A., a company having its registered office in Râmnicu Vâlcea, 2 Uzinei Street, Vâlcea County, Romania, registered with the Trade Register under the number J38/250/1991, unique registration code (CUI) 1467188, having a fully subscribed and paid-up share capital of 111.576.920,98 RON, divided into a number of 796.978.007 nominative, ordinary, freely transferable shares issued in dematerialized form, each with a nominal value of 0,14 RON.

**Reference Date for identifying the shareholders whom the effects of the decision will concern:** 10.06.2021.

**Shareholder:** Any person registered as a shareholder in Shareholders' Registry on the Reference Date for identifying the shareholders whom the effects of the decision will concern.

**Share-contribution to the share capital:** the amount of 0,11 RON for each share held by a shareholder on the Reference Date for identifying the shareholders whom the effects of the decision will concern.

**Start date of payments to shareholders of the amounts resulting from reducing the share capital:** 01.10.2021.

## **II. Overall considerations**

By the Decision of the Extraordinary General Meeting of Shareholders No. 1 of 24.05.2021 ("*EGMS Decision*") was approved the reduction of Company's share capital by the amount of 87.667.580,77 RON, from the value of 199.244.501,75 RON, registered on the date of the adoption

of the decision, to the value of 111.576.920,98 RON, by reducing the nominal value of the shares, from the value of 0,25 RON/share to the value of 0,14 RON/share, followed by the refund to shareholders of a share-contribution, proportional to their share of participation in Company's share capital - on the Reference Date for identifying the shareholders whom the effects of the decision will concern – and calculated equally for each share, pursuant to Art. 207 par. (2) letter b) of Law No. 31/1990 on companies.

The reduction is in accordance with the distribution policies provided in Company's Articles of Incorporation, being justified by the need to optimize Company's share capital, so as to involve the correlation of share capital with the economic activity of the entity, which entered the stand-by mode as of 18<sup>th</sup> September 2019.,

The EGMS Decision produces effects within two months from the date of its publication in the Official Gazette of Romania, Part IV, namely as of 17.08.2021, fact taken into consideration when adopting Decision No. 1 of 17.08.2021 of the Board of Directors of CIECH Soda Romania S.A. regarding: establishing the effects of reducing the share capital, establishing the value and structure of the share capital of the Company, following the Decision of the Extraordinary General Meeting of Shareholders of the Company No. 1 of 24.05.2021, duly amendment of Company's Articles of Incorporation.

In accordance with the resolutions adopted by the Decision of the Extraordinary General Meeting of Shareholders No. 1 of 24.05.2021, starting from 01.10.2021, the Company shall refund to the shareholders registered in Shareholders' Registry of the Company – on the Reference Date for identifying the shareholders whom the effects of the decision will concern – the share-contribution represented by the amount of 0,11 RON for each share held on the Reference Date for identifying the shareholders whom the effects of the decision will concern.

The maximum amount that can be refunded to a shareholder is calculated as the product between the value of 0,11 RON and the number of shares held by the that shareholder on the Reference Date for identifying the shareholders whom the effects of the decision will concern, 10.06.2021, according to the record in Shareholders' Registry of the Company on 10.06.2021.

### **III. Payment Procedure for refunding to shareholders their share-contribution to the share capital**

**Payment methods of the amounts representing the share-contribution to the share capital:**

**1. For individual shareholders – payments can be requested in cash or by bank transfer.**

**Payment by bank transfer cannot be requested for amounts less than 100 RON.**



Individual shareholders, in person or through a legal or conventional representative, shall submit an application to the Company, according to the templates presented in Annex A and Annex B.

The application can be sent to Company's head office, by courier or other postal services, to the address: Râmnicu Vâlcea, Str. Uzinei nr. 2, Județul Vâlcea, to the attention of the Finance Department, by fax at +40.250.733382, or by electronic means, the electronic signature attached to it, to the address: [csr@ciechgroup.com](mailto:csr@ciechgroup.com), together with the documents attesting shareholder's identity.

The application shall be accompanied by the following documents:

- copy of the valid identity document, where the Personal Identification Number is legible – certified by the holder as “according to the original”;
- for applications requesting payment by bank transfer: account statement or a document issued by the bank, confirming the existence of the account on shareholder's name, specifying the IBAN code, in original;
- copy of the documents attesting the capacity of the signatory of the application through legal or conventional representative, if applicable – in original (special power of attorney) or certified by the holder as “according to the original” in case of other documents.

The shareholders requesting cash payment can come in person with the application and the documents indicated above to Company's head office based in Râmnicu Vâlcea, Str. Uzinei nr. 2, Județul Vâlcea, Monday to Friday, between 09.00 – 12.00.

#### **Special situations:**

- a) In the case of individual shareholders under the age of 14, the payment is made to the due legal representative – guardian/parent of the minor, based on the following documents:
  - copy of the valid identity document of the guardian/parent, where the Personal Identification Number is legible – certified by the holder as “according to the original”;
  - copy of shareholder's birth certificate, where the Personal Identification Number is legible – certified by the guardian / parent as “according to the original”;
  - copy of the legal act establishing guardianship in the case of the guardian who is not one of the parents, certified as “according to the original”;
- b) In the case of individual shareholders having established custody, the payment is made through the trustee of that person, based on the following documents:
  - copy of the valid identity document of the trustee, where the Personal Identification Number is legible – certified by the holder as “according to the original”;

- copy of shareholder’s identity document, where the Personal Identification Number is legible – certified by the trustee as “according to the original”;
  - copy of the legal act establishing custody – certified as “according to the original”.
- c) In the case of individual shareholders who do not come in person to collect the cash payment but mandate another person in this regard, the payment is made to the proxy, based on the following documents:
- special power of attorney authenticated at the notary’s office including the power to collect the amounts to be distributed, issued no more than 3 years prior to the date on which the payment is made, unless the power of attorney has a validity period of more than 3 years and is valid on the date on which the payment is made + a photocopy certified for conformity with the original;
  - copy of the valid identity document of the proxy, where the Personal Identification Number is legible – certified by the holder as “according to the original”.

**Exceptional situations:**

Payments shall not be made in the following cases:

- to the shareholders whose Personal Identification Number from the presented documents is not consistent with the one registered in Company’s records received from the Central Depository. They will be directed to the Central Depository;
- to the heirs of the shareholders, based on the heir certificates. They will be directed to the Central Depository.

If on the Reference Date for identifying the shareholders whom the effects of the decision will concern, Shareholder’s Registry includes deceased persons, the refund of the amounts representing the share-contribution shall be made only upon application by the heir(s) and registration by the Central Depository of the direct transfer of ownership over the financial instruments as a result of the succession, in accordance with the applicable legal regime, and subsequently of the payment application.

**2. For legal entities, payments shall be made only by bank transfer**

Legal entities shareholders through a legal or conventional representative shall submit an application to the Company, according to the template presented in Annex C.

The application can be sent to Company’s head office by courier or other postal services, to the address: Râmnicu Vâlcea, Str. Uzinei nr. 2, Județul Vâlcea, to the attention of the Finance Department, by fax at +40.250.733382, or by electronic means, the electronic signature attached to it, to the address: [csr@ciechgroup.com](mailto:csr@ciechgroup.com), together with the supporting documents.

The application shall be accompanied by the following documents:



- copy of the registration certificate – certified by the holder as “according to the original”;
- copy of the document attesting the capacity of legal representative of the legal entity (valid certificate of confirmation of company details issued by the Trade Register/equivalent entity – for foreign entities) – certified by the holder as “according to the original”;
- copy of the documents attesting the capacity of conventional representative of the signatory of the application, if applicable – certified by the holder as “according to the original”;
- account statement or a document issued by a bank, confirming the existence of the account on holder’s name – legal entity, specifying the IBAN code, in original.

#### **Note 1**

The documents presented in a foreign language shall be accompanied by their legalized translation into Romanian, and if they are issued by a foreign authority they must hold an apostille or be over-legalized, as the case may be.

#### **Note 2**

In the case of payments by bank transfer, the holder of the account into which the payment is requested can be only the shareholder or, as the case may be, his proxy.

#### **Note 3**

The payment of the amounts representing the refund of the share-contribution to the share capital is subject to the general provisions on prescription, so that any application for payment made after 1<sup>st</sup> October 2024, respectively within 3 (three) years from the date of 1<sup>st</sup> October 2021, shall be declared prescribed.

#### **Note 4**

The Company reserves the right to request from the shareholder / his proxy additional documents whose necessity would arise after having analyzed the payment applications.

#### **Note 5**

The payment applications and supporting documents sent by e-mail shall be accepted only if they are signed with a valid digital certificate issued by a Romanian certification service provider, accredited according to Law No. 455/2001 on the electronic signature. Documents bearing the electronic signature in the above conditions can be sent to the address: [csr@ciechgroup.com](mailto:csr@ciechgroup.com).

Further information on the Payment Procedure can be requested at the e-mail address: [csr@ciechgroup.com](mailto:csr@ciechgroup.com) or phone number (+40250) 731 852; (+0350) 730 334.

This Procedure and the payment application templates are available on Company's website, <http://ciechgroup.com/ro/grupul-ciech/societatile-grupului-ciech/ciech-soda-romania> or can be requested in paper form printed at Company's head office.

This procedure may be amended in the event of unforeseen circumstances arising after its approval.

**Company: CIECH Soda Romania S.A.**

General Director,

Witold Urbanowski

