



*Translation from the Romanian language; Romanian version shall prevail*

TO,

**BUCHAREST STOCK EXCHANGE**

**FINANCIAL SUPERVISORY AUTHORITY**

FINANCIAL INSTRUMENTS AND INVESTMENT SECTOR

ISSUERS DIRECTION

**CURRENT REPORT**

**in compliance with the provisions of Regulation no. 5/2018 on issuers of financial instruments and market operations – art. 234**

**Date of report: 02.10.2025**

**Name of issuer: COMVEX S.A.**

**Registered office: Constanta, Incinta Port, Dana 80-84, Romania**

**Phone: 0241-603051**

**Unique Registration Code: 1909360**

**Registration number with the Trade Registry: J13/622/20.02.1991**

**Share capital: 29,139,927.5 lei**

**The market on which the issued securities are traded: Bucharest Stock Exchange, ATS market (AeRO)**

**Significant event to be reported: Summoning the Ordinary General Meeting of Shareholders on November 3/4, 2025**

The summoning of the OGMS was established by the Board of Directors by the decision adopted at the meeting of 01.10.2025.

The Board of Directors of COMVEX S.A. Constanta, duly represented by its Chairman, registered with Constanta Trade Registry under number J13/622/1991, Unique Registration Code 1909360, having its registered office in Constanta, Incinta Port, Dana 80-84 Romania (hereinafter referred to as the „Company” or „Comvex”),

Considering the provisions of the Company Law no. 31/1990, republished, as further amended and supplemented, of the Law no. 24/2017 on issuers of financial instruments and market operations, republished, as further amended and supplemented, of the Regulation no. 5/2018 on issuers of financial instruments and market operations, as further amended and supplemented, as well as the provisions of the Company’s Articles of Incorporation,

**hereby**

## SUMMONS:

The **Ordinary General Meeting of Shareholders of Comvex** (hereinafter referred to as "**OGMS**") which shall take place at the Company`s registered office in Constanta Incinta Port Constanta, Dana 80-84, Constanta county, **on November 3, 2025, starting with 12:00** for all the shareholders registered with the Company Shareholders` Registry kept by Depozitarul Central S.A. at the end of **October 24, 2025**, considered as the **Reference Date** for this general meeting. In case that on the aforementioned date the quorum requirements for the OGMS are not fulfilled, it is summoned and set, according to article 118 of Law no. 31/1990 the second Ordinary General Meeting of Shareholders on **November 4, 2025, starting with 12:00**, at the same place and with the same agenda and Reference Date.

### The Ordinary General Meeting of Shareholders shall have the following agenda:

1. Approval of the distribution of dividends in total amount of RON 23,486,782, representing part of the Company`s registered and undistributed profit for 2024. Approval of the fixing of a gross dividend per share of RON 2.015.
2. The approval of the date of **November 19, 2025** as the date of registration, in compliance with the provisions of article 87 para (1) of Law no. 24/2017 (R) and article 2 para (2) letter f) of Regulation no. 5/2018.
3. The approval of the date of **November 18, 2025** as „**ex date**”, in compliance with the provisions article 2 para 2 letter l) of Regulation no. 5/2018 on issuers of financial instruments and market operations.
4. The approval of **December 5, 2025** as payment day in compliance with the provisions of article 87 para 2 of Law no. 24/2017 (R), article 2 para 2 letter h) and article 178 of Regulation no. 5/2018.
5. The approval of the appointment of Mr. Viorel PANAIT and Mrs. Madalina Liliana MILITARU to severally or jointly sign all the documents related to the resolutions of the meeting, as well as to fulfil all the legal formalities necessary for the registration and publicity of each of the OGMS resolutions with the competent authorities, in accordance with the applicable legal provisions.

## DETAILED INFORMATION REGARDING THE SHAREHOLDERS RIGHTS AND THE PROCEDURE

### **A. The Company`s shareholders rights to introduce new matters on the agenda and to make new resolution proposals**

The shareholders representing, individually or jointly, at least 5% of the Company`s share capital have the right, in accordance with the applicable legal provisions, to introduce new matters on the agenda of the OGMS as well as to make new resolution proposals for the matters included or proposed to be included on the agenda of the OGMS.

Each new matter must be accompanied by a justification or by a project resolution to be passed by the OGMS.

The aforementioned rights may be exclusively exercised in writing and the documents comprising the proposals must be send by e-mail having attached the extended electronic signature, at [aganoiembrie2025@comvex.ro](mailto:aganoiembrie2025@comvex.ro), so that these proposals are received by the Company by the end of the working day (16:00) of the last day of the deadline, within a 15 days term starting with the publishing date of the present summoning notice, respectively until **October 20, 2025, 16:00**, clearly mentioning on the subject "**For the Ordinary General Meeting of Shareholders of November 3/4, 2025**", or send personally, by post or by courier and submitted/received at the Company`s headquarter, so that these are registered as received at the Company`s registration desk by the end of the working day (16:00) within a 15 days term starting with the publishing date of the present summoning notice, respectively until **October 20, 2025, 16:00** clearly mentioning on the envelope "**For the Ordinary General Meeting of Shareholders of November 3/4, 2025**".

For the purpose of proving the Company's shareholder status, the shareholders will provide the following documents issued by Depozitarul Central S.A. or by the participants providing custody services under the conditions stipulated under Law no. 24/2017 and the Regulation no. 5/2018:

- a) the account statement, which shows the capacity as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A.

The documents proving the capacity as legal representative submitted in a foreign language, other than English language shall be accompanied by a Romanian or English authorised translation.

#### **B. The shareholders right to submit enquires concerning the agenda**

Any interested shareholder of Comvex, which is registered at the Reference Date, is entitled to submit enquiries in writing with respect to the matters on the agenda of the OGMS.

Any enquire shall be submitted in writing, and send by e-mail having attached the extended electronic signature, at [aganoiembrie2025@comvex.ro](mailto:aganoiembrie2025@comvex.ro), so that they are received by the Company by **October 31, 2025, 16:00** clearly mentioning on the subject "**For the Ordinary General Meeting of Shareholders of November 3/4, 2025**", or shall be sent personally, by post or by courier and submitted/received at the Company`s headquarter so that these are registered as received at the Company`s registration desk by **October 31, 2025, 16:00** clearly specifying on the envelope "**For the Ordinary General Meeting of Shareholders of November 3/4, 2025**".

The Company may answer to the shareholders enquires including by way of posting the answers on the Company`s web site, frequently asked questions section, having the question-answer format, and for the questions with the having the same content, the Company shall give a general answer. The right to submit enquires and the Company`s obligation to answer, shall be subject to the protection of privacy and business interests of the Company.

Any enquires with respect to the matters on the agenda, shall be accompanied by the following identity documents:

- a) In case of individuals shareholders: a copy of the valid identity document (ID/Passport/Resident Permit or other similar document issued by a competent authority of any jurisdiction);

b) In case of legal persons shareholders, the capacity of legal representative is established based on Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., then the shareholders must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by the Trade Register or by other competent authority from the state where the shareholder is registered, within its validity term, in copy or scanned in the case of transmission by electronic means of communication).

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

### **C. The right of the Company`s shareholders to attend the Ordinary General Meeting of Shareholders**

At the OGMS can participate and vote only the shareholders of the Company registered with the Company's Shareholders Registry at the Reference Date **October 24, 2025**, in accordance with the legal provisions and the provisions of the Articles of Incorporation, **in person** (through legal representative, for legal entities) or **represented** (with a Special or a general power of attorney, in accordance with the legal provisions or with the Affidavit given by the custodian) with the observance of the legal limitations, or, before the OGMS, **by correspondence** (based on the Correspondence voting form).

**The access and/or the voting by correspondence** of the shareholders of the Company entitled to participate to the OGMS is permitted subject to proofing their identity based on, for the Comvex individuals shareholders, the identification document (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens or similar document issued by a competent authority in any jurisdiction) and, for legal entities, the identification document of the legal representative (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens or similar document issued by a competent authority in any jurisdiction).

**The representatives of the individuals**, shareholders of Comvex, will be identified based on the identification document (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens or similar document issued by a competent authority in any jurisdiction) accompanied by the Special or general power of attorney signed by the shareholder of the Company.

**The representatives of the shareholders, legal entities, of Comvex** will proof their capacity based on the identification document (identity card for the Romanian citizens or, as the case may be, passport/residence permit for the foreign citizens or similar document issued by a competent authority in any jurisdiction) accompanied by the Special or general power of attorney signed by the legal representative of the respective legal entity.

**The capacity of shareholder** and, in case of shareholders, legal entities, **the capacity of the legal representative** shall be acknowledged based on the Comvex list of shareholders from the Reference Date received from the Depozitarul Central S.A.

However, for the cases when (i) individuals, shareholders of Comvex, have not previously registered with Depozitarul Central S.A. the valid identification details, than they must submit the copy of the

valid identity document (identity card, passport/residence permit or similar document issued by a competent authority in any jurisdiction); (ii) the legal representative of shareholders, legal entities, is not indicated within Comvex list of shareholders at the Reference Date, received from Depozitarul Central S.A., than the shareholders must submit an official document attesting the capacity of the legal representative of the signatory of the Special power of attorney (the proof issued by the Trade Register or by other competent authority from the state where the shareholder is registered, within its validity term, in copy or scanned in the case of transmission by electronic means of communication).

Information regarding Special and general powers of attorney and the Voting by correspondence are mentioned under paragraphs D), E) and F) below.

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

#### **D. General power of attorney**

The shareholders of the Company registered at the Reference Date may be represented by designated representative based on General power of attorney, issued in accordance with the provisions of article 202 para. (1) of the Regulation no. 5/2018.

The Company does not provide a certain form for the General power of attorney.

Before their first use, the **General powers of attorney** will be submitted/delivered, in copy, including the certification for conformity with the original under the signature of the representative, together with the relevant documents, in a manner which allows the registration of receipt with the Company's registry desk as of **October 31, 2025, 16:00**, clearly indicating on the envelope "**For the Ordinary General Meeting of Shareholders of November 3/4, 2025**".

The general powers of attorney, together with the relevant documents, can be delivered by e-mail having attached the extended electronic signature, at the address [aganoiembrie2025@comvex.ro](mailto:aganoiembrie2025@comvex.ro) in a manner which allows for the e-mail to be received by the Company until **October 31, 2025, 16:00**, indicating in the subject of the e-mail "**For the Ordinary General Meeting of Shareholders of November 3/4, 2025**" according to the above mentioned.

General power of attorney in copy, bearing the mention of the conformity with the original under the signature of the representative, will be kept by the Company, indicating this in the minutes of the OGMS. The General powers of attorney are valid for a period which cannot exceed 3 years, excepting the case when the parties have expressly provided a longer term.

Comvex shareholders can deliver the notification of the designation of the representative only in writing, either personal or via postal services, courier or electronic venues. The Company provides for the shareholders of Comvex who want to notify the designation of the representative by electronic venues, the e-mail address [aganoiembrie2025@comvex.ro](mailto:aganoiembrie2025@comvex.ro).

For the validity of the mandate the representative should have the capacity of intermediary (as per the provisions of art. 2 para. 1 point 19 of the Law no. 24/2017 (R)) or lawyer, and Comvex shareholder should be their client. Furthermore, the representative must not be in a conflict of interest which may occur especially in one of the following cases:

- (a) is a majority shareholder of the Company or of another entity controlled by the respective shareholder;

- (b) is member of an administrative, management or supervision body of the Company, of a majority shareholder or of an entity controlled, in accordance with those indicated under a) above;
- (c) is an employee or auditor of the Company or of a majority shareholder or of an entity controlled, in accordance with those indicated under a) above;
- (d) is the spouse, relative, or similar till fourth grade inclusive of one of the individuals under a) – c) above.

The representative cannot be substituted by any other person, except when such power was expressly granted by the shareholder within the power of attorney. In case the representative is a legal person, it may exercise its mandate through any person part of its management bodies or its employees.

The General power of attorney must be personally signed by Comvex shareholder, including by attaching an extended electronic signature, as the case may be and shall be accompanied by an affidavit of the legal representative of the intermediary or by the lawyer who has been designated as a representative of the shareholder through the General power of attorney, which shall state that (i) the General power of attorney is issued by Comvex shareholder, as the client of the intermediary, or as the case may be, of the lawyer and (ii) the general power of attorney has been signed by the shareholder, including by attaching an extended electronic signature, if the case may be. The affidavit must be submitted in original with the Company, at the same time as the General power of attorney, signed and stamped, if the case may be.

Moreover, Comvex individual shareholders must send to the Company a copy of their identity document (ID card/ Passport/Residence permit or similar document issued by a competent authority in any jurisdiction).

The capacity of the legal representative of the shareholders legal entities of the Company is established based on Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., than the shareholders legal entities of the Company must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by the Trade Register or by other competent authority from the state where the shareholder is registered, within its validity term, in copy or scanned in the case of transmission by electronic means of communication).

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

#### **E. Special power of attorney**

The shareholders of Comvex registered at the Reference Date may be represented by designated representative based on a Special power of attorney.

The Special powers of attorney are valid exclusively for the OGMS for which it was granted by the Comvex shareholder, it shall have the form issued by the Company and shall indicate the vote instructions for each of the items on the agenda (respectively vote "for", "against" or "abstention").

The Special power of attorney forms for representing Comvex shareholders in the OGMS, which are available in Romanian and English language, may be obtained from the Company's web site [www.comvex.ro](http://www.comvex.ro) or at the Company's registered office starting with **October 3, 2025**.





The Special power of attorney shall be executed in three originals (one for the Company shareholder, one for the representative and one for the Company), by filling in the Special power of attorney form made available by the Company, in Romanian or English language.

The Special power of attorney form provided by the Company shall be used for agenda matters.

An original of the Special power of attorney, filled in and signed by the shareholder, either in Romanian or English language, shall be deposited within a separate envelope, closed (clearly mentioning **"For the Ordinary General Meeting of Shareholders of November 3/4, 2025"**) until **October 31, 2025, 16:00**, or delivered, in original, by postal services or courier, in a manner which allows the registration of receipt with the Company's registry desk as of **October 31, 2025, 16:00**.

The Special powers of attorney, together with the relevant documents, can be delivered by e-mail having attached the extended electronic signature, at the address [aganoiembrie2025@comvex.ro](mailto:aganoiembrie2025@comvex.ro) indicating in the subject of the e-mail **"For the Ordinary General Meeting of Shareholders of November 3/4, 2025"**, in a manner which allows for the e-mail to be received by the Company until **October 31, 2025, 16:00**, according to the above mentioned.

The Special powers of attorney that are not registered with the Company's registry desk until the dates as mentioned above will not be considered for the purpose of establishing the attendance and voting quorum in OGMS.

The verification and validation of the Special powers of attorney deposited with the Company shall be made by the members of the OGMS Secretariat, appointed in accordance with the applicable legal provisions.

Comvex shareholders can deliver the notification of the designation of the representative only in writing, either personal or via postal services, courier or electronic venues. The Company provides for the shareholders of Comvex who want to notify the designation of the representative by electronic venues the e-mail address [aganoiembrie2025@comvex.ro](mailto:aganoiembrie2025@comvex.ro).

For the valid exercise of the voting right based on a Special power of attorney, the individual shareholders shall also submit a copy of the identity document (ID Card/Passport/Residence permit, or similar document issued by a competent authority in any jurisdiction). The capacity of legal representative of the shareholders legal entities of the Company is established based on Comvex list of shareholders at the Reference Date, received from Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in Comvex list of shareholders at the Reference Date, received from Depozitarul Central S.A., then the shareholders must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by the Trade Register or by other competent authority from the state where the shareholder is registered, within its validity term, in copy or scanned in the case of transmission by electronic means of communication).

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

When filling in the Special power of attorney the Company shareholders are kindly asked to consider the fact that new matters could be introduced on the agenda of the OGMS or new resolution proposals can be made and if the case may be, the amended agenda shall be available starting with **October**

**23, 2025.** In this case, the Special power of attorney shall be updated and made available for the Company shareholders at the Company registered office or downloaded from the Company web site [www.comvex.ro](http://www.comvex.ro) starting with **October 23, 2025.**

#### **F. Correspondence vote**

The shareholders of the Company registered at the Reference Date may exercise their voting right by correspondence before the OGMS.

The correspondence voting form shall be filled in on the form made available by the Company and shall indicate the vote instructions for each of the items on the agenda of the OGMS (respectively vote "for", "against" or "abstention").

The correspondence voting form for the OGMS, in Romanian and English language may be obtained at the Company registered office or downloaded from the Company web site [www.comvex.ro](http://www.comvex.ro) starting with **October 3, 2025.**

The correspondence voting form provided by the Company shall be used for agenda matters.

The correspondence voting form, filled in and signed by the shareholder, in original, either in Romanian or English language, shall be deposited within a separate envelope, closed, and the relevant documents (clearly indicating "**Correspondence vote - For the Ordinary General Meeting of Shareholders of November 3/4, 2025**"), until **November 3, 2025, 12:00** or it shall be sent in original by post/courier in a manner which allows the registration of receipt with the Company's registry desk as of **November 3, 2025, 12:00.**

The correspondence voting form signed, having attached an extended electronic signature, together with the relevant documents, can be sent by electronic venues by using the e-mail address [aganoiembrie2025@comvex.ro](mailto:aganoiembrie2025@comvex.ro), clearly indicating at the subject of the e-mail "**For the Ordinary General Meeting of Shareholders of November 3/4, 2025**" in a manner that allows it to be registered as received at the Company until **November 3, 2025, 12:00.**

The centralisation, checking and recordkeeping of the Correspondence voting forms shall be made by the members of the OGMS secretariat, appointed in accordance with the applicable legal provisions.

For the valid exercise of the voting right based on a Correspondence voting form, individual shareholders shall also submit a copy of the identity document (ID Card/Passport/Residence permit or other similar document issued by a competent authority in any jurisdiction). The capacity of the legal representative of the shareholders legal entities of the Company is established based on the Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A. However, for the cases when the shareholder has not previously informed the Depozitarul Central S.A. regarding his legal representative or if this information is not indicated in the Comvex list of shareholders at the Reference Date, received from the Depozitarul Central S.A., then the shareholders must submit an official document attesting the capacity of the legal representative of the shareholder (the proof issued by the Trade Register or by other competent authority from the state where the shareholder is registered, within its validity term, in copy or scanned in the case of transmission by electronic means of communication).

The correspondence vote might be exercised by the representatives of the Company shareholders only for the case when they have been designated as a representative of the respective shareholder based on a special or general power of attorney which shall be deposited with the Company within





the deadline provided at letters D) and E) above or in the case the representative is a credit institution providing custody services, with the observance of art. 105 paragraph 11 from the Law no. 24/2017 R.

The documents submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

When filling in the Correspondence voting forms the Company shareholders are kindly asked to consider the fact that new matters could be introduced on the agenda of the OGMS or new resolution proposals can be made and if the case may be, the amended agenda shall be available starting with **October 23, 2025**. In this case, the Correspondence voting forms shall be updated and made available for the Company shareholders at the Company registered office or downloaded from the Company web site [www.comvex.ro](http://www.comvex.ro) starting with **October 23, 2025**.

#### **G. Affidavit**

If a shareholder is represented by a credit institution providing custody services, it will be able to vote in the OGMS on the basis of the voting instructions received from the Comvex shareholder, without the need for a General or special power of attorney from the shareholder. The custodian shall vote within the General Meeting of Shareholders exclusively in accordance and within the limits of the instructions received from its clients that are shareholders of the Company at the Reference Date.

The credit institution may participate and vote at the OGMS under the conditions in which it presents an Affidavit in accordance with art. 207 of Regulation no. 5/2018, in which to state the following:

- a) the name of the Comvex shareholder on behalf of which the credit institution participates and votes in the OGMS;
- b) confirmation that the credit institution provides custody services for that shareholder.

An original copy of the affidavit, signed by the legal representative of the credit institution, in original, accompanied by the relevant documents, shall be submitted with the registry desk of the Company in a closed envelope (with the mention „***For the Ordinary General Meeting of Shareholders of November 3/4, 2025***”) until **October 31, 2025, 16:00**, or will be sent in original by post / courier services so that it is registered as received at the Company's registry until the date **October 31, 2025, 16:00**. The affidavits, signed, together with the relevant documents, can be sent by e-mail having an extended electronic signature, at the e-mail address [aganoiembrie2025@comvex.ro](mailto:aganoiembrie2025@comvex.ro), clearly indicating in the subject of the e-mail “***For the Ordinary General Meeting of Shareholders of November 3/4, 2025***”, in a manner which allows it to be registered as received with the Company registry desk until **October 31, 2025 16:00**.

The verification and validation of the affidavit submitted with the Company will be made by the members of the OGMS Secretariat, designated according to the legal provisions.

#### **H. Other information**

Starting with **October 3, 2025**, the following documents can be downloaded from the Company web site [www.comvex.ro](http://www.comvex.ro), investors Relation/ The general Meeting of Shareholders section, or may be reviewed or obtained by the Company shareholders, upon request, at the Company registered office, during business days within working hours respectively between 08:00 – 16:00: **the Summoning notice of the OGMS** (in Romanian and English language); **Special power of attorney forms** for representing the shareholders at the OGMS, forms that shall be updated in



accordance with the provisions of letter E above (in Romanian and English language); **Correspondence voting forms** for the attendance and voting of the shareholders at the OGMS, forms that shall be updated in accordance with the provisions of letter F above (in Romanian and English language); **Draft resolutions** for the matters on the agenda of OGMS, documents available in Romanian and English language.

At the OGMS, the Company shareholders or their representatives shall show a valid identity document, in original, so as to prove their identity.

The whole proceedings related to the OGMS shall be in Romanian language. For those shareholders who do not know Romanian language, the Company shall make available an authoriser translator for English language.

Any and all documents related to the OGMS submitted in a foreign language, other than English language (except for identity documents valid in Romania) shall be accompanied by a Romanian or English authorised translation.

By electronic venues for the purpose of the present Summoning notice, one shall understand corresponding by written messaging (*E-mail*) exclusively by using the electronic mail [aganoiembrie2025@comvex.ro](mailto:aganoiembrie2025@comvex.ro). Any document submitted in electronic format shall include an extended electronic signature in accordance with the provisions of Law no. 455/2001 on electronic signature, republished and ASF regulations.

All and any document for the Ordinary General Meeting of Shareholders can be registered at the Company registry desk in any of the business days exclusively between 08:00 – 16:00.

Further details as regards the shareholders rights are made available on the Company web site [www.comvex.ro](http://www.comvex.ro).

On the summoning notice day, the share capital of the Company is of 29,139,927.5 lei and is formed by 11,655,971 nominative shares, dematerialised, each having a nominal value of 2.5 lei, each share giving the right to one vote at the Ordinary General Meeting of Shareholders.

Additional information is available at the Company's registered office or by phone 0241.603051, in any business day, between 08:00 – 16:00.

Chairman of the Board of Directors,  
Viorel PANAIT