



**ARGUS S.A.**

To: The Romanian Financial Supervisory Authority  
The Bucharest Stock Exchange

### **CURRENT REPORT**

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and  
to the Romanian Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities

Report date:	<b>17 July 2023</b>
Name of issuer:	<b>ARGUS S.A.</b>
Registered office:	<b>1 Industrialia street, Constanta - Romania</b>
Telephone/ Fax number:	+40241.67.68.40; +40241.63.43.67
Sole registration code:	1872644
Trade Register No:	13/550/1991;
Share capital:	RON 53,670,699
Symbol:	UARG
Market where securities are traded:	BVB-ATS AeRO

#### **Significant events to be reported:**

#### **Convening of the Ordinary and Extraordinary General Shareholders Meeting for 23/24 August 2023 according the Decision of the Board of Directors dated 17 July 2023**

The Board of Directors of Argus S.A. Constanta (hereinafter referred to as the “Company”) informs the market that decided to convene the Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) of the Company for 23 August 2023 (first calling), respectively for 24 August 2023 (second calling) should attendance quorum for the first meeting not be met, having the agenda as set out in the convening notice attached to this current report.

Chairman of the Board of Directors,  
George-Gabriel VISAN

**ARGUS S.A. CONSTANTA**

Constanta, Industriala street no. 1

J13/550/1991, Sole Registration Code 1872644, LEI code 315700M31ZOTBZMMBE46

subscribed and fully paid-in share capital: RON 53,670,699

(the “**Company**”)

**Convening notice for the General Ordinary and Extraordinary meetings of the shareholders  
of ARGUS S.A.  
convened for 23/24 August 2023**

The Board of Directors of **ARGUS S.A. CONSTANTA**, having its headquarter in Constanta, Industrial street no. 1, registered with the Constanta Trade Registry under no. J13/550/1991, having Sole Registration Code 1872644, having subscribed and paid-in share capital of RON 53.670.699, during the meeting held on 17 July 2023,

Pursuant to art. 111 of the Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (“Companies Law”), Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“Law no. 24/2017”), the regulation of the Romanian Financial Supervisory Authority and the Company’s articles of association (the “Articles of Association”)

**Convenes:**

- I. The Ordinary General Meeting of the Company’s Shareholders (the “OGMS”) for the date of 23 August 2023, 10:00 a.m.;**
- II. The Extraordinary General Meeting of the Company’s Shareholders (“EGMS”) for the date of 23 August 2023, 11:00 a.m.**

The all shareholders of the Company registered in the shareholders’ registry (held at the Company’s headquarters) until the end of **10 August 2023**, set as reference date (the “Reference Date”), have the right to participate and vote during the Ordinary and Extraordinary General Meetings.

In case the necessary quorum will not be met at the first convocation, a second meeting of the Ordinary General Meeting of the Company’s Shareholders („OGMS”) will take place on **24 August 2023**, 10:00 a.m. and the Extraordinary General Meeting of the Company’s Shareholders (“EGMS”) will take place on **24 August 2023**, 11:00 a.m., at the registered office of ARGUS S.A. in Constanta, Industriala street no 1.



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## **I. The agenda of the Ordinary General Meeting of Shareholders**

1. Approval of the annual consolidated financial statements prepared for the financial year ended on 31 December 2022 of Argus Group, together with the Board of Directors Report and the independent auditor's report.

2. Approval of the date of **12.09.2023** as registration date and the date of **11.09.2023** as "ex-date", in accordance with the applicable laws, for establishing the shareholders affected by the effects of the decisions adopted.

3. Approval of the power of attorney of the Chairman of the Board of Directors, with the possibility of replacement by the Director General, to fulfill all legal formalities, to sign all legal acts necessary for the submission of the OGMS at the Trade Register Office attached to the Constanța Tribunal, to be mentioned in the register and published in the Official Gazette of Romania, at the Bucharest Stock Exchange or wherever necessary, as well as all legal acts necessary to carry out the decisions adopted.

## **II. The agenda of the Extraordinary General Meeting of Shareholders**

1. Approval of the execution by the Board of Directors of transactions on the capital market and transactions with securities that are not admitted to trading or are not traded within a trading venue, in a maximum amount of 10,000,000 lei, for a period of 12 months starting the date of approval of the decision of the Extraordinary General Meeting of Shareholders.

2. Approval of the date of **12.09.2023** as the date of registration and of the date of **11.09.2023** as the "ex date" date, in accordance with the applicable legal provisions, for establishing the shareholders affected by the effects of the decisions adopted.

3. Empowering the Chairman of the Board of Directors, with the possibility of replacement by the General Manager, to fulfill all legal formalities, to sign all legal acts necessary for the submission of the EGMS at the Trade Register Office attached to the Constanța Tribunal, to be mentioned in the register and published in the Official Gazette of Romania, at the Bucharest Stock Exchange or wherever necessary, as well as all legal acts necessary to carry out the decisions adopted.

### **The right of shareholders to participate in general meetings**

Shareholders registered in the Register of Shareholders on the reference date may participate in the general meeting in person, through legal representatives (in the case of legal entities) or through a representative on the basis of special power of attorney or general power of attorney, or may vote by mail written or electronic means). Shareholders may be assisted by lawyers / legal advisers at the general meeting of shareholders.

The access of the shareholders entitled to participate in the general meeting of shareholders is allowed by simply proving their identity, made in the case of natural shareholders with the identity document or, in the case of legal entities and represented natural shareholders, with the power of attorney given to the natural person representing them. , in compliance with the applicable legal provisions and the provisions contained in this call.

In the case of shareholders of legal entities or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the reference date, from the Register of Shareholders and the identity document of the legal representative. If the shareholders' register at the

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reference date does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original, or a copy conforming to the original, issued no later than 30 days before the date of publication of the convening notice of the general meeting of shareholders.

Shareholders who do not have the capacity to exercise, as well as legal entities, may be represented by their legal representatives, who in turn may empower other persons.

Shareholders may be represented at the general meeting by other persons, on the basis of a special power of attorney or a general power of attorney.

The shareholders of natural or legal persons registered on the reference date may be represented in the general meeting by other persons than the shareholders, on the basis of a special power of attorney.

For this type of vote, the special power of attorney forms must be used, which will be made available by the Board of Directors of the company, or a general power of attorney, drawn up in accordance with the provisions of Law no. 24/2017 and of the FSA Regulation no. 5/2018.

Shareholders of legal entities or entities without legal personality that participate in the general meeting through a person other than the legal representative, will use, obligatorily, a special or general power of attorney, under the conditions previously specified.

The models of the special power of attorney forms will be available starting with **20.07.2023** at the company's headquarters, and on the website [www.argus-oil.ro](http://www.argus-oil.ro) under the heading "Investor Relations", starting with the date of publication of the Call in the Official Gazette.

The shareholders will complete and sign the special powers of attorney in three original copies: one for the shareholder, one for the representative and one for the company. The copy for the company, completed and signed, is submitted in person or sent:

- by any form of courier, in original, together with the accompanying documents, at the company's headquarters, so that it can be registered at the company no later than 48 hours before the general meeting of shareholders, until **21.08.2023**, 10.00, for the OGMS, respectively 11 o'clock, for the EGMS, under the sanction of losing the right to vote.
- by e-mail - with extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature at the address [actionari@argus-oil.ro](mailto:actionari@argus-oil.ro), at the latest 48 hours before the general meeting of shareholders, respectively until **21.08.2023**, at 10.00, for the OGMS, respectively at 11, for the EGMS, under the sanction of losing the right to vote.

The company will accept a general power of attorney, issued for a maximum period of three years, for participation and voting in the general meeting of shareholders, given by a shareholder, as a client, to an intermediary, defined according to art. 2 para. (1) point 19 of Law no. 24/2017, or to a lawyer, without requesting other additional documents regarding the respective shareholder, if the general power of attorney complies with the provisions of art. 105, para. (13) of Law no. 24/2017, is signed by the respective shareholder and is accompanied by a statement on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney, from which it should appear that:

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- (i) the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The declaration given by the legal representative of the intermediary or by the lawyer who received the power of attorney by general power of attorney must be submitted to the company in original, signed and, as the case may be, stamped, together with the general power of attorney, at least 48 hours before the general meeting of shareholders. (**21.08.2023**, 10.00, for the OGMS, respectively 11 o'clock, for the EGMS), in case of the first use.

The shareholders may not be represented in the general meeting of shareholders, based on a general power of attorney, by a person who is in a situation of conflict of interests, in accordance with the provisions of art. 105 para. (15) of Law no. 24/2017.

The general powers of attorney are submitted to the company 48 hours before the general meeting (no later than **21.08.2023**, 10.00, for the OGMS, respectively 11 o'clock, for the EGMS), in a notarized copy or containing the mention of compliance with the original, under the signature of the representative.

### **Correspondence voting**

Shareholders have the opportunity to vote by correspondence prior to the general meeting of shareholders, by using the ballot papers provided by the company.

The models of the ballot forms by correspondence will be available starting with **20.07.2023**, at the company's headquarters, or on the company's website [www.argus-oil.ro](http://www.argus-oil.ro).

Under the sanction of losing the right to vote, the ballot papers by mail, completed and signed by the shareholders, together with all the accompanying documents, are sent to the company's headquarters to be registered, until **21.08.2023**, 10:00 a.m., for the OGMS, respectively 11 a.m., for the EGMS, as follows:

- (i) by any form of courier - the original ballot paper, on paper;
- (ii) by e-mail, with the extended electronic signature incorporated, according to Law no. 455/2001 regarding the electronic signature, at the address [actionari@argus-oil.ro](mailto:actionari@argus-oil.ro).

The ballot paper by mail shall be sent together with the following documents:

- (i) in the case of natural shareholders, the applications must be accompanied by a copy of the identity document and of the account statement from which results the quality of shareholder and the number of shares held, issued by the Register of Shareholders;
- (ii) in the case of legal persons shareholders, it must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders. identity of the legal representative.

If the shareholders' register does not contain data regarding the quality of legal representative, this quality is proved by a finding certificate issued by the Trade Register, presented in original or copy in accordance with the original, with a maximum age of 30 days. the publication of the convening notice of the general assembly, which certifies the quality of legal representative.

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In the event that the shareholder who expressed his vote by correspondence participates personally, or through a representative, at the general meeting, the vote expressed by correspondence will be canceled. In this case, only the vote cast in person or through a representative will be taken into account.

If the person representing the shareholder by personal participation in the general meeting is other than the one who expressed the vote by correspondence, then, for the validity of his vote, he will present at the meeting a written revocation of the vote by correspondence signed by the shareholder or the representative who expressed voting by mail. This is not necessary if the shareholder or his legal representative is present at the general meeting.

### **The shareholders' rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda**

According to the provisions of art. 117 ^ 1 alin. (1) of Law no. 31/1990 and of art. 105 para. (3) of Law no. 24/2017, one or more shareholders representing, individually or together, at least 5% of the share capital of the Company, may request the Board of Directors of the company to introduce additional items on the agenda of the general meeting and / or the presentation of draft decision for the items included or proposed to be included on the agenda of the general assembly, in compliance with the following conditions:

(i) in the case of natural shareholders, the applications must be accompanied by a copy of the identity document and the extract from which results the quality of shareholder and the number of shares held, issued by the Register of Shareholders;

(ii) in the case of legal persons shareholders, the applications must be accompanied by an extract issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders and copy of identity card. the legal representative.

If the shareholders' register does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or copy in accordance with the original, with a maximum age of 30 days, compared to the date of publication of the convening notice of the general assembly, which certifies the quality of legal representative.

(iii) be accompanied by a justification and / or a draft decision proposed for adoption;

(iv) to be sent and registered at the registered office of the company, by any form of courier, with confirmation of receipt, within 15 days from the publication of the call, respectively until **04.08.2023** in original, signed and, as the case may be, stamped by shareholders or representatives their legal status.

### **The right of shareholders to ask questions regarding the agenda**

Shareholders may address questions to the company, through a document that will be sent and registered at the company's headquarters, by any form of courier, with confirmation of receipt, until the fifth day after the publication of the call in the Official Gazette, in original, signed and, as the case may be, stamped by the shareholders or their legal representatives.

The document containing the questions must be accompanied by:

(i) in the case of natural shareholders, the applications must be accompanied by a copy of the identity document and the extract from which results the quality of shareholder and the number of shares held, issued by the Register of Shareholders;

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(ii) in the case of legal persons shareholders, the application must be accompanied by an extract issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders. identity of the legal representative.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proven by a certificate issued by the Trade Register, presented in original or copy in accordance with the original, with a maximum of 30 days related to the date the publication of the convening notice of the general assembly, which certifies the quality of legal representative.

The company can also respond by posting the answer on its website, [www.argus-oil.ro](http://www.argus-oil.ro). or during the proceedings of the general assembly.

The forms of special powers of attorney, ballot papers by mail, as well as the draft decisions of the General Assembly, regarding the issues included on the agenda, will be available and can be consulted by shareholders at the company's headquarters starting with **20.07.2023**, on working days, between 09.00–15.00 or on the company's website [www.argus-oil.ro](http://www.argus-oil.ro).

**Chairman of the Board of Directors,  
George-Gabriel VISAN**