



**Informative notes for the items on the agenda of the Ordinary General Meeting of Shareholders  
convened for April 18/19, 2022**

**1. Approval of individual financial statements**

The individual financial statements of Safetech Innovations (“the Company”), the annual report of the Administrator as well as the audit report are available on the page dedicated to investors: <https://www.safetech.ro/ro/investitori/adunari-generale/>

**2. Approval of the distribution of the net profit related to the financial year 2021**

During the financial year ended December 31, 2021, the Company recorded a net accounting profit of **6,156,770.65 lei**. The profit sharing proposal is as follows:

<b>Profit destination</b>	<b>Amount (LEI)</b>
<b>Net profit to be distributed:</b>	<b>6.156.770,65</b>
Legal Reserves:	370.001
Cash Dividends:	4.156.250
Other reserves:	0
<b>Total Distributed</b>	<b>4.526.251</b>
Undistributed profit	1.630.519,65

**3. Date of registration and ex-Date for the share capital increase operation**

In order to give sufficient time to the company in order to fulfill the legal formalities before ASF and ORC, from the date of approving the method of profit distribution, according to point 2 let. b) The OGMS and the date of payment of dividends were granted for 2 months. The capital increase operation that will be carried out in accordance with the EGMS decision, and the granting of free shares, has a close payment date, respectively 6 days after the dividend payment operation. Thus, sufficient time is given to the company and to the Central Depository, in order to carry out the necessary operations, respectively ORC registration, ASF authorization and consolidation of the situations regarding the investors.

The registration date and the Ex-Data are proposed in accordance with the provisions of Law no. 24/2017 regarding the issuers of financial instruments and market operations and of the Regulation of the Financial Supervisory Authority no. 5/2018 regarding the issuers of financial instruments and market operations.

**4. Approval of the income and expenditure budget of the Company for the financial year 2022**

See the proposed budget of revenues and expenditures of the Company for the year 2021 available on the page dedicated to investors: <https://www.safetech.ro/ro/investitori/adunari-generale/>

**5. Adopting the Remuneration Policy of the Board of Directors of SAFETECH INNOVATIONS S.A., and establishing the remuneration of the company's managers in accordance with it.**

Although in accordance with the provisions of art. 106 of Law no. 24/2017 regarding the issuers of financial instruments and market operations, the issuers must adopt a remuneration policy for the



members of the management bodies, article 123 of the same law, no. 24/2017 regarding the issuers of financial instruments and market operations does not include this obligation also for the companies whose securities are traded within the multilateral trading system, AeRO (AeRO market).

However, the company wishes to inform the shareholders accordingly about the remuneration granted to the management bodies and, at the same time, to comply with the applicable legal provisions, respectively of the Corporate Governance Code of BVB, in case of favorable approval by EGMS of admission to Safetech shares. on the BVB Regulated Market.

Thus, the Company decides to include on the agenda the OGMS, the approval of the Remuneration Policy for the members of the management bodies and the establishment of their remuneration in accordance with the provisions of this policy, starting with the date of adoption of the General Assembly Schedules.

The Remuneration Policy is available on the page **dedicated to investors:** <https://www.safetech.ro/ro/investitori/adunari-generale/>

#### **6. Approval of the Remuneration Report of the Company's management related to the activity carried out in 2021,**

In accordance with the provisions of 107 of Law no. 24/2017 regarding the issuers of financial instruments and operations, the issuers must draw up and present to the shareholders a remuneration report regarding the activity of the members of the management bodies from the last fiscal year.

As in the case of the remuneration policy, article 123 of Law no. 24/2017 regarding the issuers of financial instruments and market operations does not include this obligation also for the issuers whose securities are traded within the multilateral trading system, AeRO (AeRO market).

However, the company wants to properly inform the shareholders about the remuneration granted to the management bodies.

Thus, the Company decides to include on the agenda the OGMS, the approval of the Remuneration Report of the members of the management bodies, respectively of the Sole Administrator for its activity in 2021.

#### **7. Approval of the discharge of the Sole Administrator for the activity related to the financial year 2021;**

The discharge is proposed in accordance with the provisions of Law no. 31/1990 regarding the companies and the constitutive act of the Company, considering the annual report of the Administrator regarding the activity during 2021 and the financial statements, which are available on the page dedicated to investors: <https://www.safetech.ro/ro/investors/general-meetings/>

#### **8. Informing the shareholders regarding the resignation of the sole director of the Company**

With the abolition of the position of Sole Administrator, by adopting a Articles of Incorporation which stipulates that the administration of the Company is carried out by a Board of Directors, the mandate of the Sole Administrator ceases.

#### **9. Approval of the establishment of a board of directors of the Company consisting of 3 (three) members.**

Given the best corporate governance practices, the company recommends to shareholders the formation of a Board of Directors. Given the size of the company, the proposal to shareholders is to appoint a three-member board.

**10. Election of the members of the Board of Directors**

It is necessary to elect three members of the Board of Directors, after the approval of the new Articles of Incorporation which stipulates that the company is managed by a Board of Directors. The members of the council will be elected for a term of 2 years with the possibility of its extension.

In order to satisfy the code / principles of corporate governance of the Bucharest Stock Exchange aimed at the independent competence of the Board of Directors and the separation of responsibilities between the Board of Directors and the executive management, at least one member of the Board of Directors will be independent. be composed of non-executive members. The proven independence criteria for the independent member are those stipulated in the corporate governance code of the Bucharest Stock Exchange and refer to the absence of conflicts of interest derived from family, business or contractual relations with the Company and the persons appointed to executive positions.

Shareholders may make proposals for candidates for the position of member of the Board of Directors according to the rules provided in the call. Applications can be submitted until 31.03.2022 at 18.00 AM. The CVs of the candidates who submit all the required documents to the Company, will be available for shareholders on the Company's website, Investors section, "General Shareholders' Meeting" subsection

**11. Approval of the model management framework contract for the Members of the Board of Directors.**

The model framework contract that will be concluded by the company with the members of the Board of Directors is available on the page dedicated to investors: <https://www.safetech.ro/ro/investitori/adunari-generale/>.

**12. Approval of the power of attorney of the Board of Directors to sign the mandate contracts to be signed with the new members.**

The mandate contract concluded with each of the members of the Board of Directors will be signed in the name and on behalf of the Company by any other member of the Board of Directors.

**13 and 14. Revocation of the existing auditor and appointment of a new auditor of the company - the audit company Baker Tilly Klitou And Partners S.R.L.**

Following the revocation of the company's existing auditor, Safetech proposes to the shareholders the appointment of Baker Tilly Klitou And Partners S.R.L as auditor for a term of 2 years from the date of appointment.

**15. Authorization and Empowerment of Mr. Gansac Victor**

It is proposed that Mr. Gansac Victor to be empowered to complete all the formalities necessary for the implementation and registration of the OGMS resolutions, including the formalities at the Trade Register and at the Financial Supervisory Authority.