



To: *the Bucharest Stock Exchange*
the Romanian Financial Supervisory Authority

CURRENT REPORT 28/2022

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	22.07.2022
Name of the Company	Safetech Innovations S.A.
Registered Office	12-14 Frunzei Street, District 2, Bucharest
Phone	+40 31 860 21 01
Email	investors@safetech.ro
Registration nr. with Trade Registry	J40/3550/2011
Fiscal Code	28239696
Subscribed and paid share capital	13,300,000 lei
Total number of shares	66,500,000
Symbol	SAFE
Market where securities are traded	MTS AeRO Premium

Important events to be reported: Resolutions of the OGMS & EGMS dated 21.07.2022

On 21.07.2022, starting with 10:00 AM, at the headquarters of the Company located at 12-14 Frunzei Street, 1st Floor, Bucharest, took place the Ordinary General Meeting of Shareholders of Safetech Innovations S.A. (hereinafter referred to as the "Company"), and starting with 10:30 AM, at the same location, the Extraordinary General Meeting of Shareholders of the Company took place. For both meetings, the legal and statutory quorum was constituted at first convocation.

The resolutions of the Ordinary and Extraordinary General Meetings of Shareholders of the Company are attached to this current report.

Victor GANSAC

CEO

SAFETECH INNOVATIONS S.A.

Headquarters: 12-14 Frunzei Street, floors 1-3, District 2, postal code 021533, Bucharest, Romania
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**RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING
OF SAFETECH INNOVATIONS S.A.
DATED AS OF 21.07.2022**

The Ordinary General Meeting of Shareholders of SAFETECH INNOVATIONS S.A., based in Bucharest, 2nd District, 12-14 Frunzei Street, Floor 1 and 2, registered with the Trade Register Office of the Bucharest Tribunal under number: J40/3550/2011, having the sole register no. 28239696 (hereinafter referred to as “**the Company**”), was **held on 21/22.07.04.2022 at 10:00**, at the Company's headquarters in Bucharest, 2nd District, 12-14 Frunzei Street, Floor 1, chaired by **Mr. Gansac Victor**, the Sole Administrator of the Company, having as secretary elected Mr. Daniel Pisaru and Evote team as technical secretary.

According to the presence list of shareholders, Annex 1 to the Minutes of the Ordinary General Shareholder Meeting of **21.07.2022**, the meeting of the Ordinary General Meeting of Shareholders (“OGMS”) was attended by shareholders representing **79,2160%** of the share capital and **79,2160%** of the number of existing voting rights, thus meeting the quorum necessary for the adoption of this Decision of the Extraordinary General Meeting of Shareholders.

Whereas

- The provisions of the Articles of Incorporation of the Company and of the Companies Law no. 31/1990, republished, with subsequent amendments and completions, Law no. 24/2017 regarding the issuers of financial instruments and market operations, ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations;
- The fact that, in accordance with the Articles of Incorporation of the Company, the General Meeting was convened by the Sole Administrator, through the convening notice published in the Official Gazette Part IV, no. 2576 from 20.06.2022, and in “Bursa” newspaper nr. 113 from 20.06.2022;
- The fact that, at the OGMS meeting of 18 / 19.04.2021 were present only the shareholders who held this quality until the reference date of 11.07.2022, inclusive;
- The fact that, during the OGMS meeting, the minutes were drawn up containing all the debates, objections and votes of the present shareholders and which was the basis for issuing this Decision of the Ordinary General Meeting, in accordance with the Articles of Incorporation;

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- The fact that all the conditions provided by the Articles of Incorporation have been met;

The agenda related to the OGMS meeting of 21.07.2022:

1. Approval of the distribution of the **the undistributed net profit related to the financial year 2021.**
2. Approval of the altered Remuneration Policy of the Board of Directors of SAFETECH INNOVATIONS S.A. and enacting these changes in an updated Remuneration Policy;
3. Authorization and empowerment of the Chairman of the Board of Directors, to sign any documents and undertake any necessary formalities in order to implement, submit, register and publish the OGMS decisions and / or the operations approved by them.

Shareholders present or represented, confirming the above-mentioned agenda, have adopted the following decisions:

Decision no. 1

Distribution of profit

In the presence of shareholders representing 79.2160% of the total share capital and 79.2160% of the total voting rights, with the affirmative vote of the shareholders representing 99.7132% of the expressed votes, a number of 52,461,866 votes, representing 78.8900% from the total share capital of the company (there are 52,461,866 affirmative votes out of 52,612,752 votes cast, 9,380 abstentions and 150,886 votes against):

It is approved:

The distribution of the net profit related to the financial year 2021, remaining undistributed in the amount of **1,630,519.65 (one million six hundred and thirty thousand five hundred and nineteen and 65%) Lei**, as follows:

- a) use of the **amount of 1,600,000 (one million six hundred thousand) Lei** required for the Company to start a share repurchase program, under the conditions and in the manner approved by the Company's EGMS, necessary to fulfill the Company's obligations resulting from the initiating program for rewarding and motivating the key personnel - Stock Option Plan.

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- b) **Profit remaining undistributed = 30,519.65 lei (thirty thousand five hundred and nineteen and 65%) Lei;**
- c) **Other reserves = 0 (zero) lei**

Decision no. 2

Remuneration Policy update

In the presence of shareholders representing 79.2160% of the total share capital and 79.2160% of the total voting rights, with the affirmative vote of the shareholders representing 99.4935% of the votes cast, a number of 27,204,198 votes, representing 40.9086% of the total share capital of the company (there are 27,204,198 affirmative votes out of 27,342,692 votes cast, 24,614,440 abstentions and 138,494 votes against):

It is approved:

The modification of the Remuneration Policy of the Board of Directors of SAFETECH INNOVATIONS S.A., in order to grant the possibility to the members of the Board of Directors to benefit from the provisions of the Stock Option Plan, started by the Company and enactment of these modifications in an updated Remuneration Policy.

Decision no. 3

Authorization and empowerment

In the presence of shareholders representing 79.2160% of the total share capital and 79.2160% of the total voting rights, with the affirmative vote of the shareholders representing 99.9948% of the votes cast, a number of 51,946,562 votes, representing 78.1151% of the total share capital of the company (there are 51,946,562 affirmative votes out of 51,949,262 votes cast, 7,870 abstentions and 2,700 votes against):

It is approved:

The authorization and empowerment of the Chairman of the Board of Directors, with the right of substitution / subdelegation, to sign any documents (including OGMS decisions) and to undertake any formalities necessary to implement, submit, register and publish OGMS decisions and / or operations approved by these, including the representation of the Company before any authorities for this purpose.

This resolution was adopted, in accordance with the legal provisions in force, as well as with the provisions of the Articles of Association of the Company.

SAFETECH INNOVATIONS S.A.



Written and signed today, 21.07.2022, in 4 (four) original copies.

Chairman

MR. Gansac Victor

Secretary

MR. Daniel Pisaru

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**HOTARAREA ADUNARII GENERALE EXTRAORDINARE
A ACTIONARILOR SAFETECH INNOVATIONS S.A.
DIN 21.07.2022**

Adunarea Generala Extraordinara a Actionarilor SAFETECH INNOVATIONS S.A S.A., cu sediul in Bucuresti, Sectorul 2, Str. FRUNZEI Nr. 12-14, Etaj 1 si 2, inmatriculata in Registrul Comertului sub nr. J40/3550/2011, avand CUI 28239696, (denumita in continuare "**Societatea**"), **intrunita in data de 21/22.07.2022 orele 10:30, la sediul Societatii** din Str. FRUNZEI Nr. 12-14, Etaj 1, Sector 2, Bucuresti, prezidata de **Domnul Gansac Victor, Presedinte al Consiliului de Administratie**, avand ca secretar ales pe Dl. Daniel Pisaru si echipa Evote ca secretar tehnic.

Conform listei de prezenta a actionarilor, Anexa 1 la Procesul Verbal al Adunarii Generale Extraordinare rdinare a Actionarilor din data de 21.07.2022, la sedinta Adunarii Generale Extraordinare a Actionarilor ("**AGEA**") au participat actionari reprezentand **79,0817%** din capitalul social si **79,0817%** din numarul de drepturi de vot existente , fiind astfel intrunit cvorumul necesar adoptarii prezentei Hotarari a Adunarii Generale Extraordinare a Actionarilor.

Avand in vedere:

- Prevederile Actului Constitutiv al Societatii si ale Legii Societatilor nr. 31/1990, republicata, cu modificarile si completarile ulterioare, Legii nr. 24/2017 privind emitentii de instrumente financiare si operatiuni de piata, Regulamentului ASF nr. 5/2018 privind emitentii de instrumente financiare si operatiuni de piata;
- Faptul ca, in conformitate cu Actul Constitutiv al Societatii, Adunarea Generala a fost convocata de catre Consiliul de administratie, prin convocatorul publicat in Monitorul Oficial Partea a IV-a, nr. 2576 din data de 20.06.2022 si in Ziarul Bursa nr. 113 din data de 20.06.2022;
- Faptul ca, la sedinta AGEA din 21.07.2022 au fost prezenti doar actionarii care detineau aceasta calitate pana la data de referinta de 11.07.2022, inclusiv;
- Faptul ca, in cadrul sedintei AGEA a fost intocmit procesul-verbal ce contine toate dezbaterele, obiectiunile si voturile actionarilor prezenti si care a stat la baza emiterii prezentei Hotarari a Adunarii Generale Extraordinare, in conformitate cu Actul Constitutiv;
- Faptul ca toate conditiile prevazute de Actul Constitutiv au fost indeplinite;

Ordinea de zi aferenta sedintei AGEA din data de 21.07.2022:

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1. Aprobarea implementarii unui plan de recompensare si motivare a persoanelor cheie al Societatii;
2. Aprobarea rascumpararii de catre Societate a propriilor actiuni prin achizitii in cadrul pietei unde actiunile sunt listate sau prin desfasurarea de oferte publice de cumparare;
3. Aprobarea, pentru operatiunile din prezenta Hotarare AGEA, a datei de inregistrare, a datei ex-date.
4. Autorizarea si imputernicirea Presedintelui Consiliului de Administratie, in vederea semnarii oricaror documente si intreprinderii oricaror formalitati necesare in vederea implementarii, depunerii, inregistrarii si publicarii hotararilor AGEA si/sau a operatiunilor aprobate prin aceasta.

Actionarii prezenti sau reprezentati, confirmand ordinea de zi mai sus mentionata, au adoptat urmatoarele hotarari:

Hotararea nr. 1

Aprobarea implementarii unui plan de recompensare si motivare

In prezenta actionarilor reprezentand **79,0817%**, (**52.589.330** actiuni) din capitalul social si **79,0817%**, (**52.589.330** drepturi de vot) din totalul drepturilor de vot, cu votul afirmativ al actionarilor reprezentand **99,3187%** (**52.231.028** voturi) din voturile actionarilor prezenti, reprezentati sau care si-au exprimat votul prin corespondenta, cu votul "impotriva" al actionarilor reprezentand **0,2729%** (**143.498 voturi**) din voturile actionarilor prezenti, reprezentati sau care si-au exprimat votul prin corespondenta (existand 187.116 abtineri si 27.688 voturi neexprimate):

Se aproba:

Implementarea unui program de recompensare de tip Stock Option Plan (Planul SOP), ce se va desfasura in perioada 2022-2024, avand ca obiectiv acordarea de drepturi privind dobandirea cu titlu gratuit a unui numar determinat de actiuni, reprezentand maxim 10% din totalul capitalului social al Societatii la orice moment, de catre angajatii, administratorii si/sau directorii Societatii in scopul fidelizarii si motivarii acestora, in forma prezentata Adunarii Generale. Programul se va desfasura in urmatoarele conditii:

- (a) dreptul de a dobandi actiuni in conformitate cu termenii si conditiile Planului SOP va putea fi exercitat dupa o perioada stabilita prin decizia Consiliului de

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- Administratie privind implementarea Planului SOP, care va fi de minim un an între momentul acordarii dreptului si momentul exercitarii acestuia.
- (b) In cadrul Planului SOP vor putea participa persoanele care ocupa pozitiile din organigrama Societatii ce urmeaza a fi stabilite prin Hotararea Adunarii Generale a Actionarilor sau prin decizia Consiliului de Administratie, dupa caz, cu respectarea principiului nediscriminarii.
 - (c) Implementarea Planului SOP se va face de catre Consiliul de Administratie al Societatii, cu respectarea prezentei Hotararii a Adunarii Generale Extraordinare a Actionarilor.
 - (d) Implementarea Planului SOP se va realiza cu respectarea obligatiilor legale de intocmire si publicare a documentelor de informare, in conditiile legii si ale regulamentelor ASF aplicabile.
 - (e) Consiliul de Administratie va fi imputernicit sa adopte toate masurile necesare si sa indeplineasca toate formalitatile cerute pentru aprobarea si implementarea Planului SOP cum ar fi, dar fara a se limita la: (i) determinarea criteriilor in baza carora vor fi acordate beneficiarilor planului drepturile de a dobandi actiuni in conformitate cu termenii si conditiile Planului SOP; (ii) numarul de actiuni care vor reveni fiecarui beneficiar al Planului ca obiect al drepturilor de a dobandi actiuni (iii) perioada dintre data de acordare a dreptului de a dobandi actiuni si data exercitarii acestuia, fara ca perioada sa poata fi mai scurta de 12 luni (iv) conditiile pentru exercitarea dreptului de a dobandi actiuni; (v) termenul inainturului caruia titularul dreptului de a dobandi actiuni trebuie sa isi exercite acest drept, (vi) intocmirea si publicarea documentelor de informare in conditiile legii etc.
 - (f) Actionarii semnificativi ai Societatii nu pot fi beneficiari ai Planului, indiferent daca îndeplinesc sau nu criteriile de eligibilitate stabilite in Planul SOP.

Hotararea nr. 2

Aprobarea rascumpararii de catre societate a propriilor actiuni

In prezenta actionarilor reprezentand **79,3573%**, (**52.772.606** actiuni) din capitalul social si **79,3573%**, (**52.772.606** drepturi de vot) din totalul drepturilor de vot, cu votul afirmativ al actionarilor reprezentand **99,0824%** (**52.288.380** voturi) din voturile actionarilor prezenti, reprezentati sau care si-au exprimat votul prin corespondenta, cu votul "impotriva" al actionarilor reprezentand **0,2525%** (**133.266** voturi) din voturile actionarilor prezenti, reprezentati sau care si-au exprimat votul prin corespondenta (existand 151.996 abtineri si 198.964 voturi neexprimate):

Se aproba:

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Rascumpararea de catre Societate a propriilor actiuni prin achizitii in cadrul pietei unde actiunile sunt listate sau prin desfasurarea de oferte publice de cumparare, in conformitate cu prevederile legale aplicabile, in urmatoarele conditii:

- (a) **numarul maxim** ce poate fi achizitionat este de **6.650.000** actiuni,
- (b) **pretul pe actiune** ce urmeaza a fi platit va fi situat intre un pret minim egal cu **0,2** lei si un pret maxim egal cu **6 lei**;
- (c) **valoarea agregata** a programului de rascumparare este de pana la **1.600.000 lei**,
- (d) **durata** programului de rascumparare este de maximum 18 luni de la data publicarii prezentei hotarari in Monitorul Oficial al Romaniei, partea a IV-a,
- (e) **tranzactiile de rascumparare** pot avea drept obiect doar actiuni platite integral si vor fi efectuate doar din profitul distribuibil sau din rezervele disponibile ale Societatii inscrise in ultima situatie financiara anuala aprobata, cu exceptia rezervelor legale.
- (f) **scopul programului de rascumparare este** de a implementa Planul SOP de recompensare de tip Stock Option Plan, ce se va desfasura in conformitate cu punctul 1 din prezentul convocator.
- (g) Consiliul de Administratie este imputernicit sa adopte toate deciziile necesare pentru ducerea la indeplinire a prezentei hotararii AGEA inclusiv, dar fara a se limita la: (i) perioada efectiva de derulare a programului de rascumparare, (ii) pretul la care vor fi achizitionate actiunile in cazul ofertelor publice de cumparare, (iii) determinarea numarului de actiuni care vor fi efectiv achizitionate de Societate in vederea implementarii planului de rascumparare.

Hotararea nr. 3

Stabilirea datei de inregistrare si data Ex-date

In prezenta actionarilor reprezentand **79,3573% (52.772.606** actiuni) din capitalul social si **79,3573% (52.772.606** drepturi de vot) din totalul drepturilor de vot, cu votul afirmativ al actionarilor reprezentand **99,0798% (52.286.980** voturi) din voturile actionarilor prezenti, reprezentati sau care si-au exprimat votul prin corespondenta, cu votul "impotriva" al actionarilor reprezentand **0,0038% (2.006** voturi) din voturile actionarilor prezenti, reprezentati sau care si-au exprimat votul prin corespondenta (existand 146.796 abtineri si 336.824 voturi neexprimate):

Se aproba:

Stabilirea datei de **17.08.2022** ca data de inregistrare si a datei de **16.08.2022** ca ex-date pentru identificarea actionarilor asupra carora se vor rasfrange efectele hotararilor adoptate de catre AGEA.

Hotararea nr. 4

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**Autorizarea si imputernicirea Presedintelui Consiliului de Administratie**

In prezenta actionarilor reprezentand **79,3573%**, (**52.772.606** actiuni) din capitalul social si **79,3573%**, (**52.772.606** drepturi de vot) din totalul drepturilor de vot, cu votul afirmativ al actionarilor reprezentand **98,0920%** (**51.765.682** voturi) din voturile actionarilor prezenti, reprezentati sau care si-au exprimat votul prin corespondenta, cu votul "impotriva" al actionarilor reprezentand **0,0035%** (**1.856** voturi) din voturile actionarilor prezenti, reprezentati sau care si-au exprimat votul prin corespondenta (existand 3.244 abtineri 1.001.824 voturi neexprimate):

Se aproba:

Autorizarea si imputernicirea Presedintelui Consiliului de Administratie al Societatii, cu drept de substituie/subdelegare, in vederea semnarii oricaror documente (inclusiv a hotararilor AGEA) si intreprinderii oricaror formalitati necesare in vederea implementarii, depunerii, inregistrarii si publicarii hotararilor AGEA si/sau a operatiunilor aprobate prin aceasta, inclusiv reprezentarea Societatii in fata oricaror autoritati in acest scop

Prezenta hotarare a fost adoptata, in conformitate cu dispozitiile legale in vigoare, precum si cu prevederile Actului Constitutiv al Societatii.

Redactata si semnata astazi, 21.07.2022, in 4 (patru) exemplare originale.

Presedinte de sedinta
DL. GANSAC VICTOR

Secretar
DL. DANIEL PISARU
