



## **Societatea IMMO GURU S.A.**

Sediu social: Jud. Ilfov, Ștefăneștii de Jos, Str. Linia de Centură nr.50, etaj 1, camera 8

Cod unic de înregistrare: 31706228

Nr. de ordine în Registrul Comerțului: J23/1604/29.05.2013

Capital social: 17.866.690 lei

### **CONVENING NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF IMMO GURU S.A.**

The Board of Directors of **IMMO GURU S.A.**, registered in the Trade Register under no. J23/1604/2013, unique registration code RO 31706228, with registered office in Ilfov County, Ștefăneștii de Jos, str. Linia de Centură no. 50, 1st floor, room 8, Romania, with a subscribed and paid-up share capital of 17,866,690.00 lei (hereinafter referred to as the **“Company”**),

Pursuant to Companies Law no. 31/1990, republished, with subsequent amendments and supplements (**“Companies Law”**), Law no. 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and supplements (**“Law no. 24/2017”**), Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and supplements (**“Regulation no. 5/2018”**) and the articles of association of the Company (**“Articles of Association”**),

#### **CONVOCATE**

**The Ordinary General Meeting of Shareholders (“OGS”)** for **29.04.2025, 16:00** (first meeting), respectively for **30 April 2025, 16:00** (second meeting in case the quorum conditions are not met at the first meeting) at the following address: **Ilfov County, Ștefăneștii de Jos, str. Linia de Centură no. 50, 1st floor, room 8, Romania**, which may be attended by all shareholders of the Company registered in the shareholders' register, kept by Depozitarul Central S.A., at the end of **17.04.2025**, established as the reference date (**“Reference Date”**).

#### **AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

1. Approval of the annual financial statements for the financial year 2024, based on the Report of the Board of Directors and the Report of the Company's financial auditor.
2. Approval of the discharge of the Board of Directors for the activity related to the financial year 2024.

3. Distribution of the Company's statutory net profit achieved in the financial year 2024 in the amount of **2,369,734.65 lei**, as follows: **137,630.13 lei** for established **legal reserves** and **2,232,104.52 lei** as **undistributed profit**, which will remain at the disposal of the company in the form of carried forward result.
4. Approval of the Income and Expenditure Budget for the year 2025, according to the proposal.
5. Establishment of the remuneration of the members of the Board of Directors for the year 2025 at the level of the previous year.
6. Approval of the proposal of **16.05.2025** to establish the **registration date** for the identification of shareholders and **15.05.2025** for the **ex-date**, in accordance with the provisions of art. 87 of Law no. 24/2017 and art. 178 of ASF Regulation no. 5/2018.
7. Authorization of the Chairman of the Board of Directors of the Company, Ahmet-Emre Buyukhanli, to sign the OGMS resolution and, with the right of substitution, to undertake any necessary formalities for the implementation, filing, registration and publication of the resolution and/or the operations approved thereby, including the representation of the Company before any authorities for this purpose.

## **GENERAL INFORMATION ABOUT THE OGS**

On the date of convening the Ordinary General Meeting of Shareholders, the company's share capital is 17,866,690.00 lei divided into 1,777,789 ordinary shares, representing 99.50% (ISIN Code: ROBN9PSSTX99) admitted to trading and 8,880 preferential shares, representing 0.50%. The nominal value of a share is 10 lei/share.

### **Shareholders' rights regarding the OGS**

*Informational materials and questions.* Starting with 29.03.2025 and until the date set for the OGS meeting, shareholders can obtain, at the company's address, Ilfov County, Ștefăneștii de Jos, str. Linia de Centură no. 50, 1st floor, room 8, Romania, every working day, or from its website <http://www.immoguru.ro/>, the documents regarding the conduct of the General Assembly meeting: the OGS convenor, the total number of shares issued and voting rights on the convening date, the Articles of Association in force, the draft resolutions proposed for OGS approval, the special power of attorney and voting by correspondence forms, as well as all the documents provided for by the applicable legal provisions. Each shareholder has the right to ask questions regarding the items on the agenda of the general meeting until 25.04.2025 at 18:00, and the answer will be given during the meeting or by posting the answer on the company's website. To ask questions, the shareholder must submit a copy of the identity document for the individual shareholder, respectively a copy of the identity

document of the legal representative of the legal entity shareholder and a certificate of incorporation issued by the Trade Register no later than 30 days prior to the publication of the AGA convening notice, as proof of the shareholder's status. Questions may be sent by mail or courier services to the company's address or by electronic means with an extended electronic signature to the email address: [investors@immoguru.ro](mailto:investors@immoguru.ro).

*The right to propose new items on the agenda.* One or more shareholders registered in the Shareholders' Register on the reference date, representing, individually or together, at least 5% of the share capital, have the right, within 15 days from the publication of the convocation in the Official Gazette, to a) submit requests for the inclusion of new items on the agenda of the GMS, provided that each item is accompanied by a justification or a draft resolution proposed for approval, as well as b) submit draft resolutions for the items included or proposed to be included on the agenda of the GMS, by post or courier services, to the address: Ilfov County, Ștefăneștii de Jos, str. Linia de Centură no. 50, 1st floor, room 8, Romania or e-mail with extended electronic signature incorporated according to Law no. 455/2001 regarding electronic signature, to the address [investors@immoguru.ro](mailto:investors@immoguru.ro), by 14.04.2025 at 18.00, with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29.04.2025". In cases where the exercise of the aforementioned rights determines the modification of the agenda of the general meeting already communicated to the shareholders, the company makes available a revised agenda, using the same procedure as that used for the previous agenda, before the reference date of the general meeting of shareholders, as defined by the A.S.F. regulations, as well as respecting the deadline of at least 10 days before the general meeting, so as to allow the other shareholders to designate a representative or, if applicable, to vote by correspondence.

### **Participation in the OGS**

Eligible shareholders may participate in person (physically or online), by voting by correspondence or may be represented at the General Meeting of Shareholders by proxies who have been granted a special power of attorney or a general power of attorney, under the conditions of art. 105 paragraph (10) of Law no. 24/2017.

**În cazul votului In the case of personal voting,** individual shareholders and legal entity shareholders are entitled to participate in the OGS meeting by simply proving their identity, in the case of individual shareholders, with their identity document (identity card, identity card, passport, residence permit) and, in the case of legal entity shareholders, with the identity document of the legal representative (identity card, identity card, passport, residence permit). The capacity of legal representative is proven with a certificate issued by

the Trade Register or another equivalent entity, no later than 30 days before the publication of the OGS convenor.

Shareholders physically present at the Meeting may opt to cast their vote by means of paper ballots or by using electronic voting means.

Online voting by using electronic voting means according to art. 197 of Regulation 5/2018 is carried out by accessing the link <https://immo.evot.ro/login> from any device connected to the internet.

For identification and online access to the OGS, shareholders provide the following information:

a) Natural persons:

- Surname First name,
- Personal Numeric Code (CNP),
- Email address,
- copy of identity document (identity card, identity card, passport, residence permit)\* and
- Phone number (optional),

b) Legal persons:

- Legal person name,
- Unique registration code (CUI),
- Surname First name legal representative,
- Personal Numeric Code (CNP) legally represented,
- Email address,
- Legal representative identity document (identity card, identity card, passport, residence permit)\*,
- Copy of the certificate issued by the Trade Register or any equivalent document issued by a competent authority in the state in which the legal person shareholder is legally registered, presented in the original or in a copy conforming to the original.

The documents certifying the legal representative status of the shareholder, a legal entity, will be issued no later than 30 days before *the reference date*\*

- Numar telefon (optional).

Documents submitted in a language other than English will be accompanied by a translation made by an authorized translator into Romanian/English.

*\*The electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. The files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.*

The shareholder can connect and vote whenever he/she wishes during the designated period for voting by correspondence and/or live, the last voting option being the registered one. The identification made by the Company in the case of individuals provides access to the General Meeting of the Company in the event that the respective individual is a shareholder on the relevant reference date. The identification made by the Company in the case of legal entities, special or general powers of attorney provides access to the General Meeting of the Company after proving each time the validity of the legal representative, respectively the authorized person. In the event that, following the identification process, inconsistencies appear between the data provided by the shareholder and those in the Shareholders' Register on the reference date, the shareholder will be notified and will be directed to contact the Investor Relations Officer at [investors@immoguru.ro](mailto:investors@immoguru.ro) or the telephone number + 4(031)005.21.70.

**In the case of voting by representation**, this can be expressed by completing and signing the special power of attorney forms made available by the company. These will be registered with the Company at least 48 hours before the OGS meeting, under penalty of nullity, on physical support at the address in Jud. Ilfov, Stefanestii de Jos, Str. Linia de Centura no. 50, 1st floor, room 8, Romania, with the original signature, or by e-mail, to [investors@immoguru.ro](mailto:investors@immoguru.ro), with the extended electronic signature incorporated according to Law no. 455/2001. Regardless of the method of sending, it will be clearly stated, in capital letters, "SPECIAL / GENERAL POWER OF ATTORNEY FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 29.04.2025".

The special power of attorney for representation in the OGS, granted by a shareholder to a credit institution providing custody services, will be valid without the presentation of other additional documents relating to the respective shareholder, in compliance with art. 196 and art. 207 of ASF Regulation no. 5/2018.

Shareholders may not be represented in the OGS based on a general power of attorney by a person who is in a situation of conflict of interest, according to art. 105 paragraph (15) of Law no. 24/2017. Representation by general power of attorney will comply with the provisions of art. 202-205 of ASF Regulation no. 5/2018.

The special or general power of attorney will be null and void if the shareholder himself participates in the OGS meeting or authorizes another proxy through a valid power of attorney, sent within the deadline and dated after the first power of attorney.

**In the case of voting by correspondence**, shareholders will complete, sign and submit, for registration with the Company at least 48 hours before the OGS meeting, the postal voting form made available in physical format, at the company's headquarters, on the company's website. Paper forms will be sent in a sealed envelope to the company's headquarters, stating on the envelope clearly and in capital letters, "VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 29.04.2025". Voting ballots can also be sent by e-mail with an extended electronic signature incorporated in accordance with Law no. 455/2001 on electronic signature, to the address [investors@immoguru.ro](mailto:investors@immoguru.ro), with the same mention in the "subject" of the electronic message.

Postal voting forms can also be sent electronically via electronic voting means in accordance with art. 197 of ASF Regulation no. 5/2018. Identification and expression of the vote by electronic correspondence is done by accessing the link: <https://immo.evot.ro/login>. Electronic voting forms can be submitted at any time from the start of the voting until the live session of the general meeting of shareholders, the last voting option submitted being the registered one.

In the event that the shareholder who expressed his vote by correspondence participates in the general meeting in person or by representative (provided that a special/general power of attorney was submitted in compliance with the conditions mentioned in this convening notice), the vote by correspondence expressed for that GMS will remain valid only if the shareholder does not express another voting option in person (physically or online) or through a representative.

The vote by correspondence can be expressed by a representative, only if he has received from the shareholder he represents a special/general power of attorney that is submitted to the issuer 48 hours before the GMS, in accordance with art. 105 paragraph (14) of Law no. 24/2017 and with the provisions of this call.

**The postal voting form, respectively the special/general power of attorney, will be accompanied by documents proving the shareholder status, respectively:**

- copy of the identity document of the natural person shareholder, in accordance with the original;
- registration certificate of the legal person shareholder, in accordance with the original;

- certificate of the legal person shareholder issued by the Trade Register or equivalent official document certifying the capacity of legal representative of the signatory of the power of attorney, issued no later than 30 days before the date of publication of the notice convening the OGS, in original or in a copy in accordance with the original, as well as a copy of the identity document of the legal representative (in accordance with the original);
- copy of the identity document of the proxy (authorized person), in accordance with the original.

Documents submitted in a language other than English will be accompanied by an authorized translation into Romanian/English. Proposals for resolutions, requests for the introduction of new items on the agenda of the OGS, as well as proxies and ballots not submitted on time, incomplete, illegible or not accompanied by documents proving the shareholder status will not be taken into account.

This convening notice will be supplemented with the applicable legal provisions.

Additional information can be obtained at the Company's headquarters, at tel. +4(031)005.21.70 or at the email address [investors@immoguru.ro](mailto:investors@immoguru.ro) .

Chairman of the Board of Directors

**Ahmet Emre Buyukhanli**