

CHROMOSOME DYNAMICS SA,
CUI 42234198, J40/1800/2020, Drumul Valea Furcii, nr. 156-158, sc.1, Et. 4, ap.24, sector 6, București
www.chromosome-dynamics.com, investitori@chromosome-dynamics.com , (Tel.) +40 739.616.751



To:
BURSA DE VALORI BUCUREȘTI SA
AUTORITATEA DE SUPRAVEGHERE FINANCIARA

CURRENT REPORT NO. 9/2023

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	23.03.2023
Name of the Company	CHROMOSOME DYNAMICS SA
Reg.Office	Valea Furcii, nr. 156-158, sc.1, ap.24, sector 6, București
Phone no.	0739.616.751
E-mail	investitori@chromosome-dynamics.com
Trade Reg.No	J40/1800/2020
Fiscal Code	RO42234198
Subscribed and paid capital	122.491,8 LEI
Total no. of shares	612.459
Trading market	Stock market shares: SMT AeRO Premium, simbol CHRD

Important events: Convening notice of the Ordinary and Extraordinary General Meetings of Shareholders for 26/27.04.2023.

CONVENING NOTICE

of the Ordinary and Extraordinary General Meetings of Shareholders CHROMOSOME DYNAMICS S.A.

In accordance with the provisions of the Companies Law no. 31/1990, republished, with subsequent amendments and additions, of Law 24/2017 on issuers of financial instruments and market operations, republished, of ASF Regulation no. 5/2018 with subsequent amendments and additions to the Company's Articles of Association, the Sole Administrator of CHROMOSOME DYNAMICS S.A. (the Company), with **registered office** in Bucharest, Valea Furcii Road no. 156-158, block C1, 4th floor, apartment 24, sector 6, and **the correspondence address** at the secondary office in Bucharest, Bulevardul Iuliu Maniu, no. 6L, Campus 6.1 building, 2nd floor, office 242, sector 6, registered with ONRC under no. J40/1800/2020, CIF RO42234198,

SUMMONS

The Ordinary General Meeting of Shareholders for the first meeting on **April 26, 2023**, respectively, the second meeting on **April 27, 2023**, in case the quorum conditions are not met at the first meeting, at 10:00 a.m.

and

Extraordinary General Meeting of Shareholders for April 26, 2023 first meeting, respectively April 27, 2023 second meeting, in case of non-fulfillment of the quorum conditions at the first meeting, 11:00 a.m.

at the address of the secondary office in Bucharest, Bulevardul Iuliu Maniu, no. 6L, Campus 6.1 building, floor 2, office 242, sector 6, in which only shareholders registered in the Register of Shareholders at the end of **April 19, 2023** set as the **Reference Date** are entitled to participate and vote. The reference date and the agenda remain the same in the situation of the meeting of the General Meeting of Shareholders at the second convocation.

The Ordinary General Meeting of Shareholders (OGSM) will have the following items on the agenda:

1. Approval of the financial statements of the Company on 31.12.2022, based on the reports of the Sole Administrator and the financial auditor of the Company.
2. Approval of the discharge of the Sole Administrator for the financial year 2022.
3. Submission for approval of the distribution of the profit related to the financial year 2022, according to the proposal of the Sole Administrator.
4. Approval of the Revenue and Expenditure Budget for the financial year 2023.
5. Fixing the remuneration of the Sole Administrator for the financial year 2023.

6. Approval of the establishment of subsidiaries of the Company, respectively new companies with legal personality, in order to attract capital for each individual project of the Company, in which the Company's contribution to the share capital will be 100%.

7. Subject to the affirmative vote for item 6 on the agenda, the approval of the mandate of Mr. Mugurel Gabriel IONEL to carry out the OGSM decision on the establishment of subsidiaries within no more than 2 years from the date of the decision, he being mandated to take all decisions necessary, to sign all the necessary documents, including the updated articles of association of the Company if necessary, for the establishment and registration of the new companies with the competent institutions.

8. Approval of May 17, 2023 as **registration date** (May 16, 2023 as *ex-date*) to identify the shareholders on whom the effects of the decisions adopted by the OGSM will be reflected, in accordance with the provisions of art. 87 of Law no. 24/2017 regarding issuers of financial instruments and market operations, republished.

9. Approval of the mandate of Mr. Mugurel Gabriel Ionel as the legal representative of the Company, with the right of sub-delegation/substitution, to sign the OGSM decision, in the name and on behalf of all the shareholders present at the Meeting, for the implementation of the decisions taken within the OGSM, as well as for the fulfillment of all procedures and formalities necessary for the submission and registration of the OGSM Decision at the ONRC and its publication in the Official Gazette of Romania, part IV.

The Extraordinary General Meeting of Shareholders (EGSM) will have the following items on the agenda:

1.Approval of the establishment of subsidiaries of the Company, respectively new companies with legal personality, in order to attract capital for each individual project of the Company, in which the Company's contribution to the share capital will be 100%.

2.Subject to the affirmative vote for point 1 on the EGSM agenda, the approval of the mandate of Mr. Mugurel Gabriel IONEL to carry out the EGSM decision on the establishment of subsidiaries within no more than 2 years from the date of the decision, he being mandated to take all decisions necessary, to sign all the necessary documents, including the updated articles of association of the Company if necessary, for the establishment and registration of the new companies with the competent institutions.

3.Approval of May 17, 2023 as registration date (May 16, 2023 as *ex-date*) for the identification of the shareholders on whom the effects of the decisions adopted by the EGSM will be reflected, in accordance with the provisions of art. 87 of Law no. 24/2017 regarding issuers of financial instruments and market operations, republished.

4. Approval of the mandate of Mr. Mugurel Gabriel Ionel as the Company's legal representative, with the right of sub-delegation/substitution, to sign the EGSM decision, in the name and on behalf of all the shareholders present at the Meeting, for the implementation of the decisions taken during the EGSM, as well as for the fulfillment of all the procedures and formalities necessary for the submission and registration of the EGSM Decision at the ONRC and its publication in the Official Gazette of Romania, part IV.

General information regarding the Company's General Meetings of Shareholders (GSM)

On the date of the convening of the General Meeting of **CHROMOSOME DYNAMICS S.A.** Shareholders, the company's share capital is 122,491.8 lei divided into 612,459 registered, common, dematerialized shares with a nominal value of 0.2 lei/share, each share giving the right to 1 (one) vote in the meetings of the General Meeting of Shareholders (GSM).

Rights of shareholders regarding GSM

Starting from 24.03.2023 at the latest and until the date set for the GSM meeting, shareholders can obtain, at the secondary headquarters in Bucharest, Bd. Iuliu Maniu no. 6L, Campus 6.1 office 242, sector 6, or on its website <https://chromosome-dynamics.com/#> section "Investors", the documents regarding the holding of the General Assembly meeting: the convenor of the O&E GSM, the total number of shares issued and of voting rights on the date of the convocation, the draft resolutions proposed for GSM approval, the special power of attorney and voting by mail forms, the financial statements, the administrator's report and the financial auditor's report and other materials related to the 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, may submit to the Company, within no more than 15 days from the date of publication of the convening notice in the Official Gazette, respectively until at the latest on 08.04.2023, applications for the introduction of new items on the agenda, provided that each item is accompanied by a justification or a draft decision proposed for adoption, as well as draft decisions for the included items or proposed to be included on the agenda.

If it will be the case, the agenda of the OGSM / EGSM completed with the points proposed by the shareholders under the law will be published by 14.04.2023 at the latest.

Each shareholder has the right to ask questions regarding the items on the agenda of the General Assembly until 11.04.2023 at 12:00, and the answer will be given during the Assembly or by posting the answer on the company's website.

Participation in GSM

Entitled shareholders may participate (1) in person, (2) by voting by mail, or (3) be represented at the meeting of the General Meeting of Shareholders by proxies who have been granted a *special power of attorney* or a *general power of attorney*.

- (1) In the case of personal voting**, natural person shareholders and legal person shareholders are entitled to participate in the GSM meetings by simple proof of identity made, *in the case of natural person shareholders*, with the 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 quality of legal representative is proven with a finding certificate issued by the Trade Register or another equivalent entity, no later than 30 days before the publication of the GSM convenor.
- (2) In the case of proxy voting**, it may be expressed by general proxy in compliance with the legal provisions in force or by completing and signing the special proxy forms provided by the company. These will be

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submitted at least 48 hours before the GSM meeting, under penalty of nullity, on physical support at the Company's secondary headquarters in Bucharest, Bd. Iuliu Maniu no. 6L, Campus 6.1 office 242, sector 6, with the signature in original or by e-mail to investitori@chromosome-dynamics.com with the extended electronic signature incorporated.

Shareholders cannot be representatives in the GSM based on a general power of attorney by a person who is in a conflict of interest situation. The special or general power of attorney will be null and void if the shareholder himself participates in the GSM meeting or authorizes another proxy through a valid power of attorney, sent within the deadline and dated after the first power of attorney.

(3) In the case of voting by mail, the shareholders will complete, sign and send, at least 48 hours before the GSM meeting, *the voting by mail form* made available in physical format, to the mailing address specified in the preamble of this notice (Bucharest, Bd. Iuliu Maniu no. 6L, Campus 6.1 office 242, sector 6), or on the company's website.

Requests, questions, voting forms by mail and special powers of attorney, accompanied by a copy of the identity document (in accordance with the original), in the case of natural person shareholders, respectively, a copy of the identity document of the representative/mandatory (in accordance with the original), copy of the certificate of registration (in accordance with the original) and the ascertaining certificate issued by the commercial register no later than 30 days before the date of the Meeting, in the case of legal entity shareholders, may be submitted by courier / postal services with confirmation of receipt to the address of the secondary office mentioned in the convener's preamble , with the signature in the original, or by e-mail to investitori@chromosome-dynamics.com. Documents sent by e-mail will carry the extended electronic signature incorporated according to Law no. 455/2001 republished, with subsequent additions and changes. Regardless of the shipping method, it will be clearly stated, on the envelope or in the subject of the message, in capital letters, "FOR THE ORDINARY GENERAL MEETING OF CHROMOSOME DYNAMICS S.A. SHAREHOLDERS. FROM THE DATE OF 26-27.04.2023"

Documents presented in a foreign language other than English will be accompanied by the authorized Romanian/English translation. Decision proposals, requests for the introduction of new items on the agenda of the OGSM/EGSM as well as proxies and ballots not submitted in time, incomplete, illegible or not accompanied by documents proving the quality of the shareholder will not be taken into account.

This convening letter is completed with the applicable legal provisions.

For additional information, please contact us at tel. **0739.616.751** or the email address investitori@chromosome-dynamics.com, the person responsible for the relationship with investors being **IONEL MUGUREL GABRIEL**.

Sole Administrator

IONEL Mugurel Gabriel

