



CHROMOSOME DYNAMICS SA,

CUI 42234198, J40/1800/2020, Drumul Valea Furcii, nr. 156-158, sc.1, ap.24, sector 6, București
www.chromosome-dynamics.com, investitori@chromosome-dynamics.com, (Tel.) 0739.616.751

To:
BURSA DE VALORI BUCUREȘTI SA
AUTORITATEA DE SUPRAVEGHERE FINANCIARA

CURRENT REPORT NO. 12/2023

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	07.04.2023
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 to report: Share capital increase

Chromosome Dynamics S.A. informs the market about the Sole Administrator's decision to increase the company's share capital with a cash contribution and granting preferential rights, within the limit of the authorized capital, based on the delegation of powers by the Constitutive Act and in compliance with the relevant legal provisions.

The share capital will be increased by no more than 237,750 new ordinary, registered, dematerialized shares, with a nominal value of 0.2 lei each, at an issue price that will be calculated with a 25% discount compared to the market price.

The operation will take place in two stages: a first stage of exercising pre-emptive rights, followed by the private placement of the shares remaining unsubscribed in the first stage.



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The preferential rights, which will be received by all shareholders registered in the Register of Shareholders on the registration date of April 25, 2023, will be tradable for a period of 5 days, according to the Prospectus that will accompany the operation.

The subscription rate will be 0.3881892, the number of shares that can be subscribed being calculated as the product of the subscription rate and the number of preferred rights held, with rounding to the nearest whole number.

The decision of the Sole Administrator will be published in the Official Gazette of Romania, part IV, and is fully attached to this current report.

Chromosome Dynamics SA

GENERAL MANAGER

IONEL MUGUREL GABRIEL





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DECISION OF THE SOLE ADMINISTRATOR OF CHROMOSOME DYNAMICS S.A.

No. 17 / 06.04.2023

In accordance with the provisions of the Companies Law no. 31/1990 republished, with subsequent amendments and additions, and of the Constitutive Act of the Company Chromosome Dynamics S.A., a joint-stock company with its registered office in Bucharest, Sector 6, Valea Furcii Road, no. 156-158, Block C1, Floor 4, Apartment 24, registered at ONRC Bucharest under no. J40/1800/2020, CUI 42234198 (the Company)

and considering the following:

- (1) The provisions of art. 13.4 of the Company's Constitutive Act, according to which *"The Sole Administrator is authorized to, for a period that cannot exceed 3 years starting from the date of registration of the updated Constitutive Act at the Trade Register, decide to increase the subscribed share capital, through one or more issues of shares, up to a value that does not exceed half of the existing subscribed capital at the time of authorization, respectively 47,550 lei (authorized capital)";*
- (2) the realization of the Company's development plan, in relation to the degree of implementation of each initiated, completed or launched project but also with the market situation and the current strategic opportunities, requires important investments to maintain the growth rate of the business;

The Sole Administrator of the Company decides the following:

1. The increase of the share capital is approved by making new contributions in cash with the amount of up to 47,550 lei nominal value, by issuing a number of up to 237,750 new ordinary, registered, dematerialized shares with a nominal value of 0.2 lei/share in the following conditions:
 - 1.1. The newly issued shares will be offered for subscription at an **issue price** whose calculation formula will be as follows:
$$\text{Issue Price} = [(\text{weighted average trading price last 30 days}) \times \text{discount factor}],$$
where the discount factor will be equal to 0.75, and the weighted average trading price will be calculated in relation to the date of transmission, in physical format to the ASF, of the Prospectus related to the increase.



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- 1.2. The difference between the issue price and the nominal value of a new share will be considered **the issue premium**.
- 1.3. The increase of the social capital is achieved by offering new shares for subscription, within the exercise of the right of preference, to:
 - i. shareholders registered in the shareholders' register on the date of registration related to the share capital increase who did not dispose of their preferential rights during their trading period and
 - ii. to persons who have acquired preferential rights, including by purchase, during their trading period.
- 1.4. The preferential rights will be tradable within the relevant market managed by the Bucharest Stock Exchange, in accordance with the specific regulations of this market, for a duration of 5 working days starting from the third working day after the publication of the prospectus prepared for the increase.
- 1.5. The period for exercising the right of preference will be 31 days from the date established in the prospectus and will start from the third working day after the end of the trading period of the rights of preference, being subsequent to the registration date related to the increase of the share capital and the date of publication of this decision in the Official Monitor of Romania.
- 1.6. The number of preferential rights will be equal to the number of shares issued by the Company registered in the shareholders' register on the date of registration, each shareholder registered in the shareholders' register on the registration date related to the share capital increase will be allocated a number of preferential rights equal to the number of shares held.
- 1.7. A holder of preferred rights entitled to participate in the capital increase may purchase a maximum number of newly issued shares calculated by multiplying the number of preferential rights held by **the subscription rate of 0.3881892**. If, from the mathematical calculation, the maximum number of shares that can be subscribed under the preferential right is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the immediately lower natural number.
- 1.8. After the expiration of the period of exercise of the preferential right, the newly issued shares remaining unsubscribed will be offered for subscription in a second stage of the increase of the social capital, in the framework of a private placement, which will take place in compliance with the provisions of art. 1 paragraph (4) of Regulation (EU) 2017/1129 with subsequent amendments and additions regarding the exemption from the obligation to publish the prospectus, and in which the issue price, which will be at least equal to the price offered to shareholders according to point 1.1. above, will be established by the decision of the Sole Administrator. The second stage will take place



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during 10 working days, with the possibility of early termination through the decision of the Sole Administrator.

- 1.9. The shares remaining unsubscribed after the second stage will be canceled by the decision of the Sole Administrator, by which the effective results of the share capital increase are ascertained and by which the amendment of the articles of incorporation is approved, with the value of the new share capital being determined by reference to the shares actually subscribed within the stages mentioned in the points above.
 - 1.10. In order to avoid any misunderstanding, the Sole Administrator will be able to initiate a new increase after the increase of the share capital that is the object of this decision, based on the delegation granted by means of the Constitutive Act, as described in point (1) of the Preamble above, having as its object a number of shares equal to the one resulting from the decrease from the maximum authorized ceiling, of the number of New Shares subscribed within the present share capital increase.
 - 1.11. Details regarding the subscription procedure, subscription period, subscription price, payment procedure and method, subscription validation, subscription form, etc. regarding the subscription of New Shares based on the exercise of the right of preference will be included in the prospectus that will be approved by the Financial Supervisory Authority in connection with the Share Capital Increase.
 - 1.12. The conditions and terms under which the private placement of the shares remaining unsubscribed during the exercise of the preferential right will take place, including their subscription price, will be the subject of a separate decision by the Sole Administrator, after the end of the first stage.
 - 1.13. The increase of the social capital is carried out to ensure the implementation of the company's development plans.
2. The Company Administrator is empowered to undertake any steps necessary to implement the decision to increase the share capital, including but not limited to:
 - 2.1. contracting the necessary services for the preparation of the necessary documentation for the implementation of the share capital increase, including but not limited to the drafting of the document presenting the preferential rights, the drafting of the prospectus and the documents for the execution of the private placement, the execution of the exercise of the preferential right, as well as for the actual execution of the increase of the social capital;
 - 2.2. the details of the tradability of preferential rights on the relevant market administered by the Bucharest Stock Exchange;
 - 2.3. establishing the placement registration technique (i.e. using the trading system of the Bucharest Stock Exchange or by direct transfer);



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- 2.4. adopting all the necessary decisions to implement the decision to increase the share capital, including the decision to ascertain the results of the share capital increase and to amend the constitutive act following the increase;
 - 2.5. signing any documents, commitments, contracts, certificates, declarations, notifications, additional documents and any other necessary documents, including the constitutive act updated following the findings of the increase, to complete any formalities and to authorize and/or execute any other actions necessary to give full effect to this decision to increase the share capital, including its submission, registration and publication in the Official Gazette of Romania, part IV;
 - 2.6. representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervision Authority, the Bucharest Stock Exchange, the Central Depository), public notaries or any other natural or legal persons, in connection with the increase in the share capital approved by this decision;
 - 2.7. The Sole Administrator may subdelegate any and all powers granted to him hereby, as he deems appropriate and subject to the limits imposed by the legal provisions and the articles of incorporation.
3. The Sole Administrator establishes, by this decision, April 25, 2023, as the registration date for the identification of the shareholders affected by this decision, in accordance with the provisions of art. 87 (1) of Law 24/2017 republished, while April 24, 2023 will be "ex-date", April 21, 2023 "guaranteed participation date", and April 26, 2023 will be the date of payment of preferential rights, these being calculated in accordance with the provisions of art. 2 paragraph (2) of ASF Regulation no. 5/2018 with subsequent changes and additions.

This decision was signed today, April 6, 2023.

Mugurel Gabriel IONEL

Sole administrator