

PURCARI WINERIES PUBLIC COMPANY LIMITED

1 Lampousas Street, 1095, Nicosia, Cyprus
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HE201949
Share capital: EUR 200,000.00
www.purcari.wine

PURCARI WINERIES PUBLIC COMPANY LIMITED (the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**Meeting**") of the shareholders of the Company will be held at the registered office of the Company at 1 Lampousas Street, 1095, Nicosia, Cyprus on 29th March 2021 at 10:00 (UTC+02:00) Bucharest time (please take note of the recommended voting procedure given the social distancing regulation in place, under the ENTITLEMENT TO PARTICIPATE IN THE MEETING section), with the following agenda:

1. Approval of the increase of the authorised share capital of the Company from EUR 210,000.00 divided into 21,000,000 shares of nominal value EUR 0.01 each to EUR 410,000.00 divided into 41,000,000 shares of nominal value EUR 0.01 each.
2. Approval of increase in the issued share capital of the Company from EUR 200,000.00 to EUR 400,000.00 through issuance of 20,000,000 bonus shares to all shareholders of the Company registered in the shareholders' registry on the record date (including the Company, in respect of own shares). The 20,000,000 bonus shares will be issued at nominal value and paid out of the share premium reserve of the Company. The right to receive bonus shares by entitled shareholders cannot be opted out. The Board of Directors is empowered to take all actions required for the implementation of the share capital increase.
3. Approval of the following dates relevant for resolution no. 2 above:
 - *record date* is set at 20.07.2021;
 - *payment date*: on or about 21.07.2021;
 - *ex-date*: 19.07.2021.
4. Authorization of the Board of Directors to adjust the details of the employee / management incentive plans implemented by the Company and currently active, as well as the contractual arrangements with the beneficiaries of the plans, to account for the effects of the share capital increase proposed under item 2 above, as required.
5. Any other matter, that may, according to the Company's Articles of Association, be discussed at the Extraordinary General Meeting.

Dated: 04th March 2021

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Eleni Petrou
For and on behalf of INTER JURA CY (SERVICES) LIMITED
Secretary

Notes to the Notice of the Extraordinary General Meeting

ENTITLEMENT TO PARTICIPATE IN THE MEETING

- (1) Any person appearing as a member in the register of members of the Company on the reference date (a "Member") is entitled to participate in the Meeting. The **reference date** for determining the right to participate in the Meeting is **18th March 2021**.

The members may participate in the meeting via Zoom. You should register in advance for this meeting:

https://us02web.zoom.us/meeting/register/tZUlc-qqqDljGNE3sLc_jDSEMg0d4Yx--UbZ

After registering, you will receive a confirmation email containing information about joining the meeting. Registration in the manner provided above will provide the members with real-time transmission of the general meeting and real-time two-way communication enabling members to address the general meeting remotely, but not to cast votes. Voting can be achieved by Correspondence Voting by proxy, as outlined below.

- (2) A Member of the Company entitled to participate at the Meeting is entitled to appoint one or more proxies to attend and, where applicable, vote instead of him/her/it. Such proxy need not be a Member of the Company.

Joint holders may elect one of the joint holders to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.

- (3) A Member wishing to appoint more than one proxy must do so by a single instrument and the presence at the Meeting of the person mentioned first on the instrument, appointing a proxy, shall preclude any other person, mentioned therein, from attending and so on.
- (4) The instruments for appointing a proxy are available on the Company's website (www.purcari.wine). The signed instrument(s) must be deposited (together with the power of attorney or other authority (if any) under which they are signed, or a notarially certified copy of such power of authority) at the registered office of Company (1 Lampousas street, P.C. 1095, Nicosia, Cyprus) or send by facsimile to +357 22 779939 or send by an electronic message to g.ioannou@chrysostomides.com.cy **at least 48 hours before the time of the Meeting**.

Members are urged to confirm that the proxy form has been received by calling Mr. George Ioannou on +357 22 777000 or by email at g.ioannou@chrysostomides.com.cy

- (5) The proxy can be an individual or a legal person. A legal person, appointed as proxy, shall, by resolution of its directors or other governing body, authorise such natural person(s) as it thinks fit to act as its representative at the Meeting. Such natural persons are required to carry with them a certified copy of the resolution from which they derive their authority.

Correspondence voting

A shareholder may vote by correspondence in the following way: the shareholder should complete and sign the form of proxy indicating his/her/its choices and appoint as his/her proxy the Chairman of the Extraordinary General Meeting. In such a case, the Chairman will vote by correspondence in accordance with the shareholder's wishes. If, on the other hand, the shareholder completes and signs the form of proxy and appoints as his/her/its proxy the Chairman of the Extraordinary General

Meeting but leaves blank in whole or in part the form of proxy in relation to the choices provided, the Chairman may vote by correspondence on behalf of the shareholder as the Chairman wishes. The shareholder must send the signed proxy to the Company, as described in note (4) above.

- (6) The instrument, appointing a proxy, must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney, duly authorised.
- (7) Members and/or their proxies, who will participate at the Meeting, are requested to carry with them their identity card or other proof of identification.
- (8) Submission of an instrument, appointing a proxy, does not preclude a Member from participating and voting at the Meeting in person if he/she so wishes, in place of the proxy or proxies that he/she has appointed via instrument.
- (9) Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise any person, natural or legal, to act as its representative at the Meeting and the person so authorised is entitled to exercise the same powers on behalf of such corporation as that corporation could exercise if it were an individual Member of the Company. If the representative is itself a legal person, it shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the Meeting. Such individuals are required to carry with them a certified copy of the resolution from which they derive their authority.
- (10) No Member shall be entitled to vote at the Meeting unless all calls or other sums presently payable by him/her/it in respect of shares he/she/it holds in the Company have been paid.
- (11) The Company provides for participation in the Meeting by electronic means.

VOTING PROCEDURES

- (12) Resolutions put to the vote at the Meeting shall be decided by correspondence vote.
- (13) An ordinary resolution is passed by a simple majority of the votes cast by Members entitled to vote at the Meeting who are participate in person or by proxy by correspondence vote. The chairman of the Meeting does not have a second or casting vote.

STATUTORY RIGHTS OF MEMBERS

- (14) Pursuant to section 127B of the Companies Law, Cap. 113 as amended (the "**Companies Law**"), Member(s), holding at least 5 per cent of the Company's issued share capital representing at least 5 per cent of the Company's voting rights, have the right (i) to add an item to the agenda of a general meeting, provided that such item is accompanied either by a statement justifying its inclusion to the agenda or by a proposed resolution to be put to the vote at the meeting, and (ii) to table a proposed resolution for inclusion to the agenda of the meeting.
- (15) The request to add an item on the agenda or table a proposed resolution as described above must be received by the Company in hard copy or electronically at the addresses indicated below **at least 42 days prior to the relevant meeting.**

Address for delivery of request in hard copy:

The Secretary
PURCARI WINERIES PUBLIC COMPANY LIMITED
1 Lampousas Street

1095 Nicosia
Cyprus

Address for delivery of request in electronic format: g.ioannou@chrysostomides.com.cy

- (16) In the event of receipt of any such request, the Company shall revise the proposed agenda accordingly and make the revised agenda available on its website at www.purcari.wine.
- (17) Pursuant to section 128C of the Companies Law, Members have the right to ask questions relating to items on the agenda and to have such questions answered by the Company, subject to any reasonable measures the Company may take to confirm the identity of the Member concerned. An answer does not have to be given in any of the following circumstances: (a) if it would unduly interfere with preparation for the meeting or confidentiality or business interests of the Company, or (b) if an answer has already been given on the Company's website in the form of "Questions and Answers" or (c) if the chairman of the meeting deems that it is undesirable in the interests of good order of the meeting that the question be answered.
- (18) Members may submit questions to the Company in advance of the Meeting, in writing, by letter or electronic message sent to the addresses specified in paragraphs (15) and (16) above. Questions must be accompanied by evidence of the Member's shareholding and must reach the Company **at least 4 working days before the Meeting**. Answers to any such questions will be provided during the Meeting, unless one of the above-mentioned circumstances applies so that an answer does not need to be given.

OTHER INFORMATION AND AVAILABILITY OF DOCUMENTS

- (19) As at 04th March 2021, the total issued share capital of the Company is EUR 200,000.00 divided into 20,000,000 ordinary shares of EUR 0.01 each. Ordinary shares carry one voting right each.
- (20) A copy of this notice setting out the resolutions that will be put to the vote at the Meeting and the form of the instrument to be used for the appointment of a proxy are available on the Company's website at www.purcari.wine as from 04th March 2021.