



February 1, 2021

American Chamber of Commerce in Romania (AmCham Romania)

ANNUAL GENERAL MEETING CALLING NOTICE

March 25, 2021

VIA CISCO [WEBEX MEETINGS](#)

TO THE MEMBERS OF THE AMERICAN CHAMBER OF COMMERCE IN ROMANIA:

On behalf of the AmCham Romania Board of Directors and in line with the [AmCham Statutes](#), I am pleased to announce that the 2021 ANNUAL GENERAL MEETING OF THE ASSOCIATION (AGM) will take place on March 25, 2021 via a virtual meeting, hosted by Cisco Webex Meetings.

During the AGM, the AmCham Romania Board of Directors will present the activity & financial reports for the past year and propose for approval the 2021 objectives and budget.

The AGM also concludes the election process for the Board of Directors and Auditing Committee.

This AGM Calling Notice opens the nomination period for the 5 (five) seats in the Board of Directors and 3 (three) seats in the Auditing Committee.

The five candidates to be elected in 2021, one of which will represent an AmCham member company in the Business category, according to the [Art. 33 \(7\), Section III of the AmCham Statutes](#), will join the eight members of the Board of Directors, elected in March 2020 who are halfway through their two-year statutory mandate.

I. Annual General Meeting – date, time & agenda

The **first call of the AGM is 16:30 on March 25, 2021** via Cisco Webex Meetings platform. The technical instructions for the log-in of the AmCham Members in the Cisco Webex Meetings platform will be provided via a future notice, closer to the event date, to registered participants.

In case the statutory quorum of 50%+1 of the registered members cannot be met, the **second call of the AGM is at 17:00 on March 25, 2021** via Cisco Webex Meetings platform.

The subjects on the AGM's agenda are the following: (i) Approval of AmCham's activity report for year 2020; (ii) Approval of the financial reports for 2020; (iii) Approval of AmCham's budget for year 2021; (iv) Presentation of Auditing Committee Report; (v) Election of 5 (five) members of the Board of Directors; and (vi) Election of 3 (three) members of the Auditing Committee.

II. Elections of the Board of Directors and Auditing Committee – nomination procedure & deadline

In accordance with [Art. 35, Section III of the AmCham Romania Statutes](#), **5 (five)** positions in the AmCham Board of Directors and 3 (three) Auditing Committee positions are open for at-large elections. Following the AGM and elections, in accordance with [Section III. Art. 33 \(2\) of the Statutes](#), within the first Board of Directors meeting, the Board members will elect the: President, two Vice-Presidents and Treasurer.

AmCham Romania member companies are invited to nominate candidates for the Board of Directors and Auditing Committee elections.

General recommendations regarding candidates for the AmCham Board of Directors:

- **Hold a top management position in the company they represent. ***
- **Represent a member company with a proven support and commitment to AmCham's activity.**
- **Have a least a 6-month experience in the Romanian business environment.**

**When the candidate is not the member company CEO, a special empowerment from the CEO/company top management will confirm that the nominee is delegated to publicly represent the company.*

Please note that the deadline for submitting the filled-in Elections Nomination Form to AmCham Romania office is February 25, 2021 – 17:00 hours (Bucharest time) - see attached Nomination Form for the BOARD OF DIRECTORS and Nomination Form for the AUDITING COMMITTEE.

For further details, please contact AmCham Romania at amcham@amcham.ro/0748 113 665 or the AmCham Executive Director Anca Harasim at harasim@amcham.ro/0744 685 375.

Valid nominations must be submitted via email to nominations@amcham.ro before the February 25, 2021, 05:00 p.m. deadline, and must consist of:

- *Filled-in nomination form (see attached)*
- *A brief biographical description (English, maximum 150 words, doc. format)*
- *Photo (portrait)*
- *Special empowerment when the candidate is not the company CEO*

Information included in the nomination package is for AmCham's use only. Please refer to the attachments for details regarding the submission of your nomination.

Please note that in the spirit of fairness towards all nominees, the February 25, 2021 – 17:00 deadline is firm and will not be extended. According to the AmCham Romania Statutes, nominations from the floor during the AGM cannot be requested or received.

Thus, companies intending to nominate candidates to run for a position in the AmCham Board of Directors or Auditing Committee, will follow the procedure described above.

A Nomination Committee consisting of AmCham members appointed by the Board of Directors will review the nominations to ensure that all required information is accurately provided in due time.

III. Voting Procedure

After **February 25, 2021** all members will be informed by e-mail and on the AmCham website about the candidates validated by the Nomination Committee and more information on the voting procedure will be provided.

To avoid receiving more votes from the same company, **please note that one AmCham Member (company) can express only one vote, that should reflect the options expressed by the CEO or designated person in relation to AmCham** or a delegated representative, if the case, on the basis of a power of attorney according to Article 28 of the AmCham Statutes. The power of attorney will be sent to AmCham together with the voting ballot.

The results of elections for the new Board of Directors and Auditing Committee will be announced at the AGM on **March 25, 2021**.

Thank you for your continued support to AmCham Romania and looking forward to sharing with you the 2020 activity report and 2021 objectives.

Sincerely,

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President of the Board of Directors

American Chamber of Commerce in Romania